

**BYLAWS
of the
UNIVERSITY CONSORTIUM FOR GEOGRAPHIC INFORMATION SCIENCE**

Revised and Restated Effective April 20, 2018

**ARTICLE I
NAME AND MISSION**

Section 1.1 Name. The name of the organization shall be the University Consortium for Geographic Information Science (hereinafter “UCGIS”).

Section 1.2 Purpose. UCGIS is organized as a non-profit corporation under the District of Columbia Nonprofit Corporation Act (D.C. Code, Title 29, Chapter 4 as amended). UCGIS shall be operated exclusively for educational, scientific, research and other similar purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and may exercise any or all powers of corporations formed under the District of Columbia Nonprofit Corporation Act that may be necessary or convenient to accomplishing such purposes. Notwithstanding any other provision of these Bylaws, UCGIS shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code.

Section 1.3 Background & Mission. UCGIS is dedicated to the development and use of theories, methods, technologies, and data for understanding geographic process, relationships, and patterns. The transformation of geographic data into useful information is central to geographic information science. The mission of UCGIS is to (a) serve as a unified and effective voice for the geographic information science research community; (b) foster multidisciplinary research and education in geographic information science; and (c) promote the informed and responsible use of geographic information systems and geographic analysis for the benefit of society. The goals of UCGIS are to (i) provide ongoing research priorities for advancing theories and methods in geographic information science; (ii) assess the current and potential contributions of geographic information science to national scientific and public policy issues; (iii) expand and strengthen geographic information science education at all levels; (iv) promote the ethical use of and access to geographic information; (v) provide an organizational infrastructure to foster collaborative interdisciplinary research in geographic information science; and (vi) foster geographic information and analysis in support of such national needs as advancing the nation’s information infrastructure, addressing global environmental quality and change, improving international economic competitiveness, increasing efficiency, effectiveness, and equity in all levels of government, advancing democratic participation, and maintaining world leadership in basic science, mathematics and engineering.

**ARTICLE II
OFFICES AND REGISTERED AGENT**

Section 2.1 Principal Office. The principal office of UCGIS and such other offices as it may establish shall be located at such place or places, either within or without the District of Columbia, as may be designated by the Board of Directors.

Section 2.2 Registered Office. UCGIS shall continuously maintain within the District of Columbia a registered office in compliance with the District of Columbia Nonprofit Corporation Act.

Section 2.3 Registered Agent. UCGIS shall continuously maintain within the District of Columbia a registered agent in compliance with the District of Columbia Nonprofit Corporation Act.

ARTICLE III MEMBERS AND AFFILIATES

Section 3.1 Members. UCGIS shall have members. The “Members” shall be those organizations admitted to membership pursuant to Section 3.4 of these Bylaws. Members shall have the rights conferred upon them under the District of Columbia Nonprofit Corporation Act, but shall not be entitled to share in any of the net earnings of UCGIS, nor shall they share in its assets remaining after the payment of debts at the time of its dissolution.

Section 3.2 Council of Delegates. All rights conferred on Members under the District of Columbia Nonprofit Corporation Act or these Bylaws shall be exercised through a body of Delegates hereinafter referred to as the “Council.” Each Member institution shall designate up to two (2) Delegates who will sit on the Council, and one or more alternates to serve in the absence of the Delegates. Delegates and any alternate representing the institution are eligible to serve as an Officer, Director, or Committee Chair of UCGIS. Delegates from each Member shall be selected in such a manner that will encourage representation of more than one discipline at their respective institutions. Delegates and alternates shall be appointed by the chief administrator of the Member university (or current president, chief executive officer or person holding a similar title, if the Member is other than a university). After initial appointment, Delegates may be replaced and alternates may be added or dropped through consultation with or vote by those faculty involved in geographic information science research or education. This consultation or vote may be by electronic means or otherwise. In the event of a dispute, the chief administrator (or person holding a similar title) of the Member has the option of making appointments by override or confirmation of any vote(s) taken. Each Delegate shall be placed on the Council mailing list. One Delegate shall be designated as the contact, or lead Delegate who will receive information from the Executive Director and President and will be responsible for appropriately distributing this information at the Member institution. Whenever new appointments or changes in appointment terms are made, they shall be forwarded by the lead Delegate or chief administrator (or person holding a similar title) of the Member to the Executive Director of UCGIS.

