

By-Laws of the Association of Mapping Seniors (AMS) (December 1, 2022)

Preamble:

In 1974, employees of the Army Map Service having found a common interest due to long shared purposes, and a desire for continued social contact, formed a private organization for preserving and nurturing friendships developed over many years in all aspects of the mission and for keeping in touch and having fun. The Army Map Service has since undergone many changes through mergers, consolidations, and acquisitions of other national mapping and intelligence organizations which is now the National Geospatial-Intelligence Agency (NGA).

Article I: Name and Motto

1.1 The name of this organization shall be the Association of Mapping Seniors (AMS) (hereafter referred to as the "Association").

1.2 The motto of the Association shall be "Keeping In Touch and Having Fun."

Article II: Purpose

2.1 It shall be the purpose of this Association to:

2.1.1.a Provide a means of continuing social contact, and the sharing of interests and experiences among the membership; and

2.1.1.b Encourage the exchange of information and ideas for the mutual benefit of its members.

Article III: Membership

3.1 Persons qualifying under the following categories shall be eligible for membership:

3.1.1 Current and former employees of NGA, or its predecessor organizations, regardless of tenure of service.

3.1.2 Current and former military personnel having served with NGA, or its predecessor organizations.

3.1.3 Current and former employees of the Northwest Federal Credit Union (NWFCU) or its predecessor organizations regardless of tenure of service.

3.1.4 Spouses of current, new, or deceased members.

3.1.5 Current and former contractors having served with NGA, or its predecessor organizations.

3.2 The Executive Board may offer full or honorary membership to other persons based on their interest in, and service to, the mapping community and to the Association. Honorary members shall be accorded all privileges of regular membership, except in the conduct of official business.

Article IV:
Membership Fees

4.1 New members shall be assessed a lifetime membership fee of \$30.00. Their spouses may also become members, without paying an additional membership fee, if their name and information is included on the same or a separate membership form.

4.2 Spouses of current or deceased members may also become members, without paying an additional membership fee if their name and information was or is provided on a membership form.

4.3 This Article shall not apply to honorary members, as they shall not be required to pay a membership fee.

Article V:
Management and Officers

5.1 The administration and normal management of the Association shall be the responsibility of:

- a) the Executive Board¹ (aka Board) consisting of the four elected Officers; and
- b) the Chairpersons of the Association's standing and special committees; and
- c) the immediate past President; and
- d) other member(s) of the Association in good standing who regularly attended Executive Board meetings during the prior 12 months.

¹The Executive Board shall have sole responsibility for executing commitments, contracts, and financial obligations in the name of the Association, and for interpretation and implementation of the Association's By-Laws and Standard Operating Procedures.

5.1.1 A quorum for any Executive Board meeting shall include at least a majority of the Executive Board members, and such majority must include either the President or the Vice President. Action taken shall be by a majority vote of a quorum of a duly called or scheduled meeting. The four Association Officers shall have voting rights. Chairpersons of the Association's standing and special committees, and the immediate past President of the Association, shall have voting rights. Up to four of the Association members who regularly attended Executive Board meetings during the prior 12 months shall have voting rights. Any other member of the Association is entitled to attend meetings of the Executive Board and be permitted to speak, although they shall not have voting rights.

5.1.2 The Association acts only in the capacity of sponsor as a service to members. Such sponsorship does not constitute any agreement or warranty by the Association; and neither it nor any of its officers or agents may be held responsible in any manner for any costs, injury, damage, loss, or delay for any reason whatsoever. The Association, in arranging transportation, accommodations or other services, does so only as an agent for the member ordering same. The member, by indicating participation in the activity, agrees to the tariffs, terms, and conditions under which the supplier provides the services.

5.1.3 The Association is a private, not-for-profit, social organization formed for preserving and fostering friendships developed over the years, initially for retired employees of the Army Map Service and subsequently for retired employees of other mapping and charting organizations

incorporated over time into what is now the National Geospatial-Intelligence Agency. No part of the assets of the Association shall inure to the benefit of, or be distributed to its members, officers, or other private persons. However, the Association's Executive Board shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which the Association was created. The Association shall not promote or support any activity, person or organization that produces or distributes propaganda, or otherwise attempts to influence any legislation. The Association shall not participate in or intervene in (including the publishing and distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. In addition, the Association shall not discriminate against individuals seeking membership on the basis of race, color, sex, gender, religion or other legally protected class.

