

MANITOBA GIS USERS GROUP

MGUG

CONSTITUTION AND BY-LAWS

May 2007

ARTICLE 1 - Name

- Sec. 1 The name of the organization is the MANITOBA GIS USERS GROUP hereinafter referred to as "MGUG"
- Sec. 2 MGUG shall carry on as a not for profit GIS Users Group.

ARTICLE 2 - Fiscal Year

- Sec. 3 The fiscal year shall be October 1st to September 30th.

ARTICLE 3 - Mission and Objects

- Sec. 4 The Manitoba GIS Users Group is a group of GIS professionals using geographic information systems for spatial data management, analysis, and visualization. Formed to facilitate communication between people working in all areas of GIS, the users group meets two to four times per year to allow its members to learn more about current activities and technologies within the industry and to network with their peers.
- Sec. 5 The Mission of MGUG is: "**Facilitate communication among people working in all areas of GIS**"
- Sec. 6 The Mandate of MGUG is to:
- Cater to Manitoba interests
 - Facilitate open discussion and presentations on topics of local interest
 - Advertise, promote and organize local events
 - Provide an opportunity for networking
 - Provide an open forum for data sharing & learning opportunities in new initiatives, methods, architecture, standards and best practice in GIS
 - Promote the services and technology of our sponsors
- Sec. 7 MGUG's Policy is:
- Membership is open to people working in all areas of GIS

- Non-vendor specific

Sec. 8 MGUG's Goals are to:

- Organize and hold two to four conference-type meetings per year
- Provide and update the Who's Who of GIS in Manitoba
- Facilitate resume posts / GIS project case studies / contract tendering
- Provide links of interest to members
- Promote local events

ARTICLE 4 - Membership

Sec. 9 At a minimum there shall be the following class of membership with voting rights as indicated

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| A. | Single membership | 1 vote |
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Sec. 10 If the Board of Directors decides to charge a fee for membership to MGUG then the following classes of membership may also be available at the discretion of the board of Directors.

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| B. | Corporate membership | Number of votes at the discretion of the Board |
| C. | Student | Voting status at the discretion of the Board |

Sec. 11 Applications for Membership shall be in writing on the forms prescribed from time to time by the Board of Directors, such applications to be signed by the applicant.

Sec. 12 Members shall pay such membership fee as shall be set by the Board of Directors from time to time.

Sec. 13 Although memberships will generally be renewed annually, the Board of Directors shall determine the length of membership and when fees are due.

Sec. 14 Corporate Members: If the Board of Directors decides to make a Corporate membership available, then Corporate Members shall be admitted to membership upon application approved by the Board of Directors.

Sec. 15 Student Members: If the Board of Directors decides to make a Student Membership available, then Student members shall be admitted to membership upon application approved by the Board of Directors. A Student Member shall be 18 years or older, and in full time attendance of a recognized post-secondary institution.

Sec. 16 The membership privileges of any member may be cancelled at any time by a majority decision of the board of Directors for conduct considered detrimental to MGUG.

ARTICLE 5 - Board of Directors and Officers

Sec. 17 The Business of MGUG shall be managed by the Board of Directors, which shall consist of no fewer than six and no more than ten Directors who must be members in good standing.

- Sec. 18 The Board of Directors shall be elected at the Annual Meeting of Members.
- Sec. 19 All members of the Board of Directors may serve for as many years as they are re-elected.
- Sec. 20 A maximum of two people from any organization can be on the Board of Directors
- Sec. 21 The Executive officers of MGUG shall be the President, the Vice-President, the Secretary, and the Treasurer. The signing officers of MGUG may be bonded to a sum as determined by the Board of Directors
- Sec. 22 Each of the executive positions must be filled by Directors from different organizations. The Board will not allow two executive positions to be filled by people from the same organization.
- Sec. 23 The President shall not hold office for more than two consecutive years, but in the case of an emergency the Board may extend such time from year to year.
- Sec. 24 At any time when the Board of Directors has fewer than ten members or after the Board has been reduced to fewer than six members, vacancies shall be filled by the remaining members of the Board appointing a Director to fill the vacancy until the next Annual Meeting.
- Sec. 25 Nominations, from those eligible to vote, for the elections to the Board of Directors must be received in writing or email at least 48 hours before the date set for the Annual Meeting. If the Nominating Committee fails to present the required number of candidates to fill the Board of Directors, then, the voting members present at the Annual Meeting shall have the opportunity to present for election members to fill the un-nominated positions. If an election should be required, it shall be contested only by those nominated at the meeting. All nominations must be consented to.
- Sec. 26 The absence without cause of a Director from three consecutive meetings of the Board shall entitle the remaining Directors to declare his place on the Board vacant.
- Sec. 27 Quorum: For a Board with eight or fewer directors in office, a minimum of four Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn from time to time, until a quorum be present. A minimum of five Directors shall be necessary to constitute a quorum for a Board with nine or 10 directors.
- Sec. 28 The meetings of the Directors shall be held at such other place as the President or Officer acting in the place of the President may direct. The Board of Directors shall meet not less than six times per year.
- Sec. 29 The meetings of the Board of Directors may be called by the President on such notice to each Director as the President deems necessary and advisable, or on the written request of three Directors. Such notice, may be by twenty-four hours previous notice thereof, given verbally, by telegram, telephone, or in writing, mailed, email, faxed or delivered.
- Sec. 30 Providing that notice of a meeting has been given to all the Directors in accordance with the by-laws herein set out, and at such meeting a quorum is not obtained, then if the President or the Secretary deem it an emergency, a resolution in writing signed by six or more of the Directors shall be as valid and effective as if it had been passed at a meeting of the Directors duly called and constituted.
- Sec. 31 All questions arising at any meeting of Directors, shall be decided by a majority of votes, and a motion shall be carried when the majority of Directors present vote for it and otherwise it shall be lost and the President or other person acting as Chair shall not have a vote, but shall cast a deciding vote in the case of a tie.

