

PENNSYLVANIA MAPPING AND GEOGRAPHIC INFORMATION CONSORTIUM (PaMAGIC)

A Non-Profit Organization

Bylaws

Article I. Name

Section 1. Name. The name of this organization shall be the "Pennsylvania Mapping and Geographic Information Consortium", where which may also be referred to as "PaMAGIC" d/b/a "Keystone GIS".

Article II. Offices

Section 1. Principal Office. The principal office of PaMAGIC shall be located in the Commonwealth of Pennsylvania as designated by the Governing Board and shall be recorded with the Commonwealth of Pennsylvania, Pennsylvania Department of State, and Internal Revenue Services.

Section 2. Other Offices. PaMAGIC may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Governing Board may, from time to time designate.

Article III. IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities.

- A. No substantial part of the activities of PaMAGIC shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and PaMAGIC shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- B. Notwithstanding any other provisions of these bylaws, PaMAGIC shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement. No part of the net earnings of PaMAGIC shall inure to the benefit of, or be distributable to, its members, directors or 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 of PaMAGIC.

Section 3. Distribution of Assets. Upon the dissolution of PaMAGIC, its assets remaining after payment, or provision for payment, of all debts and liabilities of PaMAGIC, shall be distributed to one, or more, other 501(c) organizations as decided upon by a two-thirds majority of the Governing Board. Such distribution shall be made in accordance with all applicable provisions of the laws of the Commonwealth of Pennsylvania.

Article IV. Purpose

Section 1. Nonprofit Purpose.

- A. PaMAGIC is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- B. PaMAGIC has such powers as are now or may hereafter be granted by the Commonwealth of Pennsylvania Nonprofit Corporation Law of 1988 and as amended.

- C. Notwithstanding any other provision of these articles, PaMAGIC shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Section 2. PaMAGIC Purpose. To provide leadership, coordination, and guidance to enhance the development, use and access to spatial information and related services in Pennsylvania.

Article V. Membership

Section 1. Members. The organization may have “members” as used in the colloquial sense, but will not have legal members as the term is used under Pennsylvania law. Membership shall be open to any individual or organizations (see Article V, Section 2.C.) who use, or have an interest in the use of, geographic information systems, mapping and cartography, and related geospatial technologies and sciences and reside in the Commonwealth of Pennsylvania, or work for a company, or organization located in the Commonwealth of Pennsylvania, or attend an educational institution in the Commonwealth of Pennsylvania.

Section 2. Membership Categories. Membership categories shall be determined by the Governing Board, which will review the categories on an annual basis.

A. Student Membership. This membership category includes any active full-time or part-time student enrolled in an institution of learning in the Commonwealth of Pennsylvania, including graduate students. Any student who is actively working in the geospatial industry and whose company or organization is subsidizing their education is not eligible for Student Membership and should instead pursue a General Membership.

B. General Membership. This membership category includes any individual who is a resident of the Commonwealth of Pennsylvania, or who conducts business in the Commonwealth of Pennsylvania.

C. Organization Membership. Any group of 10 or more individuals who represent another organization.

Section 3. Membership Term and Fees.

A. The Membership Term shall be one-year starting at the date when a member’s or organization’s application is approved; however, exceptions may be made for student membership categories.

B. Membership Fees will be assessed for all members, including Directors, to defray the cost of PaMAGIC general business, communications (website, social media, correspondence, newsletters, special mailings, etc.), and other overhead expenses associated with maintaining a non-profit organization.

C. The Governing Board shall determine the Membership Fees and renewal grace periods, which will be reviewed annually, and agreed upon by a majority vote of directors.

Section 4. Member Rights and Privileges. Only active Student, General, and colloquial members of an Organization with organizational membership (see Article V, Section 2.C.) will be given full membership benefits, and may attend formal meetings of PaMAGIC.

Section 5. Involvement. All Members are expected and encouraged to be involved in PaMAGIC activities, including but not limited to maintaining their personal member profile on the PaMAGIC website, assisting the Governing Board and other members upon request, participating in Committees, and helping with events and programs.

Section 6. Membership Termination. Any Member may resign in writing to the President at any time, but no refund will be issued. Any member who has not renewed their membership will be automatically removed as a member.

