

BYLAWS of GIS CERTIFICATION INSTITUTE

ARTICLE I NAME AND OFFICE

ARTICLE II PURPOSES

ARTICLE III MEMBER ORGANIZATIONS

- Section 1. Eligibility
- Section 2. Election of Member Organizations
- Section 3. Voting Rights
- Section 4. Termination of Membership
- Section 5. Voluntary Resignation
- Section 6. Expulsion
- Section 7. Reinstatement
- Section 8. Transfer of Membership

ARTICLE IV DUES, FEES AND ASSESSMENTS

- Section 1. Dues
- Section 2. Fees
- Section 3. Special Assessments
- Section 4. Termination for Failure to Pay Dues

ARTICLE V MEETINGS OF MEMBER ORGANIZATIONS

ARTICLE VI BOARD OF DIRECTORS

- Section 1. General Powers
- Section 2. Number
- Section 3. Appointment
- Section 4. Tenure
- Section 5. Qualifications
- Section 6. Annual Meeting
- Section 7. Other Regular Meetings
- Section 8. Special Meetings
- Section 9. Alteration or Cancellation of Meetings
- Section 10. Notice
- Section 11. Quorum
- Section 12. Manner of Action
- Section 13. Action Without Meeting
- Section 14. Electronic Voting
- Section 15. Attendance by Telephone
- Section 16. Proxies
- Section 17. Vacancies

Section 18. Compensation
Section 19. Removal

ARTICLE VII
OFFICERS

Section 1. Officers
Section 2. Term of Office
Section 3. President
Section 4. Vice President
Section 5. Secretary
Section 6. Treasurer
Section 7. Officer Indemnity
Section 8. Removal

ARTICLE VIII
COMMITTEES

Section 1. Creation of Committees
Section 2. Quorum
Section 3. Manner of Acting
Section 4. Meetings
Section 5. Term of Office
Section 6. Vacancies
Section 7. Action Without Meeting
Section 8. Attendance by Telephone

ARTICLE IX
STANDING COMMITTEES

Section 1. Establishment of Standing Committees
Section 2. Committee Leadership
Section 3. Committee Eligibility
Section 4. Committee Positions
Section 5. Tenure
Section 5. Committee Responsibilities
Section 6. Budget

ARTICLE X
GENERAL PROVISIONS

Section 1. Contracts
Section 2. Checks, Drafts, Etc.
Section 3. Fiscal Year
Section 4. Seal
Section 5. Delivery of Notice
Section 6. Waiver of Notice
Section 7. Use of Funds and Dissolution
Section 8. Bonding
Section 9. Procedure

ARTICLE XI
LIABILITY, INDEMNIFICATION AND INSURANCE

Section 1. Limitation of Liability
Section 2. Indemnification

Section 3. Advance Payments
Section 4. Nonexclusivity
Section 5. Insurance
Section 6. Reports

ARTICLE XII
GISCI HEADQUARTERS

Section 1. Purpose
Section 2. Other Offices
Section 3. Direction of Headquarters Operation

ARTICLE XIII
AMENDMENTS

ARTICLE XIV
PARLIAMENTARY AUTHORITY

BYLAWS of GIS CERTIFICATION INSTITUTE

ARTICLE I OFFICES

The Institute shall maintain a registered office in the State of Illinois and a registered agent at such office. The Institute may have other offices within or without the state.

ARTICLE II PURPOSES

The purposes of the Institute shall be as set forth in the Articles of Incorporation of the Institute.

ARTICLE III MEMBER ORGANIZATIONS

Section 1. Eligibility - Each Member Organization of the Institute must be an organization exempt from federal income tax, generally under Internal Revenue Code sections 501(c)(3) or 501(c)(6), or a governmental entity, and be national or international in scope.

Section 1.1 Invitation to New Member Organizations – The Board of Directors may vote to extend an invitation of membership to prospective Member Organizations. A majority vote shall be required to extend an invitation.

Section 1.2 Extending the Invitation – The Executive Director will prepare an invitation letter and corresponding materials for the prospective member. Each invitation will be assigned a Board liaison to oversee the process.

Section 1.3 Accepting the Invitation – An organization that wishes to accept the invitation is asked to submit a letter stating their intention to join.

