



**GMIS**  
**INTERNATIONAL**  
*An Association of Local Government IT Leaders*  
**BYLAWS**

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### **ARTICLE I. NAME**

Section 1. The name of this organization is GMIS International, an association of government IT Leaders. This organization was formerly known as the Government Management Information Sciences Users' Group.

### **ARTICLE II. PURPOSE**

Section 1. GMIS International is an organization consisting of government agencies dedicated to cooperation, mutual assistance and sharing of experiences; committed to provide a forum for the exchange of ideas, information and techniques as they relate to government activities; formed for the benefit of participating government entities.

### **ARTICLE III. MISSION AND GOALS**

Section 1. The mission of GMIS International is to provide a forum for public sector agencies to exchange Information Technology best practices that enhance the delivery of government services.

Section 2. The goals of GMIS International are as follows:

- a. Nurture a supportive environment that promotes networking among public sector IT leaders to enhance sharing of lessons learned to improve operational effectiveness.
- b. Promote professional development and educational opportunities that enhance public sector IT leaders' knowledge, skills and abilities.
- c. Support GMIS International State Chapters to foster collaboration among public sector agencies to further improve service delivery.
- d. Enhance public sector IT leader's ability to influence IT related public policy decisions.
- e. Influence the IT industry's direction and developments in IT related products and services to better meet the needs of government.
- f. Provide opportunities for industry experts to educate members regarding emerging technologies and practices to ensure today's IT leaders are ready for tomorrow's challenges.

### **ARTICLE IV. MEMBERSHIP**

Section 1. Agency Member.

- a. Membership for government IT departments/agencies at all levels of Federal, State, County or City government, and public educational institutions and special districts.
- b. Representatives from agency members have voting rights and may serve as officers of GMIS International.

Section 2. Individual Member.

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- a. Membership for former public sector IT employees who are currently unemployed or retired.
- b. Individual members do not have voting rights and may not serve as officers of GMIS International.

### Section 3. Student Member.

- a. Membership for individuals currently enrolled at a college or university that have an interest in a public sector career in IT.
- b. Student members do not have voting rights and may not serve as officers of GMIS International.

### Section 4. Member Emeritus:

- a. Membership bestowed upon an individual who has distinguished him / herself through outstanding service to GMIS International.
- b. Recommendations for this membership may be received from a representative of any agency member.
- c. The Executive Board will review nominations for Member Emeritus status and approve or deny the request at a regularly scheduled Board Meeting.
- d. Emeritus members have honorary status only. Emeritus members will be invited to attend the International Conference. Conference registration fees will be paid by GMIS International for the Member Emeritus.

### Section 5. Membership application procedures shall be as follows:

- a. Application for membership shall be submitted to the Executive Secretary.
- b. The Executive Secretary shall ascertain the requesting organization's or individual's eligibility for membership and send acknowledgement to the new member.
- c. The Executive Secretary shall submit any application for membership to the Executive Board if clarification for eligibility is needed. The Executive Board shall approve or deny the application.

### Section 6. Member in good standing:

Any member whose official application has been approved and who has paid the annual dues set forth in Article VI, shall be designated as a member in good standing.

### Section 7. Suspension of membership for non-payment of annual dues:

- a. Any member whose annual dues is sixty days past due shall be suspended and privileges of membership terminated.
- b. Any member suspended for non-payment of the annual dues may be reinstated at any time prior to the close of that

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membership year upon payment of the full current year's dues.

- Section 8. Termination of membership:
- a. The Executive Board may terminate membership for cause. Sufficient cause for termination shall be violation of these Bylaws. Termination shall be by the affirmative vote of sixty-six and two-thirds percent (66-2/3%) of the entire Executive Board. If the member being considered for termination is represented on the Executive Board, that Board member must recuse themselves from the vote.
  - b. Membership under suspension for non-payment of the annual dues at the close of a membership year shall be terminated automatically.

### **ARTICLE V. FISCAL PROCEDURES**

Section 1. Fiscal and membership year: Fiscal and membership year shall begin on July 1 and close on June 30 of the following year.

Section 2. Funds: The Treasurer shall manage the funds of GMIS International within policies and procedures established by the Executive Board.

Section 3. Transparency: The annual budget and periodic statements of expenditures will be made available to GMIS International members via the website or other readily accessible means.

### **ARTICLE VI. ANNUAL DUES**

Section 1. The Executive Board, subject to the approval of the membership, will establish the annual dues for all membership types.

