

Bylaws of Community of Michigan Professionals Advancing Spatial Sciences

ARTICLE I - NAME 3

ARTICLE II - MISSION..... 3

ARTICLE III - PURPOSE 3

 Section 1. General Purposes 3

 Section 2. Permitted Activities 3

 Section 3. Political Activities 3

 Section 4. Property and Assets..... 4

 Section 5. Net Earnings 4

 Section 6. Expenses..... 4

ARTICLE IV - MEMBERSHIP 4

 Section 1. Membership 4

 Section 2. Standards for Membership..... 5

 Section 3. Renewal..... 5

 Section 5. Exceptions 5

ARTICLE V - MEETINGS 5

 Section 2. Membership Meetings..... 6

 Section 3. Notice of Meetings 6

ARTICLE VI - BOARD OF DIRECTORS 6

 Section 1. Powers and Duties..... 6

 Section 2. Number and Term of Office 7

 Section 3. Elections 7

 Section 4. Board of Directors Eligibility 8

 Section 5. Vacancy 8

 Section 6. Good Standing 8

 Section 7. Removal 8

 Section 8. Decisions of the Board 8

 Section 9. Absolution of Liability 8

ARTICLE VII - OFFICERS 9

Section 1. Officer Positions.....	9
Section 2. Election and Term of Office	9
Section 3. Vacancies	9
Section 4. Powers and Duties.....	9
ARTICLE VIII - COMMITTEES.....	9
Section 1. Executive Committee.....	9
Section 2. Governance Committee	10
Section 3. Conference Committee	10
Section 4. Other Committees.....	10
ARTICLE IX - CONFLICTS OF INTEREST	10
ARTICLE X - DISSOLUTION	10
Section 1. Dissolution of the Board.....	10
Section 2. Voting to Dissolve	11
Section 3. Funds	11
ARTICLE XI - AMENDMENT OF BYLAWS	11
Section 1. Review.....	11
Section 2. Amendments.....	11
Section 3. Original Version	11

Adopted [Date]

ARTICLE I - NAME

The name of the corporation shall be Community of Michigan Professionals Advancing Spatial Sciences, also to be known as CMPASS.

ARTICLE II - MISSION

CMPASS is the authoritative geospatial professional organization dedicated to the advancement, education, innovation, networking, and recognition of the geospatial community in the State of Michigan.

ARTICLE III - PURPOSE

Section 1. General Purposes

CMPASS is organized exclusively for educational, scientific, and charitable purposes, including making distributions to organizations that qualify as tax exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986 or comparable provisions of subsequent legislation (the "Code".) The purposes of CMPASS include:

- A. To provide technical, scientific, and educational information to individual citizens, public organizations, other nonprofit corporations, and other member organizations for improving the use of geographic information systems and spatially referenced information in the State of Michigan.
- B. To solicit and receive grants, contributions, and other property.
- C. To enter into contracts, to engage needed personnel and services, and to hold or transfer such property as may be required to carry out the purposes of CMPASS; and
- D. To take all other lawful actions consistent with the other purposes of CMPASS.

Section 2. Permitted Activities

Notwithstanding any other provision of these Bylaws, CMPASS shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under § 501(c)(3) of the Code or (b) a corporation for which contributions are deductible under § 107(c)(2) of the Code.

Section 3. Political Activities

No substantial part of the activities of CMPASS shall consist of attempting to influence federal or state legislation. CMPASS shall not participate or intervene in any political campaign (including publishing or distributing statements) on behalf of any candidate or public office. Nothing in these Bylaws prevents CMPASS from providing independent and neutral analyses of county, city, township, or other local ordinances or regulations.

Section 4. Property and Assets

The property of this corporation is irrevocably dedicated to educational, scientific, and charitable purposes.

Section 5. Net Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article.

Section 6. Expenses

No Director, Team Member or contracted management company employee shall have the authority to incur debt or personal expenses on non-budgeted expenses in excess of five hundred dollars (\$500.00) without express Board approval.

ARTICLE IV - MEMBERSHIP

Section 1. Membership

Membership is open to any individual or organization with an interest in advancing the association's mission. Unless altered pursuant to Article XI, a person or organization joins CMPASS by becoming a member of one of the following categories of CMPASS membership.

A. Individual Member

Any person may become an Individual Member of CMPASS by providing the requested member information and paying the membership fees established by the Board of Directors. Benefits of Individual Membership include voting rights for CMPASS member business, eligibility to serve on the Board of Directors, discounts for CMPASS products and events, and other benefits as established by the Board of Directors.

B. Group Member

Any legal entity may become a Group Member of CMPASS by providing the requested member information and paying the membership fees established by the Board of Directors.

