

# Bylaws of CHANNEL ISLANDS REGIONAL GIS, A California Nonprofit Public Benefit Corporation

## ARTICLE I. GENERAL PROVISIONS

**Section 1. Name:** The name of this corporation is **Channel Islands Regional GIS**. The acronym shall be "CIRGIS" and "GIS" stands for "geographic information systems."

**Section 2. Location:** The principal office for the transaction of business of the activities and affairs of this corporation is located at 2100 Thousand Oaks Boulevard, Thousand Oaks, California. The board of directors may at any time change the location of the principal office.

**Section 3. Website:** The corporation shall maintain a website (<http://www.cirgis.org>) which shall be the authorized and official source for all information about CIRGIS. The board of directors may authorize the posting of the corporation's articles of incorporation, bylaws, and board and committee minutes on this website. The board may also use the corporation's website to post official notices concerning any meeting (whether annual, general, or special) of the corporation's members or the board of directors.

## ARTICLE II. PURPOSE

**Section 1. Purpose or Mission:** The purpose or mission of the corporation is to facilitate the collection, preparation, and distribution to the public of spatial demographic, environmental, geographic, and other natural resource information for business development, community planning and decision-making, and environmental management purposes. It is contemplated that the corporation's information and spatial data activities will be confined to Ventura County, Santa Barbara County, and surrounding areas.

**Section 2. Specific Purposes:** CIRGIS is a collaborative of a group of GIS professionals and users representing government agencies, educational institutions, non-profit organizations, and commercial (business) organizations. Each professional or user has an interest in spatial data (i.e. data pertaining to the geography of the region, including census and demographic data, land parcel records, street and road information, and natural resource data) concerning or affecting the Channel Islands region (i.e. Ventura County, Santa Barbara County, and surrounding areas). Each professional or user is committed to placing data in the public domain so that such data can be used (without charge) by any person, including members of the public. The members of CIRGIS will use a roundtable approach to communicating, planning, and documenting the spatial data of the region and they will work toward developing standard methods of describing the data and presenting it to the public.

**Section 3. Objectives:** The goals and objectives of CIRGIS include discussing and sharing geographic information and technology, developing and maintaining geographic databases, sharing information and databases with government, nonprofit, and business users, providing a forum for cooperation, communication, and research, and public education. By making geographic, demographic, and environmental information freely available to public agencies, public and private community planners, and members of the business community, the common good and general welfare of the Channel Islands communities will be enhanced through better decision-making. Additional details are set forth in the appendix to these bylaws.

**Section 4. Dedication of Assets.** This corporation's assets are irrevocably dedicated to public benefit purposes. At no time may any part of the net earnings, properties, or assets of the corporation inure to the benefit of any private person or individual. On liquidation or dissolution, all properties and assets of the corporation (after payment of all debts and liabilities) must be distributed to a corporation organized and operated exclusively for charitable or social welfare purposes within the meaning of either section 501(c)(3) or section 501(c)(4) of the Internal Revenue Code of 1986 (or any successor statute).

**Section 5. No Pecuniary Gain.** This corporation shall not engage in any activities for any pecuniary gain or profit and the net earnings of this corporation, if any, shall be devoted exclusively to the corporation's charitable, educational, or social welfare purposes and activities.

### **ARTICLE III. MEMBERSHIP**

**Section 1. Membership:** This Corporation shall have one class of members and each member (whether an individual, an unincorporated association, a corporation, or a government agency) shall have one vote. Any person dedicated to the nonprofit public benefit purposes of the corporation shall be eligible for membership on approval of the membership application by the board and on timely payment of such dues or fees as the board may fix from time to time. The board shall prescribe an appropriate membership application for use by all persons, and as evidence of membership the board may issue membership certificates to the members.

**Section 2. Rights of Membership:** All members shall have the right to vote on the election of directors, on any merger and its principal terms, and on any election to dissolve the corporation, and each member shall have one vote. In addition, all members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

**Section 3. Termination of Membership.** A membership shall terminate on occurrence of any of the following events: (a) resignation of the member; (b) failure to participate in the corporation's activities; (c) failure to attend members' meetings; or (d) engaging in conduct that is materially and seriously prejudicial to the corporation's purposes and interests. The board may admonish any member who fails to attend two consecutive general or special members' meetings.

