

**North Carolina Local Government  
Information Systems Association, Inc.  
BY-LAWS**

DRAFT: April 12, 2019

**ARTICLE I. NAME**

Section 1. Name: The name of this organization shall be the North Carolina Local Government Information Systems Association, henceforth referred to as NCLGISA in these By-Laws.

**ARTICLE II. NATIONAL AFFILIATION**

Section 1. Memorandum of Agreement: NCLGISA may maintain an affiliation with GMIS-International (gmis.org) in accordance with the Memorandum of Agreement adopted by both parties 17 April 2015.

Section 2. Purpose: The purpose is to maintain a mutually beneficial relationship while fostering knowledge sharing in the information technology field with other members.

**ARTICLE III. PURPOSE**

Section 1. NCLGISA is an Information Technology organization consisting of members as defined in Article VII dedicated to the cooperation, mutual assistance, professional development 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 entities.

**ARTICLE IV. GOALS**

Section 1. To foster a unified effort among our membership to integrate and disseminate their respective research and design efforts in the area of information technologies.

Section 2. To promote standard information technologies which can be shared and/or transferred among all participants.

Section 3. Through cooperation, share systems applications and information to further cost effectiveness in members' organizations.

Section 4. To present a unified voice as a cooperative organization to suppliers of hardware, software and related information technologies, systems, and services.

Section 5. To provide a group of qualified professionals who are capable of advising, lending credence or assisting governmental entities in matters concerning information technologies, policies and procedures, systems, and services.

Section 6. To foster the exchange of ideas among governmental entities in the area of information technologies.

Section 7. To work for the benefit of all governmental entities and their information technology professionals, and to be representative of them should the need exist.

## **ARTICLE V. FISCAL PROCEDURE**

Section 1. Fiscal Year: The fiscal year shall be July 1 thru June 30.

Section 2. Funds: The Treasurer shall manage the funds of the organization within policies established by the Board of Directors.

Section 3. Audit: Requires an annual audit to be submitted to the Board of Directors.

## **ARTICLE VI. FEES**

Section 1. Membership Fee: Local dues for the Agency Members, if any, shall be established by the NCLGISA Board of Directors for the purpose of addressing any additional expenses for local operations.

Section 2. Conference Fees: Registration, sponsorship and exhibition fees will be established prior to each NCLGISA conference by the Board of Directors.

Section 3. Purpose of Funds Collected:

- a. To cover costs of collecting and disseminating information contributed and desired by members.
- b. To cover reasonable organizational expenses in carrying out the mandates of the membership.
- c. To cover costs of publishing and distributing correspondence as required in the conduct of the organization.
- d. To cover all costs incurred to promote and provide educational conferences.
- e. To provide scholarships.
- f. Reimbursement for travel expenses as defined in the travel expenses policy incurred by the Board of Directors and committee chairs while executing the duties of the position held including conference planning trips but not for expenses normally incurred for attendance to the conferences. Additional considerations may be made upon approval of the Board of Directors.

Section 4. Funds will not be used for the personal benefit of any member.

## **ARTICLE VII. MEMBERSHIP**

Section 1. The Regular Membership shall be comprised of an employee of any local or regional governmental department within the State of North Carolina responsible for the implementation and/or support of information technology as part of their job duties.

- a. Municipalities (and all units, boards, commissions subordinate to the legislative body within)
- b. Counties (and all units, boards, commissions subordinate to the legislative body within)
- c. Public K-12 Schools
- d. Regional Agencies such as Regional Libraries, Council of Governments, etc.
- e. Other local authorities as defined in G.S. 159-7, subject to application review by the Board of Directors

Section 2. An Associate Member shall be comprised of an employee of any State or Federal entity within the State of North Carolina responsible for the implementation and/or support of information technology as part of their job duties.

