

# **BY-LAWS OF THE GEOGRAPHIC INFORMATION SYSTEM CONSORTIUM**

## **ARTICLE I - NAME AND PURPOSE**

Section 1 This organization shall be known as the Geographic Information System Consortium (GISC).

Section 2 The purpose of GISC is to reduce the cost and risk associated with achieving the full benefits of GIS through the sharing of ideas, innovations, experiences and costs among member communities.

## **ARTICLE II - AUTHORITY**

Section 1 GISC was originally formed in 1997, pursuant to Section 10 of Article VII of the Illinois Constitution of 1970 and Section 3 of the Illinois Intergovernmental Cooperation Act authorize and encourage the entering into of Intergovernmental Agreements between units of local government.

## **ARTICLE III – EXECUTIVE BOARD**

Section 1 The officers of the Executive Board shall consist of a President, President-Elect, Vice President, Secretary-Treasurer, Past President, and four non-voting At-Large Officers, each representing one of the following: Public Works, Engineering, Administration, Finance, Community Development, Information Technology, and Public Safety. All officers, except for At-Large Representatives, shall be Members of the Board of Directors in good standing. Their term of office shall be for a period of two years, or until their successor has been qualified. When a vacancy occurs mid-term, the President shall appoint a successor for the remainder of the term of office, with the concurrence of the Executive Board.

New officers shall take office at the adjournment of the annual meeting of the Board at which they are elected.

Section 2 The President serves as the chief executive officer of the GISC and shall preside at all Board of Directors and Executive Board meetings including the final meeting prior to the new Board, shall appoint members of all committees (except the Executive Board members, who shall be elected), and may sign agreements after review by legal counsel. The President, with the concurrence of at least one additional voting member of the Executive Board, must authorize any emergency procurement for more than \$10,000; provided that such emergency procurements shall be made with such competition as is practicable under the circumstances. In such cases the President will notify the Board of Directors as soon as is practicable of all emergency procurements that exceed \$10,000.

The President shall have served as President-Elect. At the end of the President's term, the President shall automatically ascend to the office of Past President.

Section 3 The President-Elect shall provide general assistance to the President and shall perform the duties of the President in the absence of the President. The President-Elect shall be responsible for facilitating an annual strategic goal discussion.

The President-Elect shall have been a Director for at least two years prior to ascending to the role of President-Elect. At the end of the President-Elect's term, the President-Elect shall automatically ascend to the office of President.

Section 4 The Vice President shall provide general assistance to the President and conduct an annual review of the by-laws.

Section 5 The Secretary-Treasurer or their designee(s) shall be responsible for insuring the proper maintenance of minutes, records, standard operating procedures, and documents of the Association. The Secretary-Treasurer or their designee(s) shall prepare an annual review and facilitate its adoption by the Board. The Secretary-Treasurer shall approve the financial transactions including approval of vouchers and checks.

Section 6 The Past President shall provide general assistance to the President and shall chair a Nominating Committee, appointed by the President, and present a recommended slate of candidates for election each year for the positions of President-Elect, Vice President, and Secretary-Treasurer. A recommended slate shall be presented at the November meeting each year.

Section 7 The Board of Directors may delegate various administrative functions to the Service Provider. These functions may include, but are not limited to: maintenance of GISC records, preparation and administration of the budget, performing accounting, investment and financial transactions on behalf of the Secretary-Treasurer, maintenance of membership records and various staff support service to the Board of

Directors.

Section 8 GISC may purchase public official's insurance or errors and omissions insurance for its Directors.

#### ARTICLE IV - MEMBERSHIP

Section 1 The members of GISC are recorded with the Secretary-Treasurer of the GIS Consortium.

Section 2 Illinois local governmental agencies may become members of GISC upon adoption of the Agreement for Creation of a Geographic Information System Consortium ("Agreement") by the corporate authorities of the municipality and approval by a two-thirds (2/3) vote of the Executive Board.

Section 3 Members who fail to meet their obligations in accordance with the Agreement or with these By-laws may be suspended or expelled from membership by a two-thirds (2/3) vote of the Board of Directors.

Section 4 New Governmental Units joining shall be admitted only upon the favorable vote of two-thirds (2/3) of the Board of Directors whether or not such Members are present and voting. The Board may impose conditions upon the admission of Members other than the Charter Members.

#### ARTICLE V - BOARD OF DIRECTORS

Section 1 The Board of Directors shall consist of the Directors and Alternate Directors appointed by the Corporate Authorities of each Member. In order for GISC to develop data processing and management information systems which will be of maximum value to Member Governmental Units, the Members shall appoint, as their Directors and Alternates, a chief administrative officer, a department head or employees with significant management responsibility and experience. The Board of Directors shall be the governing body of GISC, with authority to take all appropriate actions and to perform all duties to accomplish the purposes of GISC.

