

BYLAWS & OPERATING PROCEDURES
of the
GLOBAL SPATIAL DATA INFRASTRUCTURE ASSOCIATION

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BYLAWS OF THE GSDI ASSOCIATION

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BYLAWS
of the
GLOBAL SPATIAL DATA INFRASTRUCTURE ASSOCIATION

ARTICLE I NAME

The name of the corporation is the GLOBAL SPATIAL DATA INFRASTRUCTURE ASSOCIATION, also known as the GSDI ASSOCIATION.

ARTICLE II PURPOSE

The purpose of the Global Spatial Data Infrastructure Association (hereafter, GSDI) is to encourage the development and use of spatial data infrastructures through educational, scientific, research and other similar non-profit activities compliant with Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

ARTICLE III DEFINITION OF INTEREST

The goal of GSDI is to encourage international cooperation and collaboration in support of local, national and international spatial data infrastructure developments that would allow nations to better address social, economic, and environmental issues of pressing importance at local, national and international levels. The mission of GSDI is to advance geo-information best practices, knowledge sharing and capacity building for the improved sharing and application of geographic information across all sectors of society.

ARTICLE IV MEMBERS

GSDI membership is open to any organization or individual that supports its purpose and goals as per Articles II and III. GSDI has two classes of membership: Organizational Members and Individual Members.

(1) Qualification and Application for Membership

Organizational Members include government, industry, academic, research, and not-for-profit organizations, agencies or institutions supporting the purpose of GSDI, across all sectors of society.

Individual Members include individuals involved in promoting, developing, or advancing spatial data infrastructure concepts or interests in geomatics technology and geoscience or employing geospatial information in their organisations across all sectors of society.

The Executive Committee shall review applications for Organizational Membership and approve all meeting the specifications set forth in the Operating Procedures section IV. The GSDI board of directors (hereafter, the Board) has the right to reverse Organizational Membership application decisions by majority vote at the next Board meeting convened following approval of the application, including the return of

any monies received as membership dues from the rejected applicant. The Executive Committee has the authority to reject applications for Individual Member membership where such applications do not support the qualifications for Individual Member status stated above.

On application for Organizational Membership, applicants must designate how they are to be categorized by sector (for dues calculations) and geographic region:

Type of Organization:

- Industry
- Government
- Academia
- Professional/Non-Profit Organization

Geographic Region:

- Africa
- Asia/Pacific
- Europe
- North America
- South America (and the Caribbean region)

Conditions of Organizational and Individual Membership, including annual dues, where applicable, shall be specified by the Board as set out below and in the Operating Procedures sections IV, V and VII, as agreed by two-thirds majority vote of the Board.

(2) Council Delegates

Each Organizational Member shall designate a single Delegate to sit on the GSDI Council (hereafter, the Council) for voting purposes. The Delegate is eligible to hold offices in GSDI. Delegates may be replaced by their organizations by informing the GSDI Executive Director or Secretary-General in a timely manner, including the name and contact details of the replacement. Such appointments are fully at the discretion of the Member.

A Council Delegate optionally may designate a permanent named Deputy Delegate by so informing the Executive Director or Secretary-General of the contact details for the named individual. A Council member unable to attend a Council meeting may be represented by a named Deputy, provided that the member who is unable to attend informs the Executive Director or Secretary-General of the Deputy's name and contact details no later than one week before the meeting date. A Deputy may not represent more than one absent Council member. The member's Deputy has the same powers and decision-making rights as the absent Council member for the duration of the meeting.

Individual Members collectively will elect one Representative to represent them on the Council, who will also act as their Director on the Board. Such elections will be held according to Operating Procedures sections V (2) and (3) as approved by majority vote of the Board. Individual Members do not have individual voting rights on the Board or in Council. Their elected Representative has one vote on the Board

and in Council. If the elected Representative cannot attend a scheduled Board or Council meeting, they may be replaced by an Individual Member Alternate Representative as set out in the Operating Procedures section V (2).

(3) Voting

Voting by both the Board and Council may be done in person at scheduled meetings, by voice vote for meetings held by electronic means, or by an electronic method that supports anonymous voting with only one vote per member when requested by majority vote of the Board, by the President, or as directed elsewhere in these Bylaws. Electronic votes will be collected by the Executive Director or Secretary-General and reported to the Executive Committee for action.

