



## **Bylaws of the San Diego Geographic Information Source (SanGIS)**

### **Recitals**

WHEREAS pursuant to Section D of the Joint Powers Agreement Creating the San Diego Geographic Information Source, the Board may adopt any bylaws, rules, or regulations as may be required for the conduct of its meetings and the orderly operation of SanGIS; and

WHEREAS it is desirable and appropriate to establish rules and regulations into one document readily accessible to the Board of Directors, staff, and general public;

NOW, THEREFORE, BE IT RESOLVED, that the following rules and regulations be adopted for the conduct of the business of SanGIS:

### **Article 1 – Name and Purpose**

SECTION 1 – NAME: The official name of the organization is *The San Diego Geographic Information Source* and it shall also be known, officially, as *SanGIS*.

SECTION 2 – PURPOSE: The mission and objectives of SanGIS shall be:

The SanGIS mission is to maintain and promote the use of regional geographic data for the benefit of the City and County of San Diego and for the San Diego region and to assist in the development and promotion of shared geographic data and automated systems which use that data by providing cost effective access to geographic data to member agencies, strategic partners, and the public.

SanGIS meets its mission statement through three primary functions:

Landbase Maintenance – The County and City geospatial landbase consists of over 17 data layers including lots, parcels, roads, addresses and open space easements. Additions, deletions, updates and corrections are made regularly to provide the most current, accurate, and complete landbase possible.

Data Warehouse Management – SanGIS manages and maintains over 500 data layers in its spatial data warehouse for reference and distribution by and to the County of San Diego and the City of San Diego. Layers are provided by the City, County, SANDAG, SanGIS and others. The spatial data warehouse is shared and used by the same entities.

Public GIS Data Access – SanGIS, by developing strategic partnerships with other regional GIS data agencies, provides free public access to over 250 data layers in their joint Regional Data Warehouse (RDW) and provides interactive maps, data extracts, and custom mapping services. SanGIS also promotes the use of open GIS data by encouraging and facilitating the sharing and publication of GIS data by and with other jurisdictions in the RDW.

SECTION 3 – SCOPE OF MISSION: In fulfilling its mission as described above, SanGIS shall maintain the ability to edit, warehouse, distribute and maintain regional GIS data in a manner that is both secure and available to internal and external customers. SanGIS may provide technical and procurement services, data, and support, within the normal capabilities of SanGIS, to JPA members as may be requested provided those services or supplies are directly related to the geospatial technology, mission, and purpose of SanGIS. Where these services and supplies are of mutual benefit to the JPA members and/or the region



as a whole, these capabilities, data, products, and services and supplies will be planned and budgeted for in the SanGIS annual budget and major initiatives process. Where these geospatially technology oriented services and supplies are of unilateral benefit to a single JPA member, the costs for these services and supplies will be reimbursed by the JPA member directly.

## Article 2 – Organization

SECTION 1 – BOARD OF DIRECTORS: SanGIS is governed by a Board of Directors (Board) as defined in the *AMENDED AND RESTATED JOINT POWERS AGREEMENT CREATING THE SAN DIEGO GEOGRAPHIC INFORMATION SOURCE (SanGIS)* – hereafter referred to as "the Agreement".

The Board consists of two members: the Mayor of the City of San Diego or designee as appointed by the Mayor, and the Chief Administrative Officer of the County of San Diego or designee as appointed by the Chief Administrative Officer. The Board is the administering agency of the Agreement, and, as such, is vested with the powers to delegate authority and appoint officers, legal counsel, accountants or other positions it deems necessary.

SECTION 2 – MANAGEMENT COMMITTEE: By the power vested in the Board by the Agreement, the Board hereby creates a Management Committee to manage the operational decisions of SanGIS and limit Board involvement to higher level decisions on policy, strategic objectives, and mission. The Management Committee will report, and is directly responsible, to the Board.

The Management Committee will be comprised of one representative from the City of San Diego appointed by the Board member for the City and one member from the County of San Diego appointed by the Board member for the County. The Management Committee may also include non-voting representatives from other agencies with which SanGIS has a strategic relationship, at the discretion of the Board of Directors.

The Management Committee will be delegated the authority granted to the Board as described in the Agreement under *Section IV (E) – Responsibilities of the Board*. The limited exceptions to these delegated authorities are:

1. The Management Committee shall not approve the annual budget.
2. The Management Committee shall not approve the expenditure of SanGIS funds not in substantial conformance with the annual budget or that exceed=\$50,000 in any one action or more than \$150,000 in any one fiscal year.
3. The Management Committee shall not issue bonds.
4. The Management Committee shall not hire private legal counsel, certified public accounts, or financial auditors.

