

MEMORANDUM OF UNDERSTANDING
between
IMAGIN, Inc. and MiCAMP, Inc.
for the Consolidation of Organizations
and establishing CMPASS
(Community of Michigan Professionals Advancing Spatial Sciences)

This MEMORANDUM OF UNDERSTANDING ("MOU") is recorded in writing to reflect the understanding and agreement between IMAGIN, Inc (hereafter referred to as "IMAGIN") and MiCAMP, Inc. (hereafter referred to as "MiCAMP") for the consolidation of the two (2) professional Geographic Information Systems (GIS) organizations within the State of Michigan into a new organization, but leveraging the structures and existing incorporations of one of the organizations.

BACKGROUND

Since 1992, GIS professionals have had the opportunity of participating in and becoming a member of one or more professional GIS organizations within the State of Michigan. The organizations have operated in parallel with the similar goal of representing users for the purposes of providing education, networking, training, and annual conferences to support the growth and development of GIS and GIS professionals.

As the organizations have evolved, the need for distinct organizations has lessened. The boards of both organizations have agreed to pursue a merger into a single, larger professional organization that will seek to better serve the larger GIS community in Michigan.

UNDERSTANDING OF THE PARTIES

Based on the information as recited herein, IMAGIN and MiCAMP have agreed to the following principals for consolidating the organizations.

A. **EXISTING ORGANIZATIONS**

IMAGIN, Inc. a 501(c)(3) organization
EIN: 38-3264445
416 S. Cedar Street, Suite H
Lansing, MI 48912

MiCAMP, Inc. a 501(c)(6) organization
EIN: 38-3627861
315 W Green St
Marshall, MI 49068

B. NAME OF CONSOLIDATED ORGANIZATION

The name of the consolidated organization will be:

CMPASS – Community of Michigan Professionals Advancing Spatial Sciences

And the name shall be pronounced like the noun “compass”

C. ORGANIZATIONAL STRUCTURE

1. Currently the two (2) organizations respectively are either a 501(c)3 or 501(c)6 organization incorporated in the State of Michigan.
2. The consolidation of the organizations will result in the closure of the 501(c)6 organization and the continuation of the 501(c)3 organization.
3. Included in the amendment to the organization bylaws shall be a provision to change the composition of the board of directors. Upon membership approval of new bylaws, the board of directors will consist of up to 24 members, being a combination of the existing IMAGIN and MiCAMP boards. This 24-member board will be in place until December 31, 2025.
4. A new 15-member board will be seated based upon the results of a formal election held in the fall of 2025. The new 15-member board will be seated January 1, 2026. Additional details for elections are outlined in the proposed bylaws for the consolidated organization.

D. INTENDED ACTIVITIES OF THE ORGANIZATION

1. The intent of the consolidated organization is to continue providing education, networking, conference and professional development opportunities to the membership of the organization.
2. Expected activities of CMPASS shall include but are not limited to:
 - i. Annual Conference – For 2025, Annual conference will be in Kalamazoo June 1 to 3, 2025.
 - ii. Annual Educational Workshop – For 2025, tentatively planned to be at Boyne Mountain in September 2025.
 - iii. Minimum of two (2) one-day meetings (could be in cooperation with State of Michigan meetings).
 - iv. Continued educational opportunities with specific details to be determined at a later date.

E. PROFESSIONAL MANAGEMENT SERVICES

It is the intent that the consolidated organization will retain Riehl Solutions for professional management services through the 2025 calendar year. The board will negotiate an appropriate contract with Riehl Solutions to cover the services rendered during the transition year. Subsequent contracts for management services will be reviewed for scope and cost on an annual basis.

F. MEMBERSHIP OF THE ORGANIZATION

1. Consolidation of MiCAMP Members into CMPASS: Upon the approval of this MOU and an approval by the current IMAGIN membership, the existing membership of MiCAMP that has attended or will attend a MiCAMP conference between 2023-2024 AND is not a member of IMAGIN will be incorporated into the consolidated membership roster on Monday, September 23, 2024. These consolidated memberships will be considered an Individual Member at no additional cost and will be effective until December 31, 2025. Transferring of residual funds from MiCAMP as outlined in section G-1 are being considered payment for these consolidated memberships.
2. Consolidation of IMAGIN Members into CMPASS: Existing IMAGIN Members will consolidate as members of CMPASS under the corresponding membership level they are currently at. In late 2024, IMAGIN members will receive their normally expected membership renewal invoicing at the same rates as the 2023-2024 year. If a member or membership organization/group would like to change tiers, they will be allowed to make changes as they previously were allowed to. No changes to membership are expected to existing IMAGIN members.
3. For the 2025 membership year, the membership structure of IMAGIN will be retained as the CMPASS structure and the fees outlined will remain as the fees for the year.
 - i. Individual Member: \$100
 - ii. Small Group: \$275
 - iii. Medium Group: \$400
 - iv. Large Group: \$750
 - v. Student Membership: Free but subject to review and approval upon application
 - vi. Legacy Membership: \$75 (note: Legacy Memberships from both IMAGIN and MiCAMP that are in place at the time of consolidation will be honored and no renewals will be due).

The proposed membership levels are detailed out in the proposed bylaws. The board of CMPASS will review and approve the membership tier structures and fees on an annual basis.

