

OPERATING PROCEDURES OF THE GSDI ASSOCIATION

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OPERATING PROCEDURES OF THE GSDI ASSOCIATION

These Operating Procedures facilitate operation of the organization. They are not considered to be a part of the Bylaws and may be appropriately revised by two-thirds majority vote of the elected Board of Directors in response to changing financial and organizational circumstances.

I. Rules for Council Meetings and Voting

(1) Council Meetings

Regularly scheduled meetings of the Council shall be held every twelve to eighteen months, with dates and places proposed by the Executive Committee and approved by majority vote of the Board, and may include meetings held electronically by teleconference. Special meetings may be convened by the Board or at the written request of one-third of Council Delegates to consider matters of extreme importance.

Written notice of regularly scheduled and special meetings of Council and proposed meeting agenda shall be given, either personally, by mail, or through electronic transmission, to Delegates no less than twenty-five and no more than sixty days before the meeting, including meetings to act on an amendment of the Articles of Incorporation, the Bylaws, a plan of merger, or a proposed dissolution of the corporation. A Delegate may submit a written waiver of the notice requirement to the Secretary, Executive Director or Secretary-General. Attendance at a meeting constitutes a waiver of objection to lack of notice or defective notice and a waiver of objection to consideration of a particular matter at the meeting.

A Delegate unable to attend a Council meeting shall be permitted to appoint a Deputy to represent the Member at the meeting. The name and contact details for the Deputy Delegate shall be communicated to the Executive Director and Secretary-General not less than one week prior to the announced meeting date.

A complete list of all Delegates and their contact details will be maintained on the GSDI public website at all times taking into account privacy regulations that may exist in different jurisdictions.

(2) Voting at Council Meetings

Unless otherwise specified in the Bylaws, matters shall be decided by an affirmative vote of a majority of the Delegates casting votes as long as a quorum of Delegates representing at least one-half of the Members is present at the meeting. If a Delegate has nominated a Deputy to represent the Member at the meeting, then the Deputy will exercise the voting rights of the Delegate. Voting is permitted by electronic means that ensure anonymity and a single vote per member.

II. Election of Board Directors

(1) The Nominating Committee and Nominations for Regular Vacancies on the Board

The President will designate a Nominating Committee to nominate candidates for regular vacancies on the Board. The Nominating Committee shall consist of five Council Delegates representative of the various sector and geographic region interests represented on the Council, three of whom shall NOT be members or past members of the Board who have already served two consecutive terms.

The Nominating Committee shall designate typically two nominees for each expiring Director position chosen from among the Delegates in accordance with the sector distribution and rotation schedule set forth in Article VI (5) of the Bylaws.

For nominees within each professional sector (Government, Academic, and Non-profit) diversity shall be sought in nominations across continents, constituencies, and other factors as appropriate. For nominees within each of the five geographic sectors (Africa, Asia/Pacific, Europe, North America and South America) there shall be typically one nominee from a government organization and one nominee from other than a government organization.

The Nominating Committee also shall designate typically two nominees chosen from among the Delegates for each election of the President-Elect. The name of the current President-Elect automatically shall be the sole nomination provided by the Nominating Committee for President. Nominations agreed by the Committee shall be communicated to Council members at least six weeks in advance of the Council meeting at which voting will take place.

Additional nominations to those proposed by the Nominating Committee may be made by petition signed by five Delegates and received by the President and Secretary-General at least three weeks before the election meeting so that the additional nominations may be communicated to the full Council prior to the meeting.

(2) Board Member Election Procedure

Elections shall be held at a scheduled Council meeting by secret ballot if the meeting is held physically. If the Council meeting is conducted electronically, voting will be conducted immediately following the meeting via an anonymous voting system that guarantees only one vote per Organizational Member and one vote from the elected representative of the Individual Members.

The nominee standing for election for President-Elect who receives the highest number of votes will be elected President-Elect. The nominee standing for election for President who receives the highest number of votes will be elected President. The one nominee from each sector or geographic region category that receives the highest number of votes will be elected to the Board. Ties shall be broken by the toss of a coin by the Executive Director.

(3) Interim Board Vacancies

Replacements made by the Board to fill positions created by resignation from the Board, or by reason that a Director has been removed as a Delegate by his or her Member, shall serve on the Board until the next regularly scheduled Board election. For Board members on leave from their organisations, the replacement shall be for

the period of leave.

III. GSDI Committees, Working Groups and Projects

The Council, Board, Members (Organizational or Individual) or GSDI officers may propose creating committees, working groups or projects with time-limited targeted purposes, deliverables or outcomes. Such proposal must be in writing, including in electronic form, submitted to the Executive Committee for consideration and approval. All such proposals must contain (a) the reason for the request, (b) relevance to the goals and purposes of GSDI, (c) a draft work plan, including timescales and persons to be involved, and (d) budgetary and funding considerations. Working Groups and Projects are intended to replace the former Standing Committees, as set out in the GSDI Strategy and Strategic Plan 2015 – 2020.

