

BYLAWS OF THE NORTHEAST ARC USERS GROUP

Amended October 17, 2016

ARTICLE I – NAME AND PURPOSE

1. **Name.** The name of this organization shall be NORTHEAST ARC USERS GROUP - NEARC; hereinafter referred to as the "Corporation".
2. **Purpose.** The purpose of NEARC is to provide a forum where GIS users in the Northeastern United States can:
 - a. meet each other and learn of GIS applications in the region;
 - b. share technical expertise, application information, data and tools;
 - c. assist other users, especially at new sites; and,
 - d. address issues of GIS importance that affect GIS users in the northeastern United States.
3. Notwithstanding any other provision of these Bylaws, NEARC is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.
4. No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(Sh) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

ARTICLE II – MEMBERSHIP

Membership is open to any and all persons interested in the science of Geographic Information Systems. The conferences shall be held in the following states: Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, and Vermont.

Amended 10/17/2016 to designate where the conferences shall be held.

1. **Initial Membership.** The initial members empowered to vote at the first annual meeting shall be:
 - a. The initial Directors as listed in the Certificate of Organization, and
 - b. All persons 18 years of age or older who are present at the annual meeting and meet the general membership requirements.

2. **Regular Membership.** Subsequent to the first Annual Meeting, persons may become regular members by attending any sponsored NEARC meetings throughout the course of a year.
3. **Rights of Members.**
 - a. Every member shall have the right to participate in meetings of the membership; to cast one vote on all matters properly put before the membership of the Corporation for consideration; to nominate and participate in the election of members of the Board of Directors as provided by these Bylaws; to serve on the Board of Directors or on committees if chosen; to receive notices and minutes of membership and Board meetings; and, to receive Annual Reports as provided by these Bylaws.
 - b. The assent of the membership, in accordance with these Bylaws, shall be required before action may be taken on the assessment of membership dues, and the amendment of the Certificate of Organization or these Bylaws, and the dissolution of the Corporation.
4. **Membership Meetings**
 - a. **First Annual Meeting.** The first Annual Meeting of the Membership, for the adoption of these Bylaws, the election of Directors, the assessment of membership dues, if any, and the transaction of other business, shall be held in October of 1994. The location and specific time of the first Annual Meeting shall be determined by the Initial Board of Directors.
 - b. **Subsequent Annual Meetings.** Subsequent to the First Annual Meeting, the annual meeting of the Membership of the Corporation, for reports to the membership by the Board of Directors and Officers, the election of Directors, the assessment of dues, and the transaction of other business, shall be held in the third or fourth quarter of each year. The location and specific time of the Annual Meeting shall be determined by the Board of Directors.
 - c. **Regular Meetings.** Regular meetings may be scheduled by the membership at such times and places as they shall establish at the Annual Meeting, or at other times.
 - d. **Notice of Meetings.** Written notice of annual meetings shall be given to all members and shall include an agenda for the meeting. Except as otherwise provided in Article VI of the Bylaws, notice shall be mailed at least seven days prior to a meeting or shall be delivered in person at least five days prior to a meeting.
 - e. **Special Meetings.** Special meetings of the membership may be called by the Board of Directors or by a written petition, addressed to the Chair of the Corporation, signed by at least one-fifth of the membership. At a special meeting, only those matters stated on the agenda, as included in the notice of the meeting, may be acted upon by the membership.

- f. **Open Meetings.** All membership meetings shall be open to any person.
- 5. **Minutes.** Minutes of all membership meetings shall be recorded by the Secretary of the Corporation or by such other person as the Board of Directors may designate. Minutes for every meeting shall be approved by the membership at the next membership meeting. A copy of the minutes of the Annual Meeting of the membership shall be made available to all members upon request.
- 6. **Quorum.** A quorum shall consist of a twenty (20) percent of the total membership or twenty (20) members, whichever is higher, as determined by the Secretary of the Corporation.
- 7. **Decision-making.** Whenever possible, decisions shall be made at membership meetings by the unanimous consent of the members present, a quorum being assembled. In the event that unanimity is not attained, a decision shall be made by an affirmative vote of a majority of the members present and voting, a quorum being assembled, except as otherwise provided in Article VI and Section VIII,5 of these Bylaws. Before any decision is made, the exact language of the proposition under consideration shall be recorded by the Secretary and read to the membership, and all members present shall have a reasonable opportunity to express their opinions on the proposition.