Section 1.4 A prospective Member Organization may submit a letter of interest to join without being invited to do so. Such a letter may be considered by the Board of Directors in the same manner as if an invitation had been made.

Section 2. Election of Members – Member Organizations shall be elected by the Board of Directors. An affirmative vote of two-thirds of all of the Directors shall be required for election.

Section 2.1 Memorandum of Understanding – All Member Organizations are expected to sign a Memorandum of Understanding before membership is officially conferred. The Memorandum of Understanding must be signed by the GISCI President and by an appropriate representative of the joining organization.

Section 2.2 Appointment of Directors – Whenever a new organization has been elected to membership, and at other times as they may deem appropriate, the Board of

Directors will decide, by a two-thirds vote, how many representatives each Member Organization should receive on the Board of Directors.

Section 3. Voting Rights – Member Organizations, including Founding Member Organizations, shall have no voting rights. However, the Board of Directors shall assign to certain or all members from time to time the right to appoint one or more Directors.

Section 4. Termination of Membership - Membership in the Institute may terminate by voluntary resignation or as otherwise provided in these Bylaws. All rights, privileges and interest of a member shall cease upon termination of membership.

Section 5. Voluntary Resignation - Any Member Organization wishing to resign must file a written resignation with the Secretary. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 6. Expulsion - The Board of Directors may, by affirmative vote of two-thirds of all the Directors, expel a member with cause after an appropriate hearing, conducted in accordance with procedures adopted by the Board of Directors. Causes for expulsion include, but are not limited to, events leading to the Member Organization being found not to meet the eligibility requirements for Member Organizations, as defined in Section 1, above.

Section 7. Reinstatement - Upon written request signed by an officer of a former Member Organization and filed with the Secretary, the Board of Directors may, by affirmative vote of two-thirds of the Directors, reinstate a former Member Organization upon such terms as the Board of Directors deems appropriate.

Section 8. Transfer of Membership - Membership in this Institute is not transferable or assignable.

ARTICLE IV **DUES, FEES AND ASSESSMENTS**

Section 1. Dues - The annual dues for members of the Institute shall be as determined by a two-thirds majority vote of the Board of Directors from time to time.

Section 2. Fees - Fees for Institute services shall be as determined by a two-thirds majority vote the Board of Directors from time to time.

Section 3. Special Assessments - Special assessments may be levied by a two-thirds majority vote of all of the Directors.

Section 4. Termination for Failure to Pay Dues – Member Organizations who fail to pay their dues or assessments within thirty (30) days from the time they become due shall be notified by the officer designated for such purpose by the Board of Directors, and, if payment is not made within the next succeeding thirty (30) days, shall be deemed to have

resigned from membership and, without further notice and without a hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership. The Board of Directors may, however, from time to time, prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

ARTICLE V
MEETINGS OF MEMBER ORGANIZATIONS

No meetings of the Member Organizations are required.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. General Powers - The affairs of the Institute shall be managed by its Board of Directors.

Section 2. Number - The number of Directors shall be between seven (7) and twelve (12), as determined from time to time by a two-thirds majority vote of all of the Directors.

Section 3. Appointment - Directors shall be appointed by the Member Organizations. Each Member Organization selects representatives in the manner prescribed under their own bylaws or policies. . Each Member Organization must appoint a minimum of one Director.

Section 3.1 Time of Appointment – Member Organizations will be notified 60 days prior to the end of their representative’s term that they need to appoint a new representative along with the date that the new representative will begin his or her term as Director. A Member Organization will select its representative(s) using its own process. Each Member Organization will contact GISCI with the name of their replacement representative(s) prior to the initial date of service. The representative’s term(s) will commence at the first Board of Directors meeting following the date of replacement.

Section 3.2 Delay in Appointment – Should a Member Organization fail to appoint a replacement, the prior representative may remain on the Board of Directors until such time as a replacement is submitted by the Member Organization, up to a maximum extension of sixty (60) days. If a Member Organization fails to appoint a new representative(s) within 60 days following the end of the previous representative’s term, the acting Directors may vote for expulsion of the Member Organization under the provision of Article III, Section 6.

Section 4. Tenure - Each Director shall hold office for two years. Directors may be reappointed. Terms are staggered so new Directors are appointed each year. If a new Member Organization appoints multiple representatives at the same time, one Director will serve one year and the other Director will serve two years to maintain staggered terms.