- i. Small Group – Benefits include 1 to 3 Individual Memberships, voting rights for each Individual Member, eligibility for each Individual Member to serve on the Board of Directors, discounts for CMPASS products and events, and other benefits as established by the Board of Directors.
- ii. Medium Group – Benefits include 4 to 9 Individual Memberships, voting rights for each Individual Member, eligibility for each Individual Member to serve on the Board of Directors, discounts for CMPASS products and events, and other benefits as established by the Board of Directors.
- iii. Large Group – Benefits include 10 or more Individual Memberships, voting rights for the first 10 Individual Members listed, eligibility for voting Members to serve on the Board of

Directors, discounts for all Individual Members on CMPASS products and events, and other benefits as established by the Board of Directors.

C. Student Member

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

D. Legacy Member

Any CMPASS member who has retired may become a Legacy Member of CMPASS by providing the requested member information and paying the membership fees established by the Board of Directors. Benefits of Legacy Membership include voting rights for CMPASS member business, eligibility to serve on the Board of Directors, discounts for CMPASS products and events, and other benefits as established by the Board of Directors.

Section 2. Standards for Membership

As provided in Article VI Section 1, the Board of Directors may establish reasonable standards for membership in CMPASS as part of CMPASS's policies and procedures.

Section 3. Renewal

The right of renewal shall rest in the Board of Directors. The Board of Directors may place reasonable conditions and limitations on the renewal of any membership. The offer of renewal of membership, including any limitation or condition, shall be established by transmitting to the member notice that the dues for the ensuing year are due and payable to CMPASS. The payment of such dues shall constitute an acceptance of the offer. Any conditions or limitations placed upon any renewal may be removed at any time as determined by the Board of Directors.

Section 4. Dissolution and Resignation

- A. Dissolution of any Organization with a Group Membership shall cause its individual memberships in CMPASS to remain active until the end of the membership year.
- B. Any member may resign at any time by providing notice to CMPASS.

Section 5. Exceptions

The Board of Directors may grant exceptions to membership fees based on resource limitations through CMPASS's Opportunity Grant program outlined in CMPASS's policies and/or procedures.

ARTICLE V - MEETINGS

Section 1. Board of Directors Meetings

- A. ANNUAL BOARD OF DIRECTORS MEETING. An Annual Meeting of the Board of Directors shall be held once a year. The business conducted at the Annual Board of Directors Meeting shall include electing officers and reviewing the year-end financial report.
- B. REGULAR MEETINGS OF THE BOARD OF DIRECTORS. Meetings of the Board of Directors shall be held at least quarterly, either virtually or in-person. The Board of Directors may call additional meetings as the need arises.
- C. SPECIAL BOARD OF DIRECTORS MEETINGS. Special Board of Directors Meetings may be called by the President, Executive Committee, or the Board of Directors. Forty-eight (48) hour written or electronic notice shall be given to each member of any Special Board of Directors Meeting, setting forth the time, location, and purpose of the meeting.
- D. QUORUM. A simple majority of the Board of Directors shall constitute a quorum at any meeting of the Board. Any meeting having less than a quorum present may discuss items of interest to CMPASS but shall not take action until a quorum is present.

Section 2. Membership Meetings

- A. ANNUAL MEMBERSHIP MEETING. There shall be an annual meeting of the association and its membership, which will take place as a portion of the annual educational conference or when otherwise ordered by the Board of Directors. At this annual meeting, the President or another officer shall deliver an annual report to the membership present. A quorum for any Annual Membership Meeting shall consist of 25 voting members of the Association.
- B. SPECIAL MEMBERSHIP MEETINGS. Special Meetings may be called by the President, Executive Committee, the Board of Directors, or shall be called by the President upon request of 25% of the voting members of the Association. Notice shall be given to each member of any Special Meetings, setting forth the time, location, and purpose of the meeting at least three (3) days prior to the meeting. All effort shall be made to conduct Special Membership Meetings at a time that is reasonable for membership attendance. A quorum for any Special Membership Meeting shall consist of 25 voting members of the Association.

Section 3. Notice of Meetings

A written or electronic notice stating the place, virtual or in-person, and time of any Meeting shall be provided to the Board of Directors or Membership not less than 7 days and not more than 65 days before the Meeting. Additional notifications and electronic calendar reminders of the Meeting may also be utilized. Exceptions as described under Special Meetings.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Powers and Duties

The affairs of CMPASS shall be managed by the Board of Directors, as described in these Bylaws and in the Policies and Procedures established by the Board.

- A. Each Director has full voting rights regardless of membership level.
- B. The Board shall establish and approve an annual budget.