ARTICLE III - BOARD OF DIRECTORS

- 1. **Initial Board of Directors.** The Initial Board of Directors of the Corporation shall be as stated in the Certificate of Incorporation. The Initial Board shall call the first Annual Meeting of the Membership in accordance with Section II,4,a of these Bylaws, and shall serve until the time of that meeting, at which time a successor Board shall be elected, as provided in Sections 2, 3, 4, 5, and 6 of Article III.
- 2. **Successor Boards of Directors: Number of Directors.** Successor Boards shall consist of seven (7) Directors.
- 3. **Election of Directors.** Six (6) Directors shall be elected by a majority of the membership present and voting at the Annual Meeting, a quorum being assembled. The outgoing Chair will serve as the seventh Director.
- 4. **Vacancies.** If any Director vacates his or her term or is removed from the Board, the remaining Directors (though they may constitute less than a quorum) may elect a person to fill the vacancy, or may, by unanimous agreement, decide to leave the position vacant.

- a. Elections to fill vacancies shall be by a majority of the remaining Directors and shall occur no later than two months following the occurrence of the vacancy.
- b. Replacement Directors elected by the Board shall serve until the next Annual Meeting of the Membership, at which time a permanent replacement shall be elected for full term according to the procedures described in Sections 5 and 6 of this Article.

5. Terms of Directors.

- a. Terms of First Elected Directors. After the election of Directors at the first Annual Meeting, each Director shall be assigned, by mutual agreement or by lot, to a one-year, two-year, or three-year term.
- b. Terms of Successor Directors. Except as otherwise provided in these Bylaws, each Director shall serve a full term of three (3) years.
- c. Commencement of Terms. The term of office of a regularly elected Director shall commence at the adjournment of the Annual Membership Meeting in which he or she is elected. The term of office of a Director elected by the Board to fill a vacancy shall commence at the time of his or her acceptance of the position.
- d. Re-election and Re-appointment. No person shall serve as Director for more than two consecutive elected terms.
- e. Resignation. Any Director may resign at any time by giving written notice to the Chair. Unless otherwise specified, such resignation shall be effective upon receipt of notice by the Chair.

6. Removal of Directors. A Director of the Corporation may be removed for good cause by the members of the Corporation when such Director is judged to have acted in a manner seriously detrimental to the Corporation. However, before such removal can occur, the following procedure must be followed:

- a. Written charges specifying the conduct considered to be detrimental to the Corporation must be filed with the Chair (or, if the Chair is the Director charged, with the Secretary) of the Corporation. Any member of the Corporation may file such charges.
- b. The Chair (or Secretary) shall deliver or mail a copy of the charges to the Director charged.
- c. A Special Committee of the Corporation, consisting of three members of the Corporation, shall be created to consider the charges. One member of the Committee shall be selected by the Board of Directors, but without the participation of the Director charged, within ten days following the delivery or mailing of the charges to the Director charged. In making its selection, the Board shall consult with the member of the Corporation who has filed the charges and shall endeavor to select a person who will consider the charges fairly and without bias. No later than ten days following the Board's selection of the first member of the Committee, a second member may be selected by the Director charged. In the event that the affected Director fails to

select a second member of the Committee within ten days, the Board may select a second member who, in the judgment of the Board, will consider the charges fairly and without bias. Within ten days following the selection of the second member of the Committee, the first and second members shall select a third member of the Committee.

- d. The Special Committee shall hold a hearing, at which both the Director charged and the member who has filed charges may present evidence in the presence of the other. Following the hearing, the committee shall prepare a written report of its findings and its recommendation for or against removal. The recommendation shall be based on a majority vote if consensus cannot be reached. The report shall contain a statement of how each member of the committee has voted. The report shall be completed and submitted to the Chair of the Corporation no later than one month following the selection of the third member of the Committee.
- e. If the Committee recommends removal of the Director, the recommendation shall be presented to the membership of the Corporation, which shall then have the sole authority to decide the question of removal. A membership meeting for this purpose shall be called by the Chair for a time no later than one month following the President's receipt of the Committee's recommendation for removal. Notice of this meeting shall include a complete copy of the Committee's report. Before a decision is made by the membership on the question of removal, the Director charged shall be given an opportunity to appear before the membership to present evidence in his or her defense.

7. Meetings of the Board of Directors.

- a. Notice of Meetings. Except as otherwise provided for emergency meetings, below, written notice of a Board meeting shall be mailed to all Directors and members of the Corporation at least seven days prior to the meeting or shall be delivered in person at least five days prior to the meeting. Notice of every meeting shall include an agenda for the meetings and shall be accompanied by minutes of the previous meeting.
- b. Waiver of Notice. Any Director may waive any notice required by these Bylaws. Any Director who has not received notice of a Board meeting but has attended that meeting shall be considered to have waived notice of that meeting, unless he or she requests that his or her protest be recorded in the minutes of the meeting.
- c. Annual Meetings. The Annual Meeting of the Board of Directors shall be held no later than one month following the annual Meeting of the Membership.