Section 5. Qualifications – Member Organizations must select appointees from within their own Member Organization membership and make all due effort to appoint Directors who will actively participate in making positive contributions to the Institute. Directors can be affiliated with multiple Member Organizations but cannot formally represent more than one.

Section 6. Annual Meeting - The Annual Meeting is the 4th regular meeting of the GISCI Board each year but may be changed by action of the Board. If the time of the Annual Meeting is to be changed, the Board must decide by two-thirds vote prior to the standing date of the Annual Meeting.

Section 7. Other Regular Meetings - The Board of Directors may provide by resolution the time and place for holding additional regular meetings of the Board without notice other than such resolution.

Section 8. Special Meetings - Special meetings of the Board of Directors may be called by the President or any four (4) Directors, and the person[s] calling a special meeting of the Board shall fix the time and place of any such meeting.

Section 9. Alteration or Cancellation of Meetings – The time and place of any scheduled Board meeting may be altered or canceled by a majority vote of any regularly constituted meeting of the Board of Directors or by consent of a majority of all Directors and transmitted to the Headquarters in time to notify all members of the Board.

Section 10. Notice - The notice or waiver of notice of any regular or standing meeting of the Board need not specify the business to be transacted at, nor the purpose of, such meeting unless specifically required by law or these Bylaws. Notice of any special meeting of the Board of Directors shall be given at least five (5) days in advance by written notice, or as otherwise allowable under the law, to each Director.

Section 11. Quorum - At all meetings of the Board of Directors a majority of the total number of Directors then in office shall constitute a quorum for the transaction of business. If less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice. Withdrawal of Directors from any meeting shall not cause failure of a duly constituted quorum at that meeting. Any valid proxies held by Directors present at the meeting shall be counted in the tally of Directors present for the purpose of determining whether a quorum exists.

Section 12. Manner of Action - The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number of the Directors present or of all Directors is required by law, the Articles of Incorporation, or these Bylaws.

Section 13. Action Without Meeting - The Board of Directors may take any action which it could take at a meeting of Directors without a meeting if a consent in writing, or as

otherwise allowable under the law, setting forth the action so taken, is signed, or otherwise approved in a manner allowed under the law, by all the Directors entitled to vote on the subject thereof.

Section 14. Electronic Voting - Votes may be taken via electronic means (e-mail) prior to, during, or after a regular meeting. Votes will be sent to the Executive Director or Secretary depending on the nature of the vote. The decision of a majority of the Directors present will constitute an act of the Board of Directors, unless a greater number of Directors is required by law, the Articles of Incorporation, or these Bylaws. All Directors must be given a reasonable timeframe to respond to an electronic vote.

Section 15. Attendance by Telephone - Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting.

Section 16. Vacancies - Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Member Organization authorized to appoint the Director. If a Member Organization chooses not to appoint a sufficient number of Directors to fulfill its equal representation and if, as a result, the number of Directors is less than the requisite seven Member Organization minimum; the other Member Organizations shall be given the option to add one additional Director. If the number of Directors remains insufficient, the Board of Directors shall allocate appointments to Member Organizations as it deems appropriate to reach the required seven Member Organization minimum. If the number of Directors a Member Organization is authorized to appoint is reduced, the Member Organization shall immediately indicate which Director it has appointed shall no longer remain a Director.

Section 17. Compensation - Directors shall not receive any compensation for their services as Directors, but by resolution of the Board of Directors, Directors may be reimbursed for expenses incurred in attending any regular or special meeting of the Board. A Director may serve the Institute in any other capacity for reasonable compensation.

Section 18. Removal - A Director may be removed with or without cause, by the affirmative vote of two-thirds of all of the other Directors, provided written notice, or as otherwise allowable under the law, of the meeting is delivered to all Directors stating that a purpose of the meeting is to vote on removal of the named Director(s). If so removed, the member shall not subsequently reappoint the removed Director as a Director without the approval of the Board of Directors through an affirmative vote of two-thirds of all Directors.

ARTICLE VII **OFFICERS**

Section 1. Officers - The necessary and elective Officers of the Board shall be a President, Vice President, Secretary, and a Treasurer. The Board of Directors may also elect such other officers as it deems appropriate. Officers must be members of the Board of Directors. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Although not recommended, any two or more offices may be held by the same person, except the offices of President and Treasurer.

