



Where do we go from here?

FINDINGS ON THE CURRENT ONEURISA INITIATIVE

TIM POE, GISP, MBA, MSIS – GEORGIA CHAPTER PRESIDENT

OneURISA is a Merger & Acquisition effort

- ▶ This is an effort to unify the membership (gain International members) and strengthen the structure of the International Organization.
 - ▶ Any member of a local chapter will have to be a member of the international.
 - ▶ A member of the International will have to be a member of the local chapter.
- ▶ International URISA is an Illinois 501c3 (charity) non-profit corporation.
- ▶ Some of the chapters are corporations, some are not.
- ▶ Georgia URISA is a Georgia Non-Profit Corporation formed as a 501c3 in March of 1990.
- ▶ URISA Insists on corporate governance document changes to chapters to make them all the same.
 - ▶ The International will have to approve all by-laws and corporate document changes.

What is the responsibilities of the Officers during M&A effort?

- ▶ Due Diligence
 - ▶ Financial aspect – Both Parties
 - ▶ Governance – Both Parties
 - ▶ Value proposition
 - ▶ Is this good or bad for the corporation I am serving?
- ▶ Recommend a path
- ▶ Make a decision
- ▶ Prepare and execute making that decision happen.

How this presentation was compiled

The following information is based on conversations and meetings throughout 2017, 2018, and 2019 with:

- ▶ The International Board Meeting at GIS Pro.
- ▶ Active Participation in The Chapter Advisory Board and The Policy Advisory Committee.
- ▶ One on one meetings with Past Presidents and current board members.
- ▶ One on one meetings with other Chapter Leaders
- ▶ Group meetings with other chapters.
- ▶ Meetings with Cy Smith, the architect of the previous OneURISA plans.
- ▶ Reviewing documents given to the chapters through various methods for review.
- ▶ GA URISA's internal data.

Preliminary considerations to keep in mind during the presentation

- ▶ Chapter acceptance poll at GIS Pro (October 2018) reported at the Chapter Advisory Board (CAB). “Would your chapter accept OneURISA right now?”
 - ▶ 9 Voted No
 - ▶ 9 Voted Yes
 - ▶ 6 Abstained
- ▶ The CAB was disbanded by the board at GIS Pro and replaced with the Chapter Resource Development Council (CDRC pronounced Cedric)
 - ▶ The CAB leaders were tasked in governing docs with taking concerns to the board.
 - ▶ A board liaison presented board initiatives to the CAB.
 - ▶ The original intent was for the CAB to be an advisory board to the URISA board.
 - ▶ The CDRC is now a one way communication tool from the Board to the Chapters.
- ▶ Cy Smith, considered the main architect of OneURISA has disavowed this current plan as not his and does not support it.

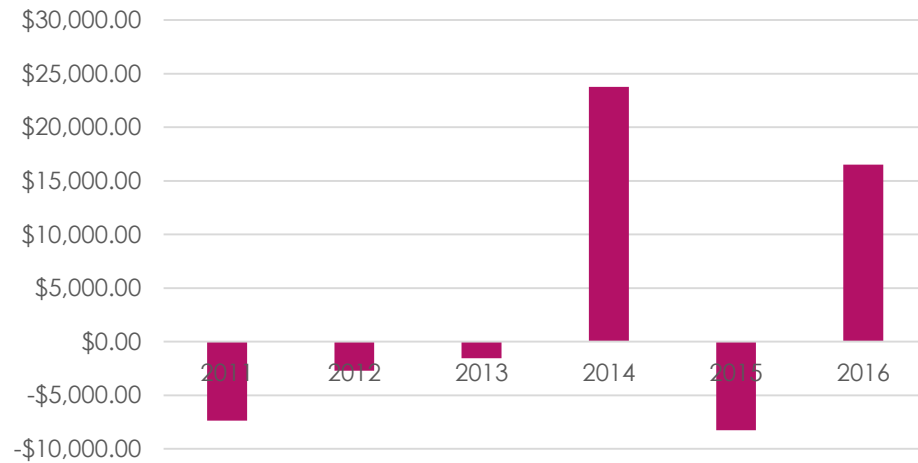
Where are we now?