Article VI. Directors, Student Representatives, and Associates

Section 1. Directors. The business, property, and affairs of PaMAGIC shall be managed by the directors of the Governing Board (also referred to as ‘the Board’ or ‘the Board of Directors’) which shall promulgate rules and

regulations for the conduct of the affairs of PaMAGIC consistent with the laws of the Commonwealth of Pennsylvania, the Nonprofit Corporation Law of 1988, and these Bylaws.

- A. Powers.** In addition to the foregoing, the Governing Board shall have power to:
 - 1. Make decisions regarding business activities, initiatives, property, and finances of PaMAGIC;
 - 2. Establish Committees as necessary in accordance with the bylaws;
 - 3. Fill vacancies between elections on the Governing Board in accordance with the bylaws;
 - 4. Appoint and remove or suspend any members, board members (between elections), assistants, managers, agents, or employees of PaMAGIC, at their discretion and with or without cause, and determine duties and compensation, if any, of said persons.
- B. Duties.** It shall be the duty of the directors on the Governing Board to:
 - 1. Perform any and all duties imposed on them collectively or individually by law, by articles of incorporation, by articles of organization, or by these bylaws;
 - 2. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all directors, agents, associates, and representatives of PaMAGIC;
 - 3. Supervise all directors, officers, associates, agents, and employees of the corporation to assure that their duties are performed properly;
 - 4. Meet at such times and places as determined by a two-thirds majority vote of the board of directors at the first meetings in January, May, and June, with at least a two-thirds majority attendance to meet quorum;
 - 5. Register their addresses and contact information with the secretary of PaMAGIC, and notices of meetings mailed, or sent through electronic correspondence to them at such addresses and contacts shall be valid notices thereof;
 - 6. Manage the overall activities of PaMAGIC proper safekeeping of its assets and provide advice and guidance in any subject brought up to the board either during regular meetings or in informal settings. Directors are expected to behave accordingly within the community and become a source of positive information for the community with respect to PaMAGIC activities.
- C. Qualifications.** Directors must:
 - 1. Be an active PaMAGIC Member in good standing. See Article V;
 - 2. Reside in the Commonwealth of Pennsylvania, or work for a company, or organization located in the Commonwealth of Pennsylvania, or attend an educational institution in the Commonwealth of Pennsylvania.
- D. Number.** PaMAGIC will be governed by a twelve (12) person Governing Board.
- E. Nomination and Election.** Prospective directors will be nominated, or self-nominated, through the Governance Committee from PaMAGIC active members and elected during a meeting of the Board of Directors by a greater than half majority.
- F. Terms.**
 - 1. **Term Length.** The term length for each elected Governing Board member is three years beginning July 1 of the election year and ending June 30 of the third year. Director terms shall be staggered and alternate such that three (3) or four (4) Board member positions are filled each year, which is intended to provide continuity in the governance of PaMAGIC.
 - 2. **Term Limit.** A Board member is limited to two consecutive Terms, but there shall be no lifetime term limit. After two consecutive Terms, a board member must wait one year before they can be nominated for the Governing Board again.
- G. Compensation.** Directors shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with PaMAGIC's conflict of interest policy, as set forth in Article XI of these bylaws.
- H. Place of Meetings.** Meetings shall be held virtually, or at such other places as may be designated from time to time by resolution of the Governing Board.

