

# CONSTITUTION

## GeoData Alliance, Inc.

### A Delaware Not For Profit Corporation

Please see [Appendix A](#) for a table of contents of this Constitution. Please see [Appendix B](#) for an explanation of capitalized terms.

#### ARTICLE 1. Purpose and Principles

**Section 1.01 Purpose.** The purpose of GeoData Alliance, Inc. (“GDA”) is to foster trusted and inclusive processes to enable the creation, effective and equitable flow, and beneficial use of Geographic Information (“Purpose”).

**Section 1.02 Principles.** In pursuit of the Purpose, each and every part of GDA will abide by the following principles in conducting GDA activities (“Principles”):

A. GDA is open to any Individual or Institution subscribing to the Purpose and Principles in conducting GDA activities.

B. Members have the right to self-organize at any time, on any scale and around any activity consistent with the Purpose and Principles.

C. Authority will be vested in, functions performed at, and resources used by the smallest or most local part that includes all relevant and affected parties.

D. Deliberations and decisions of GDA will be made by bodies and methods that reasonably represent all relevant and affected parties and are dominated by none.

E. Diversity of people, perspectives and approaches is desirable and will be encouraged.

F. Conflict will be resolved creatively, cooperatively and constructively.

G. To the maximum degree possible, results will be achieved by persuasion rather than compulsion.

H. Deliberations and decisions of GDA will use knowledge and information derived from scientific method, practical experience and intuition.

I. Each and every part of GDA will pursue greater coherence in the creation and flow of Geographic Information.

J. Geographic Information will be treated as an infrastructure asset, and creative investment of public and private resources to achieve the Purpose will be encouraged.

K. Geographic Information has inherent value and the creators of that value should be equitably compensated.

L. Geographic Information and technologies will be used to improve decision making and productivity, consistent with the Purpose and Principles.

M. Public inspection of Geographic Information used for governance is a fundamental right and access to such information should be provided.

N. Standards essential to achieve the Purpose in accord with the Principles will be established and implemented.

O. Innovation is essential to achieve the Purpose, will be encouraged and should be fairly rewarded.

P. Each and every part of GDA will protect the privacy and confidentiality of personal information and sensitive Geographic Information.

Q. Knowledge related to achieving the Purpose of GDA in accord with the Principles will be openly and fully exchanged unless disclosure violates confidentiality or materially diminishes competitive position.

R. Geographic Information and technologies will be used to improve the health of our communities, our economies and the Earth.

## **ARTICLE 2. Sectors and Subsectors of Members**

**Section 2.01 Sectors.** GDA will have six initial Sectors of Members: (A) Alliances; (B) academic/research; (C) for profit; (D) general interest; (E) government; and (F) non-profit.

**Section 2.02 Subsectors Within Sectors.** Sectors will have the following initial Subsectors of Members: (A) *Alliances* – (1) Community Alliances, (2) Multi-Community Alliances and (3) Network Alliances; (B) *academic/research* – (1) academic and (2) research; (C) *for profit* – (1) natural resources/environment, (2) utilities/telecommunications/transportation, (3) real estate/financial, (4) GIS vendors/suppliers/consultants, (5) manufacturing/wholesale/retail, (6) social/human services and (7) other for profit; (D) *general interest* – (1) library, (2) media and (3) individuals/citizen groups; (E) *government* – (1) tribal, (2) municipal, (3) county, (4) state, (5) federal, (6) regional/multi-jurisdictional and (7) quasi-governmental/special districts/other; and (F) *non-profit* – (1) professional/trade/labor association and (2) advocacy/community/public interest/other.

**Section 2.03** Non-US Equivalents of Sectors and Subsectors. For Members outside the United States, the terms used for Sectors and Subsectors in Sections 2.01 and 2.02 above include Equivalents in the nation states, territories or other areas in which Members are located.

### **ARTICLE 3. Eligibility for Membership and Participation**

**Section 3.01** Means of Becoming Members. Individuals, Institutions and Alliances may become Members by applying to and being accepted for Membership in GDA by (A) the Council of Trustees (“Council”) of GDA or (B) an Alliance.

