

Bylaws of
MidAmerica GIS Consortium, Ltd.
A Kansas Not-For-Profit Corporation

STATEMENT OF PURPOSE

The purpose of the MidAmerica GIS Consortium is to provide an organizational vehicle to facilitate collaboration between interested GIS practitioners in the Midwest region. This includes but is not limited to federal, state, county, local, agency representatives, private and academic practitioners, and other entities. The goals of the Mid America GIS Consortium are to generally, as decided upon by the Consortium; provide educational opportunities for practitioners in the Midwest; provide an environment that encourages collaboration and communication among our members and other organizations; provide a setting for positive cultural change regarding GIS development, maintenance, and usage within our institutions through development and dissemination of best practices and other initiatives.

ARTICLE I
LIMITATION OF METHODS

The MidAmerica GIS Consortium, Ltd. (the "Consortium") is organized as a Kansas Not-For-Profit Corporation. The Consortium shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II
OFFICES

Section 1.

Principal Office. The principal office for the transaction of business of the Consortium is c/o Amber Reynolds, 2131 E 26th Street, Lawrence, KS 66046.

Section 2.

Registered Office. The Consortium, by resolution of the Executive Committee, may change the location of its registered office as designated in the Articles of Incorporation to any place in Kansas. By like resolution, the resident agent at such registered office may be changed to any other person or corporation. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State, and a certified copy thereof shall be recorded in the office of the Register of Deeds for the county in which the new registered office is located (and in the old county, if such registered office is moved from one county to another).

ARTICLE III

EXECUTIVE COMMITTEE

Section 1.

The government of the Consortium, the direction of its work, and the control of its property shall be vested in the Executive Committee. The Executive Committee shall have charge of the routine business of the Consortium. It shall have general charge of the finances and property of the Consortium, to amend the Articles of Incorporation, pass new bylaws, establish committees, establish the content, direction and location of conferences, and authorize contractual agreements that are necessary for fulfillment of the purposes and objectives of the Consortium. The Executive Committee may refer matters of business to a proper standing or other committee.

The Executive Committee shall have nine (9) members. Members of the Executive Committee shall be elected by a majority of the sitting Steering Committee in the second calendar quarter of each year in which the terms of the members of the Executive Committee expire, to serve for a term of two (2) years, commencing July 1 of the same calendar year. Members of the Steering Committee shall nominate, qualify and elect a Consortium Chair, a Symposium Chair, a Secretary, a Treasurer, and five (5) Directors at Large to serve on the Executive Committee. No person shall hold both the office of Secretary and Treasurer at the same time. Members of the Executive Committee shall have the power to fill any vacancies on the Executive Committee that shall occur between appointments.

Section 2.

Members of the Executive Committee shall meet annually in the second calendar quarter to conduct such business as may be appropriate, including appointing the members to serve on the Executive Committee in years in which their terms of office expire. Members of the Executive Committee shall meet at such other times and places as fixed by the Executive Committee. Absence of an Executive Committee member from three consecutive meetings, without excuse deemed valid and so recorded by the Executive Committee, shall be construed as a resignation.

Section 3.

A majority of members of the Executive Committee shall constitute a quorum at any meeting. A majority of members of the Executive Committee members present shall be necessary to effect a decision. Meetings may be conducted in person, by telephone conference call, video conference, web-cast, email, or other means of interactive communication, so long as a quorum is met and minutes of the meeting are recorded for distribution. All votes shall be taken and recorded of the Executive Committee members present.

ARTICLE IV COMMITTEE CHAIRS AND OFFICERS

Section 1.

The Consortium Chair shall be the chief administrative officer of the Consortium and shall oversee and coordinate the general activities of the Consortium, including, but not necessarily limited to, building and promoting the Consortium by encouraging the ongoing involvement and commitment of individuals and agencies in Mid America.

Section 2.

The Symposium Chair shall oversee and coordinate activities relating to conferences sponsored by the Consortium. In the absence of the Consortium Chair, the Symposium Chair shall have the authority to oversee and coordinate the general activities of the Consortium, subject to review and reevaluation by the Executive Committee at its next meeting.

Section 3.

The Secretary shall have the general duties, powers and responsibilities of a secretary of a corporation. The Secretary shall record or cause to be recorded, the proceedings of the meetings of the Executive Committee in a minute book of the Consortium, to be kept for the Executive Committee and other standing committees when requested by the Executive Committee. The Secretary shall bear the principal responsibility to give, or cause to be given, notice of all meetings of the Executive Committee. The Secretary shall see that all books, records, lists and information required to be maintained at the registered or other office of the Consortium in Kansas or elsewhere are so maintained. The Secretary shall perform other duties as may be prescribed by the Executive Committee.

Section 4.

