



# **Bylaws of IMAGIN, Inc. Improving Michigan's Access to Geographic Information Networks**

*Bylaws Version: March 2003*

## **ARTICLE I.**

### **NAME**

The name of the corporation shall be Improving Michigan's Access to Geographic Information Networks (IMAGIN).

## **ARTICLE II.**

### **PURPOSE**

- A. GENERAL PURPOSES. IMAGIN is organized exclusively for educational, scientific and charitable purposes, including making distributions to organizations that qualify as tax exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986 or comparable provisions of subsequent legislation (the "Code"). The purposes of IMAGIN include:
1. To provide technical, scientific, educational and information services to individual citizens, public organizations, other nonprofit corporations, and other member organizations for improving the use of geographic information systems and spatially referenced information in the state of Michigan.
  2. To solicit and receive grants, contributions and other property;
  3. To enter into contracts, to engage needed personnel and services and to hold or transfer such property as may be required to carry out the purposes of IMAGIN; and
  4. To take all other lawful actions consistent with the other purposes of IMAGIN.
- B. PERMITTED ACTIVITIES. Notwithstanding any other provision of these Bylaws, IMAGIN shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under § 501(c)(3) of the Code or (b) a corporation for which contributions are deductible under § 170(c)(2) of the Code.
- C. POLITICAL ACTIVITIES. No substantial part of the activities of IMAGIN shall consist of attempting to influence federal or state legislation. IMAGIN shall not participate or intervene in any political campaign (including publishing or distributing statements) on behalf of any candidate or public office. Nothing in these Bylaws prevents IMAGIN from providing independent and neutral analyses of county, city, township or other local ordinances or regulations.
- D. PROPERTY AND ASSETS. The property of this corporation is irrevocably dedicated to educational, scientific and charitable purposes.
- E. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article.
- F. DISPOSITION OF PROPERTY. Upon dissolution, IMAGIN shall, after providing for the payment of all outstanding debts and liabilities, distribute its remaining assets to a nonprofit fund, foundation or corporation which is organized and operated exclusively for educational, scientific or charitable purposes and which has established its tax-exempt status under § 501(c)(3) of the Code.
- G. EXPENSES. No Director, Committee Member or Officer shall have the authority to incur debt or personal expenses in excess of one hundred dollars (\$100.00) without express Board approval.

## **ARTICLE III.**

### **MEETINGS**

- A. **ANNUAL MEETING.** There shall be an Annual Meeting of IMAGIN for the election of Directors and the transaction of business. The time and place for the Annual Meeting will be determined by the Board of Directors. The order of business at the Annual Meeting, except when otherwise determined by a vote of the Directors present, shall be:
1. Approval of the minutes of the previous meeting;
  2. Report of Officers; and
  3. Election of New Directors.
- B. **REGULAR MEETINGS.** A Regular Meeting of the Board of Directors shall be held at least four (4) times per year, unless otherwise determined by the Board of Directors. The order of business at a Regular Meeting shall be:
1. Approval of minutes of previous meeting;
  2. Reports of the Officers;
  3. Reports of the Committees;
  4. Unfinished Business; and
  5. New Business.

One of the required Regular Meetings may occur immediately after and at the same place as the Annual Meeting with the newly elected Directors and Officers transacting IMAGIN business.

- C. **NOTICE OF MEETINGS.** Printed notice stating the place and time of any Meeting shall be provided to the Board of Directors by mail not less than 7 days and not more than 28 days before the Meeting. Notice shall be considered provided when deposited in the United States mail.
- D. **WAIVER OF NOTICE.** A written waiver, signed by the person(s) entitled to notice as required by these Bylaws, shall be the equivalent of giving notice.

## **ARTICLE IV.**

### **BOARD OF DIRECTORS**

- A. **NUMBER and TERM OF OFFICE.** The Board of Directors shall consist of 15 members, each serving a 2-year term of office. 7 Board Members will be elected in the fall of odd-numbered years, and the remaining 8 Board Members will be elected in conjunction with the Annual Conference of even-numbered years, according to the schedule outlined in Article IV.
- B. **MANNER OF SELECTION.** All Individual Members of IMAGIN are eligible to vote for, and run for, seats on the Board of Directors. When voting to fill seats on the Board, each Individual Member shall be allowed to cast one vote for each Board Member seat up for election. As a result of these annual Board elections, to the extent that willing candidates allow, the Board composition will satisfy the following criteria, listed in order of decreasing importance, along with any additional criteria the board deems necessary to provide fair representation to the entire IMAGIN membership. There will be:
- o No more than two Board Members whose primary affiliation is with the same Organization;
  - o No less than five Board Members whose primary affiliation is with a Data Sharing Organization;
  - o No less than twelve Board Members whose primary place of work or residence is in Michigan;
  - o No more than five Board Members whose primary affiliation is with a for-profit corporation;
  - o No less than five Board Members whose primary affiliation is with regional (i.e., multi-county), county, or sub-county level governmental units, no less than three of which will be county or sub-county units;
  - o No less than two Board Members from within each of Michigan's three State Plane Coordinate System zones (south, central, and north);
  - o No more than nine Board Members whose primary place of work or residence is within the same Michigan State Plane Coordinate System zone (south, central, or north).