**Section 4. Termination Hearing.** If grounds exist for termination of membership, the board shall give the member at least 15 days' prior notice of the proposed termination and the reasons for the proposed termination. Notice shall be given by any method reasonably calculated to provide actual notice to the member. The member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the board. The board shall decide whether the member should be expelled and the decision of the board shall be final. Any action challenging an expulsion must be commenced within one year after the date of the expulsion or termination.

**Section 5. No Membership Transfers.** No membership or right arising from membership shall be transferred.

## **ARTICLE IV. MEMBERS' MEETINGS**

**Section 1. Annual Meetings:** An annual meeting of the members shall be held in the month of March of each year, the exact date to be fixed by the board. At the annual meeting, the members shall elect directors and transact other proper business of the corporation. The annual meeting shall be held at any place within California designated by the board.

**Section 2. General or Special Meetings:** The board, the president of the corporation, or 5 percent or more of the members may call a general or special meeting of the members for any lawful purpose at any time. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a general or special meeting. It is contemplated that the members will meet bimonthly (i.e. every other month), and they may meet at other times, as determined by the board, the president, or the members themselves.

**Section 3. Notice:** Notice of any meeting of members, whether annual, general, or special, shall be in writing and shall be given at least 10 but no more than 60 days before the meeting date. Notice may be given by either electronic mail or website posting. If electronic mail is used, notice shall be sent to the member at his or her electronic address shown in the corporation's membership records. For the annual meeting, the notice shall state the matters that the board intends to present for action by the members and the names of all persons who are nominees for directors. For a general or special meeting, the notice shall state the general nature of the business to be transacted by the members.

**Section 4. Quorum:** 51 percent of the voting power shall constitute a quorum for the transaction of business at any meeting of members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, subject to the limitations set forth in the California Nonprofit Public Benefit Corporation Law.

**Section 5. Voting:** Members in good standing shall be entitled to vote at any meeting of the members. Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting shall be deemed the act of the members (unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law).

**Section 6. Waiver of Notice or Consent.** Notice of a meeting need not be given to any member who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any member who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

**Section 7. Action by Unanimous Written Consent.** Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

## **ARTICLE V. BOARD OF DIRECTORS**

**Section 1. Directors.** The corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board. The board shall have all powers permitted to a board by the California Nonprofit Public Benefit Corporation Law.

**Section 2. Number.** The authorized number of directors shall be no more than nine. The incorporator shall designate the corporation's initial directors.

**Section 3. Election.** All directors shall be elected at each annual members meeting, to hold office until the next annual meeting.

**Section 4. Nominations:** The chairman of the board or, if none, the president shall solicit nominations for qualified candidates for election to the board at least 30 days before the date of any election of directors. Alternatively, when a meeting is held for the election of directors, any member present at the meeting in person may place names in nomination for election to the board. Voting may be by voice or written ballot, except that written ballots must be used if demanded before the voting begins by any member at the meeting.

**Section 5. Vacancies:** A vacancy on the board shall occur in the event of the death, removal, or resignation of any director. Any director may be removed, with or without cause, by the vote of the majority of the members of the entire board of directors at a special meeting of the directors called for that purpose. Any director may resign by giving written notice to the chairman of the board, if any, or to the president of the corporation. Vacancies on the board may be filled by approval of the board, and the members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the corporation's directors.

**Section 6. Annual Meeting of the Board:** Immediately after each annual meeting of the members, the board shall hold a general meeting for purposes of organization, election of officers, and the transaction of other business. Notice of this meeting shall not be required.

**Section 7. General Meetings of the Board:** General meetings of the board for any purpose may be held without notice at such time and place as the board by resolution may fix from time to time. The corporation's website may be used to post general meetings' notices.