- a. All branches of State government, including but not limited to:
  1. The State Legislative Branch
  2. The State Judicial Branch
  3. Departments, Boards, Commissions, and Individuals
- b. Federal Agencies that have physical offices located within North Carolina.
- c. State education entities:
  1. State Universities
  2. Community Colleges
  3. Technical Colleges
- d. Alumni of the UNC Chapel Hill School of Government's Center for Public Technology's Certified Government Chief Information Officer program actively employed by qualifying entity as defined above within the United States.

Section 3. Member Emeritus:

- a. Membership bestowed upon an individual who has distinguished himself/herself through service to NCLGISA and retired as a current member.
- b. Recommendation for this membership may be received from a current member.
- c. Nominations for Member Emeritus shall be approved by the Board of Directors upon recommendation from the Membership Committee.
- d. A Member Emeritus has honorary status only and will be invited to attend conferences but has no voting rights and no access to the listserv or other member resources.
- e. A Member Emeritus is entitled to attend conferences at their own expense with exception to the first conference after their retirement in which NCLGISA will fund the travel and conference tuition.

Section 4. Application for membership shall be submitted to the NCLGISA membership committee chairperson or designee indicating that the applicant meets the test of Article VII, Section 1 or 2.

Section 5. Any member whose application has been approved by the NCLGISA membership committee chairperson or designee shall be designated as a Regular or Associate member of NCLGISA in good standing. Regular Members possess voting rights. Associate Members do not possess voting rights.

Section 6. Termination of Membership: Membership in NCLGISA may be terminated for cause by the Board of Directors. Sufficient cause for such termination shall be violation of these By-Laws, code of ethics, agreements, rules and practices properly adopted by the organization. Termination shall be only by a sixty-six and two thirds (66-2/3%) vote of the Board of Directors.

## **ARTICLE VIII. OFFICERS AND DIRECTORS**

Section 1. The governing body of NCLGISA shall be a Board of Directors comprised of Regular Members in good standing.

- a. The President, who shall be the immediate past President-Elect
- b. The Past President, who shall be the immediate past President
- c. The President-Elect, who shall be elected
- d. The Secretary, who shall be elected
- e. The Treasurer, who shall be elected
- f. Five Directors (Professional Development, Conference, Membership, K-12, and Communications Committee Chairs), who shall be appointed by the President with approval of the Board of Directors.
- g. Other members may be asked by the Board of Directors to regularly attend the Board meetings but will not have authority to vote on matters requiring the vote of the Board of Directors. Examples of other regular attendees may include but are not limited to representative of the office of the State CIO, other committee chair persons and other ad-hoc committee chair persons.

Section 2. The officers and directors shall serve for a period of one year or until their duly qualified successors are appointed or elected.

Section 3. In the event of a vacancy in the Board of Directors, the remaining members of the Board of Directors shall assume the responsibility or appoint someone for the balance of the unexpired term.

Section 4. A majority of the members of the Board of Directors shall constitute a quorum to do business.

Section 5. Election of Officers:

- a. Election of the President-Elect shall be conducted at the regular Fall Conference, and will hold office for one year. The President-Elect will automatically become President the following year. The President will automatically become the Past-President the following year.

- b. Election of the Secretary and Treasurer shall be conducted at the regular Fall Conference, and will hold office for one year.
- c. Officers elected will be: President-Elect, Secretary and Treasurer. The Secretary and Treasurer may be re-elected.

Section 6. The Executive Board shall consist of officers: Past-President, President, President-Elect, Secretary and Treasurer. Should a split vote occur on a given action, a majority vote of the Executive Board shall prevail.

