

1 **Code of Bylaws**
 2 **Interim Wisconsin Geographic Information Coordination Council**

3
 4 **Version 1.1**

5 December 17, 2008 (version 1.0)
 6 Modified September 8, 2010 (version 1.1)
 7
 8

9 **PREAMBLE**

10
 11 The Wisconsin Geographic Information Coordination Council offers a model for
 12 coordination that is inclusive, representative, and participatory. The overarching goal of
 13 this organization is to give all stakeholders within the geospatial community a voice in
 14 geospatial initiatives within the state.
 15

16 **Vision**

17 The Wisconsin Geographic Information Coordination Council is a sustainable,
 18 stakeholder-governed, statewide organization that provides leadership and direction for
 19 the cooperative development and use of geographic information and technologies.
 20

21 **Mission**

22 The Wisconsin Geographic Information Coordination Council facilitates the delivery of
 23 public services, encourages economic development, and helps protect the public and
 24 the environment by improving the quality, accessibility, utility, and value of geographic
 25 information and technologies.
 26

27 ***Article I. Identification***

28 Section 1.01 Name

29
 30 The name of this organization shall be the Wisconsin Geographic
 31 Information Coordination Council, hereafter referred to as WIGICC.
 32 The seventeen (17) member WIGICC leadership body is hereafter
 33 referred to as the Council. A Stakeholder Network, herein referred as
 34 the Network, will be a critical aspect for the success of WIGICC and
 35 will be open to all individuals and organizations with an interest in
 36 supporting the mission and objectives of WIGICC.

37 Section 1.02 Establishment

38
 39 WIGICC was established on an interim basis through a joint effort of
 40 the Wisconsin State Geographic Information Officer (GIO) and the
 41 Wisconsin Cartographer's Office (SCO), with the assistance and
 42 guidance from Wisconsin's geographic information stakeholder
 43 community and the support of the Wisconsin Department of

44 Administration. Exhibit A, containing a copy of the DOA Letter of
 45 Support for WIGICC, dated March 10, 2008, is hereto made part of
 46 these bylaws.
 47

48 Section 1.03 Organization

49
 50 WIGICC is organized as a quasi-governmental entity. It has no official
 51 governmental sanction or authority. It is created and sustained by a
 52 diverse community of individuals interested in creating, maintaining
 53 and using geographic information to assist in solving societal
 54 problems. WIGICC is neither created in state statute, nor by order of
 55 the Governor.

56

57 **Article II. Objectives**

58

59 The objectives of WIGICC shall be:

60 Section 2.01 To provide statewide leadership, guidance, and strategic and business
 61 planning in the management of statewide geographic information;

62 Section 2.02 To foster communication, cooperation and collaboration in matters
 63 related to geographic information among local, state, federal, tribal,
 64 non-profit, and private entities in the State of Wisconsin;

65 Section 2.03 To facilitate the equitable creation, access, sharing, and exchange of
 66 geographic information;

67 Section 2.04 To evaluate and promote geographic information standards, best
 68 practices, and policies;

69 Section 2.05 To identify potential funding to support and maintain geographic
 70 information; and,

71 Section 2.06 To advise and consult with decision makers on the appropriate use of
 72 geographic information to address critical societal issues.
 73

74 **Article III. Council**

75 Section 3.01 Council

76

77 WIGICC shall have a seventeen-person membership including 15
 78 voting members and 2 ex-officio positions. This leadership body is
 79 known as the Council.

80 Section 3.02 Council Responsibilities

81
82 The activities of WIGICC, and the direction of its work, shall be vested
83 in the Council. The Council shall oversee the routine business of
84 WIGICC. It shall amend the bylaws, establish and dissolve
85 committees, establish content, direction and location of meetings, and
86 communicate regularly with the stakeholder Network.

