



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

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, and educational information 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. NET EARNINGS. 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, Team Member or contracted management company employee shall have the authority to incur debt or personal expenses on non-budgeted expenses in excess of five hundred dollars (\$500.00) without express Board approval.

ARTICLE III.

MEETINGS

A. BOARD OF DIRECTOR MEETINGS

- 1. ANNUAL BOARD OF DIRECTORS MEETING. An Annual Meeting of the Board of Directors shall be held once a year. The business conducted at the Annual Board of Directors Meeting shall include electing officers and reviewing the year-end financial report. A simple majority of the Board of Directors shall constitute a quorum for any Annual Board of Directors Meeting.
- 2. REGULAR BOARD OF DIRECTORS MEETINGS. A Regular Meeting of the Board of Directors shall be held at least four (4) times per year. A simple majority of the Board of Directors shall constitute a quorum for any Regular Board of Directors Meeting.
- 3. SPECIAL BOARD OF DIRECTORS MEETINGS. Special Board of Directors Meetings may be called by the President, Executive Committee, or the Board of Directors. 48-hour written, or electronic notice shall be given to each member of any Special Board of Directors Meeting, setting forth the time, location, and purpose of the meeting. A simple majority of the Board of Directors shall constitute a quorum for any Special Board of Directors Meeting.

B. MEMBERSHIP MEETINGS

- 1. ANNUAL MEMBERSHIP MEETING. There shall be an Annual Membership Meeting for the transaction of business including the election or ratification of the Board of Directors. The time and place for the Annual Membership Meeting will be determined by the Board of Directors. 25 voting members of the Association shall constitute a quorum for any Annual Membership Meeting.

2. SPECIAL MEMBERSHIP MEETINGS. Special Meetings may be called by the President, Executive Committee, or the Board of Directors. 48-hour written, or electronic notice shall be given to each member of any Special Meeting, setting forth the time, location, and purpose of the meeting. 25 voting members of the Association shall constitute a quorum for any Special Membership Meeting.
- C. NOTICE OF MEETINGS. A written or electronic notice stating the place, virtual or in-person, and time of any Meeting shall be provided to the Board of Directors or Membership not less than 7 days and not more than 65 days before the Meeting. Additional notifications and electronic calendar reminders of the Meeting may also be utilized. Exceptions as described under Special Meetings.

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 Directors will be elected in odd-numbered years, and the remaining 8 Directors will be elected in even-numbered years. Elections will be conducted within 30 days prior to or at the Annual Membership Meeting according to the schedule outlined in IMAGIN's policies and/or procedures.
- B. BOARD OF DIRECTORS ELIGIBILITY. All Members of IMAGIN except Student Members are eligible to run for seats on the Board of Directors. When voting to fill seats on the Board, each eligible Member shall be allowed to cast one vote for each Director 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:
1. No more than two Directors whose primary affiliation is with the same Organization.
 2. No less than twelve Directors whose primary place of work or residence is in Michigan.
 3. No more than five Directors whose primary affiliation is with a for-profit corporation.
 4. No less than five Directors 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.
 5. No less than two Directors from within each of IMAGIN's Board Representation Zone (see Addendum A)
 6. No more than nine Directors whose primary place of work or residence is within the same IMAGIN's Board Representation Zone (see Addendum A).

If all the listed criteria cannot 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. A Director may resign from their Board position by giving notice in writing to the President. If a Director ceases to be an IMAGIN member, then that Director shall be removed from their Board position. In the case of a Board position vacancy, the remaining Directors may appoint an eligible 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 members, the functions and powers of the Board shall be exercised by the remaining members of IMAGIN. IMAGIN Corporation may be dissolved by a majority vote of the Board of Directors.
- E. GOOD STANDING. Any Director who misses three or more regularly scheduled Board Meetings within a 12-month time period shall have their position on the Board of Directors reviewed by the Executive Committee. Any Director who is not actively participating in Board/Team activities may have their position on the Board of Directors reviewed by the Executive Committee. If the Executive Committee determines additional action is required, the stated action will be presented for a vote by the Board. Notice, as set forth in Article III, Section C, 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. Each Director has full voting rights regardless of membership level.
 2. The Board shall establish and approve an annual budget.
 3. 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.
 4. 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.
 5. The Board shall establish Rules and Procedures necessary for the proper operation of IMAGIN.
 6. 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 on an annual basis.
 7. The Board may accept on behalf of IMAGIN any contribution or gift for any purpose consistent with the Articles of Incorporation and these Bylaws.
 8. The Board may name Ex Officio members to the Board as needed. 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. 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.

H. **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 IX, a person or organization joins IMAGIN by becoming a member of one of the 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 include voting rights for IMAGIN member business, eligibility to serve on the Board of Directors, discounts for IMAGIN products and events, and other benefits as established by the Board of Directors.

2. Supporting Organizations.

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.

- a. Tier 1 Supporting Organization -Benefits include 1 to 3 Individual Memberships, voting rights for each Individual Member, eligibility for each Individual Member to serve on the Board of Directors, discounts for IMAGIN products and events, and other benefits as established by the Board of Directors.
- b. Tier 2 Supporting Organization - Benefits include 4 to 9 Individual Memberships, voting rights for each Individual Member, eligibility for each Individual Member to serve on the Board of Directors, discounts for IMAGIN products and events, and other benefits as established by the Board of Directors.
- c. Tier 3 Supporting Organization - Benefits include 10 or more Individual Memberships, voting rights for the first 10 Individual Members listed, eligibility for each Individual Member to serve on the Board of Directors, discounts for IMAGIN products and events, and other benefits as established by the Board of Directors.

3. Student Member.

Any student enrolled in 6 or more credit hours at an accredited educational institution may become a Student Member of IMAGIN by providing the requested member information, paying the membership fees established by the Board of Directors, and providing proof of registration when payment is submitted. Benefits of Student Membership include voting rights for IMAGIN member business, discounts for IMAGIN products and events, and other benefits as established by the Board of Directors.

4. Legacy Member.

Any IMAGIN member who has retired may become a Legacy Member of IMAGIN by providing the requested member information and paying the membership fees established by the Board of Directors. Benefits of Legacy Membership include voting rights for IMAGIN member business, eligibility to serve on the Board of Directors, discounts for 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 conditions and limitations on the renewal of any membership. The offer of renewal of membership, including any limitation or condition, shall be established by transmitting 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.

1. Dissolution of any member Supporting Organization shall terminate its membership.
2. 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 Board of Directors Meeting within 30 days of the Annual Membership Meeting. Officers shall serve for a term beginning at the Annual Board of Directors meeting and ending at the next Annual Board of Directors Meeting.
- C. VACANCIES. A vacancy in any office shall 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 (4) are the members of the Executive Committee and shall include the past president or, if the past president is not available then, the Governance Team Chair or the Governance Team Chair's designee from the Governance Team.
- B. MEETINGS and RECORDS. Meetings of the Executive Committee may be held at the call of any member of that Team. Such meetings may be conducted in person, by telephone, or other electronic means. 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 Team, 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 Team 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 voting Members of IMAGIN. Proposed changes in the IMAGIN Bylaws must be approved by a majority of the voting 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.

Amended September 1999
Amended March 2003
Amended June 2015
Amended October 2021
Amended May 2022

These bylaws are enacted this 16th day of May 2022

Thomas Van Bruggen, IMAGIN President

Date