Section 7. Duties of Officers:

- a. Responsibilities of the President shall be, but not limited to:
  1. Schedule, organize and conduct all meetings.
  2. Serve as spokesperson for NCLGISA.
  3. Serve as the official contact for NCLGISA or may appoint a designee.
  4. Serve as the Nominating Committee chair.
  5. Appoint special committees as required.
  6. Appoint Committee Chair persons with the majority approval given by the Board of Directors.
  7. Shall have signing authority for all contracts, letters, and documents pertaining to the business of the organization or appoint a designee as needed.
- b. Responsibilities of the President-Elect shall be, but not limited to:
  1. Assume the responsibilities of the President in his/her absence.
  2. Serve on the Nominating Committee.
  3. Perform such functions as are assigned by the President.
- c. Responsibilities of the Past President shall be, but not limited to:
  1. Assume the responsibilities of the President in the absence of the President and President-Elect.
  2. Perform such functions as assigned by the President.
- d. Responsibilities of the Secretary shall be, but not limited to:
  1. Keep minutes of meetings
  2. Receive and distribute contributed materials as required.
  3. Maintain the official copy of the By-Laws and record of all approved changes.
  4. Prepare and submit a letter to GMIS International in January of each year, containing a list of NCLGISA board members as required by of the Memorandum of Agreement.
  5. Serve on the Nominating Committee.
  6. Perform such functions as assigned by the President.
- e. Responsibilities of the Treasurer shall be, but not limited to:
  1. Usual and customary duties of a Treasurer.
  2. Keep and maintain financial records.
  3. Provide financial records to Board of Directors and Audit Committee as required.
  4. Receive and distribute contributed materials as required.
  5. Prepare and present annual budget to membership for approval.
  6. Present financial statement to membership yearly.
  7. Prepare and submit in a timely manner the organization's annual tax returns.
  8. Serve on the Nominating Committee.

9. Perform such functions as assigned by the President.
- f. Responsibilities of the Directors shall be, but not limited to:
  1. Serve as chair of said committee.
  2. Perform duties assigned to committee.
  3. Perform such functions as assigned by the President.

## **ARTICLE IX. STANDING COMMITTEES**

### Section 1. Professional Development Committee:

- a. Responsibilities of this committee shall be:
  1. To provide, develop, negotiate or facilitate training opportunities for members with the goal of enhancing their knowledge.
  2. To work with the UNC Chapel Hill School of Government's Center for Public Technology to develop educational opportunities.
  3. To perform other functions as assigned by the President.
- b. The committee shall be comprised of volunteers from the membership as recommended by the committee chair and approved by the Board of Directors annually.

### Section 2. Conference Committee:

- a. Responsibilities of this committee shall be:
  1. Coordination and development of all aspects associated with a conference.
  2. To develop and maintain business partner relations.
  3. To encourage business partner participation in conferences.
  4. Perform other functions as assigned by the President.
- b. The committee shall be comprised of volunteers from the membership as recommended by the committee chair and approved by the Board of Directors annually.

### Section 3. Membership Committee:

- a. Responsibilities of this Committee shall be:
  1. To seek and encourage the membership of all eligible government entities which are in accord with the goals of the organization.
  2. To encourage members to carry on a continuing program of public relation for the organization and its goals.
  3. Coordinate scholarship programs as approved by the Board of Directors.
  4. Solicit recommendations for James S. Cooper Award and coordinate the selection of the recipients with the Membership Committee members for approval by the Board of Directors.
  5. Solicit recommendations for Member Emeritus and coordinate the selection of the grantees for approval by the Board of Directors.
  6. Maintain and keep all membership records of NCLGISA.
  7. Committee Chair will administer professional recognition award programs as defined and approved by the Board of Directors.
  8. Consider applications for membership as defined in Article VII.
  9. Perform other functions as assigned by the President.

- b. The committee shall be comprised of volunteers from the regular membership as recommended by the committee chair and approved by the Board of Directors annually.

Section 4. Communications Committee:

- a. Responsibilities of the committee shall be:
  - 1. Using a variety of mediums (print, digital, face to face, online platforms, social media, etc.) efficiently market and communicate the purpose, goals, and services of NCLGISA.
  - 2. Coordinate the implementation and utilization of various software and internet based platforms used in the delivery of services and information to the membership, business partners and the public relating to the functions of the organization.
  - 3. Perform other functions as assigned by the President.
- b. The committee shall be comprised of volunteers from the membership as recommended by the committee chair and approved by the Board of Directors annually.