Section 2. Term of Office - Each elective Officer of the Institute shall be elected at the annual meeting of the Board of Directors and shall hold office for a term of one year and until his or her successor is elected and qualified or until his or her death, resignation or removal. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Election of an officer shall not of itself create contract rights.

Section 3. President - The President shall be the principal elective officer of the Institute. The President shall preside at meetings of the Board of Directors. He or she shall also communicate to the members regarding the Institute, and shall perform such other duties as prescribed by the Board of Directors from time to time.

Section 4. Vice President - The Vice President shall perform such duties and have such powers as prescribed by the President or the Board of Directors from time to time. Further, in the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. In the absence or incapacity of the Vice President, the Secretary shall perform the vice presidential functions.

Section 5. Secretary - The Secretary shall certify the Bylaws, the resolutions of the members, the Board of Directors and committees, and other documents of the Institute as true and correct copies thereof, and shall have such other duties as prescribed by the President or the Board of Directors from time to time. In the absence or incapacity of the Secretary, the President shall appoint a person to perform the functions of this office.

Section 6. Treasurer - The Treasurer shall remain fully advised as to the financial condition of the Institute and shall regularly report to the Board of Directors on the financial conditions of the Institute and the adequacy of the accounting records of the Institute. The Treasurer shall have such other duties as prescribed by the President or the Board of Directors from time to time. In the absence or incapacity of the Treasurer, the President shall appoint a person to perform the functions of this office.

Section 7. Officer Indemnity - In consideration of their serving as Directors and/or Officers, the Institute shall indemnify any Director or Officer or former Director or Officer of the Institute, or any person who shall have served at its request as a Director or Officer of another organization, against reasonable expense, including attorney's fees and judgments actually incurred in connection with the defense of any action, suit, or proceedings entered into by virtue of actions taken while a Director and/or Officer.

Section 8. Removal - Any Officer elected by the Board of Directors may be removed by the Board whenever, in its judgment, the best interests of the Institute would be served thereby. Such removal will require a two-thirds vote of all Directors in the affirmative, and shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE VIII **COMMITTEES**

Section 1. Creation of Committees - The Board of Directors may, by resolution adopted by a majority of the Directors in office, designate such standing or special committees as it deems appropriate. Each committee shall consist of such persons as the Board shall appoint.

Section 1.1 Special Board Committees – From time to time, special conditions may arise which call for the establishment of special-purpose, ad hoc committees, special task forces, or other groups to address specific issues. The President, with the approval of the Board of Directors, shall establish such committees. The Board may appoint members to such committees as it deems appropriate. Members of these committees do not need to be Directors or Certified GIS Professionals (GISPs).

Section 1.2 Subcommittees – Subcommittees, Ad Hoc Committees, Special Task Forces, or other groups may be created by a standing committee within a standing committee with no action required by the Board.

Section 2. Quorum - Unless the presence of a greater number is required in the resolution designating a committee, a majority of the whole committee shall constitute a quorum.

Section 3. Manner of Acting - Unless the act of a greater number is required in the resolution designating a committee, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Committees may conduct business without a quorum. If a formal vote is called, a quorum will be necessary in order to proceed. Most committee actions and business will proceed without the need for a quorum.

Section 4. Meetings - Unless otherwise provided in the resolution designating a committee, such committee may, by majority vote, select its chairman, fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure consistent with these Bylaws or with rules adopted by the Board of Directors.

Section 5. Term of Office - Each member of a committee shall continue as such until his or her successor is appointed, unless the committee is terminated sooner, or unless such member is removed from the committee, resigns, dies, or ceases to qualify as a member thereof.

Section 6. Vacancies - Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Action Without Meeting - Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, or as otherwise allowable under the law, setting forth the action so taken, is signed, or otherwise approved in a manner allowed under the law, by all of the members of the committee entitled to vote with respect to the subject matter thereof.

Section 8. Attendance by Telephone - Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting.

ARTICLE IX **STANDING COMMITTEES**

Section 1. Establishment of Standing Committees - The following Standing Committees receive direction from the Board of Directors. The purpose of these committees is to carry out the Institute's mission and to execute its strategic plan. Any GISP in good standing may volunteer to participate and/or serve as Chair of these Committees. These committees may be inactive at some times or used only on an as-needed basis.