SECTION 3 – TREASURER: In accordance with *Section IV (F)(1) – Treasurer and Section XI (B) – Use of County/City Officers and Staff of the Agreement*, the Board hereby designates the County of San Diego Auditor/Controller's Office as the SanGIS Treasurer.

SECTION 4 – AUDITOR: In accordance with *Section IV (F)(2) – Auditor and Section XI (B) – Use of County/City Officers and Staff of the Agreement*, the Board hereby designates the County of San Diego Auditor/Controller's Office as the SanGIS Auditor. The SanGIS Auditor shall cause an independent audit of SanGIS to be made by a certified public accountant, or public accountant, annually. .



SECTION 5 – LEGAL COUNSEL: By authority granted to the Board as described in the Agreement under *Section IV (E) – Responsibilities of the Board*, the Board hereby designates the County of San Diego Office of County Counsel as the SanGIS Legal Counsel.

SECTION 6 – PROGRAM MANAGER: The Management Committee, with advice and consent of the Board of Directors, shall appoint a Program Manager. The Program Manager will handle all day-to-day operational decisions customarily exercised by a general manager that have not been reserved by the Management Committee. The Program Manager shall report directly to the Management Committee and be responsible to the Management Committee and the Board of Directors.

Any reference in SanGIS documents past or present to duties to be performed by the Executive Director shall be construed as duties to be performed by the Program Manager.

### **Article 3 – Board Officers**

SECTION 1 – CHAIRPERSON OF THE BOARD: The Board annually shall elect one of its Directors as Chairperson. The Chairperson will be the presiding officer for all meetings of the Board.

The election of the Chairperson shall be conducted at the last meeting of the Board of each calendar year and the new Chairperson shall assume the position at the first meeting following the election. The Chairperson may not serve consecutive terms unless the Board agrees to waive such condition. It is the intention of the Board that the Chairperson shall rotate annually between the City of San Diego and County of San Diego. In no case shall the position of Chairperson rest with one agency for more than two full years.

SECTION 2 – BOARD SECRETARY: Unless otherwise specified by the Board, the duties of the Board Secretary will be performed by the Program Manager. The Board Secretary will be responsible for publishing and posting meeting agendas, minutes, and coordinating the annual meeting schedule. Should the Program Manager not be available to perform these duties they shall be performed by the Management Committee member of the agency not filling the Board Chairperson position.

### **Article 4 - Meetings**

SECTION 1 – REGULAR MEETINGS: It is the intention of the Board of Directors to hold Board meetings at least once every other month. The proposed schedule of meetings shall be determined by the Board at their regular meeting closest to, but no later than, the end of the calendar year.

Board meeting agendas will be drafted by the Board Secretary as directed by the Management Committee. The final meeting agenda will be subject to approval by the Board Chairperson. Board meeting agendas will be published no less than three business days prior to the scheduled meeting. Board meeting agendas will be considered published once they have been posted to the SanGIS website.

SECTION 2 – SPECIAL MEETINGS: Special meetings of the Board may be called in accordance with the provisions of California Government Code section 54956. The notice for a special meeting shall be in writing and shall be received at least twenty-four (24) hours before the time of the meeting. However, it is the intent of the Board of Directors that Special Meetings should not be conducted unless absolutely necessary and all business should be handled in Regular Meetings.



SECTION 3 – MINUTES: Meeting Minutes shall be prepared by the Board Secretary and distributed to each Board Member as soon after the meeting as practical but in no event more than 10 business days after adjournment of the meeting. Meeting minutes will be approved by the Board at the next regular meeting after the minutes are distributed and shall be signed by the Board Chairperson once approved by the Board.

SECTION 4 – RULES OF ORDER: The SanGIS Board of Directors consists of only two members and all members must be present to create a quorum. Each member has one vote. As a consequence, all approvals must be unanimous with both members agreeing to the resolution. It is therefore understood that SanGIS Board meetings may not require official motions, seconds, and member votes to approve actions. It is hereby recognized that it is sufficient that both Board members merely approve their consent of an action verbally in a meeting to pass or approve a resolution.

### SanGIS Board of Directors Approval

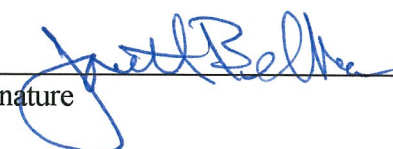
The SanGIS Board of Directors approves these bylaws as evidenced by our signatures below.

**David Lindsay**  
SanGIS Board Member for  
County of San Diego

Signature 

Date 5/18/17

**Jonathan Behnke**  
SanGIS Board Member for  
City of San Diego

Signature 

Date 5/18/17