Section 5. K-12 Committee:

- a. Responsibilities of the committee shall be:
  - 1. To facilitate the participation in NCLGISA of information technology support personnel from the multiple divisions of the statewide K-12 educational organizations.
  - 2. Perform other functions as assigned by the President.
- b. The committee shall be comprised of volunteers from the regular membership as recommended by the committee chair and approved by the Board of Directors annually. The chair person shall be employed within the K-12 school system in an information technology support role.

Section 6. Audit Committee:

- a. Responsibilities of the committee shall be:
  - 1. To conduct an annual audit of the accounting records of this organization at the close of each fiscal year, and to present a report thereon to the incoming Board of Directors.
  - 2. To conduct special audits of the NCLGISA accounts as may be required by the Board of Directors.
  - 3. Perform other functions as assigned by the President.
- b. The President shall appoint the Audit Committee annually. Members of the Audit Committee shall not be representatives of any agency represented on the Board of Directors. The Committee shall be a minimum of three people. There shall be no chairperson of the Audit Committee. Membership is for the period required to accomplish assigned purpose.

Section 7. Other committees may be appointed by the President to accomplish the general purposes or special projects of the organization.

Section 8. Membership on committees shall be limited to twelve (12) members unless otherwise approved by the Board of Directors based on a specific requirement.

## **ARTICLE X. CONFERENCES AND MEETINGS**

Section 1. Regular Conferences: Regular conference(s) shall be held each membership year for the entire organization. A time and place for the next meeting, as determined by the NCLGISA Board of Directors, shall be announced to the membership attending a regular meeting, and shall be included in information sent to all members.

Section 2. Special Meeting(s): The President, with the approval of the Board of Directors, may call special meetings to consider an item of special interest or time limited.

Section 3. Voting:

- a. Unless otherwise provided in these By-Laws, voting shall be based upon a simple majority of the votes cast of regular members in attendance.
- b. Only Regular Members shall be eligible to vote as provided herein.
- c. No more than one vote will be cast by each eligible voter on all issues; proxy ballots will not be accepted.
- d. Secret balloting may be used at the sole discretion of the Executive Board.

Section 4. Nothing in these By-Laws shall prevent the NCLGISA Board of Directors from inviting interested persons or organizations, including vendors, consultants, or service organizations, who are not members, to participate as observers at meetings, participate in meeting sessions, or in other appropriate capacities as the Board of Directors may see fit.

## **ARTICLE XI. LIMITATION OF LIABILITY**

Nothing herein shall constitute members as partners for any purpose. No member or officer of NCLGISA shall be liable for the acts or failures to act on the part of any other member, and no officer shall be liable for his acts or failures to act under By-Laws, excepting only acts or omissions to act arising out of his/her willful misfeasance.

## **ARTICLE XII. PARLIAMENTARY AUTHORITY**

Section 1. All meetings of the duly constituted bodies of this organization shall be governed by the rules of order as prescribed in "Roberts Rules of Order Revised", provided the same are not superseded by these By-Laws and are applicable.

Section 2. Suspension of By-Laws: The By-Laws may be temporarily suspended by the affirmative vote of sixty-six and two-thirds percent (66-2/3%) of Regular Members in attendance at any regular business meeting or special meeting of the organization.

Section 3. Interpretation of the By-Laws: The Executive Board shall be the authority for the interpretation of these By-Laws.

## **ARTICLE XIII. DISSOLUTION**

Section 1. The organization shall use its funds only to accomplish the purposes and goals specified in these By-Laws. On dissolution of NCLGISA, any funds remaining shall be distributed in the following manner and sequence.

- a. Outstanding accounts payable shall be paid in whatever sequence designated by the Board of Directors.
- b. Restricted funds (e.g. Federal funds) shall be disseminated in accordance with procedures and restrictions accepted with the funds.
- c. Remaining funds shall be used to pay expenses related to the dissolution of the organization.