Section 3.3 Member Eligibility. Membership is open to academic and research organizations and institutions with programs and missions consistent with the purposes of UCGIS as set forth in Article I of these Bylaws, and may include colleges and universities, Federally Funded Research and Development Centers as defined under the Federal Acquisition Regulations, 48 C.F.R. 35.017, membership organizations, and other nonprofit organizations, provided that all Members must either (a) be exempt from federal income tax under section 501(c) of the Code or (b) meet the requirements of Federal Acquisition Regulation, 48 C.F.R. 35.017(a)(3).

Section 3.4 Admission of New Members. Any organization that seeks to become a Member and which satisfies the eligibility requirements described in Section 3.3 of these Bylaws may be admitted by a vote of a majority of Delegates in accordance with Section 3.10, provided that such organization agrees to be bound by these Bylaws, including, without limitation, the Membership dues described in Section 3.5. Members may request affiliation with UCGIS under different Membership Categories. All detailed information about the Categories, their associated Benefits and Restrictions, and their Annual Dues, will be decided by the Board of Directors. All information about the Membership Categories will be made available on the UCGIS website, and reviewed at least annually by the Board of Directors.

In considering the application of any prospective Member, the Council shall determine whether such applicant has goals and purposes consistent with the goals and purposes of UCGIS, based on the applicant's bylaws, mission statement, and similar evidence. Applications for membership shall be forwarded to the Executive Director of UCGIS under the signature of the applicant's chief administrator (or person holding a similar title), and shall include a description of the applicant's present programs and future plans in education and research related to geographic information science. The application must describe how the institution will contribute to the objectives of UCGIS and should include descriptions of any relevant academic programs, courses, faculty, research, and public service activities contributing to the advancement of geographic information science at the institution.

Section 3.5 Membership Dues. Each Member shall pay annual Membership dues respective to their Membership Category in the amount, time and manner set by the Board of Directors for such year. The Board of Directors shall empower the President to consult with the Council of Delegates prior to the setting of the dues.

Section 3.6 Enforcement of Member Contribution Obligations. In the event that a Member fails to satisfy its obligations to pay Membership dues pursuant to Section 3.5, the Board of Directors may involuntarily terminate such Member pursuant to Section 3.8. The Board of Directors may adopt uniform, specific, reasonable, and diligent collection procedures to enforce obligations of Members that have been terminated involuntarily pursuant to Section 3.8.

Section 3.7 Voluntary Termination of Membership. Any Member may withdraw its membership upon thirty (30) days written notice to the Board of Directors. A prorated portion of the Member's dues will be returned following withdrawal.

Section 3.8 Involuntary Termination of Membership. An institution shall cease to be a Member upon failure to pay Membership dues due pursuant to Section 3.5, and shall be dropped from the membership roster no later than the end of the year in which the unpaid Membership dues became due. The membership of any Member may also be terminated, with or without cause, by the Board of Directors upon a vote of two-thirds (2/3) of the Directors present at the meeting at which such termination is considered, provided that at least ten (10) days notice of the intent to consider such termination at such meeting must be given. Additionally, all Members are subject to a review of their qualifications every five (5) years to determine whether the Members continue to satisfy the qualifications for membership described in Sections 3.3 and 3.4. The Member shall be given an opportunity to show that it continues to satisfy these qualifications. After considering

any such evidence presented by the Member, the Board of Directors may terminate such Member's membership effective at the end of the year by a vote of a majority of Directors in accordance with Section 4.7.

Section 3.9 Reinstatement of Membership. Any gap in Member status, whether for failure to pay dues, resignation, or otherwise, requires payment of the lapsed dues before reinstatement in a manner mutually agreed upon by the Member and the Board of Directors.

Section 3.10 Quorum and Voting. Each Member shall have one (1) or two (2) votes exercised by the Delegates, based on their Membership Category (see Section 3.4). Each Member's votes may be exercised by the Delegates or the alternates in the absence of the Delegates. A Delegate may cast all votes for the Member represented provided that written authorization, electronic or otherwise, and acknowledged by both of the Member's Delegates, is provided to the Secretary or Executive Director prior to such vote. An authorization shall be valid for three (3) years, or such shorter period that is provided in the authorization form. No proxy votes other than those described in this Section 3.10 shall be allowed. A quorum shall exist if a majority of Members in good standing are represented at a meeting by one or more Delegates or alternates present at the meeting and entitled to vote on the matter under consideration. The affirmative vote of a majority of the Delegates or alternates (including proxy votes allowed pursuant to this Section 3.10) present at a Member meeting at which a quorum is present shall be necessary and sufficient to the making of decisions by Members except insofar as the Members are permitted to take action without a meeting pursuant to Section 3.12, or as a larger vote may at any time be otherwise specifically required by District of Columbia Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws, or as a smaller vote at any time be otherwise specifically authorized by the Articles of Incorporation, or these Bylaws.

