

**Oklahoma Chapter of South Central Arc User Group
Code of Ethics and Bylaws**

July, 2010

Code of Ethics

Recognizing the responsibility of our profession to the South Central Arc User Group (SCAUG) and the industries it serves, and believing that we should encourage and foster high ethical standards in our profession, we do hereby adopt this CODE OF ETHICS for our constant guidance and inspiration predicated upon the basic principals of truth, justice, and fair play.

To show faith in the worthiness of our profession by industry, honesty, and courtesy, in order to merit a reputation for high quality of service and fair dealing.

To add to the knowledge of our profession by constant study and to share the lessons of our experience with our fellow members.

To build an ever increasing confidence and goodwill with the public and our employers by poise, self-restraint, and constructive cooperation.

To accept our full share of responsibility in constructive public service to community, state, and nation.

To conduct ourselves in the most ethical and competent manner thus meriting confidence in our knowledge and integrity.

To strive to attain and to express a sincerity of character that shall enrich our human contacts.

Each member of SCAUG agrees to subscribe to this code when joining the association.

OKSCAUG Bylaws

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ARTICLE I. Name, Headquarters, and International Affiliation

Section 1. The name of this organization shall be the Oklahoma Chapter of South Central Arc User Group (OKSCAUG), referred to in these bylaws as "OKSCAUG."

ARTICLE II. Purpose

Section 1. The purpose of OKSCAUG is to act as a professional forum as a State Chapter of the South Central Arc User Group (SCAUG) referred to in these bylaws as "the Association" that promotes the sharing and exchange of ideas, information and techniques concerning the utilization of Environmental Systems Research Institute (ESRI) software among GIS professionals and other interested individuals.

Section 2. To promote the professionalization of geospatial information and technologies.

ARTICLE III. Ethics

Section 1. Members of OKSCAUG shall be bound by a Code of Ethics adopted by the Association, which shall be controlling in all decisions of the Ethics Committee.

ARTICLE IV. Membership

Section 1. Classes of Membership

(a) Student – open to all students who are engaged in the studies of geospatial information and technology who are willing to pay annual student membership dues to the Association.

(b) Individual – open to all individuals who are interested in learning and teaching geospatial information and technology and who are willing to pay annual individual membership dues to the Association.

Section 2. Student and Individual members have all rights and privileges of membership, including the right to serve on committees and to vote and hold office. Members of OKSCAUG are members of the Association.

ARTICLE V. Dues, Fees, and Assessments

Section 1. Dues and benefits for all categories of membership shall be determined annually by the Board of the Association. The [Board](#) of the Association is made up of the members elected annually by the membership.

Section 2. Nonpayment of dues shall be considered as equivalent to a resignation from the Association.

Section 3. All other fees and assessments shall be determined by the Board.

ARTICLE VI. Committee Members

Section 1. OKSCAUG Committee members (the "Committee") shall consist of nine (9) individuals, who shall be members of the Association.

Section 2. Regular meetings of the Committee shall be held at times and places specified by the Committee. A quorum at any Committee meeting shall consist of a majority of the Committee's membership. Special meetings of the Committee may be called by the Chair or any three members of the Committee.

Section 3. Written notice of Committee meetings shall be electronically mailed to each Committee member at least one (1) calendar week in advance of Committee meetings.

Section 4. In the case of disability or resignation of a Committee member, the existing committee will fill the vacancy for the remainder of the one year term.

Section 5. Any committee member may be removed from office before the expiration of his/her one year term by a three-fourths (3/4) vote of the full Committee if evidence is present that the best interests of OKSCAUG and the Association are not being served.

Section 6. The Committee shall be responsible for managing the affairs of OKSCAUG and for the promotion of OKSCAUG and the Association's mission and purpose. The Committee shall have the authority, by majority vote, to take such actions as are necessary for the conduct of OKSCAUG's affairs in accordance with these bylaws.

Section 7. Action taken by a postal mail, fax, electronic mail or telephone ballot of the Committee shall be a valid action of the Committee and shall be reported at the next regular meeting of the Board.

ARTICLE VII. Officers

Section 1. The Chair shall be a member of OKSCAUG. The Chair shall represent the entire membership and the best interests of OKSCAUG and the Association, be the official spokesperson for OKSCAUG (but may assign this authority), serve as the presiding officer of OKSCAUG, support and defend policies and programs adopted by the Committee and membership, be an ex-officio member of all committees of OKSCAUG except as otherwise provided, have additional duties that are not inconsistent with the Bylaws as may be assigned by the Committee, and appoint chairs of all committees. In the event the Chair is absent or unable to act, the Past Chair shall perform the duties and exercise the powers of the Chair. Individuals accepting nomination for Chair must have been an OKSCAUG member for at least two years and have previously served on the OKSCAUG board one year. The chair will be elected by the majority of the Committee members.

Section 2. In the event that the Chair shall be unable to serve, the Committee shall nominate a new Chair from the current Committee members. The new Chair shall take office immediately.

Section 3. The Past Chair shall serve on the Committee for the year immediately following his/her presidency, and shall have such duties as the Chair or the Committee may designate.