- I. **Regular Meetings.** Regular meetings of directors shall occur fortnightly, unless such day falls on a legal holiday, in which event the regular meeting shall be held at a set date and time determined by the directors by majority vote. A regular meeting can be canceled by a majority vote of the board.
- J. **Special Meetings.** Special meetings of the Governing Board may be called by the chairperson of the board, the president, the vice president, the treasurer, the secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of the Commonwealth of Pennsylvania to call special meetings of the board.
- K. **Notice of Meetings.** Unless otherwise provided by these bylaws, or provisions of law, the following provisions shall govern the notice for meetings of the Governing Board.
 - 1. **Regular Meetings.** No notice need be given of any regular meeting of the Governing Board, unless the scheduled date/time has been altered by majority vote, or due to legal holidays.
 - 2. **Special Meetings.** At least one week (7 days) prior notice shall be given by the secretary of PaMAGIC to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, digitally by electronic correspondence (e-mail), or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.
 - 3. **Emergency Meetings.** In the case of an emergency, any PaMAGIC member, or board member, or committee may recommend the need for an emergency meeting to the chairperson of the board, or their appointee, who will determine if an emergency meeting must be called. At least one day (24 hours) prior notice shall be given by the secretary of PaMAGIC to each director of the emergency meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, digitally by electronic correspondence (e-mail), or by facsimile machine, and shall state the place, date, and time of the meeting and the emergency matters proposed to be acted upon at the meeting.
- L. **Quorum for Meetings.** A quorum shall consist of a two-thirds majority of the directors of the Governing Board, with at least two executive board members (officers; see Article VI). Except as otherwise provided under these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion that the chairperson shall entertain at such meeting is a motion to adjourn.
- M. **Majority Action as Board Action.** Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Governing Board, unless these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.
- N. **Conduct of Meetings.** Meetings of the Governing Board shall be presided over by the chairperson of the board (President; Article XX), or, if no such person has been so designated, or in their absence, the president of PaMAGIC, or in their absence, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the organization shall act as secretary of all meetings of the board, provided that, in their absence, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by Robert's Rules of Order, or follow protocols and rules as prescribed by the president/chair, insofar as such rules are not inconsistent with or in conflict with these bylaws, or with provisions of law.
- O. **Vacancies.** Vacancies on the Governing Board shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased. Any director may resign effective upon resignation offered in writing to, or verbally at any meeting (recorded in the minutes and treated as an effective resignation) in the presence of the chairperson of the board, the president, the secretary, or the Governing Board, unless the notice specifies a later time for the effectiveness of such resignation. Directors may be removed from office, with or without cause, as determined by a simple majority vote of the remaining directors. Unless otherwise prohibited by these bylaws, or provisions of law, vacancies on the board may be filled by approval of the Governing Board. If a Board member is up for removal by vote, the Board member will be given an opportunity to justify the situation before a final vote is taken. If the Board member is removed, the Board shall appoint someone else to fill the position in accordance with these bylaws. If the number of directors then in office is less than a quorum, a

vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Governing Board, as determined by the chairperson, or until their death, resignation, or removal from office.

- P. Insurance for Corporate Agents.** Except as may be otherwise provided under provisions of law, the Governing Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of PaMAGIC (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

Section 2. Student Liaisons. Additionally, there may be up to two non-voting Student Liaisons on the Governing Board to act as advisors for issues concerning students.

- A. Qualifications.** Student Liaisons must be an active PaMAGIC Student Member in good standing (see Article IV).
- B. Nomination and Election.** Student Liaisons will be nominated, or self-nominated, through the Governance Committee from PaMAGIC active members and elected by a majority vote of the Governing Board.
- C. Terms.**
 - 1. Term Length.** The term length for a Student Liaison shall be one (1) year from the date of election.
 - 2. Term Limit.** A student Liaison can serve no more than two (2) consecutive terms. After two consecutive Terms, a member must wait one year before they can be nominated as a Student Liaison again.
- D. Compensation.** Student Liaisons shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to Student Liaisons shall be approved in advance in accordance with PaMAGIC's conflict of interest policy, as set forth in Article XII of these bylaws.

Section 3. Associates. As needed, the Governing Board may create and appoint voluntary or paid Associate positions to help with PaMAGIC day-to-day business, or to act as a representative of PaMAGIC. These positions are meant to further PaMAGIC's mission and business activities in focused areas or needs. The following guidelines shall be adhered to when creating and appointing Associate positions:

- A.** Associate positions must have a job description with clear responsibilities and term limits;
- B.** Announcements of any Associate positions must be made to the PaMAGIC membership;
- C.** Nominations, including self-nominations, or applications shall be open to any PaMAGIC member in good standing, and will be collected and reviewed by the Board;
- D.** A Selection Committee of at least three Board members may be established by the President who will summarize and recommend a nominee or applicant to fill the Associate position, but is not required;
- E.** Final selection of a nominee or applicant to fill the Associate position shall be by majority vote of the Board.