Section 3.11 Member Meetings. Members shall meet at least annually at the time and place established by the Board of Directors. Additionally, a special meeting of Members may be held at any time to consider matters of extreme importance by request of the Board of Directors, or by at least twenty-five percent (25%) of the Delegates, by transmitting notice thereof with a description of the purpose of such special meeting to all of the Members at least ten (10) calendar days before the meeting is held. All Member meetings may be held by means of the Internet or other electronic communications technology, provided the Delegates have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Delegates, pose questions, and make comments.

Section 3.12 Action Without Meeting. Unless otherwise restricted by applicable law or by the Articles of Incorporation or by these Bylaws, any action required or permitted to be taken at any meeting of Members may be taken without a meeting if all Members consent thereto in accordance with applicable law.

Section 3.13 Affiliates. Organizations that do not qualify for membership that are actively involved in education, research or service related to geographic information science may be admitted as Affiliates upon approval by a majority of Delegates in accordance with Section 3.10. Affiliate status is non-voting. Each Affiliate shall designate one (1) representative who will serve as a liaison with UCGIS. Dues and other conditions of Affiliate status shall be specified by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 General Powers. Management of the affairs of UCGIS shall be vested in its Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to UCGIS under the District of Columbia Nonprofit Corporation Act and/or its Articles of Incorporation.

Section 4.2 Board Duties. Without limiting the generality of Section 4.1, the Board of Directors shall provide leadership for the Council, represent the Council between Member meetings, and coordinate the activities of the Council. The duties of the Board of Directors shall include the following, along with and such other duties as may be assigned to it by a vote of a majority of Delegates in accordance with Section 3.10: (a) to appoint an Executive Director, Secretary, and Treasurer, and to determine the conditions of their appointment; (b) to appoint a program chair for each meeting of the Council; (c) to appoint the chair and vice-chair of standing committees; (d) to approve the appointment of other committees or subcommittees formed by the Council or the Board of Directors (such committees or subcommittees will have a life of one (1) year which may be extended annually as needed); (e) to review standards and processes for admission to membership in conformance with the Bylaws and to review applications for membership, including affiliates, prior to submission to the Council for approval; (f) to coordinate activities of the Council; (g) to call meetings of Delegates as necessary to conduct the business of the Council and to establish quorums and other rules for governing meetings; (h) to prepare and submit to the Delegates to the Council at meetings or by mail ballot issues of policy that require a decision of the Council and to execute the decisions of the Council; (i) to report promptly to Delegates on important actions taken on behalf of the Council; (j) to approve the employment of necessary staff, purchase of supplies and equipment, and publication of such materials as necessary; (k) to receive and disburse funds on behalf of the Council; (l) to make interim appointments to vacancies on the Board of Directors (replacements made by reason of resignation or replacement of a Member shall serve on the Board of Directors until the next annual election. For Board member leave, the replacement shall be for the period of leave); (m) to designate a nominating committee to nominate candidates for regular vacancies on the Board of Directors and to make such other nominations as may be requested by the Council and Board (the nominating committee shall consist of five (5) Delegates representative of the various professional interests encompassed by the Council, three of whom shall NOT be Directors or immediate past Directors. The nominees proposed by the nominating committee shall reflect the geographic and professional interests of the Council); (n) and to invite individuals to attend Member meetings as observers.

Section 4.3 Number and Election. The number of Directors on the UCGIS Board of Directors shall be nine (9), three of which are the President, Vice-President (President-Elect) and Immediate Past-President.

(a) President, Vice-President (President-Elect) and Immediate Past-President. The Council elects a President and Vice-President (President-Elect) from among the Delegates currently serving on the Council pursuant to the process described in Section 4.3(c). The election of President is considered to be automatic with the President-Elect assuming that position.