G. FINANCIAL TERMS

1. Following the close of all transactions of the 2024 MiCAMP conference, any residual funds from MiCAMP will be transferred into the financial accounts of CMPASS. This is anticipated to be in October or November of 2024.
2. Upon approval of the bylaws by the consolidated organization, existing bank accounts of IMAGIN will be renamed into the CMPASS name
 - i. Upon final transfer of assets from MiCAMP accounts into either the consolidated organization accounts or into the Mark Clute Memorial Fund, all MiCAMP named financial accounts will be closed.
3. Existing scholarship and/or opportunity grant funds and accounts of each organization that are under the control of the organizations will be moved into the financial institution of the consolidated organization but will remain as separate funds and accounts. Future consolidation of scholarship funds may be reviewed by the board of CMPASS with the intent to honor the original purposes and memorials of the funds as closely as possible.
4. If any expenses relating to the official consolidation of organizations occurs prior to the consolidation, each existing organization will cover 50% of those costs. Examples include but are not limited to filing fees and legal reviews.

H. TIMELINE OF CONSOLIDATION

1. Monday, May 13, 2024 - Joint board of directors meeting for explaining MOU/Bylaws.
2. May 13 to June 12, 2024 – Review Period.
3. Wednesday, June 12, 2024 – Joint meeting of boards to review the revised MOU and bylaws
4. June 12 to June 26, 2024 – Review Period
5. Wednesday, June 26, 2024 – Joint meeting of boards to vote on MOU approval (2 separate votes to occur during the same meeting – 1 vote for IMAGIN Board and 1 vote for MiCAMP Board to approve the MOU going to the memberships).
6. Monday, July 8, 2024 – Email to all IMAGIN/MiCAMP/State GIS Listserv memberships / contact lists with the proposal packet (MOU & Bylaws) – Also post to IMAGIN and MiCAMP Websites / Social media platforms.
7. Wednesday, July 24, 2024 – Online web meeting to present the proposal to the full memberships of both organizations and receive any questions regarding the consolidation.
8. July 31st or before – Final MOU changes completed and approval of final MOU language to be voted on.
9. Wednesday, August 7, 2024 – TENTATIVE / IF NEEDED - Online web meeting to review and address concerns raised from previous meeting.
10. Monday, August 12, 2024 at 8:00 am to Friday, August 23, 2024 at 5:00 pm Voting for adoption of the MOU Consolidation Proposal.
 - i. MiCAMP membership to vote on MOU and the approval to dissolve the 501(c)(6) effective on October 7, 2024 pending the approval of all other measures by both parties and/or acceptable resolutions of other measures.
 1. Each member organization of MiCAMP is granted one vote, to be cast by the organization's primary contact.
 2. Passage of each provision requires at least 2/3 of the voting membership to cast a vote, and for 2/3 of votes cast to adopt the measure.
 3. If MiCAMP's membership fails to approve the MOU, the process to merge organizations as outlined within this MOU will cease and further attempts to consolidate may be considered.
 4. If MiCAMP's membership fails to approve the dissolution of the 501(c)(6), alternative options may be considered or the process to merge organizations may come to an end.

- ii. IMAGIN Membership to vote on MOU and bylaws amendment for incorporation of MiCAMP membership. The incorporation of membership would be effective September 23, 2024 pending the approval of all other measures by both parties and/or acceptable resolutions of other measures.
 1. IMAGIN's voting membership includes all Individual Members, all Tier 1 and Tier 2 Supporting Organization members, the first ten listed members of Tier 3 Supporting Organization members, all Student Members, and all Legacy Members.
 2. Passage of each provision requires a simple majority of votes cast by IMAGIN members, with a minimum of twenty-five (25) votes cast.
 3. If IMAGIN's membership fails to approve the MOU, the process to merge organizations as outlined within this MOU will cease and further attempts to consolidate may be considered.
 4. If IMAGIN's membership fails to approve a bylaws amendment that allows for granting no-cost Individual Memberships to MiCAMP members, as outlined above in E. 1., the process to merge organizations as outlined within this MOU will cease and further attempts to consolidate may be considered.

11. Monday, September 23, 2024 – Official merging of memberships occurs

12. Monday, September 23, 2024 – Vote on the approval of CMPASS bylaws opens (via Election Buddy online election software).

13. Friday, October 4, 2024 – Vote for the consolidated organization bylaws closes @ 5:00 pm.

14. Monday, October 7, 2024 – Review of the bylaws approval vote. If bylaws approval passes, new board will be seated immediately.

15. Week of October 7, 2024 – new board meets to select officers and have organizational meeting.

I. GENERAL TERMS

1. IMAGIN and MiCAMP have executed and dated this MOU to evidence their agreement and concurrence with the matters contained herein.
2. The proposed timeline captures major milestones of the process and is not comprehensive of all legal processes that may need to be taken. The boards of both organizations agree to consult legal counsel to ensure proper steps are taken.
3. This MOU shall not be viewed as a legally binding document. Any official changes or legally binding agreements will happen through the adoption of bylaws, policies, procedures and/or other legal documents that are prepared as part of the consolidation of the organizations.
4. This agreement may be amended only in writing and authorized by the designated representative of both IMAGIN and MiCAMP.

J. AUTHORIZATIONS AND SIGNATURES

Upon ratification by the boards of directors and memberships of both IMAGIN and MiCAMP, the acting Presidents of each organization are authorized to sign and execute this memorandum of understanding.

Signed: _____
President, IMAGIN, Inc.

Date: _____

Signed:  _____
President, MiCAMP, Inc.

Date: 7-2-2024