Section 4. The Secretary shall be a member of OKSCAUG and shall be nominated by the membership. The Secretary shall be the recording officer of OKSCAUG and the custodian of its records. The Secretary shall perform all such other functions and duties as appropriate and customary for the office of Secretary, and as the Committee shall prescribe. The Secretary shall attend all meetings and shall notify the Chair if unable to attend.

Section 5. The Conference Coordinator shall be a member of OKSCAUG and shall be nominated by the membership. The responsibilities of the Conference Coordinator shall include all the duties required to arrange the annual OKSCAUG conference that may occur during the term. The annual conference is the primary responsibility of the Conference Coordinator. All preparations and arrangements for this conference are the responsibility of the Conference Coordinator. The Conference Coordinator shall attend all meetings and shall notify the Chair if unable to attend. Conference Coordinator shall have served on the Committee for at least one year prior to nomination.

While the Conference Coordinator is in charge of arranging the conference, the coordinator does not have the authority to expend or collect funds for the organization without prior approval of the Committee and in coordination with the Treasurer. Immediately following the conference, the Conference Coordinator shall meet with the Committee to review the conference.

During that time the Committee will review the attendance, comments & suggestions, membership and financial burden of the conference. Upon acceptance of information requested by the Committee, the Committee will release the Conference Coordinator. The Conference Coordinator shall be required to attend meetings as needed and shall notify the Chair if unable to attend.

Section 6. The Assistant Conference Coordinator shall be a member of OKSCAUG and shall be nominated by the membership. The Assistant Conference Coordinator will assist the role of the current conference coordinator in all preparations and arrangements of the annual conference.

Section 7. The Publications Coordinator shall be a member of OKSCAUG and shall be nominated by the membership. The Publications Coordinator shall attend all meetings and shall notify the Chair if unable to attend. Duties include designing all flyers, hand outs, brochures and publications for OKSCAUG and other duties as deemed necessary by the Committee.

Section 8. The Vendor Coordinator shall be a member of OKSCAUG and shall be nominated by the membership. The Vendor Coordinator shall attend all meetings and shall notify the Chair if unable to attend. Duties include recruiting vendors for the Annual conference. This includes contacting, emailing and coordinating all activities associated with the vendor area of the annual conference and other duties as deemed necessary by the Committee.

Section 9. The User Group Meeting Coordinator shall be a member of OKSCAUG and shall be nominated by the membership. The User Group Meeting Coordinator shall attend all meetings and shall notify the Chair if unable to attend. Duties include coordinating at least two user group meetings during the year. This includes finding a location, organizing speakers and coordinating all other activities associated with the organization of the user group meetings and other duties as deemed necessary by the Committee.

Section 10. The Outreach Coordinator shall be a member of OKSCAUG and shall be nominated by the membership. The responsibilities of the Outreach Coordinator shall be to recruit volunteers for annual meetings, as well as develop and implement programs to add value to OKSCAUG. Adding value to OKSCAUG may include, but is not limited to, scholarship programs, conference enhancements, and additional benefits to SCAUG members. The Outreach Coordinator shall attend all meetings and shall notify the Chair if unable to attend.

Section 11. The Regional Representative(s) shall be a member of OKSCAUG and shall be an elected member of the Association's Board. The responsibilities of the Regional Representatives shall be to collectively represent the membership of the Association within OKSCAUG. The Regional Representative(s) will act as a liaison between the two organizations.

The Regional Representative(s) shall advise the executive committee of the Association on the requests and concerns of membership within OKSCAUG and shall deliver communications in any manner necessary to respond to OKSCAUG membership. The Regional Representative(s) shall provide additional services as requested by Committee. The Regional Representative(s) shall attend all meetings of the Committee and shall notify the Chair if unable to attend.

Section 12. The Treasurer duties will reside with the Treasurer of the Association. All accounting duties will be coordinated through that office.

Section 13. There shall be a description of responsibilities for each officer maintained at the offices of OKSCAUG, which shall be reviewed annually by the Committee and revised, as required.

Article VIII. Annual Meeting

Section 1. There shall be an Annual Business Meeting of OKSCAUG at a time and place to be determined by the Committee.

Article IX. Finances

Section 1. The fiscal year of OKSCAUG shall be set by the Committee.

Section 2. All officers and agents of OKSCAUG are responsible for the receipt, custody, and disbursement of funds and may be required to give bond for the faithful discharge of their duties in such sums and with such sureties as the Committee may determine.

Section 3. All checks, drafts, and other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of OKSCAUG shall be signed by the Chair or agents of OKSCAUG and sent to the Association's treasurer for processing.

ARTICLE X. Nominations

Section 1. OKSCAUG membership shall nominate candidates for vacant positions on the Committee.

Section 2. The Past President shall prepare a slate of nominees nominated from the membership for vacant Committee positions.

Section 3. The Past President and Committee members shall nominate a candidate for each position to be determined by the incoming Committee members.

Section 4. The Past President shall verify the eligibility of nominees as specified by OKSCAUG and shall determine that all nominees meet all requirements to serve.