**Section 8. Special Meetings of the Board:** the chairman of the board, the president or any vice president, the secretary, or any two directors may call a special meeting of the board for any purpose at any time. Notice of the time and place of special meetings shall be given to each director by written notice. Written notice may be delivered by either electronic mail or facsimile (telefax transmission) to the director's electronic address or facsimile (telefax) number as shown on the corporation's records.

**Section 9. Methods of Meeting:** Any general or special meeting of the board may be held by conference telephone, video screen communication, or other communications equipment as long as each of the following requirements is met: each member participating in the meeting can communicate concurrently with all other members; each member participating has the capacity to propose or interpose an objection to a specific action to be taken by the board on the corporation's behalf; and all actions of or votes by the board are taken or cast only by directors and not by persons who are not directors.

**Section 10. Quorum:** A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Unless the California Nonprofit Public Benefit Corporation Law provides otherwise, every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by a least a majority of the required quorum for that meeting.

**Section 11. Waiver of Notice:** Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

**Section 12. Action Without a Meeting:** Any action that the board is required or permitted to take may be taken without a meeting if all board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

**Section 13. Advisory Committees:** The board, by resolution adopted by a majority of the directors then in office, may create one or more advisory committees to carry out the corporation's purposes. Each board resolution establishing an advisory committee shall clearly define the committee's role and the scope of its activities and identify the committee's members.

If the board has not adopted rules for the governance of a specific advisory committee, the committee may do so. Each advisory committee shall be responsible for keeping its own minutes and submitting copies of such minutes to the secretary for inclusion in the corporation's permanent minute book or records. All advisory committees shall report to the board and no advisory committee shall be permitted to bind the corporation or exercise the authority of the board.

## **ARTICLE VI. OFFICERS OF THE CORPORATION**

**Section 1. Offices Held.** The officers of this corporation shall be a president, a secretary, and a chief financial officer. The corporation, at the board's discretion, may also have a chairman of the board and one or more vice presidents.

**Section 2. Selection.** The officers of this corporation shall be chosen by the board and they shall serve at the pleasure of the board. The board may remove from office any officer with or without cause, and any officer may resign at any time by giving written notice to the board. The board shall fill a vacancy in any office because of death, resignation, removal, or any other cause.

**Section 3. Duties of the Chairman:** If a chairman of the board of directors is elected, he or she shall preside at board meetings and shall exercise and perform such other powers and duties as the board may assign from time to time. In addition, he or she shall have such other duties or obligations as the board may by resolution prescribe.

**Section 4. Duties of the President.** Subject always to the control of the board of directors, the president shall be the general manager of the corporation and he or she shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all members' meetings and, in the absence of the chairman of the board (or if there is no chairman of the board), at all board meetings. In addition, he or she shall have such other duties or obligations as the board may by resolution prescribe.

**Section 5. Duties of Vice Presidents:** If the president is absent or disabled, the vice presidents, if any, in order of their rank as fixed by the board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. In addition, a vice president shall have such other duties or obligations as the board may by resolution prescribe.

**Section 6. Duties of the Secretary:** The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual or special; how the meeting was authorized; the notice given; the names of persons present at board and committee meetings; and the names of members present at members' meetings. The secretary shall also keep or cause to be kept, at the corporation's principal place of business, the following materials: a copy of the articles of incorporation and bylaws, as amended to date; a record of the corporation's members, showing each member's name, address, and other identifying information; and copies of notices of all meetings of members, of the board, and of committees of the board. In addition, he or she shall have such other duties or obligations as the board may by resolution prescribe.

**Section 7. Duties of the Chief Financial Officer:** The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's assets, liabilities, revenues, expenses, and transactions. He or she shall be responsible for providing to the corporation's members and directors such financial statements and other reports as are required to be given to members and directors by law. The chief financial officer shall deposit all monies in the name and to the credit of the corporation in a bank or other depository as the board may designate, and he or she shall disburse the corporation's funds as the board may order. He or she shall also be responsible for filing all income tax or information returns required by federal or state law to be filed by an organization that is tax-exempt under the provisions of section 501 of the Internal Revenue Code of 1986 (or any successor law). In addition, he or she shall have such other duties or obligations as the board may by resolution prescribe.

