

Maryland State Geographic Information Committee (MSGIC) By-Laws

Amended: May 2021

Article I – Name

The name of the Committee is the Maryland State Geographic Information Committee, also referred to as MSGIC.

The Committee is organized as a Maryland Non-Profit Corporation, incorporated in and subject to the laws of Maryland.

Article II – Mission

The Maryland State Geographic Information Committee LTD (MSGIC) is an organization that promotes the coordinated development among all entities (state, local, federal, and private sector) involved in the collection and/or use of spatial data and geographic information systems (GIS) within the State of Maryland.

Article III – Goals

The following goals were established by MSGIC and affirmed during its strategic planning efforts:

- Serve as a focal point for coordination of GIS activities statewide.
- Reduce duplication of GIS efforts within Maryland.
- Support development of geographic data sets that are essential for public operations in Maryland, recognizing that individual entities may be responsible for developing and maintaining specific data sets.
- Promote and facilitate the adoption and maintenance of GIS data, content, software, and interoperability standards.
- Promote the preservation of valuable GIS data, recognizing that such data are a capital asset.
- Review legislative and agency actions and, where appropriate, provide advice on geographic information and technology issues to public and private decision makers.
- Provide resources to facilitate the research and testing of geographic information, technology, concepts, applications, and coordination mechanisms.
- Promote and facilitate partnerships for geospatial activities in Maryland and for the Region to efficiently support MSGIC participants

Article IV – Membership

- A.** Membership in MSGIC is open to any person. MSGIC shall not discriminate against any person on the basis of age, marital status, sex (including pregnancy, childbirth, and related medical conditions), race, color, national origin, citizenship status, ethnicity, sexual orientation, gender identity, disability: physical or mental, genetic information, or political or religious

opinion or affiliation in any of its policies, procedures or practices.

- B.** Membership categories with different eligibility and benefits may be delineated by the Executive Committee.
- C.** Prospective members must complete an application and pay any appropriatedues based upon the category of membership.
- D.** Membership is available on an individual or organizational basis. Organizational members are required to designate specific persons within their organization to occupy their membership slots.
- E.** Membership may be coupled with a sponsorship tier for organizations.
- F.** Each individual member has one vote.
- G.** An organizational member has no voting power directly. Instead, the specific persons that the organization has designated to hold MSGIC membership will each have one vote.
- H.** Both individual members and organizational members must keep their membership in good standing at all times by maintaining their contact information and paying any appropriate dues.
- I.** Members who do not maintain their membership in good standing for more than 90 days will be considered in arrears and will lose all membership rights and benefits until their good standing status is restored.
- J.** Subcommittee membership is open to any MSGIC member who has an interest in working on issues that promote the subcommittee's goals.
- K.** Members shall be assigned to one membership caucus based on their primary affinity.
- L.** When members change employment status, they must update their membership status in MSGIC within 90 days. If they were a designee of an organization member and have not been designated a member by a different organization member, they will be required to forfeit their membership and must reapply.
- M.** MSGIC will maintain a membership roster.
- N.** A membership dues structure may be created and/or revised and approved by the Executive Committee. It must then be approved by a plurality of votes cast by MSGIC members and posted on the MSGIC website.

- O.** Sponsorship opportunities, which may also include membership, may be established by the Executive Committee.

Article V – Officers

- A.** The Officers of MSGIC shall be elected by plurality of votes cast from the membership. Officers shall serve a one year term beginning immediately after their election, coincident with the annual meeting in October. Officers shall include:
 - 1. Chair** - The Chair shall preside over the affairs of MSGIC and shall perform all other duties incident to the office. The Chair shall represent MSGIC for all external coordination activities unless delegated.
 - 2. Vice Chair** - The Vice Chair shall assist with the affairs of MSGIC and perform all other duties incident to the office. The Vice Chair shall assume the duties of the Chair in the absence of the Chair. The Vice Chair shall organize the quarterly meetings and supervise the timely distribution of all correspondence.
 - 3. Past Chair** - The Past Chair shall advise the Chair and assist MSGIC as requested by the Chair.
 - 4. Secretary** - The Secretary shall record and transcribe minutes of the Executive Committee and Quarterly meetings. Minutes from the Executive Committee meeting shall be submitted 5 business days prior to the next meeting for review and approval. Once approved, the meeting minutes shall be distributed to the general membership. The Secretary shall be responsible for taking the roll at all meetings. The Secretary shall be responsible for obtaining and distributing all presentations and reports presented at meetings.
 - 5. Treasurer** - The Treasurer shall keep an account of all moneys received and expended for the use of the MSGIC and shall make disbursements authorized by the Executive Committee. The Treasurer shall deposit all sums received into a bank account approved by the Board. The Treasurer shall properly maintain the budgetary records and fiscal welfare of the MSGIC. The Treasurer shall provide a monthly financial statement to the Executive Committee. The Treasurer shall have the authority to direct an independent audit annually, or at other times at the direction of the Executive Committee.
- B.** Officers shall be elected to the positions of Secretary, Treasurer and Vice Chair by a plurality of votes cast from the membership. In the following year, the Vice Chair shall succeed the Chair, and the Chair shall become the Past