- C. The Board may authorize any Officer, or Officer's agent or agent of CMPASS, in addition to the officers authorized by these Bylaws, to enter into any contract, or to execute and deliver any instrument, in accordance with these Bylaws, in the name of and on behalf of CMPASS. Such authority may be general or confined to specific instances.
- D. The Board shall designate those Officers or agents by resolution who shall sign all checks or other evidence of indebtedness issued in the name of CMPASS.
- E. The Board shall establish Policies and Procedures necessary for the proper operation of CMPASS.
- F. The Board may establish membership fees as necessary to support the functions of the organization. The Board shall review and may adjust the amount of the membership fee on an annual basis.
- G. The Board may accept on behalf of CMPASS any contribution or gift for any purpose consistent with the Articles of Incorporation and these Bylaws.
- H. The Board may name Ex Officio members to the Board as needed. Ex Officio members do not have voting rights on the Board but do receive all Board related materials and notices and can participate fully in all Board discussions.

Section 2. Number and Term of Office

- A. Immediately upon adoption of these bylaws, there will be instituted a transitional board of up to 24 members, consisting of the currently seated Directors from both IMAGIN and MiCAMP. These Directors will serve a term of approximately one year until the first election is held. This election shall be held by December 31, 2025. Any seats on this transitional board vacated prior to an election shall remain vacant so long as a minimum of fifteen (15) Directors remain seated.
 - i. The transitional board shall establish new officers.
 - ii. The term of the officers for the transitional board shall last until a new slate is elected by the Board following the first election.
- B. At the first scheduled election, the Board of Directors shall consist of fifteen members, all of whom will be elected at that time. The top fifteen vote-receiving candidates will be seated. Five (5) Directors will serve a 3-year term, five (5) Directors will serve a 2-year term, and five (5) Directors will serve a 1-year term. The newly seated Board will decide which Directors will be serving a one, two, or three-year term.
- C. Starting with the second scheduled election, five (5) Directors will be elected each year, each serving a three (3) year term of office.

Section 3. Elections

Elections for the Board of Directors will be held annually according to the process laid out in CMPASS's official procedures.

The candidates with the highest vote counts will be elected to the Board. If two or more candidates receive the same number of votes for the final position, and the selection of one candidate over another is not required to create a proper Board composition as specified in CMPASS's policies and/or procedures, then the other Members of the newly elected Board will settle the tie vote by naming one of the candidates in question to the Board.

Section 4. Board of Directors Eligibility

All voting Members of CMPASS whose primary place of residence or employment is in Michigan, except Student Members, are eligible to run for seats on the Board of Directors. Eligible Members interested in running for the Board may be nominated by themselves or by other Members according to procedures outlined in CMPASS's Policies and Procedures. When voting to fill seats on the Board, each eligible Member shall be allowed to cast one vote for each Director seat up for election. As a result of the annual Board elections, the composition of the Board will satisfy the criteria laid out in CMPASS's Policies and Procedures to the extent that willing candidates allow. Term limits for Directors may be established in accordance with CMPASS's bylaws and policies.

Section 5. Vacancy

A Director may resign from their Board position by giving notice in writing to the President. If a Director ceases to be a CMPASS Member, then that Director shall be removed from their Board position. In the case of a Board position vacancy, the remaining Directors shall appoint an eligible CMPASS Member to fill the vacancy so created until the next scheduled election.

Section 6. Good Standing

Any Director who misses three or more regularly scheduled Board of Directors Meetings within a 12-month time period shall have their position on the Board of Directors reviewed by the Executive Committee. Any Director who is not actively participating in Board/Team activities may have their position on the Board of Directors reviewed by the Executive Committee. If the Executive Committee determines additional action is required, the stated action will be presented for a vote by the Board. Notice, as set forth in Article V, Section C, shall be provided specifically stating that such a review is to occur.

Section 7. Removal

Any Director may be removed by a two-thirds vote of the directors at any regular or special meeting at which a quorum is present provided the Director is given prior notice of the intent to remove and has the opportunity to defend oneself against the charges which are the basis for removal. The Director under consideration may not vote on the question of removal.

Section 8. Decisions of the Board

The act of a majority of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.

Section 9. Absolution of Liability

CMPASS assumes all liability to any person other than CMPASS, including its members, for all acts or omissions of a volunteer director, or former director acting in their official capacity, as defined under Public Act 162 of 1982, as amended, occurring on or after the date of adoption hereof, or such earlier date as is permitted by law. If, after the adoption of this Article by the members or directors of CMPASS, the Michigan Non-Profit Corporation Act is hereafter amended to further eliminate or limit the liability of a Director, then a Director of CMPASS (in addition to the circumstances in which a Director is not personally liable as set forth in the preceding paragraph) shall not be liable to CMPASS or its members,

to the fullest extent permitted by the Michigan Non-Profit Corporation Act, as so amended. Any repeal or modification of this Article by the members, or directors of CMPASS shall not adversely affect any right or protection of a director of CMPASS existing at the time of such repeal or modification.