Section 2. Tangible Property: Any tangible properties of the organization shall be dispensed under the supervision of the Board of Directors in whatever manner it deems 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 Board of Directors shall conduct the dissolution process.

Section 5. The Board of Directors shall submit a report of the dissolution process and distribution of funds and tangible properties to all members in good standing, to any other agency with legal interest in the funds and properties disposed.

## **ARTICLE XIV. AMENDMENTS**

Section 1. Proposals

- a. Amendments to these By-Laws may be proposed by:
  1. The By-Laws committee which will be an ad-hoc committee consisting of the President and three appointees from the regular membership as approved by the Executive Board. Members will be convened for the duration for completing the task at hand.
  2. A request signed by five or more regular members in good standing.
  3. The unanimous mandate of regular members in attendance at a regular or special meeting of the organization.
- b. Amendments shall be proposed in writing and submitted to the Board of Directors.
- c. The Board of Directors shall authorize the Secretary to submit proposed at least Thirty (30) days prior to the date on which the votes are to be cast.

Section 2. Voting:

- a. The balloting on a proposed amendment to these By-Laws shall be conducted at the next business meeting.
- b. An affirmative vote of sixty-six and two thirds (66-2/3%) of the regular members casting ballots shall be required for the adoption of any amendment to these By-Laws.

# **ADDENDUM A - CODE OF ETHICS**

The North Carolina Local Government Information Systems Association (NCLGISA) is a non-profit collective of public sector information technology professionals who seek to enhance and promote the strategic investment in and professional management of governmental technology resources by identifying, developing and advancing technology initiatives, strategies, and policies to serve the public good.

To further these objectives, this code of ethics is set forth to enhance the performance of all persons engaged in public sector technology.

## **I. PERSONAL STANDARDS**

Government information technology professionals shall demonstrate and be dedicated to the highest standards of honor and integrity in all public and personal relationships in order to ensure the respect, trust and confidence of public officials, public employees, and citizens.

## **II. RESPONSIBILITY AS PUBLIC OFFICIALS**

Government information technology professionals shall recognize and be accountable for their responsibilities as officials in the public sector.

1. They shall be sensitive and responsive to the rights of the public and its changing needs.
2. They shall strive to provide the highest quality of performance.
3. They shall uphold all legislation and regulations governing their actions and report violations of the law to the appropriate authorities.

## **III. PROFESSIONAL DEVELOPMENT**

Government information technology professionals shall promote excellence in public service and shall be responsible for maintaining their own professional competence, for enhancing the competence and skills of their peers, and for providing encouragement and advice to those seeking to enter the field of public sector technology. In addition, they shall abide by approved professional practices and recommended standards.

## **IV. PROFESSIONAL INTEGRITY-INFORMATION**

Government information technology professionals shall demonstrate professional integrity in the issuance and management of information.

1. They shall respect and protect privileged and confidential information to which they have access by virtue of their office.
2. They shall be sensitive and responsive to inquiries from the public and the media, within the framework of state or local government policy.

## **V. PROFESSIONAL INTEGRITY-RELATIONSHIPS**

Government information technology professionals shall act with honor, integrity and virtue in all professional relationships.

1. They shall exhibit loyalty and trust in the affairs and interests of the government they serve.
2. They shall not knowingly be a party to or condone any illegal or improper activity.
3. They shall respect the rights, responsibilities and integrity of their colleagues and other public officials with whom they work and associate.
4. They shall promote equal employment opportunities, and in doing so, oppose any discrimination, harassment or other unfair practices.

## **VI. CONFLICT OF INTEREST**

Government information technology professionals shall actively avoid the appearance of or the fact of conflicting interests.

1. They shall perform the duties of their office without favor and shall refrain from engaging in any outside matters of financial or personal interest incompatible with the impartial and objective performance of their duties.
2. They shall not, directly or indirectly, seek or accept personal gain which would influence, or appear to influence, the conduct of their official duties.
3. They shall not use public property or resources for personal or political gain.