

THE CONSTITUTION AND BY-LAWS OF THE MANITOBA GIS USER GROUP (MGUG) INC.

Approved: May, 2007

Amended: June 15, 2012; March 12, 2014; February 23, 2017

ARTICLE 1: NAME AND DESCRIPTION

Section 1. The name of the organization is the MANITOBA GIS USER GROUP (MGUG) Inc., hereafter referred to as “MGUG”.

Section 2. MGUG is a group of geomatics professionals and interested individuals using or supporting the use of Geographic Information Systems (GIS) for spatial data management, analysis, and visualization. Formed to facilitate communication between people working in all areas of GIS, the User Group meets to allow its members to learn more about current activities and technologies within the industry and to network with their peers.

Section 3. MGUG shall carry on as a not for profit User Group.

Section 4. The fiscal year shall be January 1st to December 31st. These dates may be changed by a unanimous decision of the Board of Directors.

ARTICLE 2: PURPOSE

Section 5. The Purpose of MGUG is:

To facilitate communication amongst the geomatics (GIS, GPS, surveying and remote sensing) community¹ in Manitoba.

Section 6. The Objectives of MGUG are:

- To promote communication and exchange of information among the membership;
- To focus on interests that impact Manitoba;
- To provide opportunities for networking;
- To provide opportunities for professional development;
- To organize and hold one or more conference-type meetings per year;
- To promote the Manitoba geomatics community¹.

Section 7. The Activities of MGUG may include:

- The development and maintenance of a website for use by members;

¹ Geomatics community is defined as the companies and individuals providing products and services related to geomatics, as well as other stakeholders such as industry associations, academia, government and non-government organizations.

- The holding of and participation in Conferences and Workshops;
- The publication of regular or special newsletters;
- The development and maintenance of a Manitoba Geomatics Directory;
- The dissemination of information on GIS and Geomatics topics of interest to its members;
- Working or partnering with like-minded groups or organizations;
- Such other activities and undertakings as may seem appropriate and consistent with the Group's Purpose and Objectives.

Section 8. It is MGUG Policy:

- That membership be open to all people interested in geomatics;
- To be vendor neutral;
- To behave in a socially responsible manner.

ARTICLE 3: POWERS

Section 9. To further the Group's purpose, MGUG shall have power to:

- Obtain, collect and receive money or funds by way of sponsorships, fees, donations, grants and any other lawful method towards the purpose of the Group;
- Further the objectives of the Group through lawful undertakings.

ARTICLE 4: MEMBERSHIP

Section 10. Membership in MGUG shall be open to all persons at least fourteen (14) years of age who are interested in the stated Objectives of the Group.

Section 11. Application: Applications for membership shall be on the forms prescribed by the Board of Directors. Acceptance of a valid membership application entitles a person to full membership status and obligates that person to subscribe to the constitution of MGUG.

Section 12. Contact Information: Every member shall furnish the Membership Director with his/her email address at which notice of meetings and all other notices may be served upon or emailed to him/her.

Section 13. Membership Fees: Membership fees will be set annually by the MGUG Board of Directors. Members will be notified of any fee changes at least one (1) month prior to the Annual General Meeting (see Section 19).

Section 14. Term of Membership: Membership in MGUG takes effect no later than the next business day after the application for membership is received and remains current for a period established by the Board of Directors.

Section 15. Expiry of Memberships: A member's membership in MGUG expires:

- (a) when the member's current membership term expires;
- (b) when the member no longer meets all the requirements of Sections 10 and 11;
- (c) when the membership is terminated by the Board of Directors;
- (d) when the member resigns; or
- (e) when the member dies.

Section 16. Membership Suspension: The membership privileges of any member may be suspended or cancelled at any time by a majority decision of the Board of Directors for conduct considered detrimental to MGUG. Before a member is so expelled, a notice shall be emailed informing him/her.

Section 17. Appeals: Any member suspended or expelled by the Board of Directors may appeal the Board's action to any meeting of the membership. The membership in attendance may restore a suspended or expelled member, as they deem proper, by a resolution passed by a majority open vote.

Section 18. Votes: At a minimum, there shall be the following class of membership with voting rights as indicated:

- | | | |
|----|-------------------|--------|
| A. | Individual Member | 1 vote |
|----|-------------------|--------|

Section 19. If the Board of Directors decides to charge a fee for membership to MGUG, then the following classes of membership may also be available at the discretion of the Board of Directors.

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|----|--|
| B. | Small Business Member (< 10 employees) |
| C. | Corporate Member (≥ 10 employees) |

Section 20. Small Business and Corporate Members: If the Board of Directors decides to make a Small Business and Corporate membership available, then both shall be admitted to membership upon application approved by the Board of Directors.

