

# **BYLAWS of the Black Hills Digital Mapping Association**

**May 10, 2007**

This instrument constitutes the Bylaws of the Black Hills Digital Mapping Association, a South Dakota nonprofit corporation, adopted for the purpose of regulating and managing the internal affairs of the corporation.

## **ARTICLE I. PURPOSE**

The purpose of the corporation is to provide a mechanism for communicating, developing, understanding, and sharing information related to digital geospatial data, maps, and technology. Areas of interest shall include, but not be limited to, natural resource management, land records, social and demographic information, facilities management, transportation, spatial data, and cartographic data of all types. The geographic area served by the corporation includes, but is not limited to, the Black Hills region of western South Dakota, eastern Wyoming, southeastern Montana, western Nebraska, and western North Dakota. The purpose of the corporation shall not be the production of income for distribution to the members of the Board of Directors. Specifically, the mission of the corporation is focused in the following areas:

1. To provide a unified voice on geospatial data, maps, and technology.
2. To promote development of geospatial data, maps, and technology.
3. To promote geospatial data interchange standards to facilitate data exchange.
4. To promote sharing of new geospatial information and technology.
5. To encourage cooperation and networking among members of the geospatial data community.
6. To promote efficiency and reduce duplication of efforts among the geospatial data community.
7. To promote the understanding of geospatial data to the user community and the public.

## **ARTICLE II. MEMBERS**

Section 2.1. Members. The membership of the corporation shall consist of the Members of the Board of Directors and any persons who request membership and are approved by the Board of Directors of the corporation.

Section 2.2. Voting Rights. All Members shall be entitled to one vote on any matter properly presented to the Members. Voting by proxy shall not be permitted.

Section 2.3. Resignation of Members. A Member may resign at any time. The resignation of a member does not release the member from any obligations the member may have to the corporation for dues, assessments, or fees or charges for goods and services.

Section 2.4. Termination of Membership. A Member shall not be expelled or suspended, and a membership may not be terminated or suspended, except for nonpayment of dues or fees.

Section 2.5. Member Meetings. Regular meetings of voting Members shall be held at least annually, on such day and at such time as the Board of Directors shall determine.

Section 2.6. Quorum for Membership Meeting. Unless otherwise provided by law or by these Bylaws, a quorum for a meeting of the Members is ten percent (10%) of the Members entitled to vote at the meeting.

Section 2.7. Number Required for Action by Members. Except where a larger portion or number is required by law or by these Bylaws, the Members may take action by the affirmative vote of a majority of the Members present at a duly held meeting.

## **ARTICLE III. BOARD OF DIRECTORS**

Section 3.1. General Powers; Designation. The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors elected by the affirmative vote of a majority of the members or appointed in the manner set forth below. The Board of Directors shall have primary responsibility for overseeing the activities of the corporation, engaging in long-range planning for the corporation, ensuring the mission of the corporation, and approving the annual budget for the corporation.

Section 3.2. Election, Appointment, and Number of Directors. The Board of Directors shall consist of nine (9) individuals elected by the members to fill the following offices: President, Vice President/Member-At-Large Representative, Secretary-Treasurer, Local Government Representative, State Government Representative, Federal Government Representative, Tribal Representative, Private Sector Representative, and Academic Representative. Nominations for Board members may be submitted by any Member.

Section 3.3. Terms of Directors. Beginning January of each calendar year, Directors shall serve for a term of two (2) years each, with a term commencing on January 1. The term of the President, Vice President/Member-At-Large Representative, Local Government Representative, Federal Government Representative, and Academic Representative shall begin January 1 in even-numbered calendar years and run for two (2) years. The term of the Secretary-Treasurer, State Government Representative, Tribal Representative, and Private Sector Representative shall begin January 1 in odd-numbered calendar years and run for two (2) years. Any director shall be eligible for re-election not to exceed two (2) consecutive terms in any one position, unless no candidate is nominated for the position.

Section 3.4. Officers. The officers of the corporation shall be the President, Vice President/Member-At-Large Representative, and Secretary-Treasurer, and such other officers as the Board of Directors may, from time to time, appoint.

Section 3.5. Duties of Officers. The duties of the officers of this corporation shall be:

Section 3.5.1. President. The President shall preside at all meetings of the Board of Directors and shall oversee the long term goals and purposes of the corporation. The President shall be the chief executive officer of the corporation, shall be responsible for the day to day operations of the corporation, and shall have all of the powers and duties normally belonging to the President, Chief Executive Officer, or Executive Director of a South Dakota nonprofit corporation. The President shall present an annual address coincident with the annual conference of the organization when applicable.