**Section 3.02** Individuals and Institutions. Individuals and Institutions are eligible to be Members if they (A) subscribe to the Purpose and Principles in conducting GDA activities; (B) designate Sector and Subsector of Membership, (C) meet any other Eligibility Requirements established by the Council and (D) if Membership is sought through application to an Alliance, meet any additional Eligibility Requirements established by that Alliance.

**Section 3.03** Alliances. Alliances are eligible to be Members if, in addition to meeting the Eligibility Requirements in Section 3.02 (A), (C) and (D) above, they also meet the following requirements: (A) in the case of a Community Alliance, it is composed of five or more Individual or Institutional Members; (B) in the case of a multi-community alliance, it is composed of two or more community alliances; (C) in the case of a network alliance, it is composed of two or more multi-community alliances; and (D) the Alliance (1) states the purposes for which it is formed, (2) is capable of contracting under Applicable Law, (3) is open to Individuals, Institutions and other Alliances consistent with the Purpose and Principles, and (4) subscribes to and operates in accordance with the Purpose and Principles in conducting all of its activities. When an Individual or Institutional Member becomes associated with an Alliance, said Member shall retain all of its separate rights as a “Member” under this Constitution and Applicable Law, and shall also have the right to appoint or participate in the selection of a Trustee through an Alliance, as provided in Article 7.

**Section 3.04** Emergent Initiatives. Emergent Initiatives are initiatives that have not applied for Membership in GDA but (A) involve one or more Members of GDA, (B) are consistent with the Purpose and Principles and (C) in which participation is encouraged and supported by GDA.

**Section 3.05** Affiliates. Individuals and Institutions desiring only information and products in exchange for payment of fees are eligible to be non-voting Affiliates of GDA but will not be Members within the meaning of this Constitution.

### **ARTICLE 4. Applications and Admission of Members**

**Section 4.01** Applications. Applications to the Council for Membership and for waiver of Eligibility Requirements will be made in a manner and form determined by the

Council. Applications to an Alliance for Membership will be made in a manner and form determined by the Alliance.

**Section 4.02** Admission and Waivers. All applicants meeting the Eligibility Requirements will be accepted. The Council may admit as a Member an Alliance that does not meet all Eligibility Requirements by waiving one or more requirements for any number of successive periods not to exceed two years each, if the Council determines that waiver is consistent with the Purpose and Principles.

## **ARTICLE 5. Change of Members' Sectors and Subsectors**

**Section 5.01** Change of Sectors and Subsectors. An Individual or Institutional Member may change Sectors or Subsectors in a manner and form determined by the Council, unless the change involves the Alliance Sector or Subsectors in which case application under Article 4 will be required.

## **ARTICLE 6. Rights of Members; Responsibilities of Alliances**

**Section 6.01** Rights of Members. In addition to any other rights provided in the Articles, Constitution, Operating Procedures or Applicable Law, all Members will have the rights to (A) engage in activities consistent with the Purpose and Principles and (B) adopt purposes, principles, operating and governance procedures consistent with the Purpose and Principles.

**Section 6.02** Responsibilities of Alliances. In addition to other responsibilities provided in the Articles, Constitution, Operating Procedures or Applicable Law, Alliances will (A) exercise oversight and take all actions necessary to assure (1) that other Alliances they have admitted as Members of GDA adhere to the Purpose and Principles in all of their activities and (2) that Individuals and Institutions they have admitted as Members of GDA adhere to the Purpose and Principles in their conduct of GDA activities, (B) encourage and support participation in Emergent Initiatives and (C) provide certifications of Members admitted by Alliances at times and in a manner and form determined by the Council.

## **ARTICLE 7. Composition and Selection of Council**

### **Section 7.01** Composition of Council.

A. Until the first annual meeting of Members, the Council will be composed of (1) the Trustees serving at the time this Constitution is adopted by the Council and (2) any additional Trustees appointed by the Council prior to the first annual meeting of Members.

B. After the first annual meeting of Members the Council will be composed of:

(1) At minimum, sixteen Trustees including a minimum of (a) at least four Trustees from the government Sector, (b) at least four Trustees from the for profit Sector and (c) the Executive Director.