Section 21. Student Member: If the Board of Directors decides to make a Student membership available, then Student members shall be admitted to membership upon application approved by the Board of Directors. A Student member shall be fourteen (14) years or older, and in full time attendance at a recognized secondary or post-secondary institution.

Section 22. MGUG Chapters: If the Board of Directors decides to permit the formation of chapters (e.g. local, regional), then these shall be admitted to membership upon application approved by the Board of Directors.

ARTICLE 5: BOARD OF DIRECTORS AND OFFICERS

Section 23. The business of MGUG shall be managed by the Board of Directors, which shall consist of no fewer than eight (8) and no more than fifteen (15) Directors who must be members in good standing.

Section 24. Board Election: The Board of Directors shall be elected at the Annual General Meeting (AGM) of members (see Article 6).

Section 25. Director Terms: Except for the President (see Section 28), all members of the board of directors shall not hold office for more than five (5) consecutive years (with the exception noted in Section 27 for executive terms), but in case of an emergency the membership will consider these terms annually, as these terms will be communicated to the membership at the Annual General Meeting (see Section 57).

Section 26. Board Representation: A maximum of four (4) and no more than 33% of the Board of Directors can be from any one organization. The Board will strive for representation from all geomatics disciplines.

Section 27. MGUG Executive: The Executive officers of MGUG shall be the President, the Vice-President, the Secretary, the Treasurer, and the Past-President (see Section 50). The signing officers of MGUG may be bonded to a sum as determined by the Board of Directors. A five-year term shall be extended to any director transitioning to an executive role.

Section 28. President's Term: The President shall not hold office for more than two (2) consecutive years, but in the case of an emergency the Board may extend such time from year to year.

Section 29. Absenteeism: The absence without cause of a Director from three consecutive meetings of the Board may entitle the remaining Directors to declare their place on the Board vacant.

Section 30. Quorum: A quorum of the Board of Directors consists of one-half the members thereof.

Section 31. Board Meeting Frequency: The Board of Directors shall meet not less than six (6) times per year.

Section 32. Board Meeting Notice: The meetings of the Board of Directors may be called by the President on such notice to each Director as the President deems necessary and advisable, or on the written request of three (3) Directors. Such notice should be given verbally, by telephone, in writing, mailed, emailed, faxed or delivered at least twenty-four (24) hours in advance.

Section 33. Emergency Resolution: Providing that notice of a meeting has been given to all the Directors in accordance with the by-laws herein set out, and at such meeting a quorum is not obtained, then if the President or the Vice-President deem it an emergency,

a resolution in writing signed by six (6) or more of the Directors shall be as valid and effective as if it had been passed at a meeting of the Directors duly called and constituted.

Section 34. Motion Carried: All questions arising of Directors shall be decided by a majority of votes. A meeting motion shall be carried when a quorum exists (see Section 30) and the majority of Directors present vote for it.

Section 35. Director Positions: The Secretary, Treasurer, Membership, and other Director positions shall be appointed by the Board of Directors from the members of the said Board and shall hold office until their successors are appointed. They shall have the authority to appoint Committees from the general membership to assist them in their duties.

Section 36. Compensation: No officer or Director of MGUG shall be compensated for performing the duties of this office.

Section 37. Resignations & Temporary Absence: Any Director, or elected or appointed officer, may resign his office at any time. Such resignation is to be made in writing, or to be tendered orally, at a meeting of members or at a meeting of the Board of Directors, and to take effect from time of its receipt, if in writing, or from the time of its delivery at a meeting, if made orally. The acceptance of a resignation shall not be required to make it valid. In the case of temporary absence of any office of Director, or for any other reason that may seem sufficient to the Board, the Board of Directors may delegate these powers and duties to any other officer, or Director, or any member of MGUG on an interim basis.

Section 38. Hiring: The Board of Directors may from time to time hire a contractor or other staff to perform such duties as may be assigned to him/her or them by the Board of Directors. Contractors or employees of MGUG shall be under the direction of the Board of Directors or such other officer as the Board of Directors may delegate authority on their behalf, and shall be removable from office by the Board of Directors.

ARTICLE 6: ELECTIONEERING PROCEDURES

Section 39. Nominating Committee: The Past President shall be the chairperson of the Nominating Committee tasked with nominating candidates to fill vacant positions on the Board of Directors. The Nominating Committee chair shall appoint two (2) other MGUG members to form the Nominating Committee. The names of those nominated by the committee and standing for election must be received in writing or email to the voting membership at least one (1) month before the date set for the AGM. If the Nominating Committee fails to present the required number of candidates to fill the Board of Directors, then the voting members present at the Annual General Meeting shall have the opportunity to present for election members to fill the vacant Board positions. If an election should be required under these conditions, it shall be contested only by those nominated at the AGM. All nominations must be consented to.