Chair. If the Chair steps down during his or her term, the Vice Chair shall assume the duties of the Chair, and the position of Vice Chair shall remain vacant until the next election. If the Secretary or Treasurer steps down during his or her term, the Executive Committee shall appoint a replacement. If the Vice-Chair cannot succeed the Chair, then a Chair shall be elected to fill the vacancy in the same manner as the other officers. If the Past Chair is unable to serve, that position shall remain vacant.

- C.** The Maryland Geographic Information Officer or designee shall be an ex officio non-voting member of the Executive Committee.
- D.** Nominations for MSGIC officers shall be solicited by September 1. Nominations shall be reviewed by the Executive Committee and, with the consent of the nominee, be presented to the membership. Nominees shall provide a brief background statement if directed by the Executive Committee.

Article VI - Organizational Structure - The structure of MSGIC shall include, but not be limited to, the following:

A. Executive Committee - The Executive Committee shall include the Officers of MSGIC, the Chair(s) of each subcommittee, and the Chair(s) of each membership caucus. The Executive Committee shall discuss and address coordination issues and serve as an interface between MSGIC and all external entities. The Executive Committee shall have supervision, control, and direction of MSGIC affairs and shall carry out policies or changes therein within the limits of the bylaws. The Executive Committee shall have discretion to amend policies, standards, and procedures for the conduct of its business, deemed advisable, through a vote by the Executive Committee members. In order to move and vote on official MSGIC business, a quorum of Executive Committee members must be present in real time. A quorum will consist of 50% of executive committee members plus one. When a vacancy exists, a quorum will consist of the majority of the remaining qualified Executive Committee members. For the purposes of establishing a quorum, subcommittee or caucus Co-Chairs will not be counted twice towards the total count. All issues requiring a voting decision shall be affirmed with a plurality vote of those present and voting. All policies, decisions and actions of the Executive Committee shall be recorded as minutes.

- 1.** Any Executive Committee Member may be removed from office, with or without the assignment of any cause, by a vote of the majority of the Executive Committee. A vote of removal may occur at any meeting of the Executive Committee convened in compliance with these bylaws, provided that written notice of the intention to consider removal of such member has been included in the notice of the meeting. No member of the Executive Committee shall be removed without having the opportunity to be heard at

such a meeting, but no formal hearing procedure need be followed.

2. Employment by MSGIC shall disqualify an individual and any member of the individual's immediate family from eligibility for election to the Executive Committee. Employment of a member of the Executive Committee, or immediate family, shall lead to the resignation of the member from the Executive Committee.
3. Members of the Executive Committee may resign by submitting a written resignation to the Chair or to the other members of the Executive Committee. If the resigning member is the Chair, written notice must be provided to the Vice Chair. Failure of any Officer to participate in the activities of the Executive Committee as evidenced by the failure to attend at least $\frac{2}{3}$ of the meetings of the Executive Committee in a 12-month period will be considered an automatic resignation.
4. The Executive Committee shall meet as requested by the MSGIC Chair.

B. Subcommittees - Below listed are the MSGIC standing subcommittees. Subcommittees will draft a charter which includes long-term and short-term goals and priorities to be approved by the Executive Committee. This will be reviewed every other year by the subcommittee chair and updated as needed.