(2) At maximum, thirty-two Trustees including a maximum of (a) one Trustee from each Subsector in each Sector other than the Alliance Sector (“Subsector Trustees”), (b) seven Trustees from the Alliance Sector (“Alliance Trustees”), (c) the Executive Director and (d) three at-large Trustees.

C. No more than one trustee, director, officer, Individual Member or individual from an Institutional Member of an Alliance may serve as an Alliance Trustee simultaneously.

**Section 7.02** Appointment, Nominating and Voting Procedures for Trustees. At each annual meeting of Members, all Trustees will be appointed and elected as follows and may serve any number of successive terms:

A. *Subsector Trustees.*

Until Members within a Subsector (other than Subsectors within the Alliance Sector) exceed one, at an annual meeting (1) Individuals may appoint themselves as Trustees to serve until the next annual meeting, and (2) Institutions may appoint one of their trustees, directors, officers or employees as Trustees to serve until the next annual meeting, and, if a vacancy occurs, appoint a replacement for the remainder of the term.

When Members within a Subsector exceed one they may unanimously agree upon a method for selecting Trustees. If they do not agree:

(1) Forty-five days before each annual meeting, a nominating committee of at least five Trustees appointed by the Council will nominate at least two Members within the Subsector;

(2) Thirty days before each annual meeting, Members within the Subsector may nominate additional candidates by obtaining signatures from ten percent or more of the Members entitled to vote as of the record date (please see Section 13.04[D] below concerning the record date);

(3) All candidates nominated will be placed on the proxy form and the ballot;

(4) Each Member within the relevant Subsector entitled to vote will have one vote;

(5) The Officers and staff administering the voting procedures will take reasonable steps to keep the votes of Members confidential; and

(6) The candidate receiving the most votes prior to or at the annual meeting from Members within the Subsector will be elected a Trustee until the next annual meeting.

B. *Alliance Trustees.*

Until Alliances exceed seven, at an annual meeting each Alliance may appoint one of its trustees, directors, officers, Individual Members or individuals from Institutional Members of the Alliance as a Trustee to serve until the next annual meeting, and, if a vacancy occurs, appoint a replacement for the remainder of the term.

When Alliances exceed seven they may unanimously agree upon a method for selecting Trustees. If they do not agree:

(1) Forty-five days before each annual meeting, a nominating committee of at least five Trustees appointed by the Council will nominate at least eight trustees, directors, officers, Individual Members or individuals from Institutional Members of separate Alliances;

(2) Thirty days before each annual meeting Alliances may nominate additional candidates by obtaining signatures from Alliances holding ten percent or more of the total number of votes eligible to be cast by all Alliances;

(3) Each Alliance will have the number of votes equal to the number of Individual and Institutional Members entitled to vote through that Alliance as of the record date;

(4) Individual and Institutional Members of Alliances (a) may exercise their voting rights through only one Alliance, (b) will vote through the first Alliance they join unless they give notice to the Council of a change of selection, and (c) will provide all Alliances to which they belong thirty days advance written notice of any change of selection of the Alliance through which they will vote;

(5) Alliances will keep written records of the Members eligible to vote through them, and will provide certified voting records at times and in a manner and form determined by the Council;

(6) All candidates nominated will be placed on the proxy form and the ballot;

(7) An Alliance may cast portions of its total number of votes for different candidates;

(8) The Officers and staff administering the voting procedures will take reasonable steps to keep the votes of Alliances confidential; and

(9) The seven candidates receiving the highest numbers of votes prior to or at the annual meeting will be elected Trustees until the next annual meeting.

C. *Executive Director.* The Executive Director will be an ex-officio member of the Council and will serve as a Trustee during his or her term in office.

D. *At-Large Trustees.* The Council may appoint up to three at-large Trustees, who need not be Members of GDA, to serve until the next annual meeting.

E. *Vacancies.* A vacancy on the Council shall be filled under the procedure set forth in this Article 7 by the Individual(s), Institution(s), Alliance(s), Executive Director or Trustees, as the case may be, who appointed, selected or elected the vacating Trustee.

