

BYLAWS OF SHAREDGEO

ARTICLE I — NAME AND PURPOSE

*Section 1 — **Name:*** The name of the organization shall be SharedGeo. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

*Section 2 — **Purpose:*** SharedGeo is organized exclusively for charitable, scientific and education purposes.

- to promote emergency preparedness, public health, public safety, and other public benefits through awareness, understanding, and effective use of geospatial information;
- to facilitate sharing of geospatial information among units of government, non-governmental organizations, institutions of learning, public corporations and private enterprise for the common good; and
- to provide technical expertise, research, facilities, education, and funding to encourage sharing and use of geospatial information for public benefit.

ARTICLE II — MEMBERSHIP

*Section 1 — **Membership:*** The SharedGeo business model does not anticipate use of membership affiliation.

ARTICLE III — BOARD OF DIRECTORS

*Section 1 — **Board role, size, and compensation:*** The board is responsible for overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to eleven (11) members, but not fewer than three (3) members. The board receives no compensation other than reasonable expenses.

*Section 2 — **Terms:*** All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

*Section 3 — **Meetings and notice:*** The board shall meet at least semi-annual, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

*Section 4 — **Board elections:*** During the last quarter of each fiscal year of the corporation, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 5 — Election procedures: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6 — Quorum: A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

Section 7 — Officers and duties: There shall be three officers of the board, consisting of a chair, secretary and treasurer. Their duties are as follows:

The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: secretary, treasurer. The chair shall also chair committees on special subjects as designated by the board.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 8 — Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences defined as more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 — Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

ARTICLE IV — COMMITTEES

Section 1 — Committee formation: The board may create committees as needed, such as fundraising, public relations, data collection, etc. The board chair appoints all committee chairs that have not been prescribed herein.

*Section 2 — **Executive Committee:*** The chair, secretary and treasurer of the board serve as the corporate Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

*Section 3 — **Governance Committee:*** The secretary will chair the Governance Committee, which will include two other board members. The Governance Committee is responsible for ongoing review of corporate policies, procedures and organizational structure, and providing recommendations to the board of directors and executive director concerning changes to those items. The Governance Committee will also monitor overall compliance with corporate requirements as prescribed in these bylaws, as well as any organization and policy manual that may be created in response to board direction. Breaches of these business practices shall be brought to the immediate attention of the board of directors. At the end of each fiscal year, the Governance Committee will prepare a report that evaluates the overall performance and effectiveness of the corporation and staff as benchmarked against goals set for the year. This evaluation shall include a review of the board of directors.

*Section 4 — **Finance Committee:*** The treasurer is the chair of the Finance Committee, which will include two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

ARTICLE V — EXECUTIVE DIRECTOR, OTHER CORPORATE OFFICERS, AND STAFF

*Section 1 — **Executive Director:*** The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary. As deemed appropriate for business circumstances, the executive director may serve on the board of directors, but only in the capacity of board secretary. The executive director is considered the principal corporate officer.

*Section 2— **Other corporate officers and staff:*** The Executive Director will be responsible to the board for the effective and efficient employment of all staff personnel, to include the hiring, firing and direction of any other corporate officer positions created by the board of directors.