ARTICLE XI. Referendum

Section 1. Except as otherwise required by law, upon petition of twenty (20) percent of the voting members in good standing, a request for an email vote of the members of OKSCAUG upon any matter may be addressed to the Committee. If the matter is not inconsistent with these Bylaws, the Committee shall present it to the membership for an email ballot. The ballot shall contain a statement of the arguments for and against the new provisions (if any). The issue will be decided by the majority of those voting.

ARTICLE XII. Publications

Section 1. The Association's newsletter or website (www.scaug.org) is the official communication to the membership.

Section 2. Any notice in the newsletter or website (www.scaug.org) shall be considered full notice to all members of OKSCAUG for any purpose.

ARTICLE XIII. Non-Increment

Section 1. OKSCAUG is not organized for profit, and no part of an income, revenue, or grant of or to OKSCAUG shall inure to the benefit of any member, officer or other private person, except as reasonable compensation for services rendered in furtherance of one or more of its purposes, or for necessary expenses actually incurred.

ARTICLE XIV. Indemnification

Section 1. OKSCAUG shall indemnify any person and his or her estate and personal representative against all liability and expense incurred by reason of the person being or having been a director, officer, or employee of OKSCAUG to the full extent and in any manner that such person may be indemnified under the Texas Nonprofit Incorporation Act as in effect at any time. OKSCAUG shall also indemnify any person who is serving or has served OKSCAUG as director, officer, employee, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any bylaw, resolution of the directors, contract, or otherwise, so long as such provision is legally permissible.

ARTICLE XV. Conflicts of Interest

Section 1. The officers and directors of OKSCAUG have a fiduciary relationship to OKSCAUG. This relationship requires that, in performance of their duties, they shall act in good faith, with undivided loyalty to OKSCAUG, and with the high degree of diligence, care, and skill that reasonably prudent persons would exercise in the conduct of their own affairs. This relationship further requires that the officers and directors of OKSCAUG may not take advantage of their position, or the knowledge gained from their position, for private gain or other personal advantage, either for themselves, their families, or anyone else with whom they have a direct or indirect personal or financial interest, to the detriment of OKSCAUG. Specifically, this fiduciary relationship requires the avoidance of conflicts of interest and the affirmative duty to reveal to the Committee conflicts of interest and apparent conflicts of interest that may exist through the disclosure of interests and activities such as the ownership, direct or indirect, of a financial or other interest in organizations supplying goods or services to OKSCAUG, or in organizations that provide services competitive with OKSCAUG; the performance of services to other organizations that do business with or are competitive with OKSCAUG; the receipt or acceptance of benefits from any organization doing, or seeking to do, business with OKSCAUG or with a competitor of OKSCAUG; or participation in or taking advantage of any business opportunity or activity that may be competitive with OKSCAUG.

Section 2. No contract or transaction entered into by OKSCAUG shall be rendered invalid by the fact that an officer or director of the OKSCAUG is personally interested in it or may have interests that are or might be adverse to the interests of OKSCAUG if, at the meeting of the Association Board making, authorizing or confirming such contract or transaction the interested officer or director discloses (or causes to be disclosed) his or her interest in such contract or transaction, refrains from affirmatively asserting his or her influence in speaking or voting for the adoption of such contract or transaction, and such contract or transaction is adopted or ratified by a majority of all of the directors who are not so interested after first determining in good faith that (1) such contract or transaction is in the best interests of OKSCAUG notwithstanding the adverse or potentially adverse interests of the interested officer or director and (2) that such

contract or transaction was not entered into solely because of the position of such interested officer or director with OKSCAUG.

ARTICLE XVI. Parliamentary Authority

Section 1. Robert's Rules of Order shall serve as the parliamentary reference to govern the proceedings for any or all matters of OKSCAUG, unless provided otherwise in OKSCAUG's documents or the law.

ARTICLE XVII. Policies and Procedures

Section 1. OKSCAUG shall adopt policies and procedures to govern its procedures, which shall not be in conflict with these Bylaws. Such rules may be adopted or repealed by a two-thirds vote of the Committee.

ARTICLE XVIII. Amendments

Section 1. The Bylaws of OKSCAUG may be amended, altered, or repealed by a majority vote of the Committee and approved based on vote by the Association's Board.

Section 2. Amendments of OKSCAUG's Bylaws may be proposed by the Committee or by petition signed by twenty (20) percent or more of the current members of OKSCAUG. Votes on proposed amendments postmarked within thirty (30) calendar days of the date electronically mailed will be counted under the supervision of the Chair. If passed by majority vote, the amendment shall go into effect immediately.

Section 3. Any amendments to OKSCAUG's Bylaws or Articles of Incorporation that affect the voting rights of its members, as well as the quorum requirements applicable to voting members, must be approved by those voting members affected by the proposed change. In such cases, an affirmative response by a majority of the applicable quorum shall constitute approval.

ARTICLE XIX. Appendix

Section 1. The regular annual membership fee is \$30.

Section 2. The special student annual membership fee is \$15. This rate is applicable to people who are enrolled in an accredited institution and are not working full-time in GIS or a related industry.

Section 3. Conference fees and membership fees for Committee members will be waived due to the workload of the members at the conference.