

WISCONSIN LAND INFORMATION ASSOCIATION BYLAWS

Adopted 2/24/2022

ARTICLE 1

Name and Location

- 1.1 The Wisconsin Land Information Association, also known as WLIA, shall be herein referred to as the Association.
- 1.2 The location of the Association's principal office will be the physical address of the Association's Executive Services Manager.

ARTICLE 2

Purpose

- 2.1 The purpose of the Association is to foster the understanding, development, operation and maintenance of a network of statewide land information systems. These multipurpose land information systems require the spatial registration of various layers of land data that are maintained independently in various offices, agencies and organizations in both the private and public sectors. The registration of data from separate, but coordinated, information systems will provide the opportunity for all cooperating parties to access and use these valuable land data.

Specifically, the Association's mission is focused on the following four areas:

Policy:

- 2.1.1. Actively promote modern land information development;
- 2.1.2. Provide a unified professional voice on land information issues;
- 2.1.3. Provide advice on land information issues to public and private decision makers;
- 2.1.4. Promote positive legislative actions regarding land information issues;
- 2.1.5. Promote national and international land information activities that benefit the residents of Wisconsin.

Liaison/Networking:

- 2.1.6. Promote interaction and cooperation among Association members, professional associations, and public and private sector groups.

Technical/Research:

- 2.1.7. Study land information issues;
- 2.1.8. Provide a forum for examining new land information ideas;
- 2.1.9. Provide resources to facilitate the research and testing of land information ideas, components and systems.

Education/Public Relations:

- 2.1.10. Develop, and help others develop, a variety of educational programs and materials on land information issues;

- 2.1.11. Promote public understanding of the Association, its members and activities through a variety of media.

ARTICLE 3

Membership

- 3.1 Individual Membership: Available to any individual with an interest in advancing the Association's mission.
- 3.2 Organization Membership: Available to any organization with an interest in advancing the mission of the Association.
 - 3.2.1. Up to fifteen (15) employees of the organization will receive full membership benefits in the Association. For an additional fee, organizations may upgrade to unlimited memberships for their employees.
 - 3.2.2. The organization will designate one person to serve as the administrative contact for the membership.
 - 3.2.3. All employee members of the organization have voting privileges.
- 3.3 Student Membership: Available to any individual enrolled in a post-secondary educational institution interested in land information activities and with an interest in advancing the mission of the Association. Each student member will be permitted to participate in the activities of the Association, but will not have voting privileges.

ARTICLE 4

Dues

- 4.1 Annual membership fees are determined by the board of directors.
- 4.2 Members who fail to pay their dues within sixty (60) days following March 1st shall, without further notice, lose their voting and other membership privileges.
- 4.3 New or renewing members who pay dues on or after November 1st will receive benefits for the remainder of the current membership year, in addition to the following membership year.

ARTICLE 5

Meetings

- 5.1 Annual Meeting: There shall be an annual meeting of the Association during the first quarter of the calendar year, unless otherwise ordered by the board of directors, for receiving annual reports, and for the transaction of other business. The annual meeting shall be held in conjunction with the annual conference unless otherwise directed by the board of directors. Notice of the time and place shall be e-mailed to the last recorded address of each member at least sixty (60) days before the meeting.

- 5.2 Regional Meetings: Meetings of the Association shall be held twice each year unless otherwise ordered by the board of directors. The regional meetings shall be held in conjunction with regional conferences unless otherwise directed by the board. Notice of the time and place shall be e-mailed to the last recorded address of each member at least thirty (30) days before each meeting.
- 5.3 Meeting Locations: Annual and regional meetings will be held throughout Wisconsin to make meetings accessible to all members.
- 5.4 Special Meetings: Special meetings of the Association may be called by the president or the board of directors, or shall be called by the president upon the written request of 25% of the members of the Association. Notice of the time and place shall be e-mailed to the last recorded address of each member at least fifteen (15) days before the meeting.
- 5.5 Quorum: For the conduct of routine business at a meeting, a quorum shall be ten percent (10%) of the membership. Significant policy issues shall be put to the membership in accordance with Article 9, or at the annual meeting.
- 5.6 Order of Business: The order of business may be altered or suspended at any meeting by a majority vote of the members present. The order of business at the meeting shall be as follows:
1. Call to order
 2. Reading of minutes of previous meeting
 3. Reports of officers
 4. Reports of committees
 5. Unfinished business
 6. New business
 7. Adjournment
- 5.7 "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these bylaws.