## **ARTICLE 8. Responsibility and Authority of Council**

**Section 8.01 Responsibility.** In addition to any other responsibilities provided in the Articles, Constitution, Operating Procedures or Applicable Law, the Council will:

- A. Attract and admit eligible Members;
- B. Exercise oversight and take all actions necessary to assure that (1) Alliances admitted by the Council as Members adhere to the Purpose and Principles in all of their activities and (2) Individual and Institutional Members admitted by the Council adhere to the Purpose and Principles in their conduct of GDA activities;
- C. Remove a Trustee who has (1) committed a serious breach of fiduciary duty or (2) been declared incapacitated or convicted of a felony by final judgment;
- D. Establish and amend Membership and other fee schedules provided that fee schedules shall be equitably applied to all Members and changes shall go into effect upon at least ninety days' advance notice to those affected;
- E. Encourage and support participation in Emergent Initiatives;
- F. Establish Operating Procedures (please see applicable definition in Appendix B below); and
- G. At least one hundred and twenty days before the fourth annual meeting of Members, review the provisions of Articles 2, 3, 7, 8, 10, 11, Section 13.06 and any other Articles or Sections of this Constitution deemed appropriate by the Council, and submit to the Members a written report concerning those provisions, including any recommendations for amendments consistent with the Purpose and Principles.

**Section 8.02** Authority. In addition to any other authority provided in the Articles, Constitution, Operating Procedures or Applicable Law, the Council is authorized to:

- A. Establish additional Eligibility Requirements (please see Article 3 above);
- B. Remove a Trustee who has failed to attend three consecutive Council meetings; and
- C. Identify priorities for action that concern the whole of GDA.

## **ARTICLE 9. Officers**

**Section 9.01** Executive Director. The Executive Director will be the chief executive officer of GDA, preside at all meetings of the Members, have general and active management of the business of GDA and implement all decisions of the Council and the Members.

**Section 9.02** Secretary. The Secretary will be responsible for assuring that (A) records are kept of all meetings and actions of (1) the Council, (2) committees of the Council, and (3) the Members; (B) records are kept of all Members, showing their names, addresses, Sectors, Subsectors and voting rights; (C) notice is given of all meetings of the Members and of the Council; (D) the seal is kept if one is adopted; and (E) other responsibilities established by the Council are fulfilled.

**Section 9.03** Treasurer. The Treasurer will be responsible for assuring that (A) correct books and records of accounts of properties and transactions are maintained; (B) all monies and other valuables are deposited with depositories designated by the Council; (C) appropriate internal controls with respect to costs and disbursements are established; (D) funds are disbursed as authorized by the Council; (E) accountings of all transactions and the financial condition of the GDA are rendered to the Executive Director or Trustees upon request; and (F) other responsibilities established by the Council are fulfilled.

**Section 9.04** Chair of the Council. The Council will appoint a Trustee as Chair of the Council to serve until the next annual meeting who will consult with the Executive Director about agendas for and preside at Council Meetings, but have no responsibility for executive management of the affairs of GDA.

**Section 9.05** Multiple Offices. An individual may hold multiple offices, but may not simultaneously hold the offices of Executive Director and Chair of the Council, nor Secretary and Treasurer.

## **ARTICLE 10. Voting By Members**

**Section 10.01** Member Votes. Excluding procedures for election of Trustees (please see Section 7.02 above), when making any decisions of the Members required or permitted to be made by the Members by the Articles, Constitution or Applicable Law, each Member will have one vote, and votes of Individual and Institutional Members admitted by Alliances will be cast directly rather than through Alliances.

