



## CONSTITUTION (With proposed revisions)

Note: additions are indicated with <> and deletions with a strike through

### ARTICLE ONE

#### Name

The name of the organization shall be the Council of Geographic Names Authorities within the United States, hereinafter referred to as the Council. <The Council shall also be known by the acronym COGNA.>

### ARTICLE TWO

#### Purpose

The Council of Geographic Names Authorities is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Whereas geographic names are an integral part of a nation's cultural heritage, the purpose for which the Council is hereby established is to promote an association of state geographic names authorities, boards, councils, committees, and coordinators (hereinafter referred to as state authorities) of the United States to:

1. Promote standardization of procedures in assigning or authorizing the names of geographic features within ~~governmental jurisdictions~~ in the United States;
2. Promote cooperation among federal and state agencies that have some degree of responsibility in maintaining data bases of names for geographic features and/or cultural entities as

mandated by the United States Board on Geographic Names, hereinafter referred to as the USBGN;

3. Make available geographic-name information to officials of governmental agencies and public and private enterprises (foreign and domestic), and the general public;

4. Provide a professional and educational forum at which members of the Council, Federal Advisory Group, International Advisory Group, and interested citizens may present research papers and/or workshops and to learn about the “Principles, Policies, and Procedures” concerning geographic names and the naming processes within the United States;

5. Co-sponsor an annual conference at which members of the Council may take appropriate actions or make recommendations to relevant federal and state agencies regarding purposes 1, 2, 3, and 4.

## **ARTICLE THREE**

### **Membership (voting)**

1. One representative from each state geographic names authority within the United States;

2. The Chair ~~(or Chair designee)~~ of the Domestic Names Committee (hereinafter referred to as the DNC) of the USBGN;

3. The Executive Secretary ~~(or designee)~~ of the DNC, USBGN

~~4. The Chairman of the Place Name Survey of the United States, hereinafter referred to as PLANSUS. Two at large members of the Executive Committee elected from the state geographic names authorities, and/or the Advisory Groups.~~

## **ARTICLE FOUR**

### **Officers and Committees**

#### Section 1. Officers

1. An EXECUTIVE SECRETARY shall be elected by the Council and appointed as the officer responsible for conducting all business of the Council except for ~~organizing and~~ presiding over the annual conference. The Executive Secretary shall serve as TREASURER for the Council. The Executive Secretary shall serve until a new Executive Secretary is elected at a duly called annual business meeting or, if necessary at an emergency meeting of the Council called by the Executive Committee.

2. A ~~CONFERENCE~~ CHAIR, hereinafter referred to as Chair, for a one-year term, shall be elected at each annual business meeting of the Council to organize ~~under directions and guidance of the Executive Committee~~ the Conference of Geographic Names Authorities for the following year. ~~The Chair shall also serve as ASSOCIATE TREASURER of the Council during the year in which he/she serves as Chair.~~ The term of office of the Chair shall extend from the end of one annual conference until the end of the annual conference for which he/she is responsible.

3. A CONFERENCE CHAIR-ELECT, hereinafter referred to as Chair-Elect, for a one-year term shall be elected at each annual business meeting of the Council to make preliminary plans under directions and guidance of the Executive Committee for the Conference of Geographic Names Authorities two years afterward.

4. The immediate PAST CONFERENCE CHAIR hereinafter referred to as Past Chair shall serve as a member of the Executive Committee of the Council. The term of office of the Past Chair shall be one year.

5. Two EXECUTIVE COMMITTEE MEMBERS shall be elected by the Council. One Board member will be elected on each even numbered year and one on each odd numbered year, for two-year terms at the annual business meeting.

## Section 2. Committees

1. The EXECUTIVE COMMITTEE of the Council shall consist of the following members: Executive Secretary of the Council, Chair of the Council, Chair-Elect of the Council, immediate Past Chair of the Council, and the Executive Secretary of the DNC, USBGN <, and two at large Executive Committee Members. At large members may be re-elected twice. The Executive Committee shall be responsible for overseeing the year-to-year operation of the and business of the Council including providing directions and guidance in the planning of the annual conference in conjunction with the Chair and his/her state authority planning committee. The Executive Committee shall provide the final approval on all of the annual conference matters and program.

2. The Executive Committee may appoint committees as necessary to assist in conducting the business of the Council.

## **ARTICLE FIVE**

### **Meetings**

#### Section 1. Executive Committee Meetings

1. The Executive Committee of the Council shall may meet at each annual conference at some time prior to the annual business meeting.

2. The Chair or Executive Secretary of the Council may call a special meeting of the Executive Committee if as necessary when business cannot be conducted by mail or by telephonic or electronic communication.

3. The Executive Committee may conduct business by mail or telephonic or electronic means as circumstances warrant.

#### Section 2. Annual Business Meeting

1. Representatives and/or deputies of the Council shall convene at a time announced in the program of the annual conference to conduct the annual business of the Council. Council business shall be conducted by a simple majority of the Council of representatives or depu-

ties present. The Executive Secretary shall declare a quorum if 20% of the states are represented in person by state authorities or their deputies.

2. The Executive Committee may call a special meeting of the Council or may poll the Members of the Council by mail or telephonic or electronic communication if actions are needed during the period between annual conferences.

## **ARTICLE SIX**

### **Elections**

#### Section 1. Election of Officers <Executive Committee Members>

At each annual business meeting, the Council shall elect, by simple majority, a Chair and a Chair-Elect to serve for the following year, and one at large Executive Committee Member to serve for the following two years.

