

Bylaws of the Houston-Galveston Area Council Geographic Data Committee (GDC)

ARTICLE I. Mission

The GDC is a consortium of regional area geographical data users (primarily GIS - Geographic Information Systems) who are both public and private organizations and are involved in the process of collectively sharing, distributing, and acquiring digital geospatial data.

Cost Reductions

To reduce the overall costs of public data development and management, through shared purchase and licensing agreements for the acquisition of software, hardware, data, services and training.

Facilitation

To facilitate data usage by providing a forum for solving data development and exchange problems among participating organizations. The Committee shall provide guidance and oversight in the production, maintenance and transfer of public geographic data resources. The committee shall cultivate and coordinate the development of standards that address local, state and federal requirements.

Data Sharing

To foster data exchange among Committee members.

- No member shall be required to provide access to data that is not offered as part of the GDC data pool, where *data pool* refers to all data that Committee members agree to share, under the terms of these bylaws. The data pool may exist:
 - By reference, in that physical files may remain with the originating agency, with metadata (data descriptions) cited in a Master Index File. The Master Index File shall be maintained at the Houston-Galveston Area Council and/or other site, as may be designated by the Geographic Data Committee.
 - As a physical, centralized repository, accessible through a Wide Area Network, dial-up facilities, Internet access, or physical site visit.
 - As a virtual repository, in which data resides at numerous physical sites with WAN connections for replication and/or access.
- No member shall be required to bear an unreasonable burden of labor in making data available to other members.

Project Development

To facilitate regional spatial data development through cooperative participation in the design and implementation of data projects common to member agencies. Examples of such projects include, but are not limited to:

- parcel level land base development;
- maintenance of accurate roadway network maps and address data;
- the specification and purchase of satellite imagery, aerial imagery, or other remote sensing data; and
- geolocation of data, such as employment, land use and physical facilities.

ARTICLE II. Guidelines

Discounts

All member organizations shall be entitled to discounts on products and services negotiated by the Committee. Private sector members will be entitled to all product and service discounts, subject to any exclusions that may be required under the terms and conditions of the contractor's service/use licensing agreement. Discounted items may include aerial images, remote sensing data, regional basemaps, data network access and other data products and services.

Use Of Data

Member organizations shall be eligible to distribute all public data. Exceptions would include instances where vendor contractual agreements may impose specific limitations. Members shall be entitled to recover costs associated with data development and distribution, as provided for by Texas laws governing public data.

Contracts for proprietary, or copyrighted data, may exclude certain non-public sector members, if such exclusion is required by the contractor and permitted under the State of Texas Public Information Act, Government Code Chapter 552.

Obligations

Committee membership shall be strictly voluntary.

No organization shall, by virtue of its membership on the Committee, be obligated to:

- participate in the purchase of products or services;
- universally adopt specific data formats or standards; or
- distribute data which is considered proprietary, or sensitive.

Membership does not oblige meeting attendance, but does require good faith participation, to the extent that bylaws and rules of order are observed. Members are further expected to use committee membership to work toward mutual regional goals.

Meeting Notification

All members shall receive notification of meetings via e-mail, or facsimile. U.S. postal service mail will be used, when appropriate to the forwarding of committee materials, or when e-mail and facsimile services are unavailable.

ARTICLE III. Membership

Eligibility

Anybody shall be eligible for individual representation as a voting Committee member.

Member Fees

Member fees shall be approved annually, by the Geographic Data Committee. The fee is currently one thousand dollars annually and shall support committee activities, including administrative services, room fees, communications, technical support, duplication services and other cost items specifically related to committee activities.

Members shall be invoiced annually, from the date of authorization and subsequently, twelve months after the preceding invoice.

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Voting

When voting public and education member votes shall count twice as much as private and non-profit members votes. All public and education institutional member votes shall count for 2 votes each. All private and non-profit member votes shall count for 1 vote each. Private and non-profit member votes may not, under any circumstance, account for more than 1/3 of the total vote on a single topic. All members shall be obligated to recuse themselves from casting votes on any issue where a conflict of interest is present, or may reasonably be anticipated. A paper ballot shall be used for any formal vote. A formal vote may be any matter of substance such as a threshold value of \$25,000 for contract awards, election of officers or any matter in which the chairperson deems it necessary.

Initiation Of Membership

Any eligible organization may initiate a request for membership by notifying the Committee Chairperson. The requestor will receive a copy of the current Bylaws, with a Membership Authorization Form, which must be returned with the signature of an authorized representative of the applicant organization. Membership shall commence upon receipt of the authorization form. Membership renewals shall be invoiced annually, on the anniversary of the prior year's invoice date.

Termination

Committee membership shall be voluntary and may be self-terminated at any time, without cause and without formal notification, unless the member agency has obligated itself contractually to a project or purchase. In such an instance, withdrawal shall not relieve the member from any outstanding contractual obligations. Non-payment of dues shall be considered voluntary self-termination.

ARTICLE IV. Committees and Officers

General Committee

The General Committee shall be governed by its executive officers, including the Committee Chairperson, Vice-Chair and Secretary. The Committee body shall consist of members representing vote-eligible members. Committee meetings shall be conducted, observing *Robert's Rules of Order* and chaired by the Executive Committee Chairperson. The Committee will have responsibility for identifying and resolving issues which require interagency procedural actions, including contract negotiations, contract approvals, or other GDC member Board or Council actions. The Committee will also act on various recommendations of its Technical Advisory Committees.