(4) Withdrawal and Removal from Membership

An Organizational or Individual Member may withdraw from GSDI upon thirty days' written notice to the Board, addressed to the Executive Director or Secretary-General. Such notice may be delivered electronically. Membership dues are non-refundable. Members withdrawing within a calendar year forfeit those dues except as agreed with the Executive Committee.

Upon failure to pay membership dues within sixty days of receipt of invoice an Organizational or fee-paying Individual Member will be dropped from the membership roster. Special provisions apply for Members from low and low-middle income nations who enjoy free GSDI Membership status as set out in the Operating Procedures section V (1).

Membership of any Organizational or Individual Member may be terminated by the Board upon a two-thirds vote of Board members present at the meeting at which termination is considered, where at least one month's notice of the intent to consider such action at such meeting has been given to the Board and to the Member by the President or Executive Director. Reasons for termination of membership include, but are not limited to: failure to pay membership dues where these apply and misusing or misrepresenting the GSDI name or otherwise damaging the reputation of GSDI.

ARTICLE V GSDI ASSOCIATION COUNCIL

The GSDI Council consists of Organizational Member Delegates and the Representative elected by Individual Members to promote their interests in GSDI and who also serves on the Board. Powers exclusively reserved to the Council include, but are not limited to, electing individuals to serve on the Board and approving membership application procedures and conditions. Actions by the Board may be overturned by a two-thirds majority vote of the GSDI Council. A complete list of all Delegates shall be available to the public on the GSDI website, with the latest contact information known to GSDI. Members shall ensure that changes to such information are notified to the Executive Director or Secretary-General in a timely manner. Rules for conducting Council meetings and votes are in the Operating Procedures section I.

ARTICLE VI BOARD OF DIRECTORS

(1) Role

The Board is the main decision making body of GSDI, whose members are nominated and elected by the Council as per VI (5) and the Operating Procedures section II.

(2) Function

The Board represents the Council and coordinates activities of GSDI. Duties include, but are not limited to:

1. To appoint an Executive Director, Secretary, and Treasurer and to determine the conditions of their appointments.
2. To approve leaders for committees, working groups or projects created to address specific issues or tasks proposed by the Executive Committee, the Council or the Board.
3. To propose for Council approval standards and processes for admission to membership.
4. To coordinate activities of the Council, including:
 - To prepare items to bring before the Council;
 - To call meetings of all Delegates to conduct business of the Council and to establish quorums and other rules governing meetings;
 - To prepare and submit to Delegates, in writing, including by electronic means, issues that require a decision of the Council, then to execute the decisions of the Council and report promptly on actions taken including on financial decisions;
 - To receive and disburse funds on behalf of the Council.
5. To approve the employment of necessary staff, annual budgets and monitor financial performance.
6. To manage the process of filling vacancies on the Board, as set out in the Operating Procedures section II.
7. To direct the preparation of an Annual Report of activities and such special bulletins, news, and reports as are deemed necessary.
8. Such other functions as may be assigned to it by majority vote of the Council.

(3) Composition

The Board shall consist of the following eleven voting members:

1. President of the GSDI Association (Chair of the Board)
2. Representative of the GSDI Industry Advisory Council

Three Board members to represent each of the following sectors:

3. Government (2004)
4. Academia (2002)
5. Non-Profit (2001)

Five Board members to represent each of the geographic regions:

6. Africa (2001)
7. Asia/Pacific (2002)
8. Europe (2004)
9. North America (2001)
10. South America (2002) (including the Caribbean region)

11. Elected Representative of the Individual Members

Note: Years in brackets in (3) to (10) above relate to base reference years in which that category of Director was first appointed and is the benchmark year from which new elections for that category of directorship are held following the three-year term of service of each Director.

Ex officio members of the Board, with non-voting rights, may include the Executive Director, Secretary-General, Treasurer and Secretary or such other persons as are approved by two-thirds majority of the Board.

(4) Executive Committee

The Executive Committee shall comprise the President, President-Elect, immediate Past President, Executive Director and Secretary-General, and shall have authority to act for the Board between Board meetings. Except for the President, these individuals will serve in an advisory capacity as non-voting members of the Board. Members of the Executive Committee may not apply for funding in any competitive process administered by GSDI during their service on the Executive Committee. The Executive Committee can authorize acceptance of Organizational and Individual Member applications on receipt. The Executive Committee shall meet as required throughout the year, including by electronic means.