## **ARTICLE 11. Decisions by the Council and Members and Voting Requirements**

**Section 11.01** Decisions by the Council. Subject to the voting rights of Members (please see Section 11.03 below), the Council may make the following decisions by the votes specified:

A. To issue written notice of intent to expel or take other actions to expel a Member (please see Section 12.02 below), eighty percent or more of the total number of Trustees, excluding Trustees appointed by the affected Member, who will abstain;

B. To remove a Trustee (please see Section 8.01[C] and 8.02[B] above), seventy-five percent or more of the total number of Trustees, excluding the Trustee subject to removal, who will abstain;

C. To appoint a committee that will exercise responsibility or authority of the Council (please see Section 13.07 below), sixty-six percent or more of the total number of Trustees;

D. To request a special meeting of Members (please see Section 13.04[B] below), a majority of the total number of Trustees; and

E. To adopt Operating Procedures (please see Section 8.01[F] above and the applicable definition in Appendix B below), or to take any other action authorized by the Articles, Constitution or Applicable law (for example, please see Section 4.01 above, regarding the manner and form of applications, and Section 13.04[C] below regarding procedures for notice of meetings of Members), a majority of a quorum of the Council.

**Section 11.02** Decisions by the Council and Members. Subject to the voting rights of Members (please see Section 11.03 below) the Council and Members may make the following decisions by the votes specified:

A. To approve a merger, acquisition, sale of substantially all assets or dissolution of GDA (1) seventy-five percent or more of the total number of Trustees and (2) seventy-five percent of all Members entitled to vote as of the record date;

B. To amend the Articles or the Purpose or Principles (1) seventy-five percent or more of the total number of Trustees and (2) seventy-five percent or more of all Members entitled to vote as of the record date; and

C. To change the size or composition of the Council (please see Section 7.01 above), including any amendment of the Sectors or Subsectors that would change the size or composition of the Council, (1) sixty-six percent or more of the total number of Trustees and (2) seventy-five percent or more of all Members entitled to vote as of the record date.

**Section 11.03** Decisions by Members Only. Except for amendment of this Section 11.03 the Members of GDA alone by a vote of eighty percent or more of all Members entitled to vote as of the record date may make any decision, including those described in Sections 11.01 above (decisions by the Council) and 11.02 above (decisions by the Council and Members), regardless of action or inaction of the Council. This Section 11.03 may be amended only by a vote of (1) eighty percent of the total number of Trustees and (2) eighty-five percent of all Members entitled to vote as of the record date.

**Section 11.04** Amendment of Constitution. No provision of this Constitution allowing or requiring a specified vote of the Council or Members may be amended to provide for a lesser vote, without a vote equal to or exceeding the percentage of votes specified in the provision subject to amendment.

## **ARTICLE 12. Termination of Membership, Fines and Other Sanctions**

**Section 12.01** Voluntary Termination. A Member may resign for any reason by delivering written notice to the Council specifying an effective date of such resignation.

**Section 12.02** Involuntary Termination. A Member may be expelled by the Council only if the Member (A) repeatedly or willfully violates the Articles, Constitution or Operating Procedures; (B) is unable to meet obligations due to insolvency or another cause; or (C) is engaging in unsound conduct exposing GDA to undue risk or damage. The Council will adopt Operating Procedures for expulsion, including notice of intent to expel, an opportunity to be heard, notice of expulsion and the effective date.

**Section 12.03** Results of Termination. A Member voluntarily or involuntarily terminated will pay membership or other fees prorated through the effective date of termination and will not be entitled to a refund of prepaid membership or other fees and will not be relieved of liability for past due membership or other fees. Terminated Members (A) relinquish all rights in GDA and its properties; (B) will not use any materials bearing the name, service or trade marks of GDA except as otherwise provided in the Operating Procedures; and (C) will do nothing that might lead others to believe that the ex-Member's conduct, products or services are associated with GDA or that results in diminution in value of GDA's name, service or trade marks or other properties.

**Section 12.04** Fines and Other Sanctions. On at least ninety days' notice before implementation the Council may adopt Operating Procedures providing for fines and

other sanctions equitably applied to all Members for any violation of the Articles, Constitution or Operating Procedures.

## **ARTICLE 13. Miscellaneous**

**Section 13.01** Offices. The Council (A) will establish the location of the principal office of GDA at a place allowed by Applicable Law; (B) will maintain in its state of incorporation a registered office and a registered agent; (C) will qualify GDA to do business in places the Council deems appropriate; and (D) may establish other offices at any places the Council deems appropriate.