If all the listed criteria can not be satisfied, then the more important criteria will be satisfied in preference to the less important criteria.

If two or more candidates receive the same number of votes, and the selection of one candidate over another is not required to create a proper Board composition as specified above, then the other Members of the newly elected Board will settle the tie vote by naming one of the candidates in question to the Board.

- C. VACANCY. If a Board Member ceases to be an IMAGIN member, then that Board Member may no longer serve on the Board. The remaining Board Members may select an IMAGIN Member to fill the vacancy so created for the remainder of the term.
- D. DISSOLUTION OF BOARD. The Board shall continue in existence as long as IMAGIN consists of at least 15 members. If an election is not held or the Board is abolished, because IMAGIN consists of fewer than 15 entities, the functions and powers of the Board shall be exercised by the remaining members of IMAGIN.
- E. GOOD STANDING. Any Director who misses three consecutive regularly scheduled Board Meetings shall have his/her position on the Board of Directors reviewed by a vote of the remainder of the Board. Notice, as set forth in Article III, shall be provided specifically stating that such a review is to occur. The Director in questionable standing shall have the opportunity, in person or in writing, to explain the absences, but may not vote on the question.
- F. POWERS AND DUTIES. The affairs of IMAGIN shall be managed by the Board of Directors, as described in these Bylaws and in the Rules and Procedures established by the Board.
  - 1. The Board shall establish and approve an annual budget.
  - 2. The Board may authorize any officer, or officer's agent or agent of IMAGIN, in addition to the officers authorized by these Bylaws, to enter into any contract, or to execute and deliver any instrument, in accordance with these Bylaws, in the name of and in behalf of IMAGIN. Such authority may be general or confined to specific instances.
  - 3. The Board shall designate those Officers or agents by resolution who shall sign all checks or other evidence of indebtedness issued in the name of IMAGIN.
  - 4. The Board shall establish Rules and Procedures necessary for the proper operation of IMAGIN.
  - 5. The Board may establish membership fees as necessary to support the functions of the organization. The Board shall review and may adjust the amount of the membership fee required once each year following the adoption of the first membership fees.
  - 6. The Board may accept on behalf of IMAGIN any contribution or gift for any purpose consistent with the Articles of Incorporation and these Bylaws.
  - 7. The Board may name Ex Officio members to the Board. Ex Officio members must be IMAGIN Members. Ex Officio members do not have voting rights on the Board but do receive all Board related materials and notices and can participate fully in all Board discussions.
- G. QUORUM. A simple majority of the Board of Directors shall constitute a quorum. If less than a majority is present at any Meeting the meeting shall be automatically adjourned and renoticed pursuant to Article III.
- H. DECISIONS OF THE BOARD. The act of a majority of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.
- I. ABSOLUTION OF LIABILITY. IMAGIN assumes all liability to any person other than IMAGIN, including its members, for all acts or omissions of a volunteer director as defined under Public Act 162 of 1982, as amended, occurring on or after the date of adoption hereof, or such earlier date as is permitted by law. If, after the adoption of this Article by the members or directors of IMAGIN, the Michigan Non-Profit Corporation Act is hereafter amended to further eliminate or limit the liability of a director, then a director of IMAGIN (in addition to the circumstances in which a director is not personally liable as set forth in the preceding paragraph) shall not be liable to IMAGIN or its members, to the fullest extent permitted by the Michigan Non-Profit Corporation Act, as so amended. Any repeal or modification of this Article by the members, or directors of IMAGIN shall not adversely affect any right or protection of a director of IMAGIN existing at the time of such repeal or modification.

## **ARTICLE V.**

### **MEMBERSHIP**

- A. Unless altered pursuant to Article VIII, a person or organization joins IMAGIN by becoming a member of one of the three following categories of IMAGIN membership.

1. Individual Member.

Any person may become an Individual Member of IMAGIN by providing the requested member information and paying the membership fees established by the Board of Directors. Benefits of Individual Membership may include a regular newsletter, discounts to IMAGIN products and events, and other benefits as established by the Board of Directors.