87 Section 3.03 Council Composition

88
89 The Council shall be comprised of representatives from the nine
90 WIGICC sectors. WIGICC participants are eligible to serve on the
91 Council if they are registered. The fifteen (15) voting members of the
92 council shall be comprised from the following: one member from cities,
93 towns and villages, two members from county government, one
94 member from a regional organization, three members from state
95 government, one member from the federal government, one member
96 from tribal government or tribal agency, two members from the private
97 businesses, two members from non-profit organizations, and two
98 members from universities, colleges and UW-Extension.

99
100 The Wisconsin Geographic Information Officer and the Wisconsin
101 State Cartographer shall serve as ex-officio members, and shall not
102 have voting rights on the Council.

103 Section 3.04 Council Membership

104 The initial slate of Council members was selected through a process
105 designed by an ad-hoc WIGICC working group led by the State
106 Cartographer, and was selected to serve two years. It is expected that
107 new membership to the council will be established by a voting
108 procedure established by the Network in accordance with voting rights
109 established in Section 6.

110

111 Section 3.05 Council Alternate

112
113 Council members may not designate an alternate to attend Council
114 meetings.

115 Section 3.06 Council Attendance

116
117 To retain Council membership eligibility, Council members shall attend
118 a majority of the scheduled meetings. The record of attendance will be
119 reported to and reviewed by the Chair regularly. Ineligible Council

120 Members may be removed, and new members will be chosen by the
121 relevant sector to replace them.

122 Section 3.07 Council Member Responsibilities

123
124 It is the responsibility of each Council member to accomplish the
125 following tasks during their term.

126 (a) Represent the views, requirements and issues of their relevant
127 sector to the Council and relay Council activities to the
128 members of the sector.

129 (b) Actively participate in outreach efforts of WIGICC. Members
130 may present programs during the WIGICC meetings, or other
131 official gatherings related to Board member's sector or they
132 may provide articles relevant to geographic information and
133 GIS activities in Wisconsin through official means of
134 communication used by WIGICC.

135 (c) Actively participate in WIGICC committees and work groups.

136 (d) Represent WIGICC within their sector and encourage others
137 from within their sector to become WIGICC participants.

138 Section 3.08 Council Vacancy

139
140 If a vacancy in the council should occur due to death, resignation,
141 removal or otherwise, the selection of replacement members during
142 the Council interim period shall follow the procedures described in
143 Article VII.

144

145 Section 3.09 Council Resignation

146
147 Any Council member may resign at any time by giving written notice of
148 such resignation to the Council, the Chair or the Secretary of WIGICC.
149 A resignation is effective upon delivery unless the notice specifies a
150 later effective date. The acceptance of a resignation shall not be
151 necessary to make it effective.

152

153 Section 3.10 Obligations and Expenses of Council Membership

154
155 All obligations and expenses for participation in WIGICC shall be the
156 responsibility of the participants.

157

158 Section 3.11 Duties of the Chair

159

160 The council shall elect the Chair annually at the final meeting of the
 161 calendar year. The Chair shall preside at all meetings of the Council
 162 and shall be responsible for the implementation of the Council's
 163 decisions. The Chair shall serve in the capacity of providing guidance,
 164 according to Council decisions, to the Wisconsin Geographic
 165 Information Officer, and others that the Council shall deem appropriate.

166

167 The Chair and Vice-Chair are authorized to represent WIGICC with
 168 other organizations, or may appoint in writing, including E-mail
 169 notification, a person to do so on their behalf.

170

171 Section 3.12 Duties of the Vice-Chair

172

173 The Council shall elect the Vice-Chair annually at the final meeting of
 174 the calendar year. The Vice-Chair will assist the Chair in the discharge
 175 of the Chair's duties as requested and, in the absence or inability of the
 176 Chair to act, shall perform the Chair's duties

177

178 Section 3.13 Duties of the Secretary

179

180 The Council shall elect the Secretary annually at the final meeting of
 181 the calendar year. The Secretary shall be responsible for reviewing
 182 Council notes and actions to assure they are recorded and reported
 183 properly, and will recommend their adoption by the Council. The
 184 Secretary will work with the administrative support personnel to
 185 arrange for resources as needed.