Section 40. Nominee Acclimation: If the number of vacant Board positions exceeds the number of nominated candidates, then those candidates are acclaimed as nominees for election by the MGUG voting membership (see Section 42).

Section 41. Nominee Election: If the number of nominated candidates exceeds the number of Board vacancies, an election is required to determine the final candidates standing for Board election. Those candidates who receive the most votes shall be declared the nominee within three (3) weeks after the deadline for vote returns. If ballots are to be counted, these must be scrutinized by three (3) members of MGUG not presently standing for office.

Section 42. Board Election: All nominated candidates for Board positions must be elected at the AGM or by electronic ballot sent, at least one (1) month prior to the AGM, to all voting members of MGUG in good standing. A quorum (see Section 59) and majority vote (50% + 1) is required for successful election of the MGUG Board of Directors.

Section 43. Dissolution of Nominating Committee: The Nominating Committee is automatically dissolved once the AGM is adjourned. If no candidates come forward, a Board will be appointed and declared within four (4) weeks of the AGM by the majority vote of the preceding Board of Directors.

Section 44. Election of President and Vice President: The President and the Vice-President shall be elected by the Directors from amongst themselves once each year, such election to take place at the first meeting of the Board of Directors following the AGM. Such election shall be by consensus or by a series of ballots. If through ballots, the Director receiving the least number of votes in the first ballot shall drop out, and a second ballot shall again vote upon the remaining Directors. The same procedure shall be carried out until only two are voted on in the ballot, or until a majority is reached.

Section 45. Board Vacancies: Board vacancies shall be filled by the remaining members of the Board appointing a Director to fill the vacancy until the next AGM.

ARTICLE 7: DUTIES OF OFFICERS

Section 46. President: The President shall be the chief executive officer and the head of MGUG and shall have a general and active management of its business and affairs. The President may preside at all meetings of the members and of the Board of Directors and call all special or other meetings. The President shall be an ex-officio member of all committees and of all subsidiary organizations of MGUG, with a vote. The President or person acting in the place of a President may suspend any member or officer from the privileges of MGUG or the duties of this office, until the next meeting of the Board of Directors, but not in any case more than three days, when the offense for which such suspension was made shall be dealt with by the said Board.

Section 47. Vice-President: The Vice-President shall be vested with all the powers and be required to perform all the duties of the President in the case of the absence of the President, and shall perform and assist in such duties as may be assigned to him/her by the President.

Section 48. Secretary: It shall be the duty of the Secretary to keep a record of all the proceedings of MGUG and of all meetings of members and of the Board of Directors, to conduct the correspondence of MGUG and to issue notices of all meetings as required by these by-laws. It shall be the Secretary's duty to carefully protect and preserve all books, letters, documents, etc., relating to or of interest to MGUG.

Section 49. Treasurer: It shall be the duty of the Treasurer to receive all moneys due to MGUG and give receipts therefore and to deposit the same to the credit of MGUG in a recognized financial institution to be designated by the Board of Directors. The Treasurer shall pay by cheques, counter-signed by the President or in his/her absence by whatever officer is performing the President's functions. All bills and accounts of \$1000.00 or more must be certified by the Treasurer and be approved by the Board of Directors before payment. The Treasurer shall keep in the books of MGUG, a full and accurate account of all moneys due to or by MGUG, and of all moneys received and of all moneys paid, and of the appropriations to and of all receipts and disbursements from and on account of the real property of MGUG. The Treasurer shall prepare a detailed statement of the estimated income and expenditure of MGUG and shall present the same to the Board of Directors from time to time, as required. The Treasurer shall prepare for the Annual General Meeting of members a statement of income and expenditures, and assets and liabilities, and present the same at such the AGM. The Treasurer shall produce the books for examination and audit by auditors whenever called upon to do so.

Section 50. Past President: If willing, the Past President shall be a member of the MGUG Executive and chair the Nominating Committee for each AGM.

Section 51. Dismissal: Any officer of MGUG may be removed from office at any time by a resolution of the Board of Directors passed by a majority vote at any meeting (see Section 34).

Section 52. Annual Budget: The Board of Directors shall prepare an annual budget to be approved and administered by the Board according to the terms of the budget.