- Section 2. Purpose of the annual dues:
- a. To cover the administrative cost of the organization, including but not limited to the expense of Member Benefits, GMIS International Website, ListServ, State Chapter development and International Relations as approved by the Executive Board.
  - b. To cover exceptional expenses of the members of the Executive Board and the Executive Committee in carrying out the mandates of the membership.
  - c. To cover costs of publication and distribution of newsletters and other correspondence as required in the conduct of the organization.
  - d. To cover GMIS International Headquarters cost of operation and the remuneration and expenses of the Executive Secretary as directed and approved by the Executive Board.

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- e. To cover other usual and customary expenses necessary to operate the organization as approved by the Executive Board.

### **ARTICLE VII. OFFICERS**

Section 1. The governing body of GMIS International shall be an Executive Board comprised of representatives of agency member organizations.

- a. The President, who was the immediate past First-Vice President and President Elect.
- b. The following elected officers:
  - 1) First Vice President and President Elect
  - 2) Second Vice President
  - 3) Third Vice President
  - 4) Fourth Vice President
  - 5) Treasurer
  - 6) International Director
  - 7) Chapter Development / Conference Coordinator
- c. The Executive Director, who is the immediate Past President.
- d. The International Conference Chairperson who will automatically be appointed as a member of the Board for the year he / she serves as Conference Chair.

Section 2. Officers shall serve for a period of one year, or until a duly qualified successor is appointed or elected. Elected officers shall take office at the conclusion of the Annual Business Meeting. An officer may only hold one elective office.

Section 3. Executive Board Vacancy:

- a. Any officer whose employment with an agency member organization is terminated for any reason, shall be deemed an automatic resignation as an officer and member of the Executive Board, unless new employment is with an agency member organization, or if the organization becomes an agency member of GMIS International and this officer is the duly appointed representative.
- b. In the event of a vacancy, the Executive Board shall assume the responsibilities of the vacant position, or the President shall appoint someone for the balance of the term, subject to approval by the Executive Board.

Section 4. Election of Officers:

- a. Election of Officers for the Executive Board positions specified in Article VII, Section 1. b. shall be conducted in a

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manner which allows all voting members of GMIS International to participate. The election may be conducted through postal mail or an electronic voting process. The voting membership will be given a minimum of two weeks to consider candidate qualifications and register votes.

### Section 5. Duties of Officers:

- a. Responsibilities of the President shall be, but not limited to:
  - 1) Schedule, organize and conduct all meetings.
  - 2) Act as the spokesman for GMIS International.
  - 3) Appoint committees as required.
- b. Responsibilities of the First, Second, Third and Fourth Vice-Presidents shall be, but not limited to:
  - 1) Assume the responsibilities of the President or Vice Presidents in his / her absence.
  - 2) Perform such functions as assigned by the President.
- c. Responsibilities of the Treasurer shall be, but not limited to:
  - 1) Establish Bank accounts. Keep signature cards current naming three signatories, including, treasurer, executive secretary and another board member.
  - 2) Deposit cash receipts.
  - 3) Disburse cash as authorized by the Executive Board.
  - 4) Invest idle funds.
  - 5) Prepare periodic and annual financial reports for the Executive Board.
  - 6) Prepare and file necessary tax forms and information required by the IRS.
  - 7) Perform such functions as assigned by the President.
- d. Responsibilities of the International Director shall be, but not limited to:
  - 1) Coordinate international matters pertaining to the development and preservation of the association of GMIS International with similar organizations worldwide.
  - 2) Act as a liaison for international delegate exchanges.
  - 3) With Board approval, establish Joint Cooperation Agreements and Delegate Exchange Agreements with similar organizations worldwide.
  - 4) Advise the GMIS International Executive Board and Members concerning delegate exchanges, diplomacy and cultural considerations.
  - 5) Regularly report to the GMIS International Executive Board the status of all joint international projects and / or initiatives.
  - 6) Appoint committees to assist with international projects and delegate exchanges.

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- e. Responsibilities of the Chapter Development / Conference Coordinator shall be, but not limited to:
  - 1) Provide assistance and support to all GMIS International state chapters.
  - 2) Seek out potential new members and coordinate development of new state chapters.
  - 3) Provide assistance and support to strengthen state chapters as needed.
  - 4) Provide regular reports through GMIS International publications on state chapter activities.
  - 5) Act as a liaison between state chapter organization and GMIS International.
  - 6) Secure sites for future GMIS International conferences.
  - 7) Work with conference committees to provide support in planning activities.
  - 8) Act as liaison between conference chairperson and GMIS International.
- f. Responsibilities of the Executive Director shall be, but not limited to:
  - 1) Provide counsel and advice to the Executive Board.
  - 2) Provide data to the media in the area of public relations.
  - 3) Encourage members to carry on a continuing program of public relations for the organization and its goals.
  - 4) Perform such functions as assigned by the President.
- g. Responsibilities of the Conference Chairperson shall be, but not limited to:
  - 1) To organize and manage the conduct of the Annual International Educational Conference in accordance with the GMIS International Conference Guidelines, the Chapter Development/Conference Coordinator and the Executive Board.
- h. A quorum is a majority of the Executive Board and shall be required to conduct official GMIS International business. A simple majority of members present is required for Board action.