- d. Regular Meetings. The Board of Directors shall meet as needed but no less often than once per year, at such times and places as the Board may establish.
- e. Special Meetings and Emergency Meetings. Special meetings may be called by the Chair, by any three Directors, or by 20% of the members of the Corporation. Notice must be given as provided in paragraph a of this Section, above, unless any three Directors determine that the matter at hand constitutes an emergency, in which case an Emergency Meeting may be called on one-day notice. Notice of Emergency Meetings, including an announcement of the agenda, shall be given by telephone or in person to all Directors, but need not be given to other members of the Corporation. Every reasonable effort shall be made to notify all Directors. At any Special Meeting or Emergency Meeting of the Board, only those matters included in the announced agenda may be acted upon unless all of the Directors are present at the meeting and consent to take action on other matters.

8. Procedures for Meetings of the Board of Directors.

- a. Open Meetings. All meetings of the Board of Directors shall be open to any person except when the Board has voted, during an open meeting, to go into executive session.
- b. Executive Session. A motion to go into executive session shall state the nature of- the business of the executive session, and no other matter may be considered in the executive session. No binding action may be taken in executive session except actions regarding the securing of real estate options in accordance with paragraph (ii) below. Attendance in executive session shall be limited to the Directors and, when requested, the Corporation's staff, its legal counsel, and any persons who are subjects of the discussion or whose knowledge is needed. Minutes of an executive session need not be taken; however, if they are taken, they shall be recorded as part of the minutes of the meeting in which the Board has voted to go into executive session. The Board shall not hold an executive session except to consider one or more of the following matters:
 - i. Contracts, labor relations agreements with employees, arbitration, grievances, or litigation involving the Corporation when premature public knowledge would place the Corporation or person involved at a substantial disadvantage.
 - ii. The negotiation or securing of real estate purchase options or contracts.
 - iii. The appointment, employment, or evaluation of an employee.
 - iv. A disciplinary or dismissal action against an employee (however, nothing in this section shall be construed to impair the right of the employee to a public hearing if charges are brought).

- c. **Quorum.** At any meeting of the Board, a quorum shall consist of a majority of the Board of Directors.
- d. **Decision-making.** The Board shall attempt to reach unanimous agreement on all decisions. In the event that unanimous agreement cannot be achieved, a decision may be made by a majority of the Directors present and voting, except as otherwise provided in Sections III,7,e; V,1; VI,1,a; and VIII of these Bylaws.
- e. **Minutes.** Minutes of all Board meetings shall be recorded by the Secretary or such other person as the Board may designate, and shall be approved by the Board at the next Board meeting. Minutes of each Board meeting shall be distributed with the notice of the next meeting to all Directors and members of the Corporation. All minutes of Board Meetings shall be kept on permanent record by the Corporation and shall be open for inspection by any member of the Corporation.

9. **Duties of the Board of Directors.** The Board of Directors shall carry out the purposes of the Corporation, implement the decisions of the membership, and be responsible for the general management of the affairs of the Corporation in accordance with these Bylaws. Specifically, the Board shall:

- a. Approve a written Annual Report to the Membership, and distribute this report to all members with the notice of the Annual Meeting of the Membership. This report shall include:
 - i. A summary of the Corporation's activities during the current year;
 - ii. A general description of the Corporation's current financial condition, in terms that do not require a specialized understanding of conventional financial reporting procedures;
 - iii. A list of all land and interests in land owned by the Corporation and all housing and other facilities owned by the Corporation;
 - iv. A list of all leases granted by the Corporation for the use of land (and for the use of housing or other facilities when they are leased); and
 - v. A plan for the Corporation's activities during the coming year.
- b. Adopt an annual budget prior to the beginning of each fiscal year.
- c. Select all officers of the Corporation.
- d. Supervise the activities of all officers, employees, agents and committees of the Corporation in the performance of their assigned duties and investigate any possible conflicts of interest with the Corporation.
- e. Provide for the deposit of funds in accordance with Paragraph VIII,2 of these Bylaws.
- f. Determine by whom and in what manner leases, contracts, checks, drafts, endorsements, notes and other instruments shall be signed on behalf of the Corporation.