1. **Data and Resource Subcommittee** - The Data and Resource Subcommittee shall work as an advisory body to help promote the sharing of Geospatial related data, facilitate new standards and guidelines, and assist in coordination of Geospatial related activities that are occurring in the State of Maryland. This group will be an advocate in the creation and updating of spatially related products, data, services, and promote new technology to better serve all stakeholders. It will work with all other MSGIC subcommittees and caucuses to provide resources needed for accomplishing their mission.
2. **Education Subcommittee** - The Education Subcommittee shall promote GIS education within Maryland, with an emphasis on professional development and facilitating all levels of education.
3. **Outreach Subcommittee** - This group will develop public relations and outreach strategies, assist with MSGIC website maintenance and content development, coordinate demonstrations of GIS applications. This subcommittee will also promote membership in MSGIC, and where possible and applicable provide technical direction to MSGIC membership.

4. Advocacy Subcommittee - The Advocacy Subcommittee reviews and analyzes industry policy issues that affect MSGIC's mission and goals. The Advocacy Subcommittee will focus on capacity and relationship building, forming networks, and leadership development within MSGIC and the Maryland geospatial community. The subcommittee will communicate and collaborate with other subcommittees to ensure alignment when carrying out initiatives and activities.

C. Membership Caucuses - Each MSGIC member will be assigned to a membership caucus based on his or her particular affinity. Caucuses seek to represent the issues and concerns of particular sectors, including:

1. State
2. Local
3. Regional Council
4. Federal
5. Private
6. Education

D. Working Groups – The Executive Committee may create working groups, as necessary, to address and study specific concerns. Working Groups may include non-members at the discretion of the Executive Committee. The Executive Committee will assign two Working Group leads, who will be responsible for coordinating Working Group activities and report progress and findings back to the Executive Committee. All Working Groups will be considered ad hoc or temporary in nature, with a definitive timeline of operation. Working Groups may be extended over time, at the discretion of the Executive Committee. Should it be necessary to formulate a Working Group as a Subcommittee, a vote of the membership will be required, and the change will take effect the following Executive Committee term year.

Article VII - Selection of Subcommittee/Caucus Chairs

A. Subcommittee/Caucus Chairs shall be members of MSGIC selected by a plurality of membership votes cast. The vote shall be held prior to the MSGIC Annual Business meeting in October.

B. Subcommittees and Caucuses may be represented on the Executive Committee by multiple individuals or Co-Chairs (2). If mutually agreed upon prior to the MSGIC elections, candidates wishing to serve as Co-Chairs may identify as such on the ballot or may do so prior to the appointment of new Subcommittee or Caucus Chairs in the event of a vacancy.

C. Subcommittee/Caucus Chairs shall serve for a term of one year. A Subcommittee/Caucus Chair may be re-elected. If a Subcommittee/Caucus

Chair steps down during his or her term, a new Subcommittee/Caucus Chair(s) shall be appointed by the Executive Committee or left unfilled. Nomination for Subcommittee/Caucus Chair shall be solicited to the general membership for (14) days. Nominations shall be reviewed by the Executive Committee and, with the consent of the nominee, be presented to the general membership for a vote. Nominees shall provide a brief background statement if directed by the Executive Committee. If no nominee is submitted, the position may be appointed by the Executive Committee or left unfilled.

- D.** Each individual serving as a Subcommittee/Caucus Chair or Co-Chair on the Executive Committee shall receive equal representation and is entitled to an individual vote. Where Co-Chairs represent a Subcommittee/Caucus, a single vote will be provided for the Subcommittee/Caucus. Two votes will not be allotted for Co-Chairs. Co-chairs may not serve as “alternates” and all rules regarding conduct and attendance of Executive Committee members will apply to Co-Chairs on an individual basis.

- E.** Representatives may not hold more than one title within MSGIC.

Article VIII – Meetings

A. Full Committee

- 1.** The full MSGIC membership shall meet quarterly (January, April, July, and October). The meeting shall be held on the third Wednesday of the month unless a conflict arises with holiday schedules or other significant events.
- 2.** The October meeting will be the Annual business meeting to install new officers and conduct the business of the organization that is pertinent to the membership.
- 3.** Special meetings may be called at the request of the MSGIC Chair or by 25% of the MSGIC membership as noted by petition.
- 4.** The MSGIC Vice-Chair or designee shall notify the membership of the time and location of quarterly meetings at least two weeks in advance of each meeting.