**Section 13.02** Fiduciary Duties of Trustees and Officers. The fiduciary duties of Trustees and Officers of GDA will be to the Purpose and Principles and to the entirety of GDA, not to any part of GDA or to any other Individuals or Institutions or their financial interests.

**Section 13.03** Non-Transferability of Membership. Memberships are not transferable voluntarily or involuntarily, and any attempted transfer will be null and void.

### **Section 13.04** Meetings of Members.

A. *Annual Meeting.* The annual meeting of the Members will be held each year at a time and place designated by the Council. Members may conduct any business within their authority.

B. *Special Meetings.* The Executive Director or Secretary will call special meetings of the Members on written request of the Council or of Members having at least twenty percent of all Member votes, stating the purpose and proposed action(s) to be taken.

C. *Notices of Meetings.* The Council will adopt procedures for written notice of meetings reasonably calculated to give Members actual notice consistent with Applicable Law. The Council will provide at least forty-five days' written notice of annual meetings of Members and at least thirty days' written notice of special meetings of Members. The notice will also state (1) the place, date and hour of the meeting, (2) for annual meetings the matters that the Council or Executive Director intend to present to the Members for action, and (3) for special meetings the purpose of the meeting and proposed action to be taken and that no other action may be taken.

D. *Record Dates.* Only Members as of the record date will be entitled to notice of a meeting and to vote at the meeting. The record date for each annual meeting will be sixty days prior to the date of the meeting, and the Council will set a record date for each special meeting not less than forty-five days before the meeting.

E. *Quorum.* Members having fifty percent of the total Member votes as of the record date present, represented by proxy or present at the meeting, will be a

quorum at all meetings for the transaction of business. Absent a quorum, those present may adjourn the meeting for a period of not more than thirty days, without notice other than announcement at the meeting.

F. *Proxies.* Members entitled to appoint or vote in person at a meeting may authorize other persons to attend and act for them by written proxy. Proxies will (1) be on a form furnished by GDA; (2) be effective only if signed, dated and delivered to GDA at least forty-eight hours prior to the commencement time of the meeting in the notice; and (3) permit the proxy holder to cast the votes or exercise the appointment rights held by the Member, either as designated by the Member on the proxy form or, if so indicated on the proxy form, at the discretion of the proxy holder; and (4) designate the period of time it remains in effect. A statement concerning the right to revoke proxies, substitute new proxies, and attend and vote in person, whether or not a proxy has previously been given, will accompany proxy forms.

**Section 13.05** Indemnity. GDA may indemnify its Trustees, Officers, employees and other agents to the fullest extent allowed by Applicable Law.

**Section 13.06** Meetings and Quorum of Council and Actions Without Meetings. The Council may have regular meetings without notice at times and places determined by the Council. On ten days' notice to each Trustee, the Executive Director may call special meetings of, or request action by, the Council in any manner allowed by Applicable Law. At the written request of at least twenty-five percent of the total number of Trustees, and on the same notice, the Executive Director or Secretary will call special meetings. Notices of special meetings must specify the purpose of the meetings, the action to be taken and that no other action may be taken. At all meetings of the Council, at least sixty-six percent of the total number of Trustees will be a quorum for the transaction of business. Absent a quorum, those present may adjourn the meeting, without notice other than announcement at the meeting, until a quorum exists. Any action that may be taken at a Council meeting may be taken without a meeting if all of the Trustees on the Council consent in writing.

**Section 13.07** Committees. The Council may designate executive committees composed of five or more Trustees that may exercise the responsibility or authority of the Council to the extent provided in the Council's resolution. The Executive Director may appoint advisory committees whose sole function is to advise executive management about specified matters. The Council or the Executive Director, as the case may be, shall designate the purpose, term, the duties and other matters for the conduct of business of the committee, and may designate one or more alternate members, who may replace any absent or disqualified member at committee meetings. A majority of a committee will be a quorum. A committee may act by unanimous consent in writing without a meeting. Minutes of committee meetings will be kept and reported to the Council and Executive Director.

**Section 13.08** Annual and Other Reports to Members. The Council will prepare and send to Members an annual report and any other periodic reports deemed appropriate by the Council.