186 **Article IV. Committees**

187 Section 4.01 Authorization

188 Section 4.02 The Council may form and dissolve committees as needed to conduct
 189 its business and meet its goals.

190 Section 4.03 Committee Meetings

191

192 Committees shall meet, discuss, study, and/or resolve assigned
 193 issues, as needed, to carry out the objectives of WIGICC. Committees
 194 shall meet as required to accomplish tasks designated by the Council
 195 and these bylaws as relevant to WIGICC. Committees may meet in
 196 any ways convenient and economical.

197

198 Section 4.04 Committee Chairpersons

199
200 Committees shall appoint a Chair to lead the activities and be
201 responsible for assuring committee goals are met. The Chair does not
202 need to be a WIGICC Member, but registration with the Network is
203 required. The Chair shall assure that the committee has the
204 appropriate representation to address relevant issues and will report
205 progress to the Council.

206
207 All Committees shall keep a record of all proceedings. The Committee
208 Chair shall provide a copy of the proceedings for distribution to the
209 Council at its scheduled meetings. The Committees shall maintain a
210 list of the committee members.

211 Section 4.05 Committee Reports

212
213 The Committee Chair shall act as a spokesperson representing the
214 Committee before WIGICC and be available for updates on the
215 committee's activities. An alternate spokesperson may be appointed
216 by the Committee Chair.

217

218 **Article V. Meetings**

219 Section 5.01 Council Meetings

220
221 Meetings of the Council shall be held at least quarterly. The date and
222 time of the quarterly meetings shall be made available one month in
223 advance. The location, agenda, and remote video or teleconferencing
224 sites if applicable will be made available at least seven days prior to
225 the meeting. Minutes of all meetings shall be made available to
226 WIGICC members via an official form of communication

227
228 Once each year a quarterly meeting shall be convened as a face-to-
229 face meeting; electronic conferencing measures shall be available
230 upon request only. Meetings are open to all members of WIGICC, and
231 to the public.

232	Section 5.02	Notice of Meetings
233		Notice of all meetings of the Council, except as herein otherwise
234		provided, shall be given by mailing the same or by telephone, e-mail,
235		posting to the WIGICC Website, or delivering personally the same at
236		least two (2) days before the meeting to the usual business or
237		residence address of the Council member as shown upon the records
238		of WGICC.
239	Section 5.03	Special Meetings
240		
241		Additional meetings of the Council may be called by the Chair, and
242		shall be called by order thereof upon the written request to the chair of
243		at least one-third of the voting Council members, with at least a twenty-
244		four hour notice, to discuss and take action on critical issues. The
245		request shall set forth the business to be conducted at such meeting.
246	Section 5.04	Quorum and Voting
247		
248		A quorum of the Council at any annual, regular or special meeting of
249		the Council shall be a majority of the duly qualified voting members of
250		the Council then occupying office. The approval of a simple majority
251		(8) of Council members shall be required for a motion to pass as an act
252		of the Council.
253	Section 5.05	Order of Business
254		
255		The order of business at any regular or special meeting of the
256		members of the Council shall be:
257		
258		1. Reading and approval of any unapproved minutes
259		2. public comment
260		3. Reports of officers, committees, and working groups.
261		4. Unfinished business.
262		5. New business.
263		6. Adjournment.
264	Section 5.06	Action Without Meeting
265		The Council or any committee may take an action without a formal
266		meeting if there is unanimous consent among the relevant
267		membership. Notice of the action and unanimous consent must be
268		documented and provided to the Council and relevant committee as
269		soon as is practical.
270	Section 5.07	Procedure
271		

272 The Chair may conduct meetings in an informal manner, but Robert's
 273 Rules of Order (*Revised*) shall be used to resolve any procedural
 274 questions.
 275

276 **Article VI. Network Participation**

277 Section 6.01 Qualification for Participation

278 Participation in the Network shall be open to all individuals with
 279 knowledge and/or interest in the field of geographic information and its
 280 related issues within the state of Wisconsin.