- ▶ Georgia URISA is a non-profit corporation founded in 1990 as a 501c3.
- ▶ 3 Time Chapter of the Year Award from the International URISA
 - ▶ Tied with Ontario for the most awards of Chapter of the Year.
- ▶ We have 299 members in good standing (Paid).
 - ▶ 95 Student members – Lots of good education stuff going on.
 - ▶ That number is slightly deflated downward as the beginning of the year memberships are in the process of renewing.
- ▶ 195 plus paid attendees at our main Bi-annual Conference.
- ▶ Along with ITOS GA URISA has been invited as a Geospatial Policy Advisory Team to the ACCG and GMA.
- ▶ Monthly lunch and learn attendance up last year!
- ▶ \$66,487.71 as of 1/14/2019 in the bank.
- ▶ Moving to annual conferences, one in South Georgia, One in Athens
- ▶ Forming Georgia GIS Corps
- ▶ 5 Sub-Chapters Covering the state: North Georgia, Midtown, Middle Georgia, Columbus, and SEGA sub-chapters

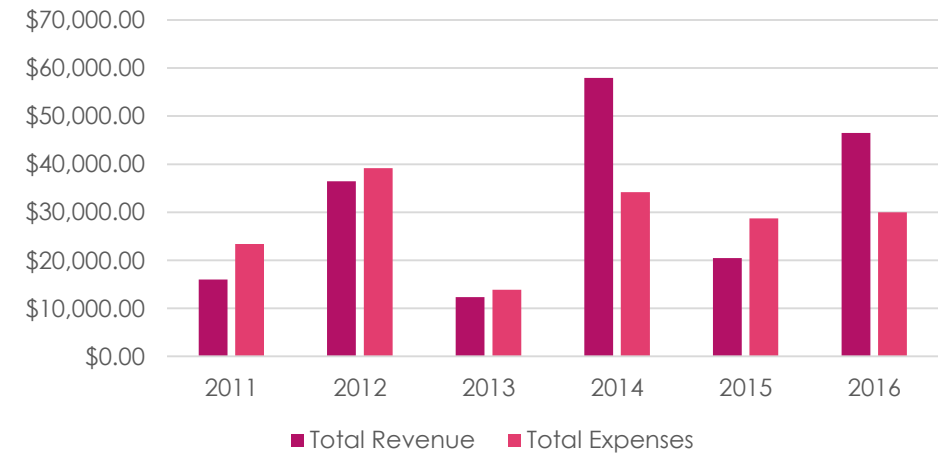
Due Diligence: Financial – GA URISA

Revenue

Revenue Less Expenses



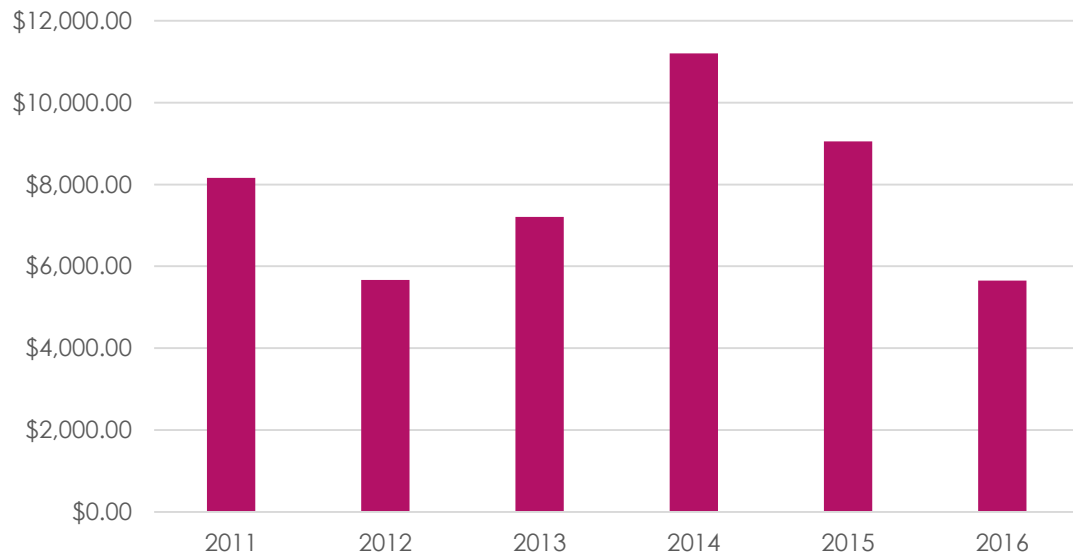
Revenue & Expenses



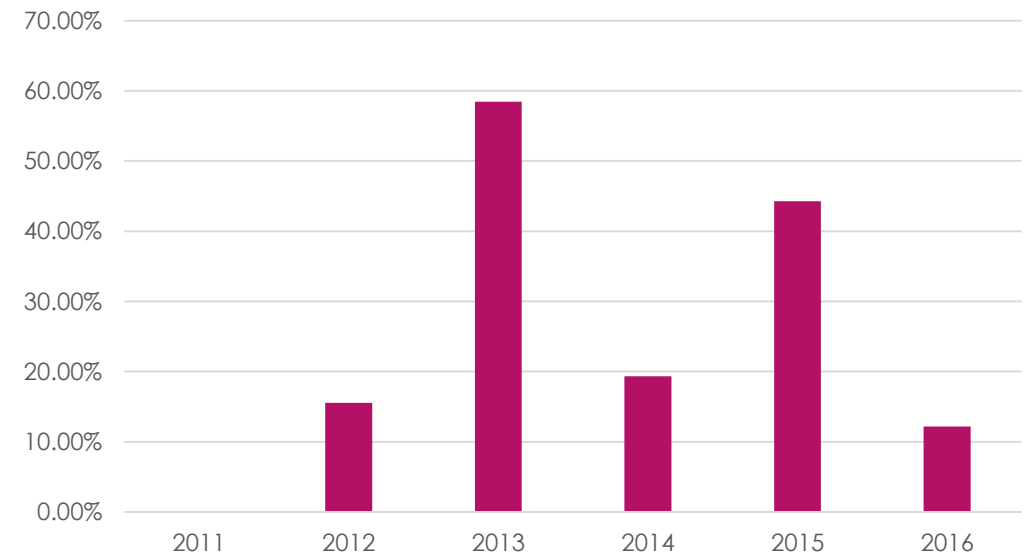
Due Diligence: Financial – GA URISA

Revenue vs Expenditures

Membership Dues



Dues % of Total Revenue



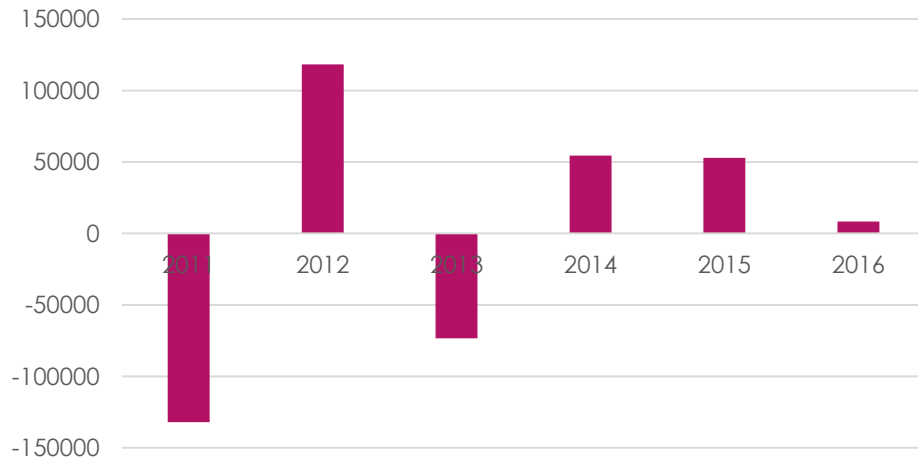
Due Diligence: Financial – GA URISA Reserves