**Section 13.09** Maintenance and Inspection of Articles, Constitution, Financial Statements and Corporate Records. The Articles, Constitution, financial statements, accounting books and records, minutes of proceedings of the Members, Council, and committees, and annual and other periodic reports by the Council to the Members will be maintained at the principal office of GDA in written form or another form convertible to written form. Members, personally or by agent, will have the right upon written request to inspect them and make extracts and copies at any reasonable time for purposes reasonably related to Membership at the Member's expense, and Trustees, personally or by agent, will have the right at any reasonable time to inspect them and make extracts and copies at GDA's expense.

**Section 13.10** Fiscal Year. GDA's fiscal year will begin on January 1 and end on December 31.

**Section 13.11** Forms of Communication. To the fullest extent allowed by Applicable Law, the Council is authorized to use any means of communication, including electronic communication, for any communication required or permitted by this Constitution.

**Section 13.12** Execution of Corporate Contracts and Instruments. The Council may authorize Officers and agents, generally or for specific transactions, to execute contracts, and to sign or endorse checks, drafts, notes, and evidence of indebtedness or payment to or by GDA, or other documents on behalf of GDA. Unless authorized or ratified by the Council, no Trustee, Officer, employee or agent will have authority to bind GDA contractually or render GDA liable for any purpose.

**Section 13.13** Conflicts of Interest. A conflict of interest exists if a Trustee, Officer, employee or other agent has a material interest in a potential transaction with GDA. All conflicts of interest must be disclosed to the Council, which may approve the transaction based on a good faith belief that the transaction is not unfair to GDA. Trustees with a conflict of interest will abstain from voting on the transaction.

**Section 13.14** Audit of Certifications. GDA will have the right to audit any certifications provided by Alliances. GDA will pay the cost of the audit unless the audit reveals a material error, in which case the Alliance will pay the cost.

**Section 13.15** Arbitration of Disputes. Any controversy or claim arising out of or relating to this Constitution, or the breach of it, will be settled by binding arbitration administered by the American Arbitration Association under its Commercial Arbitration Rules, and judgment on the award rendered by the arbitrator(s) may be entered in any court having jurisdiction. The arbitration will be submitted to a single arbitrator, unless either party desires three arbitrators, in which case each party will appoint an arbitrator, and the party-appointed arbitrators will appoint a third arbitrator. Unless otherwise agreed by the parties, the arbitration will be conducted in San Francisco, California.

**Section 13.16** Interpretation of Constitution. This Constitution will be interpreted consistent with the Purpose and Principles (please see Article 1 above).



|                      |   |    |
|----------------------|---|----|
| <b>Section 9.03</b>  | Treasurer .....   | 8  |
| <b>Section 9.04</b>  | Chair of the Council.....   | 8  |
| <b>Section 9.05</b>  | Multiple Offices .....  | 8  |
| ARTICLE 10.          | Voting By Members.....  | 9  |
| <b>Section 10.01</b> | Member Votes.....   | 9  |
| ARTICLE 11.          | Decisions by the Council and Members and Voting<br>Requirements.....                                      | 9  |
| <b>Section 11.01</b> | Decisions by the Council .....  | 9  |
| <b>Section 11.02</b> | Decisions by the Council and Members .....  | 9  |
| <b>Section 11.03</b> | Decisions by Members Only.....  | 10 |
| <b>Section 11.04</b> | Amendment of Constitution.....  | 10 |
| ARTICLE 12.          | Termination of Membership, Fines and Other Sanctions .....  | 10 |
| <b>Section 12.01</b> | Voluntary Termination.....  | 10 |
| <b>Section 12.02</b> | Involuntary Termination .....   | 10 |
| <b>Section 12.03</b> | Results of Termination.....   | 10 |
| <b>Section 12.04</b> | Fines and Other Sanctions .....   | 10 |
| ARTICLE 13.          | Miscellaneous.....  | 11 |
| <b>Section 13.01</b> | Offices.....  | 11 |
| <b>Section 13.02</b> | Fiduciary Duties of Trustees and Officers .....   | 11 |
| <b>Section 13.03</b> | Non-Transferability of Membership .....   | 11 |
| <b>Section 13.04</b> | Meetings of Members. ....   | 11 |
| <b>Section 13.05</b> | Indemnity .....   | 12 |
| <b>Section 13.06</b> | Meetings and Quorum of Council and Actions Without<br>Meetings.....                                       | 12 |
| <b>Section 13.07</b> | Committees .....  | 12 |
| <b>Section 13.08</b> | Annual and Other Reports to Members .....   | 12 |
| <b>Section 13.09</b> | Maintenance and Inspection of Articles, Constitution,<br>Financial Statements and Corporate Records ..... | 13 |
| <b>Section 13.10</b> | Fiscal Year .....   | 13 |
| <b>Section 13.11</b> | Forms of Communication .....  | 13 |
| <b>Section 13.12</b> | Execution of Corporate Contracts and Instruments .....  | 13 |
| <b>Section 13.13</b> | Conflicts of Interest.....  | 13 |
| <b>Section 13.14</b> | Audit of Certifications .....   | 13 |
| <b>Section 13.15</b> | Arbitration of Disputes .....   | 13 |
| <b>Section 13.16</b> | Interpretation of Constitution.....   | 13 |