281 Section 6.02 Voting Rights

282
 283 Registered participants with the Network shall have the right to vote on
 284 nominations for the Council and any other measures that are
 285 presented by the Communities of Practice.

286 Section 6.03 Sector Affiliation

287
 288 Registered members must select a sector affiliation. Only members of
 289 a sector will be allowed to vote for the Council representative of that
 290 sector. If sector affiliation is not declared and officially recorded with
 291 WIGICC, voting privileges shall not be conveyed to the member. Any
 292 registered WIGICC Network member with a sector affiliation is qualified
 293 to serve on the Council as a representative of that sector. Employment
 294 status, Wisconsin residency, and affiliation with other associations or
 295 councils are not requirements for membership on WIGICC or election
 296 to the Council. There are nine sector categories:

- 297 (a) Cities, Towns and Villages
- 298 (b) County Government
- 299 (c) State Government
- 300 (d) Regional Organization
- 301 (e) Federal Government
- 302 (f) Tribal Government or Tribal Agencies
- 303 (g) Private Sector
- 304 (h) Non-Profit Organization
- 305 (i) Universities, Colleges, and UW-Extension

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A member may change sectors in a manner and form determined by the Council.

312 Section 6.04 Obligations and Expenses of Network Membership

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All obligations and expenses for participation in the WIGICC network shall be the responsibility of the participants.

317 Section 6.05 Termination of Participation

318 Participants may withdraw from the Network at any time upon giving
319 notice thereof to the WIGICC Council.
320

321 **Article VII. Nominations and Elections**

322 Section 7.01 Council Member Nominations

323
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325

The Council membership nomination process shall follow the procedures outlined in Sections 7.06-7.08.

326 Section 7.02 Council Member Terms

327
328

Council members shall serve a term of two years

- 329 Section 7.03 Council Officers and Agents
330
331 Elected Officers of WIGICC shall consist of a Chair, Vice-Chair, a
332 Secretary, and such other officers as the Council may, by resolution,
333 designate from time to time. A person may not hold more than one
334 office at a time.
335
- 336 Section 7.04 Election Procedures, Term of Office and Qualification
337
338 Elections will be held at the final meeting of the calendar year. Elected
339 officers shall be nominated from the Council membership and elected
340 by the voting Council members via a secret ballot.
341
342 The ex-officio members shall tally the results of the elections, notify the
343 appointed individuals, announce the results to WIGICC, and post via
344 an official form of communication(s) of WIGICC. A plurality or simple
345 majority of those voting shall determine the outcome of the elections.
346 In case of a tie-vote, a run-off election between the top two vote-
347 getters shall be held immediately.
- 348 Section 7.05 Officer Vacancy
349
350 In the event an office of the Council becomes vacant, the Council shall
351 elect a person to fill such vacancy, and the person so elected shall
352 hold office and serve until the term is completed.
- 353 Section 7.06 Timing for Selecting New Council Members
354
355 The process to select a new Council member shall begin three months
356 before the end of the outgoing Council member's term. In the event of
357 a Council vacancy (by death, resignation, removal or otherwise) the
358 selection process shall begin as quickly as is practical.
- 359 Section 7.07 Nominations of New Council Members
360
361 The Council shall designate a Council member from the sector where
362 there is a vacancy as nominations coordinator. If there is no existing
363 Council member from the sector, a Council member from a different
364 sector shall be designated as the nominations coordinator. One ex
365 officio member of the Council shall also be designated to assist the
366 nominations coordinator. The nominations coordinator and ex officio
367 member shall communicate by email to all registered WIGICC Network
368 members belonging to the sector, and to other organizations and
369 individuals as deemed appropriate, to call for nominations. The
370 nomination period shall be open for four weeks.