Article VII. Officers

Section 1. Designation of Officers. The officers of PaMAGIC shall be a President, Vice President, Treasurer, Secretary, and Past-President (*ex-officio*). Such additional officers may be elected as needed from time to time as determined by the Governing Board. PaMAGIC will also have a chairperson of the board, whose duties are assigned to the president, or their designated representative.

Section 2. Qualifications. Any board member may serve as an officer of PaMAGIC as long as their qualifications and term limits as a Board member are met (Article V Section 1).

Section 3. Nomination, Election, and Term of Office.

- A. Nominations and Election.** All Officers, except the *ex officio* role of Past-President, will be nominated from the Board and elected by a majority vote by the Board as soon as practicable after general Board elections. All Board members must vote for Officers.

- B. Term of Office.** Officer Terms are for three years, with a two consecutive term limit, after which a full-year must subside before a Board member may hold another, or the same officer position. In the event no nominations are received for an officer position, a former officer having served two consecutive terms may be nominated (including self-nomination) for the officer position. The President may become the Past-President after their term(s) are completed, as needed (see Article VII, Section 7.E).

Section 4. Officer Duties. While Officer duties can vary depending on experience and discretion of the Board, generally the duties are as follows:

A. President. The president shall:

1. Be subject to control of the Board, shall supervise and control the affairs of PaMAGIC and the activities of the officers;
2. Perform all duties incident to their office and such other duties as may be required by law, by these bylaws, or which may be prescribed from time to time by the Board;
3. Unless another person is specifically appointed as chairperson of the Governing Board by the president, the president shall preside at all meetings of the Board and, if PaMAGIC has members, at all meetings of the members;
4. Ensure the Bylaws contained here within are followed;
5. Develop the agenda and facilitates bi-weekly Board meetings;
6. Participate as the *ex officio* Co-Chair of the Governance Committee;
7. Facilitate discussion and formulation of annual activities and initiatives;
8. Represent PaMAGIC at various events;
9. Develop annual President's letter covering Board and related activities;
10. Serve the shorter of three years, or the remainder of their term limit as a director (see Article VI Section 1.F.).

B. Vice President. The vice president shall:

1. Work closely with and supports the President to facilitate PaMAGIC business and initiatives;
2. In the absence of the president, secretary, or treasurer, or in the event of their inability or refusal to act, the vice president shall perform all the duties of the president, secretary, or treasurer, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president, secretary, or treasurer;
3. In the absence of the president, secretary, and/or the treasurer, or in the event of their inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the president and follow Article VI Section 5 to nominate an interim secretary, and/or treasurer from present board members, whose appointment will be subject to a majority vote of the Board;
4. Have other powers and perform such other duties as may be prescribed by law, or by these bylaws, or as may be prescribed by the Governing Board;
5. Participate as the *ex officio* Co-Chair of the Membership & Outreach Committee;
6. Serve the shorter of three years, or the remainder of their term limit as a director (see Article VI Section 1.F.).

C. Treasurer. The treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of PaMAGIC, and deposit all such funds in the name of the organization in such banks, trust companies, or other depositories as shall be selected by the Governing Board;
2. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever;
3. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Governing Board, taking proper vouchers for such disbursements;
4. Keep and maintain adequate and correct accounts of PaMAGIC's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
5. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to their agent or attorney, on request therefor;