5.1.4 To support Association management and operations, and to provide for the continuity of such operation over time, the Board may establish and maintain Standard Operating Procedures for, at least, the Board and the Standing Committees. These SOPs are intended to provide more detailed procedures for the management and operations of the Association than do the By-Laws. In the event of a conflict between an SOP and the By-Laws, the latest approved By-Laws take precedence.

5.1.5 The Board may use in-person, telephonic, mail, email, or other online/web-based capabilities, singularly or in some combination, as needed to conduct and support the administration and management of the Association.

5.2 Executive Board Officers shall consist of a President, Vice President, Treasurer and Secretary:

5.2.1 The regular term of the Treasurer and Secretary are normally for a period of two years, with terms alternating so the Treasurer is elected in even years and the Secretary is elected in odd years. The regular term of an incoming Vice President is normally a period of two years total, with the first year as Vice President and the second year as President, therefore, a new Vice President is elected each year. The regular term of a President is normally one year.

5.2.2 Should an elective office become vacant, except for the President, the remaining members of the Executive Board may appoint a current AMS member in good standing to fill the vacancy for the unexpired part of the term. While an elective office is vacant, the remaining Executive Board members may act to fulfill the duties and responsibilities of that vacant position on a rotating basis.

5.2.3 Should the office of the President become vacant; the Vice President shall automatically become President. Should the office of President become vacant with no Vice President available, the President's position may be filled, on a rotating base, by members of the Executive Board.

5.2.4 The officers of the Association shall be authorized to select special assistants as deemed necessary to fulfill the officer's duties after notifying the Executive Committee of their intent to select a special assistant. Special assistants shall have no voting rights.

5.2.5 Standing and special committees shall be appointed as necessary to carry out the objectives and activities of the Association.

5.2.6 All officers, special assistants and standing or special committee members shall serve without compensation.

Article VI:
Duties of Officers

6.1 President: Serves as Chief Executive Officer; presides at all meetings of members and officers; has general and active management of the business of the Association; appoints additional standing or special committees (with Board approval); and serves as an ex officio member of all committees.

6.2 Vice-President: Serves as Program Chairperson by leading and/or supporting designated persons in the planning and implementation of Board sponsored activities and services, e.g., scheduled annual or special events. In the absence of the President, performs the duties and exercises the power of the President and performs other duties as required. The Vice President shall subsequently become President in the following term.

6.3 Treasurer: Shall maintain oversight and custody of funds; keeps full and accurate accounts of receipts and disbursements in the books of the Association; reports all financial actions to Executive Board; deposits all monies and other valuable effects in the name of and to the credit of the Association in such depositories as designated by the Executive Board; submits periodic reports to the Executive Board; and provides an annual report to the membership. Coordinates with Vice President on planning and implementation of Board sponsored activities and services, e.g., scheduled annual or special events.

6.4 Secretary: Keeps minutes of the business of all meetings of the Association; corresponds with members as directed; gives notice of all meetings to members as required and prepares necessary correspondence; serves as focal point for all correspondence relating to election of officers and to amending these By-Laws; and submits minutes of all meetings to the Executive Board.

Article VII:
Standing Committees

7.1 The President, with Board input, shall appoint chairpersons to the following committees:

7.1.1 AMS NEWS Newsletter: The Managing Editor of AMS News shall be responsible for:

7.1.1.a Periodically publishing the newsletter, throughout the year, at the discretion of the Executive Board;

7.1.1.b Assuring the contents of the newsletter shall include, but not be limited to, information regarding social events and other Association sponsored activities, appropriate letters and articles submitted by members, member obituaries, etc.

7.1.1.c Periodically reporting to the Executive Board.

7.1.2 History: The Historian shall be responsible for keeping the Association's History Files current and complete; and periodically reporting to the Executive Board.

7.1.3 Membership: The Membership Chairperson shall be responsible for providing an Association membership directory for the Association website, for keeping the membership database current, complete, and secure; and periodically reporting to the Executive Board.

7.1.4 Webmaster: The Webmaster shall be responsible for maintaining the Association's website; keeping its pages current; and assuring the contents are correct, secure, and consistent with the Association's By-Laws, history, and purpose. The Webmaster shall periodically report to the Executive Board concerning member usage and comments, problems, solutions, enhancements, and other operating activities.

7.1.5 Facebook: The Facebook (FB) Administrator shall be responsible for maintaining the Association's Facebook page, providing primary questions to ensure requests to join the AMS Facebook page are from persons with legitimate eligibility/connections with the Association. The FB Administrator shall periodically report to the Executive Board concerning member usage and comments, and problems, solutions, enhancements and/or other operating activities or issues.