Section 2 The Board of Directors shall establish an Operational Plan, of which these By-laws and subsequent policies or procedures are an integral part, to provide a system of communications among its members for law enforcement purposes, or as otherwise approved by the Board of Directors.

Section 3 Votes may be cast via telephone, Internet, conference calls, email or in person and all votes must be cast in accordance with the By-laws.

Section 4 Each Director and alternate Director shall be appointed to serve until a successor is appointed.

Section 5 When the Corporate Authorities of a Member appoints a Director or an alternate Director notice of such appointment shall be given to GISC in writing. Such notice shall include the mailing address and email address of each person so appointed. The names and addresses shown on such notices may be used as the official names and addresses for the purposes of giving any notices required by this

Agreement or by the By-laws of GISC. Notice to GISC shall be made to the President of GISC at the address of the President.

Section 6 Any Director or Alternate Director shall be subject to removal by the appointing Corporate Authority of the Member, at any time, with or without cause.

Section 7 The Corporate Authority of the Member whose Director position on the Board of Directors is vacant shall fill a vacancy on the Board within 30 days.

Section 8 A Director (or Alternate) shall not be eligible to vote on behalf of the Governmental Unit during the time that such Governmental Unit is in default on any contribution to GISC or on any contract with GISC. During the existence of any default, the vote(s) of such Governmental Unit shall not be counted as eligible vote(s) for the purposes of this Agreement. If a Governmental Unit remains in default for a period of more than 90 days on any billing from the GISC, the Governmental Unit will have voting suspended and considered to be in default subject to the process defined in section 3.3. Notwithstanding the foregoing, however, all outstanding financial obligations to GISC shall remain enforceable.

#### ARTICLE VI – ELECTION OF OFFICERS

Section 1 Nominations for officers shall be made by a Nominating Committee consisting of the Past President, who will serve as Chair, and four Directors appointed by the President.

Section 2 The Nominating Committee shall invite nominations from among the Directors prior to the July meeting.

Section 3 In performing their task, the Nominating Committee shall weigh factors such as: desire to serve, past contributions to the GISC, and geographic representation in selecting a slate of candidates

Section 4 The Nominating Committee shall present a slate of candidates at the October Executive Board Meeting.

Section 5 In the event of a contested election, the election of officers shall be by ballot prior to the November meeting. In the event of an uncontested election, officers shall be elected by unanimous consent of the membership at the November meeting and no ballot is required.

#### ARTICLE VII - MEETINGS

Section 1 Regular meetings of the Board of Directors shall be held three times per year at a time and place determined by the Executive Board. Special meetings may be called by the President, a majority of the Executive Board, or by one-third (1/3) of the Directors.

Section 2 The Executive Board shall meet bi-monthly at a time and place determined by the President.

Section 3 A majority of the members shall constitute a quorum for meetings of the Board of Directors and Executive Board.

Section 4 The current edition of Robert's Rules of Order shall govern meetings in all cases in which they are applicable and not inconsistent with these By-laws.

Section 5 At the November meeting of the Board of Directors each year, the Board of Directors shall elect officers to fill vacancies on the Executive Board.

Section 6 At the organizational meeting, or as soon thereafter as reasonably possible, the Board of Directors shall adopt By-laws governing its procedures. Such By-laws may be amended from time to time with approval of two-thirds (2/3) of the Board.

Section 7 Regular meetings of the Board of Directors shall be held at least annually.

Section 8 Notice of regular meetings of the Board of Directors shall be given to the Directors and Alternates by the Secretary-Treasurer of the Board at least fifteen (15) days in advance and the agendas for such meetings shall accompany the notice. However, business at regular meetings of the Board need not be limited to matters set forth in the agenda.

Section 9 Special meetings of the Board of Directors may be called by the President or upon the request of a majority of the Directors. Five (5) days notice of special meetings shall be given to the Directors and alternates. Such notice shall include the agenda for the special meetings.

#### ARTICLE VIII - COMMITTEES

Section 1 The Board of Directors has established the following committees: Nominating, Membership, Finance/Administration, Audit, Local Government Data Model, and Ad-Hoc. The Committees shall meet quarterly or as determined by the Committee Chair. Committees shall consist of a maximum of 20% of the membership of the Service Provider.