Section 1.1 *Certification Committee* - Assesses the ongoing success of the certification programs of the Institute through discussions, surveys, and other information gathering means with GISPs and other relevant parties. Drafts and considers possible revisions to the Institute's certification programs, including the operating procedures and interpretations of those programs. Informs the Board of Directors of its actions and findings and advises the Board on needed revisions and updates to the certification programs.

Section 1.2 *Applicant Review Committee* - Advises Institute staff regarding the evaluation of applicants. Suggests changes to operating procedures and certification standards in response to issues noted during applicant reviews. Resolves disputes and inconsistencies with submitted applications. Maintains a history of decisions made as an aid to consistency. Subject to objection by the Board of Directors, the Review Committee proposes, reviews, and/or approves instructions to applicants.

Section 1.3 *Outreach Committee* - Formulates, recommends, and, with the Board's approval, undertakes activities intended to increase the exposure and effectiveness of GISCI and its certification programs, and to enhance the Institute's support of GISPs. Identifies legislative issues of interest to GISPs and makes policy recommendations regarding these issues to the Board of Directors. The Board may also direct the Outreach Committee to undertake a study of particular policy issues and make recommendations to the Board regarding those issues.

Section 1.4 *Ethics Committee* - Develops programs that emphasize the GISCI Code of Ethics, Rules of Conduct, and the ethical behavior of GISPs. Maintains the Code of Ethics and Rules of Conduct and suggest changes or additions. Suggests operating procedures and other policies addressing unethical practice. Examines ethical abuses and takes necessary steps to resolve them. Implements the adopted method of receiving, evaluating, and resolving complaints of unethical practice.

Section 2. Committee Leadership – Except as otherwise noted herein, standing committees shall strive to have, at a minimum, a Chairperson to direct and manage the affairs of the committee.

Section 3. Committee Eligibility – No person shall be a member of any standing committee unless that person is a GISP in good standing with the Institute.

Section 4. Committee Positions – Other committee members may be appointed to leadership positions by their respective committee chairperson, as needed to fulfill the objectives of the committee.

Section 5. Tenure – Committee membership shall begin when a GISP volunteers to serve on the committee and the Chairperson accepts that member into the committee. Committee vacancies will be filled by soliciting volunteers.

Section 5.1 *Consecutive Appointments* – Unless otherwise specified, the term of appointment for a committee member shall be one year. However, acceptance of appointment may carry with it the understanding that a member would normally be re-appointed annually to serve for not more than six consecutive years dependent on continued active participation and current needs.

Section 5.2 *Good Standing* – If a GISP is no longer in good standing, the GISP shall be removed from any committee on which he or she serves and a replacement member will be sought.

Section 6. Committee Responsibilities – The detailed functions, scope, and responsibility of each committee, together with rules for operation and guidance, as recommended by the committee, shall be subject to the approval of the Board of Directors and, after approval, shall become part of the Board Policy Manual.

Section 7. Budget – Committees shall operate within any Board-approved budget.

ARTICLE X **GENERAL PROVISIONS**

Section 1. Executive Director - The Board of Directors may employ or retain a person who shall be responsible for the administration and management of the Institute. He or she shall have the title of Executive Director or such other title as the Board shall from time to time designate. Unless the Board of Directors so chooses, the Executive Director will not be a member of the Board of Directors.

Section 1.1 Duties of the Executive Director - Subject to the approval of the Board of Directors, the Executive Director shall employ and may terminate the employment of members of the staff as necessary to carry on the work of the Institute. He or she shall manage and direct all functions and activities of the Institute and perform such other duties as the Board of Directors may prescribe from time to time. The Executive Director serves at the pleasure of the Board.

Section 1.2 Removal of the Executive Director – A two-thirds vote of the Board of Directors is required to adopt a resolution to remove the Executive Director or otherwise terminate employment or affiliation with the Institute. The Executive Director does not need to be reappointed annually.