### Section 6. Executive Board Term Limitations.

- a. No individual may serve in an Executive Board capacity for more than eight years of service. Partial years will be counted as a full year and years may be consecutive or non-consecutive. The years of service count begins with the 2009-2010 GMIS International Membership year.

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### **ARTICLE VIII. ADVISORY COUNCIL**

Section 1. The Advisory Council will be comprised of at least four (4) representatives of agency member organizations of GMIS International.

- a. The purpose of the Advisory Council is to obtain a broader representation of member organizations in supporting the management, operation, and future direction of GMIS International.
- b. The Advisory Council, in concert with the Executive Board, shall provide leadership and / or assistance on Project and Special Committees to carry out the mandates of member organizations.
- c. Members of the Advisory Council will provide the Executive Board a resource from which appointments and / or nominations for Executive Board positions can be made.
- d. Advisory Council members will perform such functions as assigned by the President or Executive Board action.
- e. The appointment of the Advisory Council will be made by the President and approved by the Executive Board and announced in GMIS International publications.

### **ARTICLE IX. EXECUTIVE SECRETARY**

Section 1. Responsibilities of the Executive Secretary shall be, but not limited to:

- a. Establish and operate the permanent GMIS International Headquarters.
- b. Recruit new member organizations in concert with the Executive Board.
- c. Retain current member organizations.
- d. Maintain GMIS International files and records, i.e. membership, history, financial.

Section 2. Appointment.

- a. Incumbent of this position will be appointed on a year-to-year basis. The position of Executive Secretary may be fulfilled through a contractual services agreement.
  - 1) The Executive Board at an Executive Board Meeting will make the appointment.
  - 2) The President, pending confirmation by the Executive Board, will appoint a replacement should the incumbent be unable to perform assigned functions and responsibilities.

Section 3. Remuneration

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The Executive Board will establish the remuneration for this position on an annual basis at a Board Meeting or at date of hire/commencement of contract.

### Section 4. Duties

- a. Reports directly to the President; however, is responsible to all Executive Board members and will assist them in the discharge of official GMIS International functions.
- b. Performs major duties as articulated in the annual contract and the GMIS International Executive Secretary position job description.
- c. Attends Executive Board Meetings and is a non-voting member of the Executive Board.

## **ARTICLE X. STANDING COMMITTEES**

Section 1. The President is responsible for establishing committees deemed necessary and appropriate for the successful conduct of GMIS International business.

Section 2. Members of the Executive Board will be assigned responsibility for serving as Chairperson of the various committees.

Section 3. At a minimum, the President will appoint an Audit Committee.

- a. Responsibilities of this committee shall be:
  - 1) Receive and audit financial reports of all GMIS International functions.
  - 2) Conduct an annual audit of the accounts and accounting records covering the prior fiscal/membership year and to present a report thereon to the incoming Executive Board and the membership at large during the Business Meeting of the following year's International Conference.
  - 3) Conduct an audit of the accounts and accounting records of the annual International Conference and present a report thereon to the Executive Board and to the membership at large during the Business Meeting of the following year's International Conference.
  - 4) Conduct special audits of the GMIS International accounts as may be requested by the Executive Board.
- b. The Audit Committee shall be comprised of at least three agency member organizations other than the Treasurer's organization. Appointees will certify their willingness to meet and perform the annual audit.

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- c. The audit(s) will be conducted in accordance with the GMIS International Annual Audit Guidelines.

### ARTICLE XI. MEETINGS

#### Section 1. Business Meetings

- a. Business Meeting(s): No less than one, and not more than three business meetings shall be held each membership year.
- b. A quorum for the conduct of a business meeting shall consist of a minimum of fifteen agency member organizations and at least six members of the Executive Board.
- c. Voting: Unless otherwise provided in these Bylaws, voting shall be based upon a simple majority of those votes **cast**.
  - 1) Only agency member organizations in good standing shall be eligible to vote as provided herein.
  - 2) No more than one vote per agency member organization shall be cast on each ballot. The voting representative of the agency member organization shall be designated at the time of registration.
  - 3) Secret balloting may be used at the discretion of the President or when requested by a representative of an agency member organization.