IV. Applications for Membership

Organizational Members in GSDI include government, industry, academic, research, and not-for-profit organizations, agencies or institutions supporting the purpose of GSDI across all sectors of society.

Individual Members in GSDI include individuals involved in promoting, developing, or advancing spatial data infrastructure concepts or interests in geomatics technology and geoscience or employing spatial information in their organisations across all sectors of society.

Application information and forms can be viewed and downloaded from the GSDI website for reference purposes or forwarded to applicants by the Secretary-General on request. Online application is available from the GSDI website for both Organizational and Individual Members. The Executive Committee has authority to accept or reject any applications received. The Board may reverse such decisions at the next scheduled Board meeting, by majority vote as set out in the Bylaws Article IV (1).

Applications from organizations for Organizational Member status must be submitted by an officer of the organization who is authorized to make such applications accepting the financial commitments that may accompany such application in regard to membership dues if these apply. The applicant must complete the required information in the membership application form that indicates their adherence to the goals of GSDI and implementation or use of spatial data infrastructures at any level. If requesting admission to GSDI without paying annual dues, the applicant must provide the information on their type of organization and location (nation) to satisfy the requirements set out in V (1).

Applicants for Individual Member status must (a) complete the information required in the membership application form that indicates their interest in or need for access to and use of geospatial information, across any sector, and (b) make payment of the required dues if the applicant does not qualify for free membership as outlined in V (1).

V. Membership Issues

(1) Free Membership Options

Individuals who are citizens of, and resident in, a nation categorized by the World Bank as “Low Income Per Capita” or “Lower Middle Income Per Capita” may join GSDI as Individual Members for free upon meeting certain conditions as specified by the GSDI Board. Rules applicable at time of application will be made available via the GSDI website and/or by contacting the GSDI President, Secretary-General or a member of the Executive Committee. To maintain free membership, Individual Members must continue to follow the conditions of such membership on an annual basis. For national income ranking see:

<http://siteresources.worldbank.org/DATASTATISTICS/Resources/CLASS.XLS>

Organizations in nations categorized by the World Bank as “Low Income Per Capita” or “Lower Middle Income Per Capita” may choose to provide services or other contributions equal to or exceeding the dues that would otherwise be required. Such organizations need to document contributions to GSDI activities or goals in the previous calendar year that achieve or exceed the dues amount and document commitments to provide this or a higher level of contributions in the upcoming year, such documentation to be provided to the Executive Committee not later than end October of the year for which free membership status is claimed. The number of organizations that may be admitted or retained as Organizational members of the GSDI Association is limited to 20% of the total number of Organizational Members in the organization. For national income ranking see:

<http://siteresources.worldbank.org/DATASTATISTICS/Resources/CLASS.XLS>

(2) Individual Member Representation on the GSDI Council and Board

Individual Members are represented on the Council and Board by an elected Representative who serves for a period of two years, with the title of ‘Director, Individual Members’. An Alternate Representative is also elected who serves for a period of two years, with the title ‘Deputy Director, Individual Members’. On completion of the Representative’s term of office, the Alternate Representative automatically assumes the current Representative’s role and title and a new Alternative Representative is elected. The Alternative Representative also serves in place of the Representative whenever that officer is not available to attend Board or Council meetings, with full voting rights.

(3) Electing Individual Member Representatives

Each Individual Member shall have one vote in elections for the Individual Member Representative and Alternate Representative. Elections for the next Alternate Representative will be held not less than three months prior to the end of the period of office of the incumbent Alternate or within one month of termination of the incumbent Representative’s office if that officer does not serve his or her full term for any reason. Elections will be conducted by a secure electronic means guaranteeing only one vote per Individual Member.

A Nominations Committee of at least five and no more than seven members from the Full and Individual Members will be selected by the current GSDI President. The Nominations Committee membership should have broad geographic and disciplinary sector representation. The Nominations Committee shall seek and nominate at least two candidates for each vacant office but shall accept no more than five candidates for each of the offices for which the election is being called.

Nominations for Representative will be sought only in cases where the incumbent Representative withdraws during the normal two-year term of office. Regularly scheduled elections will be held only for the Alternate Representative, as the Alternate Representative in office at the time the Representative's period in office expires automatically assumes the office of Representative.

If more than two candidates are included on the ballot for any office, the process of "preferential voting" will be used as described below. The slate of nominations shall be circulated to all Individual Members no later than October 1 in election years and elections shall take place no later than December 15 of the same year.