6. Render to the president and directors, whenever requested, an account of any or all of their transactions as treasurer and of the financial condition of the corporation;
 7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;
 8. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, or by these bylaws, or which may be assigned to them from time to time by the Governing Board;
 9. Monitor and ensure state and federal tax/non-profit forms are filed as required;
 10. Participates as the *ex officio* Co-Chair of the Finance Committee;
 11. Serve the shorter of three years, or the remainder of their term limit as a director (see Article VI Section 1.F.).
 12. **External Consultant.** In the case the position of treasurer is unable to filled from the PaMAGIC membership, or no nominated candidate receives a majority vote, an external consultant may be hired to fulfill the duties of the treasurer until such time the Governance Committee can submit new nominations of a PaMAGIC member to the Governing Board, or if the Governing Board is able to ratify a candidate. The hiring of such a consultant requires a two-thirds majority vote of the membership.
- D. Diversity, Equity, and Inclusion (DEI) Officer.** The DEI officer shall:
1. Create and manage DEI programs and initiatives through PaMAGIC and work with PaMAGIC committees, and other external parties, as needed to further said programs and initiatives;
 2. Analyze results of DEI initiatives to measure progress and suggest improvements;
 3. Establish DEI goals for PaMAGIC and initiate processes through which those goals may be achieved;
 4. Stay on top of trends, laws, and regulations, and other factors influencing DEI programs and initiatives pertinent to the geospatial industry and disciplines;
 5. Advise the Governing Board and other PaMAGIC committees and events on matters related to diversity, equity, and inclusion;
 6. Represent the organization and its continued and growing DEI efforts at relevant events and meetings;
 7. In general, perform all duties incident to the DEI office and such other duties as may be required by law, or by these bylaws, or which may be assigned to them from time to time by the Governing Board;
 8. Serve the shorter of three years, or the remainder of their term limit as a director (see Article VI Section 1.F.).
- E. Secretary.**
1. Certify and keep at the principal office of PaMAGIC – be it digital, or otherwise – the original, or a copy, of these bylaws as amended or otherwise altered to date;
 2. Keep at the principal office of the corporation or at such other place as the board may determine, minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
 3. Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the records of PaMAGIC. “Contemporaneously” in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the earliest of (1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent;
 4. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
 5. Keep at the principal office – be it digital, or otherwise – of PaMAGIC a membership book containing the name and address of each and any members, and, in the case where any membership has been

terminated, they shall record such fact in the membership book together with the date on which such membership ceased;

6. Exhibit at all reasonable times to any director of the corporation, or to their agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the directors of PaMAGIC;
 7. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, or by these bylaws, or which may be assigned to them from time to time by the Governing Board;
 8. Facilitates the means for bi-weekly Board meetings;
 9. Participates as the *ex officio* Co-Chair of the Outreach and Programs Committee;
 10. Serve the shorter of three years, or the remainder of their term limit as a director (see Article VI Section 1.F.).
- F. Conference Coordinator. The Conference Coordinator shall:
1. Oversee, manage, and coordinate the PA GIS Conference;
 2. Establish and lead a planning team for the PA GIS Conference;
 3. Work with the DEI Officer to establish best-practices to ensure an engaging and equitable experience at the PA GIS Conference for all persons;
 4. Network with industry, government, and academic colleagues to effectively engage those audiences at the PA GIS Conference;
 5. Perform analyses to discover new ways to enhance and/or expand the conference;
 6. Maintain and stay within a conference budget and work with funders and the PaMAGIC treasurer;
 7. In general, perform all duties incident to a Conference Coordinator and such other duties as may be required by law, or by these bylaws, or which may be assigned to them from time to time by the Governing Board;
 8. Serve the shorter of three years, or the remainder of their term limit as a director (see Article VI Section 1.F.).
 9. External Consultant. In the case the position of Conference Coordinator is unable to be filled from the PaMAGIC membership, or no nominated candidate receives a majority vote, or a more experienced individual is desired, an external consultant may be hired to fulfill the duties of the Conference Coordinator. The hiring of such a consultant requires a two-thirds majority vote of the membership.
- G. **Past-President (ex-officio).** This is an as-needed position determined by the Officers of the Governing Board. The past-president can be a sitting director on the Governing Board, or an active PaMAGIC member, who once served as president of PaMAGIC, and shall:
1. Advise the President and other Officers as needed about their roles and general business of PaMAGIC;
 2. May not hold another officer position if also serving as past-president;
 3. Must participate as a Co-Chair of a Committee;
 4. Retain their vote if they are a sitting director, but not if they no longer serve as a director;
 5. Serve the shorter of a two year term limit, or a limit determined by the Officers of the Governing Board.

Section 5. Removal and Resignation. Any officer may be removed, either with or without cause, by majority vote of the Governing Board, at any time. If four unexcused, as decided by the president, or their representative, meetings are accrued by any officer, they may be removed by majority vote of the Governing Board. Any officer may resign at any time by giving written notice to the Governing Board or to the president or secretary of PaMAGIC. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Governing Board relating to the employment of any officer of PaMAGIC.