ARTICLE VII - OFFICERS

Section 1. Officer Positions

The Board shall be composed of four (4) officers, which shall be the President, Vice President, Secretary, and Treasurer. Any member of the Board may be selected to serve as an officer, according to the rules and procedures adopted by the Board of Directors.

Section 2. Election and Term of Office

Officers shall be elected by the Board of Directors at the Annual Board of Directors Meeting. Officers shall serve for a term of approximately one (1) year, beginning at the Annual Board of Directors meeting and ending at the next Annual Board of Directors Meeting.

Section 3. Vacancies

A vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term.

Section 4. Powers and Duties

Officers shall have such powers and duties as may be specified in the resolutions or other directives of the Board of Directors. In the absence of such directives, the Officers shall perform the usual duties assigned to Officers of the same title serving non-profit corporations of the same or similar general purposes and objectives necessary and proper to conduct business.

ARTICLE VIII - COMMITTEES

Section 1. Executive Committee

- A. MEMBERS. The Officers of the Board (4) are the members of the Executive Committee and shall also include the immediate past president or, if the immediate past president is not available, then the Governance Committee Chair or the Governance Committee Chair's designee from the Governance Committee.
- B. PURPOSE. The purpose of the Executive Committee is to make emergency decisions on behalf of the Board when it is not feasible to call a Special Meeting of the full Board according to the rules set forth in Article V, Section A.3.
- C. MEETINGS and RECORDS. Meetings of the Executive Committee may be held at the call of any Member of that Team. Such meetings may be conducted in person, by telephone, or other electronic means. A record shall be kept of all meetings of the Executive Committee.

- D. QUORUM and DECISIONS. A majority of the Executive Committee shall constitute a quorum for conducting business. Decisions of the Executive Committee require concurrence of at least three (3) Members.
- E. EXPENDITURES. The Executive Committee shall not incur debt or expenses in excess of the amount set forth in the annual program budget categories adopted by the Board of Directors.
- F. LIMITATION OF AUTHORITY. The Executive Committee is not authorized to adopt an agreement of merger or consolidation, fill vacancies on the Board of Directors, fix compensation of Directors for serving on the Board or Team, amend the Articles of Incorporation, or amend or repeal any resolution of the Board of Directors.

Section 2. Governance Committee

The Governance Committee is responsible for overseeing the elections process for the Board of Directors and proposing a slate of candidates to serve as the board's officers. The Governance Committee is also tasked with reviewing the organization's bylaws, policies, procedures, and organizational structure on an annual basis and proposing any changes that may be beneficial to the organization.

Section 3. Conference Committee

The Conference Committee is responsible for organizing CMPASS's educational conference.

Section 4. Other Committees

The Board may establish additional special committees as necessary to carry out the work of the organization.

ARTICLE IX - CONFLICTS OF INTEREST

When an Officer, Director, or Team Member participates in a project for CMPASS which will result in compensation for that person, the following steps must be taken:

1. Disclosure must be made to both the Board and the contracting party;
2. The person working on the project must abstain from all votes pertaining to the project; and
3. Accept such other conditions as are necessary.

ARTICLE X - DISSOLUTION

Section 1. Dissolution of the Board

The Board shall continue in existence as long as CMPASS consists of at least 15 members. If an election is not held or the Board is abolished, because CMPASS consists of fewer than 15 members, the functions and powers of the Board shall be exercised by the remaining members of CMPASS.

Section 2. Voting to Dissolve

A vote to trigger dissolution of CMPASS shall begin with a two-thirds majority vote of the Board of Directors. Voting shall then pass to membership. A two-thirds majority vote of those cast by the Voting Membership is required to enact the dissolution. No more than one call for dissolution may be put to ballot in any given year.

Section 3. Funds

The Association shall use its funds only to accomplish the purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the association. Upon dissolution, CMPASS shall, after providing for the payment of all outstanding debts and liabilities, distribute its remaining assets to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational, scientific, or charitable purposes and which has established its tax-exempt status under § 501(c)(3) of the Code. Use and distribution of the funds shall be determined by the receiving organization.

ARTICLE XI - AMENDMENT OF BYLAWS

Section 1. Review

Each year the Board will review the CMPASS Bylaws to consider changes and improvements. Any change in the CMPASS Bylaws must be formally proposed by a two-thirds majority vote of the Board to the Voting Members of CMPASS. Proposed changes in the CMPASS Bylaws must be approved by a majority of the Voting Members who cast a ballot in order to enact those changes.

Section 2. Amendments

Any proposed amendment(s) shall be communicated to the Voting Membership, giving the membership at least fifteen (15) days for review and vote.

Section 3. Original Version

The original version of these Bylaws were adopted by CMPASS on DATE.

These Bylaws are enacted on this DAY of MONTH, YEAR.

NAME, CMPASS President

Date