#### Section 2. Emergency Elections

<With the exception of the Executive Secretary of the DNC, USBGN;> If a ~~Chair or Chair-Elect~~ member of the Executive Committee is unable to continue in office for any reason before his/her term has expired, the Executive Committee shall conduct an emergency election for a replacement to serve the remainder of the term.

## **ARTICLE SEVEN**

### **Annual Conference**

#### Section 1. Time of Meeting

The Chair of the Council under directions and guidance of the Executive Committee shall organize a conference in which members of the Council and interested parties may convene, usually during the month of August, September, or October of the year in which he/she serves as Chair.

#### Section 2. Purpose

The annual conference shall provide the primary forum for exchange of common-interest information with respect to the official designation of geographic names. Official designation shall be, as prescribed by the USBGN, names of relevant geographic features and cultural entities within geographical areas over which the Council and state authorities have responsibility. The DNC, USBGN may use the conference as a forum to provide information to the state authorities or to seek information from them. State authorities, through their representatives and/or deputies, may use the conference as a forum to seek information and/or advice from the USBGN and associated federal agencies or to make recommendations to the USBGN and/or associated federal and state agencies.

#### Section 3. Attendance

The annual conference of the Council is open to representatives, deputies, and members of state authorities, the USBGN, other state and federal agencies; advisory groups; and interested citizens of the United States; and representatives from federal or state/province agencies of other countries. Expenses for the annual conference shall be paid by means of registration fees charged to those in attendance.

#### Section 4. Liaison with Federal Agencies

The Executive Secretary of the DNC, USBGN shall serve in an advisory capacity on matters concerning state authorities and agencies of the Federal Government. The ~~Chair~~ Executive Committee of each annual conference shall, in coordination with the Executive Secretary of the DNC, USBGN, include in the conference (1) A ~~Chair~~ plenary session in which the DNC, USBGN conducts its monthly meeting and (2) A plenary session in which the Executive Secretary of DNC, USBGN plans and presides over a state federal roundtable discussion in which state and federal representatives follow an agenda provided by the Executive Secretary of the DNC.

## **ARTICLE EIGHT**

### **Federal Advisory Group**

#### Section 1 Membership (non voting)

Membership shall be one (1) designated person from any federal agency currently producing maps and/or Geographic Information Systems data or with timely input regarding geographic-name issues within their jurisdiction.

#### Section 2. Function

The federal advisory group shall advise the Council and conference participants relative to geographic name collection, cartographic and/or Geographic Information Systems techniques, and any associated activities as members of the group deem relevant to the responsibilities of members of the Council.

## **ARTICLE NINE (New)**

### **State Geographic Information/Mapping Advisory Group**

#### Section 1 Membership (non voting)

Membership shall be one (1) designated person from any state Geographic Information Council or mapping agency currently producing maps and/or Geographic Information Systems data or with timely input regarding geographic-name issues within their state.

#### Section 2. Function

The state geographic Information/mapping advisory group shall advise the Council and conference participants relative to geographic name collection, cartographic and/or Geographic Information Systems techniques, and any associated activities as members of the group deem relevant to the responsibilities of members of the Council.

## **ARTICLE TEN (Old Nine)**

### **International Advisory Group**

#### Section 1. Membership (non voting)

Membership may include (1) person from each Province or Territory of Canada or State of Mexico and one (1) person representing the federal governments of Canada and Mexico.

#### Section 2. Function

The International Advisory Group shall advise the conference and Council as to geographic name policy in their respective countries/states/provinces/territories; help resolve problems that may transcend international boundaries; and assist in broadening the conference perspectives relating to geographic names.

## **ARTICLE TEN ELEVEN**

### **Finances**

Section 1. The Council of Geographic Names Authorities shall be registered as a tax exempt, not-for-profit association with the Internal Revenue Service. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. The Fiscal Year of the Council shall be January 1 through December 31 of each year.

Section 3. The expenses of the Council shall be met by income from the annual conference, contributions, gifts, royalties, grants from interested individuals or organizations, and such other means as the Executive Committee may prescribe or approve.

Section 4. The Executive Committee shall review all expenditures of the Council and conference.

Section 5. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue

Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In the event the Council elects to dissolve, all assets remaining after legal obligations are met shall be donated to the Lurline H. Coltharp Collection of Onomastics: The Library, The University of Texas at El Paso, El Paso, Texas 79968.

**NOTE: The positions of these two paragraphs have been switched from the original Constitution.**

## **ARTICLE ELEVEN TWELVE**

### **Amendments**

Section 1. Amendments to the Constitution or Bylaws of the Council may be initiated at least 50 days prior to an annual business meeting by the Executive Committee or by a petition signed by three or more members who are eligible to vote at the annual business meeting.

Section 2. Proposed amendments to the Constitution or Bylaws shall be presented to the membership of the Council in writing at least 30 days prior to the annual business meeting at which a vote is scheduled.

Section 3. Amendments to the Constitution require a two-thirds majority of Council members present and voting at an annual business meeting.

Section 4. Amendments to the Bylaws require a simple majority of Council members present and voting at an annual business meeting.

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Approved and ratified by the Council, September 10, 1998

1998 Executive Committee:

Jack Studley, Chair; Tim Gregg, Chair-Elect; Tim Norton, Past-Chair; Roger Payne, Executive Secretary, USBGN; and T. Wayne Furr, Executive Secretary, COGNA

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Roger L. Payne, Executive Secretary, USBGN