ARTICLE 8: COMMITTEES

Section 53. Committees: The Board of Directors shall have supervision and jurisdiction over all committees. All committees shall report to the Board of Directors, and no committee shall make any expenditure or incur any expenses or pledge the credit of MGUG in any way without the authority of the Board of Directors.

Section 54. Other committees: The board of Directors may from time to time appoint other committees for general or special purpose as they may from time to time deem expedient, and notwithstanding anything in these by-laws to the contrary, may add to any or all committees such member or members as they deem advisable.

Section 55. Committee Overlap: Notwithstanding the duties described by these by-laws for the various committees, the President shall, in the event of conflict of authority or overlapping of duties of the various committees, define the duties of each and settle all questions in dispute, subject to appeal to the Board of Directors.

ARTICLE 9: MGUG MEETINGS

Section 56. Members' Meetings: All meetings of members shall be held at such place as the Directors or a majority thereof may from time to time decide upon.

Section 57. AGM Date: The Annual General Meeting of the members of MGUG shall be held once each year and may be held coincidentally with a conference style meeting.

Section 58. AGM Notice: A notice of the AGM shall be emailed to each voting member of MGUG at least one (1) month prior to the meeting. If needed, a report of the Nominating Committee shall be enclosed with the notice of the AGM. Such notice shall inform the voting membership of any vacancies on the Board of Directors not filled by the Nominating Committee to be opened for nominations at the Annual General Meeting.

Section 59. AGM Quorum: the lesser of one third (33.3%) of all MGUG voting membership or 40 voting members is required to form a quorum for transaction of business at the Annual General Meeting.

Section 60. Meeting Votes: At all meetings, members may vote in person or in writing produced at the meeting. At its discretion, the Board of Directors may opt for electronic voting rather than voting in person at the AGM.

Section 61. Order of Business: At the AGM, the following order of business shall be observed as far as consistent for the purpose of the meeting:

1. The reading of the notice of the meeting.
2. Report as to quorum.
3. Reading minutes of previous meeting.
4. Reports.
5. Election of Directors and Officers.
6. Unfinished business.
7. New Business.
8. General Business.

Section 62. At any Annual General Meeting of the members of MGUG, Rules and Regulations may be passed for the general order and good management of MGUG.

ARTICLE 10: AMENDMENTS

Section 63. Amendments: The constitution and by-laws of MGUG may be amended, added to or repealed provided that:

1. for an AGM constitutional vote, a quorum exists (see Section 59) and one (1) month's notice of the motion to amend is provided the membership;
2. for an electronic constitutional vote, three (3) months be given for the membership to vote; and
3. two thirds (66.7%) of those that voted in either 1 or 2 above, vote in favour of the changes

ARTICLE 11: EXPENSE GUIDELINES

Section 64. The Board of Directors shall use the following as its guidelines for expenses:

- a. meetings shall be held in locations most appropriate to all resulting in minimum cost to MGUG;
- b. travel costs shall be by the most economical route not to exceed cost of regular airfare and minimum accommodation charge regardless of mode of travel;
- c. wherever possible, accommodations will be booked at discount/minimum rate for suitable accommodations;
- d. costs of meals and gratuity may be charged as appropriate. Meal charges would be for food stuffs only;
- e. kilometrage for MGUG travel shall be calculated at a rate as set by the Board on an annual basis or total rental costs, whichever is less;
- f. Board members shall take advantage of airfare seat sales, etc. only when total cost of additional accommodations, meals and seat sale is less than corresponding cost of regular airfare and accompanying accommodation and meals;
- g. receipts shall be submitted for air or ground transportation, car rental, accommodations, meals (in lieu of receipts for meals, maximum \$40 per day). Odometer start and finish shall be submitted for those claiming km rate.

ARTICLE 11: ACCOUNTS

Section 65. Bank Account: The bank account shall be kept in the name of the "Manitoba GIS User Group" in such recognized financial institution as the Board of Directors may from time to time select by resolution.

Section 66. Signing: All cheques, promissory notes, bills of exchange issued, drafts signed, accepted or made by or on behalf of MGUG, shall be signed by the Treasurer and the President, Vice-President or a Director assigned that authority by the Board.

ARTICLE 12: CONFLICT OF INTEREST

Section 67. Conflict of Interest: In situations where there is a perceived or an apparent conflict of interest of a board member, they must disclose this matter either (a) verbally at a board meeting or (b) in writing to the board of directors. In both cases this must be recorded in minutes at the first available opportunity.

In the event of a declared conflict of interest regarding a matter before the board or a committee, after declaring this matter they must recuse themselves from discussions, decisions, or votes on resolutions pertaining to this matter.

Directors found to be in an unresolvable conflict of interest may be dismissed from the Board as per Section 51.