10. **Powers of the Board of Directors.** In addition to the power to carry out the duties enumerated above, the Board of Directors shall have the power to:
- a. Appoint and discharge advisors and consultants who have skills necessary or helpful to the Corporation.
 - b. Employ and discharge persons in positions for the furtherance of the purposes of the Corporation.
 - c. Create such committees as are necessary or desirable to conduct the affairs and further the purposes of the Corporation. (Ad hoc and temporary committees may be established by the Board or by any standing committee at their discretion. Any member of the Corporation may be appointed to any committee).
 - d. Call special meetings of the membership.
 - e. Borrow and lend money as necessary to further the purposes of the Corporation.
 - f. Exercise all other powers necessary to conduct the affairs and further the purposes of the Corporation in accordance with the Certificate of Organization and these Bylaws.
11. **Limitation on the Powers of the Board of Directors.** Action taken by the Board of Directors on any motion for the assessment of membership dues, the removal of Directors, the sale of land, the establishment or alteration of the appreciation limitation formula, the amendment of the Certificate of Organization or these Bylaws, or dissolution of the Corporation shall not become effective unless and until such action is approved by the membership in accordance with these Bylaws.
12. **Conflict of Interest.** No member of the Board of the Directors shall vote on any matter in which such Director or any parent, spouse, child, partner, employer or similar related business entity has a direct substantial interest in any property or business that would be specifically, directly, or substantially affected by such action.

ARTICLE IV – OFFICERS

1. **Designation.** The officers of the Corporation shall be: Chair, Secretary, Assistant/Legal Secretary, and Treasurer.
2. **Election.**
 - a. The Chair, Secretary, and Treasurer of the Corporation shall be elected by a majority vote of the Board of Directors, from among themselves, at the Annual Meeting of the Board. Any vacancies occurring in any of these offices shall be filled by the Board for the unexpired term.
 - b. The NEARC legal counsel shall be appointed by the Board to serve as the Assistant/Legal Secretary and shall serve in an administrative capacity with no voting authority. This position shall be an officer for the Corporation, and not a Director. The Board shall have the

authority to choose the length of the term for this position. However, the intent is that the term of the Assistant/Legal Secretary will be concurrent with the term of the NEARC legal counsel.

3. **Tenure.** The officers shall hold office for a two year period coinciding with their election to the Board of Directors, unless, before such time, they resign or are removed from their offices, or Directorship. Any officer who ceases to be a member of the Board of Directors shall thereby cease to be an officer.
4. **Removal from Office.** The officers shall serve at the pleasure of the Board of Directors and may be removed from office at any time by an affirmative vote of two thirds of the entire Board of Directors.
5. **Duties of the Chair.** The Chair shall:
 - a. Preside at all meetings of the Board of Directors and of the membership of the Corporation, when able to do so;
 - b. Consult with the other officers and the committees of the Corporation regarding the fulfillment of their duties;
 - c. Assure that an agenda is prepared for every meeting of the membership and the Board of Directors;
 - d. Give notice to any Director who has been absent from three consecutive regular meetings of the Board of Directors in accordance with Paragraph III,6,b of these Bylaws;
 - e. Call special meetings of the membership or Board of Directors when petitioned to do so by 20% of the members in accordance with Paragraphs II,4,e or III,7,e of these Bylaws;
 - f. Carry out the duties assigned to the President in Section III,10 of these Bylaws regarding the removal of a Director;
 - g. Perform such other duties as the Board of Directors may direct.
6. **Duties of the Secretary.** The Secretary shall:
 - a. Assure that a list of all members of the Corporation and their mailing addresses is maintained by the Corporation.
 - b. Assure that notice of all meetings of the membership and the Board of Directors is given in accordance with Paragraphs II,4,d; III,7,a; and VI,1,a of these Bylaws.
 - c. Assure that motions and votes in meetings of the membership and Board are accurately represented to those present and are accurately stated in the minutes of such meetings.
 - d. Assure that minutes of all meetings of the membership and the Board of Directors are recorded, distributed to the members, and kept on permanent record, in accordance with Paragraphs II,5 and III,8,e of these Bylaws.
 - e. Perform such other duties as the Board of Directors may direct.