However, if the Vice-President (President-Elect) cannot assume the position of President, or if another nomination for President is made by petition as described below, another Delegate can be selected in the election. In the event the Vice President (President-Elect) is not chosen as President in such an election, he or she loses his or her position on the Board of the Directors. The individual who finishes his/her term as President shall automatically assume the position of Immediate Past President. The terms for the President, Vice-President (President-Elect), and Immediate Past-President shall be for one (1) year, beginning on July 1.

(b) Remaining Directors. Each year, the Council shall elect two (2) Directors from among the Delegates currently serving on the Council at the Council's annual meeting pursuant to the process described in Section 4.3(c) to replace the two retiring Directors. Any remaining positions on the Board of Directors shall be filled on an interim basis by the Board of Directors pursuant to Section 4.3(d). The term of these six (6) Directors shall be for three (3) years each, beginning on July 1.

(c) Election Process.

(i) A nominating committee designated by the Board of Directors shall designate four (4) nominees chosen from among any of the Delegates for each annual election of two (2) Directors pursuant to Section 4.3(b), and shall designate at least one nominee chosen from among any of the Delegates for each annual election of the Vice-President (President-Elect). The name of the current Vice-President shall automatically be the sole nomination provided by the nominating committee for President. Nominations by the committee should be sent to Delegates at least six (6) weeks in advance of the annual meeting. Additional nominations may be made by petition signed by five (5) Delegates. These nominations must be received by the Executive Committee no less than three weeks prior to the start of the meeting.

(ii) Elections shall be made at the Council's annual meeting by secret ballot.

(iii) The one nominee standing for election for Vice-President that receives the highest number of votes cast by the Council will be elected Vice-President and serve as President-Elect. The one nominee standing for election for President that receives the highest number of votes cast by the Council will be elected President. The two nominees from among the Delegates standing for election for Director each year receiving the highest number of votes cast by the Council will be elected to the Board of Directors. Ties shall be broken by the toss of a coin.

(d) Vacancies. Vacancies on the Board of Directors may be filled on an interim basis until the next annual election by a vote of a majority of Directors in accordance with Section 4.7

Section 4.4 Qualifications. Each Director shall be a Delegate from a Member in good standing of UCGIS. Only one (1) Delegate from any Member institution may serve on the Board of Directors at any given time.

Section 4.5 Term. Directors shall serve for a term of three (3) years, except that Directors elected to serve as President shall serve one (1) year as President-Elect, one (1) year as President, and one (1) year as Immediate Past President. A Director may serve two (2) successive

partial or full terms (or in the case of Directors elected to serve as President, for the three (3) year period described in this Section 4.5) but may not be reelected thereafter until the second annual meeting following his or her service as a Director.

Section 4.6 Removal and Resignation of Directors. Any Director may be removed by the chief administrator (or person holding a similar title) of the Member for whom such Director is a Delegate at any time, with or without cause. Such removal shall take effect upon written notice from such Member to the Board of Directors. Additionally, any Director may be removed by a vote of a majority of Delegates in accordance with Section 3.10, with or without cause. Any Director may resign at any time by giving written notice to the Board of Directors stating a date when such resignation shall take effect. A Director shall also cease to be a Director upon death or on the date that the Member for whom such Director is a Delegate loses its membership status.

Section 4.7 Quorum and Voting. A quorum shall consist of a majority of Directors currently serving, subject at all times to a minimum of two (2) Directors. The affirmative vote of a majority of the Directors present at a Board meeting at which a quorum is present shall be necessary and sufficient to the making of decisions by the Board of Directors except insofar as the Board is permitted to take action without a meeting pursuant to Section 4.10, or as a larger vote may at any time be otherwise specifically required by District of Columbia Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws, or as a smaller vote at any time be otherwise specifically authorized by the Articles of Incorporation, or these Bylaws.

Section 4.8 Meetings. The Board of Directors may establish a regular meeting schedule as the Board of Directors deems advisable, with times and places to be determined by the President, but shall meet at least annually. The Board of Directors shall meet following the annual meeting of the Council, and such meeting shall include both the incoming and outgoing Boards of Directors (with the incoming Directors serving in a non-voting advisory capacity). The Board of Directors ordinarily meets monthly. Special meetings of the Board of Directors may be called at the request of the President or any three (3) Directors in office. The Board of Directors may participate in meetings by means of conference telephone or similar communications equipment through which all members participating in the meeting can speak to and hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 4.9 Notice. At least ten (10) days' notice shall be given to each Director of a regular meeting of the Board of Directors. A special meeting of the Board of Directors may be held upon notice of five (5) calendar days. Notice of a meeting of the Board of Directors shall specify the date, time, and place of the meeting, but need not specify the purpose for the meeting or the business to be conducted. A Director may waive notice of any regular, or special meeting of the Board of Directors by written statement filed with the Board of Directors either before or after the time notice would have been required, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

Section 4.10 Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, provided all Directors consent in writing and set forth in the same writing the action or decision taken or made. Consent in writing

shall have the same force and effect as a unanimous vote, and may be described as such in any document executed by or on behalf of UCGIS.