## APPENDIX B

### Definitions

As used in this Constitution the underlined, capitalized terms below mean:

1. Affiliates – Individuals and Institutions desiring only information and products for payment of fees, as referred to in Section 3.05.
2. Alliances – A Sector of Members of GDA, including Community Alliances, Multi-Community Alliances and Network Alliances.
3. Applicable Law – All laws applicable to the Individual, Institution, Alliance or activity in question, including the Corporations Code of GDA’s state of incorporation.
4. Articles – The Articles of Incorporation of GDA.
5. Chair of the Council – The Officer of GDA usually referred to as the “chairman of the board of directors” under Applicable Law, as described in Section 9.04.
6. Community Alliance – A Member composed of five or more Individuals or Institutions.
7. Constitution – This Constitution, the document usually referred to under Applicable Law as the “by-laws.”
8. Council – The Council of GDA, the body usually referred to under Applicable Law as the “board” or “board of directors.”
9. Eligibility Requirements – The minimum requirements for Membership in GDA, as described in Article 3.
10. Emergent Initiatives – Initiatives that have not applied for Membership in GDA but (A) involve one or more Members of GDA, (B) are consistent with the Purpose and Principles and (C) in which participation is encouraged and supported by GDA.
11. Equivalent – An Individual or Institution outside the United States whose interest and/or function in the nation state, territory or other area where the Individual or Institution is located is equivalent to the interest and/or function of a term used to describe a Sector or Subsector within the United States.
12. Executive Director – The Officer of GDA usually referred to as the “chief executive officer under Applicable Law, as referred to in Section 9.01.
13. GDA – this Corporation, GeoData Alliance, Inc., a Delaware non-profit membership corporation.
14. Geographic Information – Information about objects or phenomena that are associated with a location relative to the surface of the Earth.
15. Individual – A human being, usually referred to as a “natural person” under Applicable Law.
16. Institution – Any form of organization recognized under Applicable Law.
17. Member – A voting “member” of GDA as that term is used under Applicable Law.
18. Membership – The status of being a Member of GDA.
19. Multi-Community Alliance – A Member composed of two or more Community Alliances.

20. Network Alliance – A Member composed of two or more Multi-Community Alliances.
21. Officers – The officers of GDA referred to in Article 9.
22. Operating Procedures – All policies, practices, rights, obligations and conditions adopted by the Council, concerning the methods, practices and affairs of GDA not otherwise specified in the Articles or Constitution.
23. Principles – The principles of GDA stated in Section 1.02.
24. Purpose – The purpose of GDA stated in Section 1.01.
25. Sector – A type of Member sometimes referred to under Applicable Law as a “class,” as described in Section 2.01.
26. Subsector – A subtype of Member sometimes referred to under Applicable Law as a “category,” as described in Section 2.02.
27. Trustee – A member of the Council.