2. Supporting Organization.

Any legal entity may become a Supporting Organization of IMAGIN by providing the requested member information and paying the membership fees established by the Board of Directors. Benefits include one free Individual Membership, the option of becoming an IMAGIN Data Sharing Organization (IDSO) by signing IMAGIN's Data Sharing Agreement and receiving approval of the Board of Directors, and may include discounts on additional Individual Memberships for employees of the Supporting Organization, and other benefits as established by the Board of Directors.

3. Student Member.

Any full time student at an accredited educational institution may become a Student Member of IMAGIN by providing the requested member information and paying the membership fees established by the Board of Directors. Benefits of Student Membership may include a regular newsletter, discounts to IMAGIN products and events, and other benefits as established by the Board of Directors.

- B. **STANDARDS FOR MEMBERSHIP.** As provided in Article IV Section F, the Board of Directors may establish reasonable standards for membership in IMAGIN as part of IMAGIN's Rules and Procedures.
- C. **RENEWAL.** The right of renewal shall rest in the Board of Directors. The Board of Directors may place reasonable condition and limitation on the renewal of any membership. The offer of renewal of membership, including any limitation or condition, shall be established by mailing to the member notice that the dues for the ensuing year are due and payable to IMAGIN. The payment of such dues shall constitute an acceptance of the offer. Any conditions or limitations placed upon any renewal may be removed at any time as determined by the Board of Directors.
- D. **DISSOLUTION AND RESIGNATION.** Dissolution of any member Supporting Organization shall terminate its membership. Any member may resign by providing notice to IMAGIN.

## **ARTICLE VI.**

### **OFFICERS**

- A. **OFFICERS.** The officers of IMAGIN shall be the President, Vice President, Secretary, and Treasurer. Any member of the Board may be selected to serve as an officer, according to the rules and procedures adopted by the Board of Directors.
- B. **ELECTION and TERM OF OFFICE.** Officers shall be elected by the Board of Directors at the Annual Meeting, or as soon after as convenient. Officers shall serve for a term of one (1) year.
- C. **VACANCIES.** A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.
- D. **POWERS AND DUTIES.** Officers shall have such powers and duties as may be specified in the resolutions or other directives of the Board of Directors. In the absence of such directives, the Officers shall perform the usual duties assigned to officers of the same title serving non-profit corporations of the same or similar general purposes and objectives necessary and proper to conduct business.

## **ARTICLE VII.**

### **EXECUTIVE COMMITTEE**

- A. MEMBERS. The Officers of the Board are the members of the Executive Committee.
- B. MEETINGS and RECORDS. Meetings of the Executive Committee may be held at the call of any member of that Committee. Such meetings may be conducted in person or by telephone, facsimile, or other electronic media. A record shall be kept of all meetings of the Executive Committee.
- C. QUORUM and DECISIONS. A majority of the Executive Committee shall constitute a quorum for conducting business. Decisions of the Executive Committee require concurrence of at least 3 members.
- D. EXPENDITURES. The Executive Committee shall not incur debt or expenses in excess of the amount set forth in the annual program budget categories adopted by the Board of Directors.
- E. LIMITATION OF AUTHORITY. The Executive Committee is not authorized to adopt an agreement of merger or consolidation, fill vacancies of the Board of Directors, fix compensation of Directors for serving on the Board or Committee, amend the Articles of Incorporation, or amend or repeal any resolution of the Board of Directors.

## **ARTICLE VIII.**

### **CONFLICTS OF INTEREST**

- A. When an Officer, Director or Committee Member participates in a project for IMAGIN which will result in compensation for that person, the following steps must be taken:
  - 1. Disclosure must be made to both the Board and the contracting party;
  - 2. The person working on the project must abstain from all votes pertaining to the project; and
  - 3. Accept such other conditions as are necessary.

## **ARTICLE IX.**

### **AMENDMENT OF BYLAWS**

- A. Each year the Board will review the IMAGIN Bylaws to consider changes and improvements. Any change in the IMAGIN Bylaws must be formally proposed by a 3/4 majority vote of the Board to the Individual Members of IMAGIN. Proposed changes in the IMAGIN Bylaws must be approved by a majority of Individual Members who cast a ballot in order to enact those changes.
- B. The original version of these Bylaws were adopted by IMAGIN on June 7, 1995. This version of these Bylaws was approved by the IMAGIN Membership in September of 1999. In March of 2003 the IMAGIN membership approved the updated wording of Article IV paragraph A.