Section 4.11 Compensation and Expenses. Members of the Board of Directors other than Officers and employees shall receive no compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for expenses incurred while acting on behalf of UCGIS.

Section 4.12 Executive Committee.

(a) By a vote of a majority of Directors in accordance with Section 4.7, the Board of Directors may designate an Executive Committee consisting of the President, President-Elect, and Immediate Past-President, which shall have authority to act for the Board of Directors in between meetings of the full Board of Directors. The Board of Directors may designate one or more of the Directors as alternate members of the Executive Committee, who may replace any absent or disqualified Executive Committee member at any meeting of the Executive Committee upon the request of the President. Vacancies in the Executive Committee shall be filled by the Board of Directors at a regular or special meeting.

(b) Notwithstanding anything to the contrary in this Section 4.12, the Executive Committee shall not have the power to: (i) amend the Articles of Incorporation or these Bylaws; (ii) dissolve UCGIS; (iii) fill vacancies on the Board of Directors or any of its committees (iii) admit or terminate Members; (iv) authorize distributions; (v) set Membership dues pursuant to Section 3.5 or (vi) approve or propose to Members any other action that the law requires to be approved by Members.

Section 4.13 Other Committees. The Board of Directors may create other committee(s) consisting of Directors, which committee(s) shall have such authority as the Board of Directors Delegates, provided that no such committee may (i) amend the Articles of Incorporation or these Bylaws; (ii) dissolve UCGIS; (iii) fill vacancies on the Board of Directors or any of its committees (iii) admit or terminate Members; (iv) authorize distributions; (v) set Membership dues pursuant to Section 3.5 or (vi) approve or propose to Members any other action that the law requires to be approved by Members.

ARTICLE V OFFICERS

Section 5.1 Officers. The Officers of UCGIS shall be the President, Vice-President (President-Elect), Executive Director, Secretary and Treasurer, and Officers shall be appointed as set forth in this Article V. The Board of Directors may also appoint such other Officers and assistant Officers as the Board of Directors deems necessary. The duties of any Officers or assistant Officers shall be fixed by the Board of Directors, or by the President if authorized to do so by the Board of Directors, but to the extent not so fixed, shall be those customarily exercised by corporate Officers holding such offices.

Section 5.2 Appointment.

(a) President and President-Elect. The President and President-Elect are elected as described in Section 4.3, and may be removed from office as described in Section 4.6.

(b) Executive Director. The Executive Director shall be selected from among applicants for the position by a vote of a majority of Directors in accordance with Section 4.7. Such applicants shall be solicited from the Members at least two (2) months prior to filling of the vacancy. When vacant, the Executive Director position may be filled on an interim basis by the President. The Executive Director serves at the pleasure of the Board of Directors, and may be removed by a vote of a majority of Directors in accordance with Section 4.7, with or without cause.

(c) Treasurer and Secretary. The offices of Treasurer and Secretary shall be filled by appointment of the Board of Directors. The Treasurer and Secretary may but need not be Directors but must be Delegates. The Treasurer and Secretary shall serve 1 (one) year terms. The term of office for Secretary and Treasurer may be changed from time to time by the Board of Directors, but shall in no event exceed three years. An individual may serve as Treasurer or Secretary for succeeding terms without limitation, and one individual can hold both offices (but such individual may not simultaneously serve as Executive Director or President while holding the office of Treasurer). The term of office of Treasurer or Secretary shall terminate upon the effective date of his or her resignation submitted orally or in writing to the Board of Directors, upon his or her death, or upon a vote of a majority of Directors in accordance with Section 4.7 to remove him or her from office. Any vacancy created thereby shall be filled by the Board of Directors.