- Sec. 32 The President and the Vice-President shall be elected by the Directors from amongst themselves once in each year, such election to take place at the first meeting of the Board of Directors following the Annual Meeting of members for that purpose. Such election shall be by a series of ballots. The Director receiving the least number of votes in the first ballot shall drop out, and a second ballot shall again vote upon the remaining Directors. The same procedure shall be carried out until only two are voted on in the ballot, or until a majority is reached.
- Sec. 33 The Secretary, Treasurer, Membership, and other Director positions shall be appointed by the Board of Directors from the members of the said Board and shall hold office until their successors are appointed. They shall have the authority to appoint Committees from the general membership to assist them in their duties.
- Sec. 34 No officer or Director of MGUG shall be paid for performing the duties of this office.
- Sec. 35 Any Director, or elected or appointed officer, may resign his office at any time. Such resignation to be made in writing, or to be tendered orally, at a meeting of members or at a meeting of the Board of Directors, and to take effect from time of its receipt by the Secretary, if in writing, or from the time of its delivery at a meeting, if made orally. The acceptance of a resignation shall not be required to make it valid. In the Case of temporary absence of any office of Director, or for any other reason that may seem sufficient to the Board, the Board of Directors may delegate his powers and duties to any other officer, or Director, or any member of MGUG on an interim basis.
- Sec. 36 The Board of Directors may from time to time hire a contractor or other staff to perform such duties as may be assigned to him/her or them by the Board of Directors.
- Sec. 37 Contractors or employees of MGUG, shall be under the direction of the Board of Directors or such other officer as the Board of Directors may delegate authority in the behalf, and shall be removable from office by the Board of Directors.

ARTICLE 6 - Duties of Officers

- Sec. 38 President: The President shall be the chief executive officer and the head of MGUG and shall have a general and active management of its business and affairs.
- Sec. 39 The President may preside at all meetings of the members and of the Board of Directors and call all special or other meetings.
- Sec. 40 The President shall be an ex-officio member of all committees and of all subsidiary organizations of MGUG, with a vote.
- Sec. 41 The President or person acting in the place of a President may suspend any member or officer from the privileges of MGUG or the duties of this office, until the next meeting of the Board of Directors, but not in any case more than three days, when the offense for which such suspension was made shall be dealt with by the said Board.
- Sec. 42 Vice-President : The Vice-President shall be vested with all the powers and be required to perform all the duties of the President in the case of the absence of the President, and shall perform and assist in the performing such duties as may from him/her to time be assigned to him/her by the President.
- Sec. 43 Secretary: It shall be the duty of the Secretary to keep a record of all the proceedings of MGUG and of all meetings of members and of the Board of Directors, to keep a correct list of the members and their addresses in MGUG roster, to conduct the correspondence of MGUG, to issue notices of

all meetings as required by these by-laws. It shall be the Secretary's duty to carefully protect and preserve all books, letters, documents, etc., relating to or of interest to MGUG.

Sec. 44 Treasurer: It shall be the duty of the Treasurer to receive all moneys due to MGUG and give receipts therefore, and to deposit the same to the credit of MGUG in a recognized financial institution to be designated by the Board of Directors. The Treasurer shall pay by cheque, countersigned by the President or in his/her absence by whatever officer is performing the President's functions. All bills and accounts of \$1000.00 or more must be certified by the Treasurer and be approved by the Board of Directors before payment.