Section 6. Compensation. Officers of the Governing Board shall serve without compensation. In addition, they shall be allowed reasonable advancement, or reimbursement of expenses incurred in the performance of their

duties. Any payments to officers shall be approved in advance in accordance with PaMAGIC's conflict of interest policy as set forth in these bylaws.

Article VIII. Committees

Section 1. General. PaMAGIC may establish Committees as directed by the Board. All Committees shall have an established charter that is reviewed annually and be chaired by one or more members of the Board plus one or more Member-at-large to ensure direction and guidance relative to the goals and objectives of PaMAGIC and strategic plan. Regular reports on Committee activities and accomplishments should be prepared and presented to the Board at business and general membership meetings, and may be requested at any time by the Board.

Section 2. Standing Committees. PaMAGIC will maintain six (6) standing Committees that are intended to further the business tasks, goals, and objectives of PaMAGIC. These committees may consist of persons who are not also members of the board. Existing standing committees include:

- A. Governance Committee.** The Governance Committee shall address the framework that structures PaMAGIC and the Board of Directors and how the organization operates, and solicit nominations and self-nominations of PaMAGIC members for elected positions. Additionally, the Governance Committee manages PaMAGIC awards. This committee shall report any recommendations to the Board of Directors.
- B. Membership and Outreach Committee.** The Membership and Outreach Committee shall be advocates for PaMAGIC members and benefits to the membership, work to acquire and sustain the membership for PaMAGIC with a focus on under-represented populations, and function as the communication arm of PaMAGIC. The Committee will handle communication across all social media channels, email listservs and will be responsible for handling other forms of public- and membership-focused outreach.
- C. Finance Committee.** The Finance committee has charge and custody of, and be responsible for, all funds and securities of the organization, and deposit all such funds in the name of the organization in such banks, trust companies, or other depositories as shall be selected by the board of directors.
- D. Education Committee.** The purpose of the Education Committee is to provide a vehicle for PaMAGIC to educate communities, governments, and corporations in the development of Geographic Information Systems/Science (GIS and GIScience, respectively) and GIS data, and to be an advocate and voice for geospatial education within the state. This committee will also focus on Diversity, Equity, or Inclusivity (DEI) issues in geospatial education.
- E. Professional Development Committee:** The purpose of the Professional Development Committee will facilitate networking, advocating for continuing education opportunities, and compiling a yearly status report on the current geospatial industry and projected trends.
- F. Technology Committee.** The purpose of the technology committee is to administer and manage the online presence, accounts, and software for PaMAGIC, and coordinate online content with other committees and organizations as needed.

Section 3. Special Committees. Special Committees are committees that have been established by the Board to address a specific issues or topics. Special committees, by a 2/3 majority vote of the board, can be established as standing committees regardless of the longevity of said committee.

Section 4. Meetings and Action of Committees. Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Governing Board, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Governing Board and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Governing Board or by the committee. The Governing Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Article IX. General Membership Meetings

PaMAGIC will hold a minimum of one General Membership business meeting per calendar year. This annual business meeting will occur at a time and place determined by the Board. At least two officers must preside over the business meeting. If deemed necessary by the Governing Board, additional business meetings may be called by the President, or chairperson. General business meetings shall be announced to the General Membership and provide adequate opportunity for the membership to attend. Minutes of all meetings will be documented by an appointed scribe and made available to the General Membership by the Secretary.

Article X. Execution of Instruments and Fiscal Responsibilities

Section 1. Execution of Instruments. The board of directors, except as otherwise provided in these bylaws, may by resolution, authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of PaMAGIC, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind PaMAGIC by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Fiscal Year. The fiscal year shall be from January 1 to December 31.

Section 3. Income.

- A. PaMAGIC shall function in a non-profit manner, taking in sufficient income to cover its costs of operation and maintain cash reserves to meet its commitments and contingencies;
- B. No part of the net income of PaMAGIC shall inure to the benefit of or be distributable to its Members, Board, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 4. Contractual Obligations.

- A. Contracts entered into on behalf of the Association must be signed by the President, or the president's designated representative as recorded in the minutes or communicated to the Secretary, and Treasurer;
- B. Any contract for which the Association's monetary outlay would be in excess of the greater of \$250 or 10% of available funds for the organization shall require approval of the Board;
- C. The Treasurer shall receive all copies of signed contracts and keep said contracts on file.