ARTICLE VI STANDING COMMITTEES

Section 6.1. Purpose and Duties. The standing committees are those committees that operate on a continuous basis. Their purpose is to provide continuous surveillance and review of fundamental aspects of university education, research, and public service in geographic information science. They shall recommend programs of action to the Council or to the Board of Directors as appropriate and shall carry out such tasks as may be requested by the Council or the Board of Directors. Notwithstanding anything to the contrary in this Section 6.1, the standing committees shall not exercise any powers Delegated to the Board of Directors under Article IV or by law.

Section 6.2 Appointment. Delegates are asked each year by the President to select a standing committee on which they would like to serve. This shall be done either during an annual Council meeting or via an electronic questionnaire. Delegates are automatically appointed to the standing committee of their choice. Other qualified individuals who are not Delegates may serve on a standing committee, subject to the approval of the Board of Directors. The chair and vice-chair of each standing committee shall be appointed by the Board of Directors.

Section 6.3 Meetings. The standing committees shall meet during the annual Council meetings or whenever deemed necessary by the chair of such standing committee. The standing committee shall report to the Council at each regular meeting and to the Board of Directors as requested.

Section 6.4 Description. There shall be three (3) standing committees, as follows: External Relations Committee; Research Committee; and Education Committee.

(a) External Relations Committee. The purpose of this committee is to foster and maintain relationships of behalf of UCGIS with academic, federal, state, private, and non-governmental partners in the national and international geospatial community in support of the goals set forth in Article I. In this role, the committee will provide interpretation and communication to UCGIS membership about federal, state, and non-governmental policy and legislation initiatives; assist the Executive Committee and Board in providing feedback and communication to entities regarding ongoing national and international geospatial policy and legislation development initiatives; advocate on behalf of the UCGIS membership for UCGIS developed policy positions or other positions UCGIS supports; and develop and advance UCGIS-derived policy on geospatial research and education.

(b) Research Committee. The Research Committee articulates ongoing research priorities for advancing theories and methods in geographic information science; assesses the current and potential contributions of geographic information science to national scientific and public policy issues; tracks federal and state programs, accomplishments, and needs; fosters multidisciplinary research in geographic information science, particularly in support of national needs; and engages in other related activities such as appropriate recognition of outstanding research by faculty and students at its member institutions.

(c) Education Committee. The Education Committee considers priority issues in geographic information science education and public service from which positions, policies, and strategies may be recommended for implementation by UCGIS and its Members at local, state, national, and international levels. Major issues might include trends in enrollments, adequacy of the number of graduates and their skills to meet marketplace demands, curriculum and courses, innovations in education, role of faculty and institutions, and other issues that affect education in geographic information science.

ARTICLE VII FISCAL YEAR

The fiscal year of UCGIS shall be the calendar year beginning January 1 and ending December 31. The Board may change the fiscal year of UCGIS from time to time by adoption of a resolution to that effect.

ARTICLE VIII AMENDMENTS

The Bylaws may be altered or amended, or new Bylaws adopted by a vote of two-thirds (2/3) of the Delegates or alternates (including proxy votes allowed pursuant to Section 3.10) present at a Member meeting at which a quorum is present. Any amendments shall become effective immediately unless otherwise provided.

ARTICLE IX

INDEMNIFICATION

UCGIS shall indemnify any Director or Officer or former Director or Officer of UCGIS against reasonable expenses incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such a Director or Officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty, to the extent required under section 29-406.52 of the D.C. Code (relating to mandatory indemnification).

ARTICLE X MISCELLANEOUS PROVISIONS

Section 10.1 Checks. All checks, drafts, or other orders for the payment of money issued in the name of UCGIS shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.

Section 10.2 Contracts. The Board of Directors may, except as otherwise required by law, the Articles of Incorporation, or these Bylaws, authorize any Officer or agent of UCGIS to enter into any contract or execute and deliver any instrument or document on behalf of UCGIS. Such authority may be general or confined to specific instances. All contracts, notes or other evidences of indebtedness, and leases of space for UCGIS shall be signed by such Officer or Officers, or such other person or persons as the Board of Directors may from time to time designate.

Section 10.3 Assignability. No right or interest created or conferred by these Bylaws or as part of any project implemented hereunder shall be assignable to any other party unless such assignment is specifically permitted by these Bylaws or by consent of the Board of Directors.

Section 10.4 Severability. If any provision of these Bylaws should be held by a court of competent jurisdiction to be invalid or illegal, the remaining provisions shall nevertheless be given effect insofar as the law permits.

Section 10.5 Applicable Law. These Bylaws shall be construed, administered, and enforced according to the laws of the District of Columbia.