## **ARTICLE VII. OTHER MATTERS**

**Section 1. Compensation and Benefits Prohibited:** No person, whether a member, director, or officer, shall receive any compensation or emolument for any services rendered to the corporation (other than the reimbursement of reasonable business expenses if approved by the board). Moreover, this corporation shall not lend any money or property to any member, director, officer, or any other person; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

**Section 2. Indemnification:** To the fullest extent permitted by law, this corporation may indemnify its directors, officers, and agents against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any administrative or judicial proceeding. This corporation shall have the right to purchase and maintain such policies of insurance to protect its directors, officers, and agents from claims arising from their offices or duties as the board deems necessary and proper.

**Section 3. Maintenance of Corporate Records:** This corporation shall keep the following: adequate and correct books and records of account; written minutes of the proceedings of its members, board, and all committees established by the board; and a written record of each member's name, address, and other information deemed by the board to be relevant.

**Section 4. Inspection Rights:** Any member may inspect and copy the corporation's books and records (including documents of every kind) at any reasonable time for a purpose reasonably related to the member's interest as a member. Every director shall have the absolute right at any reasonable time to inspect the corporation's books and records (including documents of every kind).

**Section 5. Fiscal Year and Annual Report:** The board shall cause an annual report to be sent to all members and directors within 60 days after the end of the corporation's fiscal year, which shall be December 31. That report shall contain the following information, in appropriate detail: the corporation's financial statements (accompanied by a certificate of the corporation's chief financial officer that such statements were prepared without audit from the corporation's books and records), and a report by the president discussing the corporation's activities and affairs for the immediately preceding fiscal year.

**Section 6. Amendments to Bylaws:** New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of a majority of the corporation's members.

**Section 7. Conflicts and Other Matters:** In the event of any conflict between any provision in these bylaws and either the Nonprofit Corporation Law or the Nonprofit Public Benefit Corporation Law, the Law shall prevail. Moreover, in the event these bylaws fail to cover any matter that concerns this corporation, its directors, officers, or members, the provisions of the Nonprofit Corporation Law and the Nonprofit Public Benefit Corporation Law shall govern.

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I declare that I am the incorporator of Channel Islands Regional GIS, a California nonprofit public benefit corporation, and that these bylaws, consisting of eight pages and the appendix, are the bylaws of this corporation as adopted by me pursuant to my powers under California Corporations Code § 5134.

Executed on 18 August 2004 at Ojai, California.

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David L. Magney, Incorporator  
Revised on September 26, 2013

## **Appendix to Bylaws**

### **Goals of CIRGIS**

- I. Policies of CIRGIS
  - A. To represent the shared interests in geographic information and technology issues for organizations working with and using geographic information within the Channel Islands Region.
  - B. To identify high-priority geographic databases and promote their development and maintenance.
- II. Liaison and Communication
  - A. To provide a forum for cooperation and communication in matters related to the use and development of geographic information with the Channel Islands Region.
  - B. To facilitate cost-sharing and collaborative arrangements to develop and maintain geographic databases.
  - C. To cooperate with other entities and organizations to foster the National Spatial Data Infrastructure.
  - D. To set, adopt, apply, and adjust (as necessary) regional standards for spatial data.
- III. Research
  - A. To study issues affecting the use and sharing of geographic information and develop reports, analyses, and recommendations about such issues for the membership.
  - B. To provide a forum for examining new geographic information and technology issues and ideas.
- IV. Education and Public Relations
  - A. To promote the understanding of geographic information and technology among organizations and the public within the Channel Islands Region.
  - B. To promote education and training curricula for geographic information for its members.
  - C. To promote the dissemination of information to institutions that can make use of these data.
- V. Data Distribution
  - A. When possible, to provide spatial data to collaborative members without fees for acquisition or use, other than normal transaction costs, including labor and media costs for the copying of data.
  - B. To encourage and assist members in creating and distributing metadata about their spatial data.