ARTICLE 6

Board of Directors

- 6.1. The Association shall be directed by the Wisconsin Land Information Association Board of Directors hereafter referred to as the Board.
- 6.2. The Board 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 may consider necessary.

- 6.3. The Board shall be composed of a president, president-elect, past-president, secretary, treasurer, and at least twelve (12) directors. Board members shall be representative of the Association's membership.
- 6.4. Terms: Directors shall be elected for two-year terms. Any director shall be eligible for re-election. Terms shall expire with the adjournment of the next annual meeting at which the successor is elected. The president-elect shall serve one year as president-elect, one year as president, and one year as past-president.
- 6.5. Elections: A president-elect and six directors shall be elected annually by the membership by electronic ballots prior to the annual conference. The president, with the approval of the board, will annually establish a nominating committee chaired by the past-president. The nominating committee shall conduct the election in accordance with the Association's bylaws and administrative manual.
- 6.5.1. The nominating committee will provide a slate of candidates for Board approval consisting of at least one candidate per director vacancy and no more than two candidates nominated for president-elect;
- 6.5.2. Candidates shall be representative of the Association's membership both geographically and professionally;
- 6.5.3. All nominees must be contacted and agree to serve if elected prior to publishing the ballot;
- 6.5.4. Ballot and candidate profile shall be sent at least thirty (30) days prior to the start of the annual meeting via e-mail or online ballot;
- 6.5.5. Ballots are officially tallied by the past-president;
- 6.5.6. All questions or disputes regarding the election shall be resolved by the Board.
- 6.6. Newly elected directors should review the administrative manual and bylaws prior to their first board meeting to become knowledgeable of the Association's working documents.
- 6.7. Meetings: Except that the Board shall have a regular meeting at the time and place of the annual meeting, the Board shall meet upon call of the president at such times and places as may be designated, and shall be called to meet upon written demand of the majority of its members. Notice of all meetings, whether in person or via teleconference, of the Board shall be sent to each member of the Board at their last recorded e-mail address at least ten (10) days in advance of such meetings.
- 6.8. Quorum: A majority of the whole Board, eight (8), shall constitute a quorum at any meeting of the Board. Any less number may adjourn until a quorum is present. Decisions are to be made by a simple majority vote of those directors present. The president only votes when necessary to break a tie vote.
- 6.9. Intermediate Action: Business requiring action before the next planned Board meeting may be voted on by an electronic survey authorized by the president. The president or a director appointed by the president will take an electronic survey of the directors. The

president shall authorize action if a majority of the directors are in agreement of the action. The survey must be archived and read into the minutes at the next Board meeting. This type of action by the Board still requires a quorum.

- 6.10. 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 two (2) consecutive meetings for reasons that the Board has failed to declare sufficient, the member's resignation shall be deemed to have been tendered and accepted.
- 6.11. Compensation: Directors as such shall not receive any compensation for their services as directors. The Board may by resolution authorize reimbursement of expenses incurred in the performance of Association duties.
- 6.12. Resignation and Removal: Any director may resign at any time by giving written notice to the president. 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 meeting at which a quorum is present.
- 6.13. Vacancies: Any vacancies that may occur on the Board by reason of death, resignation or otherwise will be filled.
 - 6.13.1. If a director position is vacant for any reason that position will be offered to the Board first runner-up from the previous annual election for the unexpired term. In the case of a tie between the next highest vote getters the nominating committee will select the individual to be offered the position first. If the first runner-up is not interested the next highest vote getter, second runner-up, will be offered the position. This will continue until all candidates on the ballot have been offered the position. If no candidates from the prior election are interested, an appointment of any member in good standing, shall be made by a majority vote of the Board.
 - 6.13.2. If an elective officer position is vacant for any reason that position shall be filled with an eligible candidate, a member in good standing and having previously served on the Board for two years, appointed by a majority vote of the Board. If no eligible candidates are interested, an appointment of any member in good standing, shall be made by a majority of the Board.
- 6.14. Ethics: Board members shall serve to represent the Association and fully advance its mission without conflict with other interests. Board members are expected to act in accordance with the Association's code of conduct policy.