7.1.6 Email: The custodian of the Association's email address shall review incoming emails and either reply and/or forward email to the proper person regarding the subject matter; as well as maintain email communications with the membership.

Article VIII: **Meetings**

8.1 An Annual Meeting of members shall be held during December. The Executive Board shall designate the specific date, time, and venue for the Annual Meeting. Business to be conducted during the Annual Meeting shall include the election and installation of new officers, together with the transaction of other necessary AMS business. A notice of the Annual Meeting shall be sent to all members at least 30 days prior to the meeting.

8.2 A quorum of 15 members, two of whom are members of the Executive Board, shall be required to hold the Annual Meeting. All members present at the Annual Meeting shall have voting rights.

8.3 Other regular and special meetings may be called by the Executive Board, upon determination of the need.

Article IX: **Elections**

9.1 At least 45 days prior to the Annual Meeting, the Executive Board shall nominate one member in good standing for the offices of Vice President and Secretary in odd years and for the offices of Vice-President and Treasurer in even years; and assure the nominees' availability and willingness to serve prior to their being accepted as candidates. The Vice President, whose term is expiring, shall be the uncontested nominee for the office of President. If the position of Vice-President is vacant going into the election period, and the current President is willing to serve one more year, the Executive Committee may nominate and include the current President as the uncontested nominee for the President position on the ballot.

9.2 Notice of the Annual Meeting shall include a ballot form containing the candidates nominated by the Executive Board. Spaces will be provided for members to nominate write-in candidates. Any member in good standing may nominate another member in good standing for officer positions on the ballot, other than those already nominated by the Executive Board and excluding the position of President. If a write-in candidate(s) is/are nominated, then the write-in nomination(s) must be accompanied by a statement signed by the nominee(s) that they are available and willing to serve. All completed ballot forms (and associated statements for write-ins as needed) must be received no later than two days *prior to* the Annual Meeting either by 1)

an email reply to the Association's email with subject line of "20xx AMS Board Officer Election" or 2) via regular mail to the Secretary of the Association. The Secretary shall tally and record the results.

9.3 The President shall preside over the election. Any member in good standing may nominate another member in good standing at the Annual Meeting for officer positions on the ballot, other than those nominated by the Executive Board or already received as a write-in on completed and returned ballot forms, and excluding the position of President. The nominee must be present at that Annual meeting and agree they are available and willing to serve. The Secretary will collect and count all votes taken at the Annual Meeting and combine them with those received before the meeting and report the election results to the membership at the Annual Meeting. The elected officers' terms shall begin when they are duly installed at the Annual Meeting by the President.

9.4 Eligibility for holding office is limited to current members in good standing

Article X: **Regional Chapters**

Petitions for Regional Chapters are no longer accepted. All prior petitions/approvals for establishment of a Regional Chapter of the Association of Mapping Seniors are hereby rescinded, and considered null and void.

Article XI: **Dissolution**

11.1 The Association shall be dissolved upon a finding, by the Executive Board, approved by two thirds (2/3) of a voting quorum of the Association membership, that the Association can no longer function as a viable and representative organization in a manner consistent with the purposes of the Association, as described in these By-Laws, such as by reason of lack of membership or necessary funding or other support. In such event the assets of the Association shall be disposed of in accordance with Para. 11.2.

11.2 Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article XII: **Adoption and Amendments**

12.1 The original By-Laws were adopted and approved at the organization meeting of the Association in 1974.

12.2 Amendments to the By-Laws may be enacted from time-to-time by the Executive Board. The membership shall be notified when the By-Laws are amended. They shall be available, upon request, from the Secretary of the Association.

12.3 The By-Laws and subsequent Amendments are equally binding on the officers and members of the Association.

12.4 Revisions:

12.4.1 December 1993 (All amendments were approved by a majority vote at the Annual Meeting in December 1993.)

12.4.2 December 7, 2002 (All amendments were approved by the Executive Board.)

12.4.3 December 1, 2010 (All amendments were approved by the Executive Board.)

12.4.4 April 4, 2011 (All amendments were approved by the Executive Board.)

12.4.5 August 5, 2015 (All amendments were approved by the Executive Board.)

12.4.6 April 29, 2020 (All amendments were approved by the Executive Board.)

12.4.7 December 1, 2022 (All amendments were approved by the Executive Board.)

Article XIII:
Disclaimer

13.1 Any reference to NGA, its predecessor or successor organizations does NOT constitute an endorsement by NGA, its predecessor or successor organizations. The Association is a private not-for-profit organization whose members are or have been associated with NGA or its predecessor organizations or who are/were eligible spouses of members.