Section 5. Budget. The Board shall adopt a budget for each fiscal year and shall manage income and expenses in order to avoid a deficit for the year.

Section 6. Banking.

- A. All funds of PaMAGIC shall be deposited to the credit of PaMAGIC in a bank as the Board designates;
- B. All checks, drafts, or notes issued in the name of PaMAGIC shall be signed by the Treasurer, President, or Vice President;
- C. The Board may accept on behalf of PaMAGIC any contribution, gift, bequest, or devise for the general purposes or for any special purpose of PaMAGIC.

Section 7. Gifts. The Governing Board may accept or reject on behalf of PaMAGIC any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

Section 8. Sponsors. Individuals, organizations, or businesses may choose to sponsor PaMAGIC activities by donating a sum of money, goods, or services. Sponsors may be afforded discounted rates for advertisements placed in newsletters, directories, and website pages, and may be offered a specific number of individual memberships to be used by their employees as individuals. All sponsors must be approved by a majority of the Governing board.

Section 9. Financial Records.

- A. PaMAGIC shall keep complete financial records as either hard-copy or electronic files with appropriate backups of all accounts;
- B. Financial decisions shall be recorded in Board or Committee meeting minutes.

Article XI. Corporate Records and Reports

- Section 1. Maintenance of Corporate Records.** The corporation shall keep shared virtual document library or at such other place as the board may determine:
- A.** Minutes of all meetings of directors, committees of the board, and, if PaMAGIC has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
 - B.** Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursement gains, and losses;
 - C.** A copy of the PaMAGIC's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.
- Section 2. Directors' Inspection Rights.** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.
- Section 3. Public Inspection Rights.** Any member of the community, community being defined as someone residing in the Commonwealth of Pennsylvania, or any member of PaMAGIC, shall have the following inspection rights, for a purpose reasonably related to such person's interest as a citizen, organization, or group, or as required by law:
- A.** To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, a written demand detailing a purpose reasonably related to such person or groups interest, must be sent to the secretary of PaMAGIC by the individual, organization, or group.
- Section 4. Right to Copy and Make Extracts.** Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.
- Section 5. Periodic Report.** The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the Commonwealth of Pennsylvania or to the members, if any, of PaMAGIC, to be so prepared and delivered within the time limits set by law.

Article XII. Conflict of Interest and Compensation Approval Policies

- Section 1. Purpose of Conflict of Interest Policy.** The purpose of this conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" according to law. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
- Section 2. Definitions**
- A. Interest.** For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern.
 - B. Concern.** The term "concern" shall mean any corporation, organization, association, trust, partnership, limited liability entity, firm, person or other entity other than PaMAGIC.
- Section 3. Conflict of Interest Policy.** No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:
- A.** The interest of such officer or director is fully disclosed to the board of directors;
 - B.** Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization;

- C. Payments to the interested officer or director are reasonable and do not exceed fair market value;
- D. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized; and
- E. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 4. Annual Statements. Each director, principal officer, and member of a committee with Governing Board delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy;
- B. Has read and understands the policy;
- C. Has agreed to comply with the policy;
- D. Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Article XIII. Amendments

Section 1. Submission.

- A. Proposed amendment(s) to these Bylaws may be submitted by any member(s) of PaMAGIC.;
- B. The proposed ent(s) must be submitted in writing to the Chairperson of the Board, and contain the signatures of all proponent(s) along with a statement of rationale for recommending the change;
- C. The Chairperson of the Board will transfer the written and signed proposal to the Governance Committee for review, which may include input and comment from any member of PaMAGIC. After the review, the Governance Committee will make a recommendation to the Board about whether the proposal should be adopted;
- D. The Chairperson of the Board will then call a meeting of the Board to discuss the proposed ent(s), and a vote will be taken by the Board. A two-thirds (2/3) majority vote of the Board will be required to ratify the change.

Section 2. Acceptance. Once a proposed amendment is passed, it shall take effect immediately after the vote tabulation.

Article XIV. Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of PaMAGIC, the bylaws shall govern. Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding. All references in these bylaws to the articles of incorporation or articles of organization shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of PaMAGIC. All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.