Section 2. Contracts - The Board of Directors may authorize any Officer or agent of the Institute to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Institute. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. – The Executive Director, if any, is authorized to deposit funds to the benefit of the Institute; issue checks, drafts, and other orders for payment of Institute obligations; and execute other financial matters of the Institute in a manner consistent with any action by the Board of Directors and the adopted budget. In the absence of an Executive Director, all funds of the Institute shall be deposited to the credit of the Institute in such banks, trust companies, or other depositories as the Board of Directors may select. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Institute shall be signed by such officer or officers or agent or agents of the Institute and in such manner as shall, from time to time, be determined by resolution of the Board of Directors. In the absence of such a resolution by the Board of Directors, these financial instruments shall be signed by the Treasurer up to a maximum of \$10,000. Instruments in excess of that amount shall be countersigned by the President of the Institute.

Section 4. Fiscal Year - The fiscal year of the Institute shall be as determined by the Board of Directors.

Section 5. Seal - On the corporate seal, if any, shall be inscribed the name of the Institute and the words "Corporate Seal" and "Illinois."

Section 6. Delivery of Notice - Any notice required to be given by statute, the Articles of Incorporation or these Bylaws shall be deemed to be delivered according to the following rules: upon personal delivery; if by mail, when deposited in the United States mail in a

sealed envelope, properly addressed, with postage prepaid; if by facsimile, when the facsimile is sent via the facsimile number shown for the Member/Director on the records of the Institute; and if by overnight mail, when deposited with the shipping company in a sealed envelope, properly addressed, with shipping charges prepaid or billed to sender's account; if by any other means allowable under the law and approved by the Board of Directors, as provided by law or the Board of Directors in approving that means.

Section 7. Waiver of Notice - A waiver of any notice required to be given by statute, the Articles of Incorporation or these Bylaws, signed, or otherwise approved as allowed under the law, by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

Section 8. Use of Funds and Dissolution - The Institute shall use its funds only to accomplish the objectives and purposes specified in its Articles of Incorporation, and no part of its funds shall inure or be distributed to the members of the Institute. Upon dissolution of the Institute, any funds remaining shall be distributed in the manner specified in the Articles of Incorporation of the Institute.

Section 9. Bonding - The Board of Directors may require any officer, Director, employee, or agent of the Institute, to furnish at the expense of the Institute, a fidelity bond, in such a sum as the Board shall prescribe.

ARTICLE XI **LIABILITY, INDEMNIFICATION AND INSURANCE**

Section 1. Limitation of Liability - No Director or officer of the Institute shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Director or officer except to the extent dictated by law.

Section 2. Indemnification - The Institute shall indemnify any person or entity to the extent required by law, and may otherwise indemnify any person or entity to the extent permitted by law.

Section 3. Advance Payments - Expenses incurred in defending an action, suit or proceeding may be paid by the Institute in advance of the final disposition of such action, suit or proceeding, to the extent permitted by law.

Section 4. Nonexclusivity - The indemnification permitted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law.

Section 5. Insurance - The Institute may purchase and maintain insurance on behalf of any person to the extent permitted by law, whether or not the Institute would have the power to indemnify such person against such liability under the provisions of this

Article.

Section 6. Reports - If the Institute has paid indemnity or has advanced expenses under this Article to a Director, Officer, employee or agent, the Institute shall report the indemnification or advance in writing to the members.

ARTICLE XII
GISCI HEADQUARTERS

Section 1. Purpose – A GISCI Headquarters office shall be established to serve the Institute and perform the day-to-day functions necessary to the ongoing and effective operation of the Institute.

Section 2. Other Offices – Other GISCI offices may be established, as necessary, to serve the needs of the Institute

Section 3. Direction of Headquarters Operation – The GISCI Headquarters and all other GISCI offices and staff shall be under the direct supervision of the Executive Director (or Executive Staff).

ARTICLE XIII
AMENDMENTS

The power to alter, amend, or repeal the Bylaws, adopt new bylaws, or amend the Articles of Incorporation shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting, for which written notice of the purpose shall be given, by a two-thirds vote of all Directors. Alterations to the Bylaws must be submitted, in writing (7) days prior to the regular or special meeting. The Bylaws may contain any provisions for the regulation and management of the affairs of the Institute not inconsistent with law or the Articles of Incorporation.

ARTICLE XIV
PARLIAMENTARY AUTHORITY

The parliamentary authority for meetings of the Institute's Board of Directors shall be "Robert's Rules of Order Newly Revised."

Adopted: 10/31/2002

Modified on: 5/15/2007; 05/19/2007; 05/24/2007; 10/29/2008; 11/21/2008