Sec. 45 The Treasurer shall keep in the books of MGUG, a full and accurate account of all moneys due to or by MGUG, and of all moneys received and of all moneys paid, and of the appropriations to and of all receipts and disbursements from and on account of the real property of MGUG. The Treasurer shall prepare a detailed statement of the estimated income and expenditure of MGUG and shall present the same to the Board of Directors from time to time, as required. The Treasurer shall prepare for the Annual Meeting of members a statement of income and expenditures, and assets and liabilities, and present the same at such Annual General Meeting. The Treasurer shall produce the books for examination and audit by the auditors whenever called upon to do so.

Sec. 46 Any officer of MGUG may be removed from office at any time by a resolution of the Board of Directors passed by a majority vote at any meeting.

ARTICLE 6 - Committees

Sec. 47 Committees: The Board of Directors shall have supervision and jurisdiction over all committees. All committees shall report to the Board of Directors, and no committee shall make any expenditure or incur any expenses or pledge the credit of MGUG in any way without the authority of the Board of Directors.

Sec. 48 Other committees: The board of Directors may from time to time appoint other committees for general or special purpose as they may from time to time deem expedient, and notwithstanding anything in these by-laws to the contrary, may add to any or all committees such member or members as they deem advisable.

Sec. 49 Notwithstanding the duties described by these by-laws for the various committees, the President shall, in the event of conflict of authority or overlapping of duties of the various committees, define the duties of each and settle all questions in dispute, subject to appeal to the Board of Directors.

ARTICLE 7 - MGUG Meetings

Sec. 50 Members' Meetings: All meetings of members shall be held at such place as the Directors or a majority thereof may from time to time decide upon.

Sec. 51 The Annual meeting of the members of MGUG shall be held during the fall in September to November each year and may be held coincidentally with a conference style meeting.

Sec. 52 A notice of the Annual Meeting shall be emailed to each "voting member" of MGUG at least three weeks prior to the meeting. The report of the Nominating Committee shall be enclosed with the notices of the Annual Meeting. Such notice shall inform the voting membership of any vacancies on the Board

of Directors not filled by the nominating committee to be opened for nominations at the Annual Meeting.

Sec. 53 Every member shall furnish the Membership Director with his/her email address at which notice of meetings and all other notices may be served upon or emailed to him/her.

Sec. 54 One third (33.3 %) voting members shall form a quorum for transaction of business at the Annual Meeting.

Sec. 55 At all meetings, members may vote in person, or by proxy, in writing, produced at the meeting. No proxy shall be voted upon when granted more than thirty (30) days before the meeting, which shall be named therein, and shall not be valid after final adjournment of such meeting. Active members as set out in Article 2 Section 1 shall vote.

Sec. 56 At the annual meeting of the members of MGUG, the following order of business shall be substantially observed as far as consistent for the purpose of the meeting.

1. The reading of the notice of the meeting.
2. Report as to quorum.
3. Reading minutes of previous meeting.
4. Reports.
5. Election of Directors and Officers.
6. Unfinished business.
7. New Business.
8. General Business.

The order of business may be changed by the presiding officer, subject to an appeal to the Meeting to be decided by the vote of the majority of members present.

ARTICLE 8 - Miscellaneous

Sec. 57 Any member who has not paid his fees by the prescribed date shall be suspended by the Board of Directors.

Sec. 58 Any member may be suspended or expelled for MGUG by the Board of Directors for improper or unbecoming conduct, provided, however, that before a member is so expelled a notice shall be emailed informing him/her.

Sec. 59 Appeals: Any member suspended or expelled, and any member who has proposed a candidate for membership and the application of such candidate has been rejected, or held over by the Board of Directors, may appeal from the Board's action to any meeting of members, whether annual or special, and such meeting of members may consider such suspension, expulsion or application, notwithstanding that it is not referred to in the notice calling such meeting and may restore a suspended or expelled member without payment of any fees or otherwise, as they deem proper, by a resolution passes by a majority open vote.

Sec. 60 At any Annual General Meeting of the members of MGUG, Rules and Regulations may be passed for the general order and good management of MGUG.

Sec. 61 The constitution and by-laws of the Manitoba GIS Users Group may be amended , added to or repealed provided that two thirds (66.7%) of the membership present at the meeting plus proxies vote in favour of the changes.

ARTICLE 9 - Bank Account and Certification of Documents

- Sec. 62 The bank account shall be kept in the name of the “Manitoba GIS Users Group” in such recognized financial institution as the Board of Directors may from time to time select by resolution.
- Sec. 63 All cheques, promissory notes, bills of exchange issued, drafts signed, accepted or made by or on behalf of the Manitoba GIS Users Group, shall be signed by the Treasurer, and either the President or Vice-President; provided however, that all cheques, promissory notes, bills of exchange or orders for payment of money deposited with any recognized financial institution to the credit of the Manitoba GIS Users Group, or for the collection by such recognized financial institution, may be endorsed for such purpose only, but not for the purpose of borrowing money thereon, by the Treasurer.