- 371 Section 7.08 Nomination Submission for New Council Members
372
373 Only registered members of the sector with the vacancy may submit
374 nominations. A member may submit more than one nominee. Self-
375 nomination is acceptable. A nominee must be registered in the sector
376 in order to be nominated. The nominations coordinator and ex officio
377 member shall verify that nominees are willing to place their names into
378 the election process, and that they are registered members in the
379 sector. The names of all resulting nominees shall be posted to the
380 WIGICC website on a page that is viewable only by members of the
381 sector with the vacancy, and by current Council members. If a
382 nomination cannot be found, the Council shall seek and approve
383 nominations.
- 384 Section 7.09 Voting for New Council Members
385
386 At the end of the four-week nomination period, the nominations
387 coordinator and ex officio member shall communicate by email to all
388 registered WIGICC Network members belonging to the sector, to call
389 for votes. Votes shall be conducted electronically on the WIGICC
390 website. Only registered members of the sector may vote. Members
391 may vote for only one candidate. Voting shall be open for two weeks.
- 392 Section 7.10 Appointment of New Council Members
393
394 The nominations coordinator and ex officio member shall tally the
395 results of the election. The candidate receiving the most votes shall fill
396 the vacant position, pending acceptance. If the candidate declines, the
397 candidate with the second-highest number of votes shall be selected.
398 The process shall repeat if necessary until the position is filled. In the
399 case of a tie, a run-off election between the two tied candidates shall
400 be held. If no votes are cast, voting shall be carried out by the Council.
- 401 Section 7.11 Timing for Appointing New Council Members
402
403 The elected Council member shall fill the Council position either
404 immediately (in the case of Council vacancy) or when the outgoing
405 member's term expires.
- 406 Section 7.12 Responsibilities
407
408 It is the responsibility of the Council to ensure that nomination and
409 voting follow these established procedures and that the process is fair,
410 consistent, timely, efficiently, and transparent.

411 Section 7.13 Removal of a Council Member

412
 413 A resolution shall be filed with the Secretary providing for the removal
 414 of a member, stating the reasons or grounds for removal. A copy of the
 415 resolution shall be forwarded by the Secretary to the member sought to
 416 be removed and the resolution shall be placed on the agenda of the
 417 Council. Any person sought to be removed, or their designated
 418 representative, may address the Council prior to a vote on the
 419 resolution removing them from the position. In the event a person
 420 sought to be removed resigns from the position prior to a vote on the
 421 resolution, no vote shall be taken on the resolution. All votes on
 422 resolutions removing any person shall be by secret ballot and
 423 tabulated and reported by the ex officio members.

424 ***Article VIII. Administration and Staff***

425 Section 8.01 Administrative Support

426
 427 The Ex-officio offices shall provide administrative coordination and
 428 support to the Council and its officers.
 429

430 Section 8.02 Administrative Responsibilities:

- 431
 432 1. Keep the official current and complete books and records of the
 433 decision, members, actions and obligations of the Council. Any
 434 member of the Council may inspect all books and records for
 435 good purposes, at a reasonable time and location;
 436 2. Provide a note taker for all meetings of the Council.
 437 3. Act in cooperation with the Council Chair to coordinate meeting
 438 notices and locations;
 439 4. Act in cooperation with the Council Secretary to record the
 440 names and address of members of the Council and the
 441 Network;
 442 5. Act as an advisor and aid the Council and its committees in the
 443 completion of their appointed tasks;
 444 6. Coordinate and provide an Annual Report of WIGICC at the end
 445 of the fourth quarter of the calendar year. The WIGICC
 446 Coordinator also may be asked by the Council to provide other
 447 periodic reports deemed appropriate.

448 Section 8.03 Forms of Communication

449 WIGICC will use any means of communication, including electronic
 450 communication, for any communication required.
 451

452 WIGICC meetings may be held using teleconferencing,
 453 videoconferencing, or other communication technologies to facilitate an
 454 official meeting.
 455

456 **Article IX. Amendments of Bylaws**

457 Section 9.01 Amendments

458
 459 The Council has the power to repeal or amend these bylaws and to
 460 adopt additional bylaws. Bylaw amendments may be executed at any
 461 meeting of WIGICC, provided that notice, at least fifteen days in
 462 advance prior to the meeting, has first been given to WIGICC with a full
 463 description of issue(s) to be discussed and amended. Amendments to
 464 these bylaws may be made by a 2/3 affirmative vote of all Council
 465 members.
 466

