

**MICHIGAN COMMUNITIES’ ASSOCIATION OF MAPPING PROFESSIONALS**

**BY-LAWS**

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## **Article I – Name**

The name of the association shall be the Michigan Communities Association of Mapping Professionals and will use the acronym – MiCAMP.

## **Article II – Mission Statement**

The purpose of MiCAMP is to encourage cost-effective and efficient county, city, and township government through the coordinated practical development and utilization of Geographic Information Systems (GIS) and related technologies. MiCAMP provides a forum for sharing ideas and experiences amongst all Communities in Michigan.

## **Article III – Organizational Overview**

GIS technology enhances access to information and helps create intelligent maps and databases, enables public and private decision-makers to make better informed decisions in addressing a broad range of governmental functions. This technology can be adopted in such diverse areas as taxation, emergency management, economic development, land use planning, delivery of health and human services, environmental protection, facilities management, education, and transportation. GIS systems and data are rapidly becoming principal tools in the business of government and the private sector because they are visual, integrative, intelligent, and analytical. MiCAMP is primarily concerned with the practical development and effective utilization of geographic data, geographic information systems and related technology at a community level.

MiCAMP's membership is committed to efficient and effective government through the adoption of geographic information systems and related technology. Members of MiCAMP are drawn primarily from local units of government across the State of Michigan, but also includes (but not limited to) public and quasi-public agencies and organizations, state and federal agencies, road commissions, academia and higher education, professional organizations, and the private sector.

MiCAMP provides mediums to discuss and interact with professionals across the State of Michigan, including webinars and the annual meeting; supports the membership with individual initiatives; promotes practical GIS integration and development; and promotes awareness of State and Federal activities as it relates to GIS technology.

## **Article IV – Membership**

### *Section 1. Membership*

Membership is open to any organization or individual with an interest in advancing the association's mission. Membership in MiCAMP will run July 1 through June 30.

### *Section 2. Dues*

Local government (County, City and Township) membership dues are based on the State Equalized Value (SEV) of each community. The SEV used to determine these membership dues should be no older than five (5) years. All other membership dues will be set by the Board of Directors at a level appropriate to the anticipated needs of the Association and may be reviewed annually. If multiple dues payments are received from an organization within the same year, the excess amount will be credited to the following year's dues.

### *Section 3. Renewal Notifications*

Renewal notifications will be sent at least 30 days prior to the end of the current membership year. Members who fail to pay their dues within 30 days of their membership expiration will have their membership suspended and, without further notice, lose all of their membership privileges.

### *Section 4. Voting*

Each organization is granted one vote on all Association matters that require a vote of the general membership. The official vote of an organization will be cast by the Primary Contact or appointed designee as designated on the MiCAMP membership roster of their respective organization.

## **Article V – Meetings**

### *Section 1. Annual Membership Meeting*

There shall be an annual meeting of the association and its membership, which shall take place as a portion of the annual conference or unless otherwise ordered by the Board of Directors. At this annual meeting, the membership shall elect new members to the Board of Directors, and the President shall deliver an annual report to the membership present. Any changes to Bylaws will be presented for vote at this meeting.

### *Section 2. Regular Meetings of the Board*

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.

### *Section 3. Special Meetings*

Special meetings of the association may be called by the Board of Directors or shall be called by the president upon request of 25% of the voting members of the association. Notice of time and place shall be communicated by email to each voting member at least fifteen (15) days prior the meeting.

### *Section 4. Quorum*

A 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 MiCAMP but shall not take action until a quorum is present.

### *Section 5. Absence*

Any member of the Board unable to attend a meeting shall notify the president of the reason for such absence. If a director is absent three (3) or more consecutive meetings for reasons which the Board has failed to declare sufficient, the member's resignation shall be deemed to have been tendered and accepted.

### *Section 6. Order of Business*

The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual Parliamentary rules as laid down in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these bylaws.

## **Article VI – Board of Directors**

### *Section 1. The Board*

The Board of Directors shall have supervision, control, and direction of the affairs of the association, shall determine its policies or changes therein within the limits of the bylaws, shall actively support its mission and shall have discretion in the disbursement of its funds. It may adopt rules and regulations for the conduct of its business and may, in execution of the powers granted, appoint such agents as it deems necessary.

### *Section 2. Election*

At the annual meeting there shall be elected three (3) Trustees to one (1) three-year term. Any Trustee shall be eligible for re-election with no term limits.

### *Section 3. Officers*

The Board shall be composed of four (4) officers - a president, a vice-president, a secretary, and a treasurer - and five (5) Trustees. Officers shall be elected by the Board of Directors at the Annual Meeting. Officers shall serve for a term of approximately one (1) year, with the term beginning at the Annual Meeting where the officers are elected and ending at the next election of Officers occurring at the subsequent Annual Meeting.