Section 2 The purpose of each Committee and make-up is established below:

- *Membership* - Marketing, outreach, vetting new members and retention Chair- Vice President
- *Nominating* - Per the by-laws, will slate the candidates for the next year Chair- Past President
- *Finance/Administration* - Contract administration, treasurer, RFPs Chair - Secretary-Treasurer
- *Audit* – Ensure that financial records are complete, accurate, and in compliance Chair – Secretary-Treasurer
- *Local Government Data Model* – Provide perspective and expertise to service provider on business processes and needs

- Chair – Appointee of Executive Board
- *Ad- Hoc* - Based on annual priorities

#### ARTICLE IX - DUES AND ASSESSMENTS

Section 1 The annual dues, if any, shall be prescribed by the Board of Directors and shall be payable to the Secretary-Treasurer when required by the Board. All assessments approved by the Board of Directors shall be binding upon all members and payment shall be a condition of membership.

Section 2 Any member who fails to tender the annual dues or assessments shall be subject to the processes defined in Section 4.8.

#### ARTICLE X - COMPENSATION

Section 1 Officers and members of the Board of Directors shall serve without compensation.

Section 2 The GISC may approve compensation, as needed, for all other professional services required by GISC in accordance with Article 15.

Section 3 GISC may accept donations, apply for and use grants or loans of money or other property from the state or any other Governmental Units or organizations and may enter into agreements and may hold, use and dispose of such money or property in accordance with the terms of the donation, grant, loan or agreement.

#### ARTICLE XI - PROPERTY

Section 1 The equipment, property and supplies purchased by GISC through assessments or otherwise acquired in its name, shall remain the property of GISC. Any equipment, property and supplies titled to GISC at the time of the adoption of these By-laws shall remain titled to GISC.

Section 2 GISC shall maintain a list concerning the description and location of such equipment, property and supplies.

Section 3 GISC equipment shall not be changed or modified without approval of the Board of Directors.

#### ARTICLE XII - AMENDMENTS

Section 1 These By-laws may be amended at any meeting of the Board of Directors by a two-thirds (2/3) vote of participating Directors, provided the amendment and notice of the meeting shall have been sent to the Directors not less than fifteen (15) days prior to the meeting.

#### ARTICLE XIII - DISSOLUTION

Section 1 If at any regular meeting or at a special meeting called for the purpose of dissolution, GISC shall be dissolved whenever (a) a sufficient number of Members withdraw from GISC to reduce the total number of Members to less than two (2) or (b) by two-thirds (2/3) vote of all Directors.

## ARTICLE XIV – ANNUAL FINANCIAL AUDIT

Section 1 A committee of three Board Directors will be appointed by the President each year to perform an internal financial audit. The results of this audit will be presented at the first meeting of each year. The audit period will be the preceding calendar year.

## ARTICLE XV - VOTING

Section 1 The following items require a vote at the Board of Directors:

- Budget
- Annual Report Approval
- Officer Election
- Fiscal Policies
- By-Laws
- Unbudgeted expenses in excess of \$10,000

Section 2 The following items may be voted on by the Executive Board:

- New Members
- Budgeted procurements made in accordance with (70 ILCS 2305/ Sec 11 et seq)

ARTICLE XVI – EFFECTIVE DATE

These By-laws shall be in full force and effect from and after their passage and approval.

AYES: \_\_\_\_\_ NAYS: \_\_\_\_\_

PASSED this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

APPROVED this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

APPROVED:

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice President

ATTEST:

\_\_\_\_\_  
Secretary-Treasurer

ARTICLE XVII – AYES SIGNATURES

\_\_\_\_\_  
Director  
City of Highland Park

\_\_\_\_\_  
Director  
Village of Glencoe

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Director  
City of Park Ridge



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Director  
Village of Lincolnshire

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Director  
City of Des Plaines

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Village of Deerfield

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Director  
Village of Morton Grove

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Director  
Village of Winnetka

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Director  
Village of Skokie

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Director  
Village of Lincolnwood

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Director  
Village of Glenview

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Director  
Village of Norridge

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Director  
Village of Wheeling

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Director  
Elk Grove Village

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Director  
Village of Riverside

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Director  
Village of Oak Brook

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Director  
City of Lake Forest

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Director  
Village of Tinley Park

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Director  
Village of Mundelein

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Director  
Village of Woodridge

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Director  
Village of Buffalo Grove

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Director  
Village of Northbrook

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Director  
Village of Glen Ellyn

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Director  
Village of La Grange

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Director  
Village of Schiller Park

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Director  
Village of Oak Park

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Director  
City of Rolling Meadows

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Director  
Village of Carol Stream

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Director  
Village of Bensenville

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Director  
Village of River Forest

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Director  
Village of Hanover Park

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Director  
Village of Arlington Heights

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Director  
Village of Streamwood

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Director  
Village of Libertyville

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Director  
Village of Brookfield

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Director  
Village of Roselle

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Director  
Village of La Grange Park

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Director  
City of Elmhurst

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Director  
Village of Palatine

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Director  
Village of Glendale Heights

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Director  
Village of Flossmoor