Section 3.5.2. Vice President/Member-At-Large Representative. The Vice President/Member-At-Large Representative shall be vested with all powers of and perform all the duties of the President in the President's absence or inability to act, but only so long as such absence or inability continues. In the event of the resignation or death of the President, the Vice President/Member-At-Large Representative shall fulfill the duties of the President until the end of the unexpired term.

Section 3.5.3. Secretary-Treasurer. The Secretary-Treasurer or his or her designee shall attend all meetings of the Board of Directors and any committee thereof, and keep the minutes of such meetings, give notices, and prepare any necessary certified copies of corporate records. The Secretary-Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, disbursing corporate funds as authorized.

Section 3.6. Quorum. At all meetings of the Board of Directors, five (5) Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 3.7. Number Required for Action by Directors. Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the Directors present at a duly held meeting

shall be sufficient for any action.

Section 3.8. Regular Meetings/Annual Meeting. The Board of Directors shall have regular meetings at least annually, or more frequently at the request of the President or two Directors, at such places and times as it shall establish. The annual meeting of the Board of Directors shall be at such time and place as may be designated by the Board of Directors.

Section 3.9. Resignation of Directors. A Director may resign at any time by giving notice to the President of the corporation. The President may resign at any time by giving notice to the Board of Directors.

Section 3.10. Vacancies. In the event of the resignation or death of a Director, a successor to fill the unexpired term shall be appointed by the President, upon the approval of a majority of the Directors present at a duly held meeting. In the event of the resignation or death of the President, the Vice President/Member-At-Large Representative shall fulfill the duties of the President until the end of the unexpired term.

Section 3.11. Voluntary Leave of Absence. A voluntary leave of absence may be requested by and granted to a Director upon the approval of a majority of the Directors present at a duly held meeting.

Section 3.12. Proxies. Neither a Director nor a committee member shall appoint a proxy for himself or herself, nor shall he or she vote by proxy.

Section 3.13. Payment of Directors. Directors shall not be compensated for their duties as Directors, except that a Director may receive a salary for his or her services as an employee, and Directors may be reimbursed for expenses incurred on behalf of the corporation.

Section 3.14. Committees. The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the corporation to the extent determined by the Board of Directors.

#### **ARTICLE IV. FISCAL MANAGEMENT**

Section 4.1. Fiscal Year. The fiscal year of the corporation shall begin January 1 and end December 31.

Section 4.2. Deposits and Withdrawals. The funds of the corporation shall be deposited in such banks or depositories as determined by the Board of Directors. Remittances and withdrawals shall be made by the directors of the corporation in such manner as established by the Board of Directors.

Section 4.3. Inspection of Records. All books, records, and property of the corporation shall be open at all times to the inspection and examination of the Board of Directors.

Section 4.4. Income and Fees. Income shall be generated through funds received from conferences, workshops, and through other means as determined by the Board of Directors. Membership fees may be charged as deemed necessary by the Board of Directors.

Section 4.5. Annual Budget. The annual budget of estimated income, income expense, and capital expense shall be approved by the Board of Directors.

Section 4.6. Secretary-Treasurer's Audit and Report. There shall be an internal audit of the corporation books and records performed by each newly elected Secretary-Treasurer. A summary report of the financial operation of the corporation shall be made by the Secretary-Treasurer at least annually to the Board of Directors, and such other times as requested by the President.

Section 4.7. Dissolution of the Corporation. In the event of the dissolution of the corporation, the entire net assets remaining after the payment of any and all liabilities and obligations of the corporation shall be

distributed exclusively for the purposes of the corporation to nonprofit organizations operated exclusively for charitable, educational, or scientific purposes, selected by the affirmative vote of a majority of the Board of Directors.

#### **ARTICLE V. INDEMNIFICATION**

Section 5.1. In General. Subject to Section 5.2 hereof, the corporation shall indemnify and make advances to each person who is or was a Director, officer, or employee of the corporation, or a member of any committee, to the full extent mandated by, and in accordance with, SDCL 47-22 South Dakota Nonprofit Corporation Act, without prohibitions, limitations or conditions other than those set forth in said Act.

Section 5.2. Limitation on Indemnification. Indemnification pursuant to Section 5.1 hereof shall be for the sole and exclusive benefit of the person expressly identified therein, and no other person, corporation, or legal entity of whatever nature shall have any rights thereunder by way of voluntary or involuntary assignment, subrogation, or otherwise.

Section 5.3. Insurance. The corporation may provide, maintain, and pay for insurance on behalf of any person indemnified pursuant to Section 5.1 hereof.

#### **ARTICLE VI. AMENDMENT OF BYLAWS**

These bylaws may be amended at any time and from time to time by the affirmative vote of a majority of the Directors who are present at a duly held meeting.