Savings vs Recommended Reserves

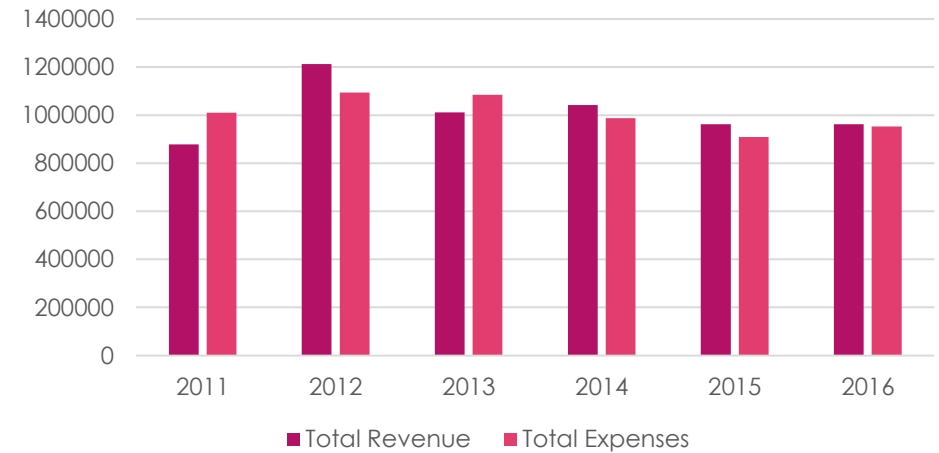


Due Diligence: Financial – International URISA Revenue

Revenue Less Expenses



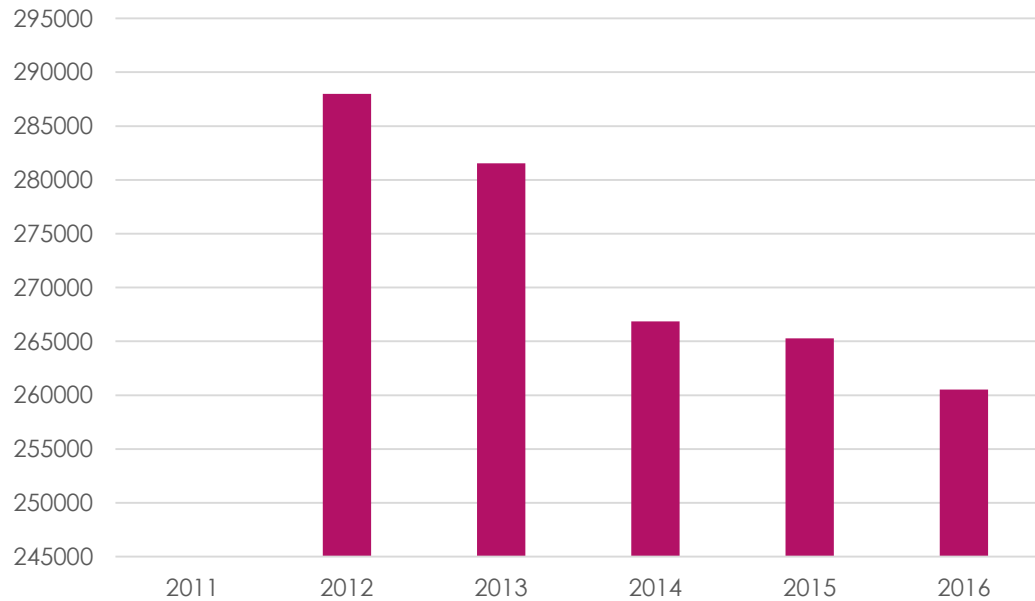
Revenue & Expenses



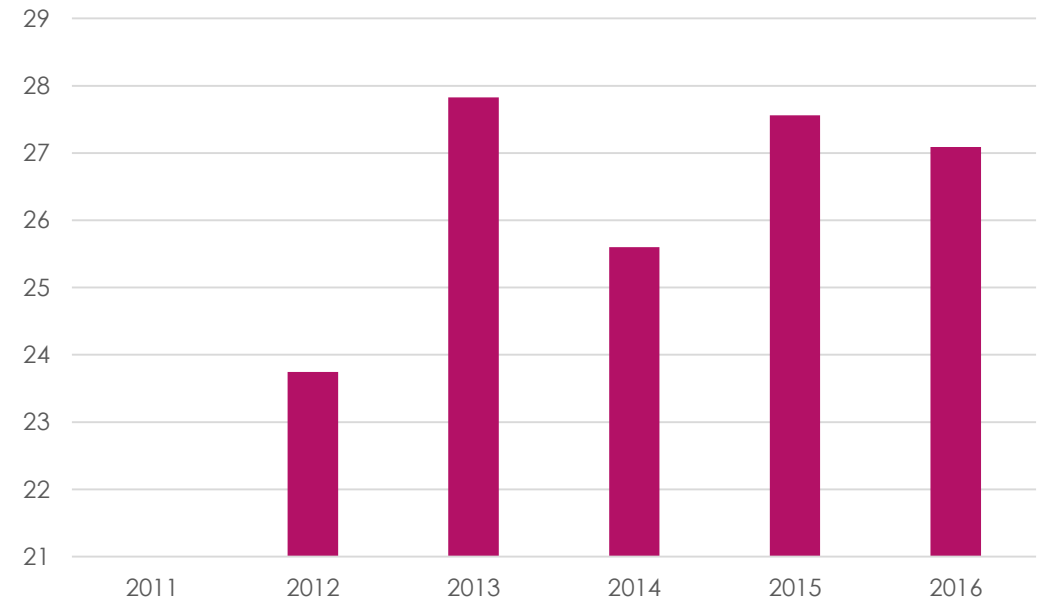
Due Diligence: Financial – International