(5) Selection of Board Members

The Council elects a President and President-Elect from its Organizational Member Delegates. When the term of office of the President expires, the President-Elect assumes the presidency. If the President-Elect cannot assume the presidency, or if another nomination for President is made by petition, another Organizational Member Delegate may be selected by election, as set out in the Operating Procedures section II.

A Board member unable to attend a Board meeting may be represented by a named Deputy, provided that the member who is unable to attend informs the Executive Director or Secretary-General of the Deputy's name and contact details no later than one week before the meeting date. A Deputy may not represent more than one absent Board member. The member's Deputy has the same powers and decision-making rights as does the absent Board member for the duration of the meeting.

Organizational Members from industry constitute the GSDI Industry Advisory Council (Article IX), which will appoint a Director to serve on the Board for a period of three years, and who can be replaced at the discretion of the Industry Advisory Council.

With the exception of the Board members representing Individual Members and the Industry Advisory Council, the Council, at one of its meetings, elects all other Directors from its Organizational Member Delegates in accordance with the eight categories established in section VI (3) to replace outgoing Board members. New elections in each category shall be staggered as computed from the base reference year for the categories listed in VI (3). Appointment of a Nominating Committee for all Board appointments and elections will be conducted as set out in the Operating Procedures section II.

(6) Terms of Office

All Board members, including the President, will serve three-year terms of office. A Board member may serve two successive partial or full terms but may not be re-elected thereafter except by special agreement with two-thirds vote of the Board.

A Board member who is replaced by his or her organisation as a Delegate relinquishes his or her Board position and the vacancy is filled by the Member's newly appointed Delegate as advised by the Member to the President in a timely manner.

The term of office of any Board member shall terminate on the date that they cease to be an employee or authorized representative of an Organizational Member or cease to be an Individual Member in the case of the Board member representing Individual Members. Such termination shall be notified in writing to the President, including electronically, upon the Board member's death or upon a majority vote of the Council to remove the Board member from office. Vacancies on the Board may be filled on an interim basis until the next regularly scheduled election for each category of Director by majority vote of the Board from appropriate candidates for that category who meet the requirements for Board membership and are proposed by the President.

(7) Meetings of the Board

The Board shall meet at times and places designated by the President and ordinarily meets twice yearly, but the President or any three members of the Board may call a meeting of the Board at such times as may be deemed necessary to conduct urgent business. The Board may conduct a meeting by electronic means through which all participants can speak to and hear each other at the same time. At least ten days' notice shall be given to each Director of a meeting of the Board, including by electronic means. Such notice shall specify the date, time, place and means of holding the meeting, and shall specify the purpose for the meeting or the business to be conducted.

(8) Quorum

A majority of the entire membership of the Board shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of those members present may vote to adjourn the meeting. When a quorum is once present at a meeting, it is not broken by the subsequent departure of one or more Directors from the meeting, provided that at least one-third of the Board is present at all times. The affirmative vote of a majority of the members present at a Board meeting at which a quorum is present shall be necessary and sufficient for making Board decisions, except when a larger vote may be otherwise specifically required by the laws of the State of Incorporation, the Articles of Incorporation, or these Bylaws.

(9) Unanimous Consent

Any action required or permitted to be taken at a Board meeting may be taken without a meeting, provided a majority of Board members consent in writing, including in electronic form, and set forth in the same writing the action or decision taken or made by the Board member. Consent in writing shall have the same force and effect as a unanimous vote, and may be described as such in any document executed by or on behalf of the corporation.

(10) Compensation

Members of the Board other than officers and employees shall receive no compensation for their services but, by resolution of the Board, may be reimbursed for expenses incurred while acting on behalf of GSDI.

ARTICLE VII OFFICERS

(1) Number

The officers of GSDI shall be a President, President-Elect, Executive Director, Secretary, and Treasurer. Assistant officers as deemed necessary may be appointed by the Board. The duties of officers shall be fixed by the Board, or by the President if authorized to do so by the Board, and shall be those customarily exercised by officers holding such offices in similar organizations.