### *Section 4. Nominating Committee*

The President, with the approval of the Board, will annually establish a nominating committee and designate one person as chairperson. The nominating committee will prepare a slate of candidates utilizing the following procedures:

The nominating committee will present a slate of candidate(s) representative of the association's voting membership to the Board of Directors. The Board of Directors make up will consist of:

1. Government Representative: Six board positions must come from and be reserved for persons employed by a government agency.
2. At-Large Representative: The three remaining board positions will be designated At Large from any member organization or individual. One At Large position may be filled by a vendor member organization.

At least one candidate will be nominated for each vacancy, including all vacant partial terms. The election will be by voice vote taken at the annual meeting. Should there be questions regarding the outcome of the vote for any Trustees position, the nominating committee shall conduct a written ballot vote for candidates for that particular position.

Nominations will be accepted from any voting member up to thirty (30) days prior to the election. The names of the nominees will be sent by email to the membership at least fifteen (15) days prior to the election.

All nominees must agree to serve if elected.

#### *Section 5. Compensation*

Members of the Board shall not receive any compensation for their services. The Board may, by majority vote, authorize reimbursement of expenses incurred in the performance of association duties.

#### *Section 6. Resignation and Removal*

Any director or officer may resign at any time by giving written notice to the president or secretary. Such resignation shall take effect at the time specified therein or at the time of acceptance if no such time is specified. Any director may be removed by a two-thirds vote of the directors at any regular or special meetings 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.

#### *Section 7. Officer or Trustee Employment Changes*

The Board of Directors is represented by those categories outlined in Article VII, Section 4. If a Board Officer or Trustee changes employment during their term, the Officer or Trustee can request to the Board of Directors that they fulfill the remainder of their term in their new position, even if the new employer is not of the same representative category that the Officer or Trustee was elected to. This request would require a majority vote of the Board of Directors. If the request is denied, the Officer or Trustee would be asked to submit their resignation and the vacancy filled according to Section 8, Vacancies.

#### *Section 8. Vacancies*

Any vacancies that may occur on the Board by reason of death, resignation or otherwise may be filled by appointment from the president until the next annual meeting or expiration of that term, (whichever is the shorter period of time) with the approval of the board by a majority vote. A vacancy in the presidency may be filled by the board by consensus or ballot at the next quarterly meeting. A person shall be elected at the next Annual Meeting to complete the balance of the term should any time remain.

*Section 9. Ethics*

Board members shall serve to represent the Association and fully advance its mission without conflict with other interests.

*Section 10. Committees*

The Board of Directors may establish committees as deemed necessary to carry out the purposes of the association.

**Article VII – Special Meeting Voting**

Whenever, in the judgment of the Board, any question shall arise which it believes should be put to a vote of the membership and when it deems it inexpedient to call a special meeting for such purposes, the directors may submit such a matter to the voting membership in writing by email for vote and decision. The question thus presented shall be determined according to a majority of the votes received by email or other digital means within thirty (30) days after such submission to the voting membership, provided that in each case votes of at least the majority of voting members shall be received. Any action taken in pursuance of a majority vote in each case shall be binding upon the association in the same manner as would be action taken at a duly called meeting.

**Article VIII – Indemnification**

The association may, by resolution of the Board of Directors, provide indemnification by the association of any and all of its directors or officers or former directors or 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 a director or officer of the association, except in relation to matters as to which such director or officer or former director or 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 IX – Dissolution**

### *Section 1. Vote*

Voting on dissolution will be carried out by digital vote in accordance with Article IX, Section 1. Dissolution of the organization requires at least 2/3 of the voting membership to respond. A 2/3 majority of these votes is required to enact the dissolution. No more than one call for dissolution may be put to ballot in any given year.

### *Section 2. 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. On dissolution of the association, any funds remaining shall be sent to the Charlevoix County Community Foundation for deposit into the Mark Clute Fund. Use and distribution of the funds shall be determined by the Charlevoix County Community Foundation's Board of Trustees.

## **Article X – Amendments to By-laws**

Upon proposal by the Board, these by-laws may be amended, repealed, or altered, in whole or part, by a two-thirds majority of the votes cast by the voting membership.

These by-laws may be amended at an annual meeting of the association, provided that a copy of any proposed amendment be emailed to the voting membership at least fifteen (15) days prior to the date of the meeting.

These by-laws may be amended outside of the annual meeting by a digital vote conducted in accordance with Article IX, provided a copy of any proposed amendment(s) be sent to the voting membership and giving the voting membership at least thirty (30) days for review and vote.