467 **Article X. Miscellaneous Provisions**

468 Section 10.01 Indemnification

469
 470 WIGICC may, by resolution of the Council, provide indemnification by
 471 WIGICC of any and all of its Council members or officers or former
 472 Council members or officers against expenses actually and necessarily
 473 incurred by them in connection with the defense of any action, suit, or
 474 proceeding, in which they or any of them are made parties, or a party,
 475 by reason of having been a Council member or officer of WIGICC,
 476 except in relation to matters as to which such Council member or
 477 officer shall be adjudged in such action, suit, or proceeding to be liable
 478 for negligence or misconduct in the performance of duty and to such
 479 matters as shall be settled by agreement predicted on the existence of
 480 such liability for negligence or misconduct.

481 Section 10.02 Non-Liability

482
 483 No Council member, officer, General Member, employee or other
 484 volunteer of WIGICC is liable for WIGICC's debts or obligations and a
 485 Council Member, officer, General Member, employee, or other
 486 volunteer is not personally liable in that capacity, for a claim based
 487 upon an act or omission of the person performed in the discharge of
 488 the person's duties, except for a breach of the duty of loyalty to
 489 WIGICC, for acts or omissions not in good faith or which involve
 490 intentional misconduct or knowing violation of the law, or for a
 491 transaction from which the person derives an improper personal
 492 benefit. If this limitation of liability is too broad, then the above

493 provision shall be enforced to the fullest extent as provided by law. The
494 Council, officers, employees, members, and other volunteers of
495 WIGICC have agreed to serve in their respective capacities in reliance
496 upon the provisions of this Article.
497

498 **Article XI. Dissolution**

499 Section 11.01 Action of Dissolution

500
501 In the event WIGICC is dissolved, the WIGICC Officers and Ex-officio
502 members will be responsible for archiving the books and records of
503 WIGICC to assure future public access.
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Exhibit A



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March 10, 2008

To: WIGICC Working Group
Ted Koch, Chair and Members

From: Curtis Pulford, State Geographic Information Officer, WIDOA

Re: The WI Geographic Information Coordination Council (WIGICC)

Cc: Oskar Anderson, Division of Enterprise Technology, WIDOA
Harald (Jordy) Jordahl, Division of Intergovernmental Relations, WIDOA
Mike Friis, Resource Policy Team Leader, WIDOA

The Department of Administration (DOA) has a long history facilitating coordination activities for Wisconsin's geographic information system (GIS) stakeholders. It is within this sphere of support that DOA initiated and obtained the two grant funding efforts leading to a Proposal for a Wisconsin Geographic Information Coordination Council.

In DOA's Divisions of Enterprise Technology and Intergovernmental Relations we are acutely aware of, and actively involved in working towards, the benefits obtained from effective utilization of GIS technologies.

It is the goal of DOA to deliver GIS services to benefit Wisconsin's GIS stakeholder community. We strongly support the idea of bringing people together to identify priorities, to seek opportunities to work together and better coordinate activities.

We would like to offer encouragement and support for the proposed Interim Council. Contained in the Proposal are two key concepts which DOA strongly believes will lead to future successes:

- An Informal Start-up (Interim Council) – This will provide the Council an opportunity to gain experience as it finds its role of examining issues from this new perspective.
- A Planned/Scheduled Reevaluation (after two years) – This will present the Council an opportunity to be responsive and not static if its initial structure is found to be ineffective.

While we support the concepts and intent as described in the Proposal, we must also caution against overreaching the stated intentions. The Council must focus on collaborative and coordination efforts, not governance. If there is a push to create a governance type body, from the start we will have problems of accountability and authority. This group will work best with broad participation – state, local, federal, tribal, and private.

We want to make sure that DOA and other state agencies can work effectively with this group and better leverage all of our efforts

DOA looks forward to working with the State Cartographers Office and all the stakeholders in the development of the Council.

Wisconsin.gov