A quorum shall consist of a simple majority of the General Committee's vote-eligible membership.

Bylaw revisions shall require a two-thirds majority vote of the General Committee in order to carry. Any other motion submitted to a vote shall require a simple majority of the voting members present in order to carry.

If a quorum is not present, then the Executive chairperson will consider the required course of action. For non-time sensitive matters, the Chairperson may choose to table the item until the next scheduled session. If the matter in question requires resolution before the next scheduled committee meeting, then all vote eligible members will be polled via email, fax, or postal delivery, on the issue at hand. The Secretary shall present the voting tabulations to the committee, at the next regular meeting.

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Committee Officers

Committee officers shall include the Chairperson, Vice-Chairperson and Secretary. All shall be elected from the General Committee's membership.

The term of service for each Committee Officer shall be one year, or until an elected successor takes office.

In the event that the Chairperson is unable to complete his/her term, the Vice-Chair shall succeed him/her.

In the event of a vacancy among the Committee Officers, other than the Chairperson, the Chairperson shall appoint, from current membership, a replacement to fill the unexpired term of office.

Representation

Each member organization shall designate an individual to serve on the General Committee, plus one alternate, who may vote in the primary designee's absence. Only one individual may vote on behalf of a member organization, in Committee sessions.

Technical Advisory Committees (TACs)

Technical Advisory Committees shall be charged with identifying and resolving specific technical issues, such as physical resource specifications, translation/conversion of data, database design and maintenance issues, and recommendations regarding data purchases and projects.

Technical Advisory Committees shall be created by the General Committee. The General Committee's presiding executive officer shall call for volunteer TAC members and designate a TAC Chair.

Any vote-eligible member agency may have at least one, but not more than two technical representatives on a technical committee. However, only one member from each agency shall be a Technical Committee voting member. If the technical committee Chairperson is unable to fulfill his/her obligations, the General Committee Chairperson shall designate a replacement.

The Technical Committee Chairperson shall be responsible for setting agendas and timetables, assuring the project's continuing progress and making reports and recommendations to the General Committee, on a monthly basis.

ARTICLE V. Cooperative Purchases, Projects and Products

Purchases

Participation in purchases of products and services shall be strictly voluntary.

Purchases of products and services shall be reviewed by the Executive Officers, prior to presentation, with recommendations, to the General Committee. Individual purchases in excess of \$25,000 shall be subject to recommendation by the General Committee and subsequent approval by the H-GAC Board of Directors.

H-GAC shall make all Committee purchases and shall own the items purchased as a trustee on behalf of the Committee and its member organizations.

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Projects

Participation in all Committee projects shall be strictly voluntary. Cooperative projects may be recommended by any member agency.

Geographic Data Committee projects may be either one-time efforts, or multi-year, ongoing undertakings.

Commitments of staff, facilities and funds shall be project-specific and determined in a fashion acceptable to all participants.

The proportionate cost to each agency participating in a project shall be equal, unless an alternative, use-based, cost-sharing formula, acceptable to all participants and approved by the general Committee, is derived.

Committee projects shall be funded and directed by project participants, as previously approved by the General Committee.

Data products derived from cooperative projects shall be available to all committee members, unless explicitly excluded by licensing provisions, privacy laws, or other legally binding stipulations.

Projects which incur allocatable costs in excess of \$25,000 per year shall require a work program and project budget.

Work Programs and Budget

For each GDC project that exceeds \$25,000, H-GAC shall present the Committee with a work program that includes budgeted contractor services, products and any required administrative support. The Committee shall recommend approved work program budgets to the H-GAC Board of Directors.

For ongoing projects, the Committee shall determine relevant annual service fees, if any, for participation. Fee bases, allocation procedures, amounts and billing periods shall be determined by unanimous vote of the project's participating GDC members. Fees will be invoiced in the amount, and at the intervals, specified by the voting members.

ARTICLE VI. Financial Management

Disposition Of Funds

H-GAC shall serve as fiscal agent for the Committee and shall manage all funds associated with project costs, fees and disbursements. All revenues shall be held in a fund whose use is restricted to the purposes, projects and budget of the Committee. The fiscal agent shall maintain all books and records, in accordance with generally accepted accounting practices. Such books and records shall be open to public inspection, during normal business hours. The fiscal agent may be called upon to provide the Committee with annual fiscal reports.

All membership dues shall be used to defray the costs of administrative operations and to support both ongoing and future Committee contracts and acquisitions.

Geographic Data Committee Authorization For Participation

I hereby authorize the individual(s) named below to represent our organization in the activities of the regional Geographic Data Committee. I understand that our participation is voluntary and that our agency is under no obligation to participate in the acquisition of any products, or services. We agree to abide by the Committee Bylaws and understand that our commitment is an annually renewable agreement, which requires an annual administrative fee of one thousand dollars (\$1,000). Our agency agrees to participate in good faith, in order to promote the development and exchange of geographic data and to share in the benefits available through cooperative acquisitions and the transfer of technology and services.

Organization Name

Mailing Address

Committee Representative

Email Address

Phone Number

Designated Alternate 1

Email Address

Phone Number

Designated Alternate 2

Email Address

Phone Number

Authorizing Signature

Date