URISA Revenue Expenditures

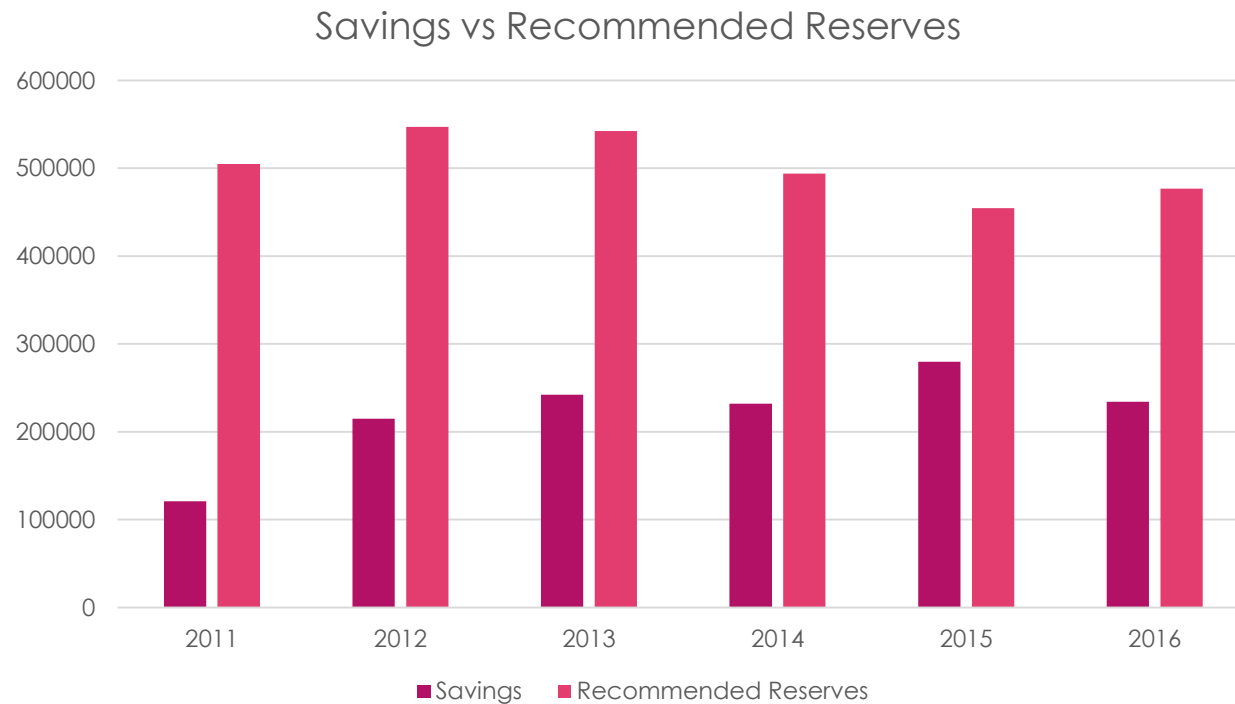
Membership Dues



Dues % of Total Revenue



Due Diligence: Financial – International URISA Reserves



The values here represent these percentages of annual expense per period: (11.99% (1.4 mo), 19.64% (2.35 mo), 22.32% (2.67 mo), 23.48% (2.81 mo), 30.76% (3.69 mo), 24.56% (2.95 mo)

Due Diligence: Financial – International URISA Chapter spending

URISA Internationals examination of the expenditures on chapters vs revenue from chapters.

Year	Revenue **	Total Expenses	Chapter Fees	Chapter Fee %Revenue
2014	\$1,054,015	\$987,799	\$6,000	0.6%
2015	\$965,639	\$909,434	\$7,000	0.7%
2016	\$966,999	\$953,387	\$9,000	0.9%

Year	Total URISA Expenses	Chapter Workshop Benefits	Chapter Support Costs	Total Chapter Benefits	Chapter Benefits %Expenses
2014	\$987,799	\$5,000	\$34,699	\$39,699	4.0%
2015	\$909,434	\$4,000	\$27,984	\$31,984	3.5%
2016	\$953,387	\$2,000	\$28,158	\$30,158	3.2%

**Sources of URISA Revenue: Membership Annual Conference Specialty Conferences Education\Workshops Publications Chapter Affiliation Fees
Source: This analysis was prepared by the International and found in the CAB Podio in Budget Analysis.xls.

Due Diligence: Financial – International URISA OneURISA Members

Chapter Name	Members	Fee	Percent URISA Members	Total URISA Members				
Alaska	115	\$0	20%	23				
Alabama	62	\$50	15%	9				
Northern Rockies	50	\$35	10%	5				
NorCal	55	\$40	30%	17				