ARTICLE 7

Officers

- 7.1 The elective officers of this Association shall be a president, president-elect and past-president.
- 7.2 President-Elect: The president-elect shall take office at the end of the annual meeting for a one-year term as president. Terms shall expire at the end of the annual meeting the following year. The president-elect may be delegated by the president to perform duties of the president in the event of the president's temporary disability or absence from meetings, and shall have such other duties as the president or Board may assign. The president-elect must have previously served on the Board for two years.
- 7.3 President: The president shall be the principal officer of the Association, shall preside at meetings of the Association and of the Board, and shall be a member ex-officio, with right to vote, of all committees. The president shall perform such duties as are necessary to the office of president or as may be prescribed by the Board.
- 7.4 Past-President: The past-president will serve as chairperson on the nominations, awards and scholarship committees. The past-president shall review the bylaws annually to validate their relevance and protect the interest of the Association. The past-president shall have such other duties as the president or Board may assign.
- 7.5 Treasurer: The treasurer shall be appointed or elected by the Board and may be a non-voting member of the Board. The treasurer shall validate disbursements authorized by the Board and oversee an independent audit. The independent audit shall be conducted on an as needed basis as directed by the Board.
- 7.6 Secretary: The secretary shall be appointed or elected by the Board and may be a non-voting member of the Board. The secretary shall oversee all records of the proceedings, attest to documents and perform such other duties that are usual for such office or as the president or the Board may assign. The secretary shall be the custodian of the bylaws and parliamentarian on questions of order.

ARTICLE 8

Committees

- 8.1 The standing committee(s) shall carry out the goals and objectives of the Association. The Board shall approve the standing committee(s) and the standing committee(s) shall be chaired by a current member of the Board.

ARTICLE 9

Proxy Voting

- 9.1 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 membership by e-mail or internet for vote and decision.
- 9.2 The question thus presented shall be determined according to a majority of the votes received electronically within fourteen (14) days after such submission to the membership.
- 9.3 Any and all 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.
- 9.4 Quorum: This type of action requires a quorum of ten percent (10%) of the membership.
- 9.5 The vote results shall be published to the Association website and read into the minutes at the next membership meeting.

ARTICLE 10

Indemnification

- 10.1 The Association may, by resolution of the Board, 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 11

Dissolution

- 11.1 Dissolution must be presented in writing by the president and read at a regular meeting of the Association. The proposed dissolution shall then be laid on the table until the next regular meeting, no sooner than thirty (30) days, when it will again be read and accepted or rejected by a two-thirds majority of the members of the voting body present or by proxy who cast a vote in accordance with Article 9.
- 11.2 In the event of dissolution, other than for purposes of reorganization, whether voluntary or involuntary, or by operation of law, none of the assets of the Association, nor any proceeds from the sale thereof, shall inure or be distributed to any members. After

payment of Association debts, any funds or assets remaining shall be distributed to one or more regularly organized educational or scientific organizations to be selected by the Board.

ARTICLE 12

Amendments

- 12.1 Upon proposal by the Board, these bylaws may be amended, repealed, or altered, in whole or part, by a two-thirds majority of the votes cast by members present at any meeting of the Association and/or by proxy who cast a vote in accordance with Article 9.
- 12.2 Any proposed amendment shall be e-mailed to the last recorded address of each member at least thirty (30) days prior to the start of voting.
- 12.3 Quorum: Amendments require a quorum of ten percent (10%) of the membership.
- 12.4 The results shall be published to the Association website and read into the minutes at the next membership meeting.