7. **Duties of the Assistant/Legal Secretary.** The Assistant/Legal Secretary shall:
 - a. Prepare and/or review legal and administrative documents for the Corporation at the request of the Chair of the Corporation;
 - b. Sign legal documents for the Corporation;
 - c. Prepare, sign and submit the Annual Report to the Rhode Island Secretary of State for the Corporation.
8. **Duties of the Treasurer.** The Treasurer shall oversee the finances of the Corporation. Specifically, the Treasurer shall:
 - a. Assure that the financial records of the Corporation are maintained in accordance with sound accounting practices;
 - b. Assure that funds of the Corporation are deposited in the name of the Corporation in accordance with Paragraph VIII,2 of these Bylaws;
 - c. Assure that all deeds, title papers, leases, and other documents establishing the Corporation's interest in property and rights in particular matters are maintained in the name of the Corporation in such manner as the Board directs;
 - d. Assure that all money owed to the Corporation is duly collected and that all gifts of money or property to the Corporation are duly recorded;
 - e. Assure the proper disbursement of such funds as the Board of Directors may order or authorize to be disbursed;
 - f. Oversee the preparation of financial reports, including a balance sheet and an income statement, at the close of each quarter of each fiscal year, and present such reports to the Board of Directors;
 - g. Oversee the preparation of "a general description of the Corporation's current financial conditional for inclusion in the Annual Report, as required by Paragraph III,9,a,ii of these Bylaws;
 - h. Assure that such reports and returns as may be required by various government agencies are prepared and filed in a timely manner;
 - i. Oversee the preparation of an annual budget prior to the beginning of each fiscal year for the approval of the Board of Directors.

ARTICLE V - AMENDMENT OF CERTIFICATE OF ORGANIZATION AND BYLAWS

The Certification of Organization may be amended and these Bylaws may be amended or may be repealed and new Bylaws adopted only by:

1. An affirmative vote by two thirds of the entire Board of Directors at any regular or special Board meeting, provided that written notice of such meeting has set forth the proposed amendment or replacement, with appropriate explanations thereof; and

2. An affirmative vote by two thirds of the members present at any regular or special membership meeting, a quorum being assembled, provided that written notice of such meeting has set forth the proposed amendment, with appropriate explanations thereof.

ARTICLE VI – DISSOLUTION

1. A decision to dissolve the Corporation and to distribute the Corporation's assets in a particular manner in accordance with the Certificate shall require:
 - a. An affirmative vote by two thirds of the entire Board of Directors at any regular or special Board meeting, provided that written notice of such meeting has included a full description of the plan of dissolution; and
 - b. An affirmative vote by two thirds of the members present at a regular or special membership meeting, a quorum being assembled, provided that written notice of such membership meeting, including a full description of the proposed plan of dissolution, has been given to all members of the Corporation no later than three weeks prior to the meeting.
2. In the event of dissolution, all of the remaining assets and property of the organization shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Rhode Island.

ARTICLE VII – DISTRIBUTIONS

1. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.
2. In any taxable year in which the Corporation is a private foundation as described in IRC 509(a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not:
 - a. Engage in any act of self-dealing as defined in IRC 4941(d);
 - b. Retain any excess business holdings as defined in IRC 4943(c);
 - c. Make any investments in such a manner as to subject the organization to tax under IRC 4944; or,

- d. Make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VIII - MISCELLANEOUS PROVISIONS

1. **Fiscal Year.** The fiscal year of the Corporation shall begin on January 1 of each year, and shall end on December 31 of each year.
2. **Deposit of Funds.** All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Board of Directors from time to time may determine.
3. **Checks, Etc.** All checks, drafts, endorsements, notes and evidences of indebtedness of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as the Board of Directors from time to time may determine. Endorsements for deposits to the credit of the Corporation shall be made in such manner as the Board of Directors from time to time may determine.
4. **Loans.** No loans or advances shall be contracted on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name, except as authorized by the Board of Directors. Any such authorization shall relate to specific transactions.
5. **Contracts.** Any officer or agent of the Corporation specifically authorized by the Board of Directors, may, on behalf of the Corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board of Directors. Without the express and specific authorization of the Board of Directors, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of the Corporation.
6. **Indemnification.** Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or his or her heirs, executors, or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his or her duties.

7. **Future Decentralization.** In the future event that the membership and Directors of the Corporation claim that its purposes would be better served by smaller corporations, the Corporation may, following all procedures outlined herein, transfer its assets and obligations to organizations operating on a more decentralized basis.

ATTEST:

A handwritten signature in black ink, appearing to read "Brett R. Horr", with a long horizontal flourish extending to the right.

Brett R. Horr, Chair

A handwritten signature in black ink, appearing to read "William DiLibero", with a long horizontal flourish extending to the right.

William DiLibero, Assistant/Legal

Secretary **Dated:** October 17, 2016