(2) President and President-Elect

The President and President-Elect shall be elected by the Council as provided in Article VI (5) and Operating Procedures section II. They shall normally serve three-year periods as President and President-Elect, and one three-year period as immediate Past President. The term of office of either officer shall terminate upon the effective date of his or her resignation; upon his or her death; or upon a majority vote of the Council to remove him or her from office. Any vacancy created thereby shall be filled by the Board from among its members until the next meeting of the Council as set out in the Operating Procedures sections I and II. The President-Elect shall serve as President whenever the President is unable to serve.

(3) Executive Director

An Executive Director shall be selected by majority vote of the Board from among applicants for the position. Such applicants shall be solicited from the membership at least two months prior to filling of the vacancy. The Executive Director serves at the pleasure of the Board for as long as the Board requires. The Board may appoint the President to fill the Executive Director position when vacant. The Executive Director may be assisted in his or her duties by a Secretary-General who will be selected by the Executive Committee. The Secretary-General is not an appointed or elected officer of GSDI.

(4) Treasurer and Secretary

The offices of Treasurer and Secretary shall be filled by appointment of the Board. The Treasurer and Secretary, who need not be members of the Board or of the Council, shall serve terms of office as directed by the Board. An individual may serve as Treasurer or Secretary for succeeding terms without limitation, and one individual can hold both offices. The term of office of Treasurer or Secretary shall terminate upon the effective date of his or her resignation submitted in writing to the Board; upon his or her death; or upon a majority vote of the Board to remove him or her from office. Any vacancy created thereby shall be filled by the Board.

ARTICLE VIII OFFICES

The principal office of GSDI shall be designated by the Board. The registered office of GSDI shall be in the State of Incorporation, and may be, but need not be, identical with the principal office. The address of either the registered or principal office may be changed from time to time by the Board or the President. The addresses of the registered and principal offices of GSDI will be prominently and publicly displayed in literature and on the GSDI website.

ARTICLE IX INDUSTRY ADVISORY COUNCIL

The GSDI Industry Advisory Council (hereafter, IAC) provides observation and review of industry issues affecting the development of spatial data infrastructures and advances in geomatics technology. Any Organizational Member designating itself as an Industry Member automatically becomes a member of the IAC. The Council Delegate of an Industry Member is automatically the Delegate on the IAC. The IAC shall determine its own rules of operation and procedures for designating a Chair and other officers, programs of action or such tasks as Industry Members deem necessary, communicating these to the President and Executive Director in a timely manner. The IAC shall appoint a single representative to serve on the Board and will report to the Council or Board whenever deemed necessary by the IAC Chair and GSDI President.

ARTICLE X AMENDMENTS

The Bylaws or the Articles of Incorporation may be amended in whole or in part by a

two-thirds majority vote of the Board. Amendments may be proposed to the Board by any Council member, including by electronic means. Proposed amendments will only be placed before the Board if agreed by a quorum representing one-third of all Council members so designating their agreement in writing at time of submission to the Board. Notification to Council of amendments and meetings requiring voting are set out in the Operating Procedures section I (1) and (2).

ARTICLE XI MISCELLANEOUS PROVISIONS

(1) Fiscal Year

The annual accounting period for GSDI shall be determined by the Board within the regulations of the jurisdiction of incorporation.

(2) Payments

All checks, drafts, or other orders for the payment of money shall be authorized or signed by such officer or officers or such other person or persons as the Board may from time to time designate.

(3) Contracts

All contracts, notes or other evidences of indebtedness, and leases of space for the corporation shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate.

(4) Indemnification

GSDI may indemnify any director, any former director, any person who while a director of the GSDI may have served at its request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, and may, by resolution of the Board, indemnify any officer or agent against any and all expenses and liabilities actually and necessarily incurred by that person or imposed on that person in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which that person may be or is made a party by reason of being or having been such director, officer, or agent; subject to the limitation, however, that there shall be no indemnification in relation to matters unless such person: (1) conducted himself in good faith; (2) believed in the case of conduct in his official capacity with the GSDI that his conduct was at least not opposed to the best interests of GSDI; or (3) in the case of any criminal proceeding, he had no reasonable cause to believe that his conduct was unlawful. Further, there shall be no indemnification in connection with a proceeding (1) by or in the right of the GSDI in which the director, officer, or agent was judged liable to the GSDI, or (2) in which improper personal benefit is charged.

(5) Controlling Provisions. To the extent the laws of the State of Incorporation conflict with these Bylaws, the laws of the State of Incorporation shall control. To the extent the Operating Procedures conflict with these Bylaws, these Bylaws shall control.