In the preferential voting ballot process, the voter places a number by the name of each candidate in descending order with #1 being the top choice. If no candidate receives a majority of votes in the first round, an instantaneous runoff occurs. This is accomplished by assuming that no voters will change their preferences in the next round of voting and eliminated are (a) any candidates that received no #1 votes and (2) the candidate that received the fewest #1 votes. For those that voted for the least favoured candidate (i.e. those that received at least #1 vote), we distribute those voters' votes to their next favoured candidate. We continue this process until one candidate receives a majority of the votes. This voting process avoids the need to do successive rounds of voting.

Individual Members shall vote electronically with notifications to vote sent to the recorded email address of each Member. The electronic voting process shall ensure anonymity and recording of only one vote per Individual Member. Counting of electronic votes and reporting of results shall be accomplished by the Executive Director or Secretary-General or a neutral party designated by the GSDI President and results of the vote reported to the Executive Committee and Board for action.

A quorum to raise an issue with the Executive Committee or Board shall require the vote of 10% of the full Individual membership.

(4) Duties of the Representatives of Individual Members

The elected Representative shall represent all Individual Members on the GSDI Council and Board and will serve for periods of two years each. His or her duties and responsibilities will include:

- maintaining contact with Individual Members via the GSDI website and e-mail lists,
- providing direct liaison between Individual Members and the GSDI Board, raising issues with the Board as requested by Individual Members, and
- providing a focal point for Individual Members to participate in GSDI projects,

groups, meetings and capacity building activities.

VI. GSDI Association Sponsors

(1) Founding Members

Any individual or organization qualifying for membership in the GSDI Association that paid their dues for the year 2004 will be listed on the permanent historical list of "Founding Members of the GSDI Association".

(2) Association Sponsors

Any Organizational or Individual Member contributing beyond their annual dues an amount of \$20,000 or more in cash, personnel, software, hardware, or other in-kind goods or services (exclusive of grants or contracts requiring deliverables) may be designated by the GSDI Board as a "GSDI Association Sponsor" and will be listed as such on the GSDI website, indicating the year in which such sponsorship was provided. The Board will determine whether the cash or in-kind requirement has been met. Association Sponsors shall be entitled to a range of benefits as determined by the Board during the year in which such sponsorship is provided or for such following period as is agreed with the Sponsor.

(3) Developing Nation Sponsors

Organizations and institutions in developing nations often have difficulty in raising funds to travel to and participate in GSDI meetings (including the GSDI World Conferences). Developing Nation Sponsors are sought to encourage industry, government and Individual Members to make additional contributions that will pay the annual membership dues for government, professional or private sector organizations in developing nations (low and lower-middle income by World Bank standards). This will allow representatives of organizations in developing countries to become Organizational Members and to attend and fully participate in GSDI as official voting Council members and to enjoy the regular benefits accruing to Organizational Members.

An individual or organization may choose to donate any sum from \$100 or more to this program. Those who sponsor the entire annual membership fee for one or more organizations in the developing world (minimum of \$2500) are recognized on the web site, at the GSDI international conferences, in GSDI publications and through other means as a Developing Nation Sponsor for that year. All funds received through this program are placed in a common pool to support the direct travel, hotel, per diem, workshop fee, and conference fee expenses of representatives of national organizations or Individual Members from developing nations. Direct expenses to administer the program up to but not exceeding 10% also may be charged by GSDI.

Applications by developing nation organizations and Individual Members to receive support from the fund and distribution of the funds are administered by the Executive Committee and those GSDI Members involved in capacity building activities, at meetings convened when necessary. Donors will be invited to serve on or contribute to the deliberations if they so desire. Developing Nation Sponsors may indicate a

preference for applying their donation within a region of the world, a specific country, a specific sector, or preference to apply the donation to a specific organization and support the travel expenses of a specific person affiliated with such organization. Such donor requests will be respected in the Committee deliberations when possible.

VII. GSDI Membership Dues

New Membership dues structures may be introduced from time to time, to apply in calendar years following their proposal and acceptance based on two-thirds majority vote of the Board. The current dues structure will be openly advertised on the GSDI website and in membership application literature (printed and electronic) as well as in paper-based and on-line membership application procedures.

Any new proposed dues structure will be communicated to all Organizational and Individual Members not less than six months prior to the beginning of the year in which the new dues structure is to take effect.

Deviations from the proposed dues structure for any Organizational or Individual Member (on renewal or first application) are at the discretion of a two-thirds majority vote of the Board, such decision to be delivered in a timely manner to the Member or applicant.

Free membership options are available to both Organizational and Individual Members satisfying the requirements set out in V (1). Free membership for Organizational Members is at the discretion and approval of the Executive Committee, reviewed on an annual basis.

The current member dues structure is contained in 'Operating Procedures – Annex 1 – Dues Structure' which is available publicly online and in all membership application literature and forms.