Section 2. Executive Board Meetings: Shall be held no less than twice a year, as called by the President and at a location mutually agreed to by the Executive Board. Executive Board meetings may be conducted in-person or by telephone conference call. The President at his/her discretion, may poll the Executive Board electronically for decisions on issues that cannot wait until the next scheduled meeting. Such issues and decisions shall be reflected in the minutes of the next meeting.

Section 3. Special Meeting(s): The President, with the approval of the Executive Board, may call special meetings from time to time to address special issues or items of interest requested by member organizations.

#### Section 4. Annual GMIS International Conference

- a. A registration fee shall be collected at all GMIS International conferences from each attendee except those excluded in the Conference guidelines.
  - 1) The registration fee shall be set by the member organization(s) hosting the conference, with the approval of the Executive Board.
- b. All or part of the registration fee may be waived for members of the host organization or committee.

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- c. A guest fee shall be collected at all GMIS International conferences from each non-member attendee.
  - 1) All or part of the registration or guest fee may be waived by the Conference Chairperson for special guests, such as the keynote speaker and Past Presidents of GMIS International who are retired from active business endeavors.
- c. The Conference Chairperson will be required to submit to the Executive Board a budget and financial report of the conference six months prior to the conference date.
- d. The Conference Chairperson shall be responsible for collection and distribution of funds associated with the conference and for submitting a financial report to the Executive Board for audit within 90 days after the conference. In the event of extenuating circumstances, the audit report will be submitted no later than six months after the conference.

Section 5. Nothing in these Bylaws shall prevent the Executive Board from inviting interested persons or organizations, including vendors, consultants, or service organizations, who are not members, to participate as observers at meetings, participants in meeting sessions or in other appropriate capacities as the Executive Board may see fit.

### **ARTICLE XII. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

Section 1. GMIS International shall indemnify and may advance expenses to Directors and Officers for any proceedings or claims against a Director or Officer to the fullest extent of the law. To the fullest extent under the law, a Director or Officer of GMIS International shall not be personally liable to GMIS International for monetary damages for any action taken or any failure to take any action, as a Director or Officer excepting only acts or omissions, arising out of his/her gross or willful negligence.

### **ARTICLE XIII. LIMITATIONS OF LIABILITIES.**

Section 1. Nothing herein shall be construed to create a partnership or joint venture between GMIS International and any Member as defined in Article IV.

Section 2. No Member shall be liable for the acts, or failures to act by GMIS International or its Board of Directors under these Bylaws or any applicable law.

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### **ARTICLE XIV. PARLIAMENTARY AUTHORITY**

- Section 1. All meetings of the duly constituted bodies of this organization shall be governed by the rules of order prescribed in "Robert's Rules of Order Revised", provided the same are not superseded by the Bylaws and are applicable.
- Section 2. Suspension of the Bylaws: The Bylaws may be temporarily suspended by the affirmative vote of sixty-six and two-thirds percent (66-2/3%) of agency member organizations in good standing in attendance at any business meeting of the organization, provided a quorum is present.
- Section 3. Interpretation of the Bylaws: The Executive Board shall be the authority for the interpretation of the Bylaws.

### **ARTICLE XV. DISSOLUTION**

- Section 1. The organization shall use its funds only to accomplish the purpose and goals specified in these Bylaws. Upon dissolution of GMIS International, it legally follows that all GMIS International subordinate chapters named under GMIS International's Group Exemption Number 7151 are also dissolved. Any remaining international and chapter funds shall be distributed in the following manner and sequence:
- a. Outstanding accounts payable shall be paid in whatever sequence designated by the Executive Board.
  - b. Remaining funds shall be used to pay expenses related to the dissolution of the organization.
  - c. Any remaining funds shall be equally distributed among all agency member organizations in good standing for the current fiscal year, up to an amount equal to the annual dues.
  - d. Any remaining funds shall be equally distributed among all agency member organizations in good standing for the current and the immediate past fiscal year.
- Section 2. Tangible property: Any tangible properties of the organization shall be dispensed under the supervision of the Executive Board in whatever manner is deemed equitable.
- Section 3. Before distribution of funds and / or tangible properties, the President shall cause the Audit Committee to conduct a special audit of the accounts and other assets of the organization.
- Section 4. The Executive Board shall conduct the dissolution process.

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Section 5. The Executive Board shall submit a report of the dissolution process and the distribution of funds and tangible properties to all member organizations in good standing in the current and the immediate past fiscal year, and to any other agency with legal interest in the funds and properties disposed.