B. Subcommittees

- 1.** Subcommittees, except the Executive Committee, shall meet as agreed to by the members of the individual subcommittees. The Subcommittee Chairs will establish the exact schedule and suggested locations.
- 2.** The Subcommittee Chair shall notify all subcommittee members of the time and location of meetings at least one week in advance of each subcommittee meeting.

C. Membership Caucuses – Membership caucuses shall meet as determined by the caucus Chair.

D. Rules – MSGIC, the Executive Committee, the Subcommittees or the Membership Caucuses may adopt formal rules of order to regulate the proceedings of the various meetings. Chairs shall direct proceedings in a fair and equitable manner. Robert's Rules of Order will be used as a procedural standard.

E. Individuals may participate in meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the individual at the meeting.

F. Attendance – All MSGIC meetings (Committee, Subcommittees, and Executive Committee) are open and provide for attendance by anyone from the public.

G. Action without meeting – Any action which may be properly taken by the Executive Committee, the Subcommittees or the Membership Caucuses in an assembled meeting may also be taken without a meeting, if unanimous consent in writing setting forth the action taken is signed by all individuals entitled to a vote with respect to the action. Such consent shall have the same force and effect as a vote of the individuals assembled and shall be filed with the minutes.

Article IX – Amendments

A. These Bylaws and any amendments thereto providing for the governance of MSGIC may be adopted, altered, or repealed upon an affirmative vote of 60% of the votes cast. The Bylaws will be adopted, altered, or repealed with an affirmative vote of a plurality of the MSGIC members voting.

B. The Chair or Secretary shall provide to the membership written notice of proposed changes at least two weeks prior to the date of a vote of the full MSGIC membership.

Article X - Implementation of Industry Standards, Guidelines and Recommendations

A. MSGIC established standards, guidelines, and recommendations shall be discussed and drafted by the appropriate subcommittee or working group. The Executive Committee shall review draft standards, guidelines, and

recommendations and either (1) remand them back to the subcommittee with specific comments for further review and consideration or (2) recommend that they be forwarded to the full membership for review and approval. Draft documents requiring membership approval shall be released for review 30 calendar days prior to a vote by the membership.

- B.** Suggested changes to standards, guidelines, and recommendations should be made to the appropriate subcommittee/caucus chair prior to the following MSGIC quarterly meeting. However, to finalize action on an item, changes may be suggested, drafted, read, and voted on during a quarterly meeting.
- C.** Each MSGIC member is responsible for evaluating the impact of MSGIC established standards, guidelines, and recommendations on his or her organization. To the extent possible, all MSGIC standards, guidelines, and recommendations shall be voluntarily implemented.

Article XI - Records and Asset Retention

- A.** During his or her tenure as an elected officer, the Secretary of MSGIC shall maintain a file of all Committee, Subcommittee, and Caucus records and publications, whether in electronic or other form. That file shall be forwarded to the next elected Secretary by the first quarterly meeting of the fiscal year in January.
- B.** MSGIC shall post draft records and publications to the MSGIC website as necessary.
- C.** During his or her tenure as an elected officer, the Treasurer of MSGIC shall maintain a file of all relevant financial records and publications, whether in electronic or other form. That file shall be forwarded to the next elected treasurer by the first quarterly meeting of the fiscal year in January.
- D.** Upon dissolution of MSGIC, the remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes.

Article XII – Indemnification

MSGIC, by resolution of the Executive Committee, provide indemnification by the Committee of any and all of its officers or former officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been an officer of MSGIC, except in relation to matters as to which such officer or former officer shall be adjudged in such

action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article XIII - Conflict of Interest

- A. MSGIC has been established to protect the interests of state and local governments within Maryland. Affiliations with Corporate or Private Entities that could undermine the public trust in MSGIC are not acceptable. MSGIC will only consider business partnerships from businesses or for-profit organizations when such partnerships do not conflict or in any way impact the objectivity of the association, its members, activities, programs, or employees.
- B. Each Executive Committee member with governing board delegated powers shall annually sign a statement which affirms such person: Has received a copy of the conflicts of interest policy, has read and understands the policy, has agreed to comply with the policy, and understands MSGIC is nonprofit 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.