The Treasurer shall be the chief financial agent of the Consortium and shall exercise such authority, and shall perform other duties as may be assigned by the Executive Committee. The Treasurer shall have custody of all funds, securities and legal instruments of the Consortium and Consortium sponsored activities, and shall be responsible for their safekeeping. To this end the Treasurer may, subject to the approval of the Executive Committee, determine the place and manner of depositing for all funds, securities and legal instruments. A correct account of all receipts and disbursements must be kept at all times and a complete up-to-date report of the financial affairs of the Consortium shall be submitted at the annual meeting of the Executive Committee. The Executive shall have the right to examine the financial records of the Consortium and cause any audit to be made at any time.

ARTICLE V OTHER COMMITTEES

The Consortium shall have the following additional standing committees:

Section 1.

Steering Committee - Members of the sitting Steering Committee may appoint two individuals from each participating state in the Mid America region, and other individuals to serve on the Steering Committee. Members of the Steering Committee must be active members of MAGIC and demonstrate a willingness to pursue and fulfill the purposes and objectives of the Consortium. The Steering Committee shall strive to promote and improve the overall activities of the Consortium and oversee the activities of the following committees, as well as any other committees that may be deemed necessary:

Section 2.

Communications Committee – The Consortium Chairperson may appoint individuals to serve on a Communications Committee. The committee shall work to develop Internet based utilities and applications to enhance the dissemination of information to Consortium members regarding various Consortium initiatives. The committee will also develop utilities to further the communication between the standing Consortium committees. Additionally, the Communications Committee will assist the Symposium Planning Committee in the development of tools to enhance the collection and distribution of Symposium related information. The

Communications Committee Chairperson shall coordinate the development of these utilities, including web pages, discussion forums, interactive data collection forms, and mailing lists. The Communications Chair shall serve as the point of contact for communications related issues.

Section 3.

Membership Committee - The Consortium Chairperson may appoint individuals to serve on a Membership Committee. The Membership Committee shall provide leadership in building and maintaining the membership of the MidAmerica GIS Consortium. The Committee shall make recommendations to the Executive Committee regarding issues that may include, but are not limited to, the following: 1)Establishment of criteria for, and benefits of, membership in the Consortium; 2)Establishment of annual dues; 3)Recruitment of members.

Section 4.

Symposium Committee - The Symposium Chairperson may appoint individuals to serve on the Symposium Committee. Members of the Symposium Committee must demonstrate a willingness to pursue and fulfill the purposes and objectives of the Consortium. The Symposium Chair shall serve as chairman of the Symposium Committee. The Symposium Committee shall strive to promote and improve the overall activities of the Consortium and shall establish additional subcommittees as needed to fulfill their activities.

ARTICLE VI PARLIAMENTARY PROCEDURE

Roberts Rules of Order Revised shall be the parliamentary authority of the Consortium, the Executive Committee and other committees, except as the same has been modified by these Bylaws.

ARTICLE VII AMENDMENTS

These Bylaws may be amended or repealed by a 2/3 majority vote of the Executive Committee, at any regular or special meeting thereof, provided that a copy of any proposed amendment (s) is distributed by mail or email to all members of the Executive and Steering Committees for consideration no later than twenty-five (25) days prior to the meeting date of the vote.

ARTICLE VIII SEAL

The Consortium shall have no seal.

ARTICLE IX DISSOLUTION

Upon dissolution of this Consortium, the governing body shall, after paying or making provision for payment of all of the liabilities of the Consortium, dispose of all the assets of the Consortium exclusively for the purposes of the Consortium in such manner, or to such organization or organizations organized and operating exclusively for purposes which qualify said organization as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law),

as the governing body shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Consortium is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE X
INDEMNIFICATION**

The Consortium shall indemnify and hold harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, (other than an action by the Consortium against such person) by reason of the fact that such person is or was an officer, director, committee member, or other agent of the Consortium, against all expenses (including reasonable attorneys' fees), judgments, fines, penalties, and amounts paid in settlement actually and reasonably incurred by said person in connection with such action, suit or proceeding if the Executive Committee determines that the person acted in good faith and within the scope of his or her duties as an officer, director, committee member or other agent of the Consortium. The Consortium may purchase and maintain insurance on behalf of any such person. The Executive Committee shall have the sole and exclusive right to determine whether a person is entitled to indemnification pursuant of this Article.

CERTIFICATE

I, the undersigned, hereby certify that I am the Secretary of MidAmerica GIS Consortium, and the keeper of its corporate records; that the foregoing Bylaws were duly adopted by said Consortium's Executive Committee as and for the Bylaws of said Consortium, effective as of the 25th day of October, 2007; that the foregoing constitute the Bylaws of said Consortium; and that such Bylaws are now in full force and effect.

Dated 27 February 2014



Susan Norton, Secretary