### **ARTICLE XVI. AMENDMENTS**

Section 1. Proposals:

- a. Amendments to these Bylaws may be proposed by:
  - 1) A Bylaws Committee if established by the President.
  - 2) A request signed by representatives of ten or more agency member organizations in good standing.
- b. Amendments shall be proposed in writing and submitted to the Executive Board.
- c. The Executive Board shall authorize the Executive Secretary to submit proposed amendments in writing to the entire voting membership at least 30 days prior to the date on which the vote will be taken on the proposed amendments.

Section 2. Voting

- a. Balloting on proposed amendments to these Bylaws may be conducted by postal or electronic mail.
- b. An affirmative vote of sixty-six and two-thirds percent (66-2/3%) of representatives of agency member organizations, in good standing, casting ballots shall be required for the adoption of an amendment of these Bylaws.

### **ARTICLE XVII. GMIS INTERNATIONAL CHAPTERS**

Section 1. A GMIS International chapter is a satellite organization of GMIS International, established by the volunteer action of five (5) or more agency member organizations, in good standing, who seek to help one another achieve common goals and to promote GMIS International at a regional level.

- a. Subordinate chapters must operate under Bylaws that are harmonious with GMIS International's Bylaws.
- b. Subordinate chapters may not merge organizationally or financially with any other organization or professional group.
- c. Subordinate chapters must maintain financial records.
- d. Subordinate chapters must, by August 30 of each year, submit an income statement and balance sheet to GMIS International. Subordinate chapters may be required to file IRS Form 990 (Return of Organization Exempt From Income Tax).
- e. Subordinate chapters may impose a local assessment.

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- f. Subordinate chapters may request and receive financial assistance from GMIS International with approval of the GMIS International Executive Board.
- g. Upon dissolution of a subordinate chapter, all remaining funds must be surrendered to GMIS International.

Section 2. Participating member organizations shall generally be situated within practical or established geographic boundaries, such as a state, adjoining states, adjoining counties, a planning region, etc.

Section 3. Procedures for Certification:

- a. When five (5) or more agency member organizations wish to become chartered as a GMIS International subordinate chapter, an authorization requesting to be added to the group exemption letter must be submitted to the Executive Secretary. Additionally, a list of the officers, a list of the charter members and a copy of the new chapter's proposed Bylaws, which must not conflict with GMIS International's Bylaws, must be submitted to the Executive Secretary. The letter must designate a President Pro-tem for the proposed new chapter and be signed by the representative(s) of the participating agency member organizations.
- b. The Executive Secretary shall verify the membership standing of each participating agency member organization and submit his / her findings and a recommendation for approval / disapproval for certification to the Executive Board.
- c. If the Executive Board approves the recommendation and determines the proposed chapter has met the qualifications set forth in Section 1 and 2 above, the recommendation for certification will be approved and the Executive Secretary ordered to so notify the designated President Pro-Tem. If the Executive Board determines the proposed chapter has not met the qualifications set forth, the certification request will be disapproved and the Executive Secretary ordered to so notify the designated President Pro-Tem with appropriate explanations and / or instructions.

Section 4. Administrative Policies and Procedures

- a. The financial year and membership year must coincide with the June 30 fiscal year ending of GMIS International.
- b. Annually, GMIS International will rebate to the chapters a 20% portion of membership dues paid by member organizations, provided the chapter submits a chapter income statement and financial statement for the fiscal year ended. The financial reports must be submitted within sixty

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days following the June 30 fiscal year end. Exceptions for late requestors must be approved by the GMIS International Executive Board.

- c. All other administrative policies and procedures shall be at the discretion of individual chapters.

Section 5. GMIS International will assume re-certification for subsequent years unless otherwise notified or unless the chapter no longer meets the requirement of five (5) active member organizations in good standing in GMIS International.

### **ARTICLE XVIII. GMIS INTERNATIONAL AFFILIATE ORGANIZATIONS**

Section 1. A GMIS International affiliate organization is a separate organization with which GMIS International coordinates activities and mutually markets membership and benefits. With approval of terms and conditions from the Executive Board, GMIS International may affiliate with any reputable organization where mutual benefits are expected.

### **ARTICLE XIX. GMIS INTERNATIONAL ASSOCIATE ORGANIZATIONS**

Section 1. A GMIS International associate organization is a separate organization that pays a fee per member for all members of the organization to access certain benefits of GMIS membership. Associate members do not have voting rights and may not serve as officers of GMIS International. Terms and conditions of associate membership will be established by the Executive Board.