Rocky Mountain	608	\$0	20%	122				
MACURISA	120	\$0	5%	6				
NEURISA	2000	\$0	5%	100				
Central Cali	50	\$20	5%	3				
Carolina	160	\$30	30%	48				
WAURISA	311	\$25	10%	31				
Georgia	147	\$40	8%	12				
Louisiana	60	\$50	5%	3				
SoCal	130	\$30	5%	7				
Cumberland	50	\$25	20%	10				
Ohio	400	\$35	15%	60				
BAAMA	500	\$35	5%	25				
CAC	14	\$40	5%	1				
Chicagoland*	154	\$0	50%	77				
Florida	200	\$25	20%	40				
Oregon	1994	\$0	1%	20				
TOTALS	7180	\$36		659				
					Non-URISA Chapter Members	1% of NUCM	4% of NUCM	17% of NUCM
Members (minus OR and NEURISA)	3186				3066	31	123	521
Average Members	177							
Average Fee		\$36						
Average URISA Members per Chapter				37				

Due Diligence: Financial – International URISA OneURISA Projections

YEAR	QTY	UNIT	DESC	RATE	TOTAL
2018	1 Project		LEGAL*	\$2,000	\$2,000 Advice on legal and IRS Structure Chapters\URISA
2018	25r	Chapte	Marketing	\$100	\$2,500 Additional contact to chapter membership
2018	12 Months		Membership / Accounting	\$650	\$7,800 Integrated MMS and Accounting Software
2018			Software**		\$7,800 Systems
2018			ADDITIONAL COSTS		\$12,300
2019	100 hours	Chapte	LEGAL	\$395	\$39,500 Assistance with migration of IRS filings
2019	25r		Marketing	\$100	\$2,500 Additional contact to chapter membership - Recruiting
2019	12 Months		Membership / Accounting	\$650	\$7,800 Integrated MMS and Accounting Software
2019	200 hours		Software**	\$15	\$3,000 Conversion of Records to MMS\Accounting
2019	1 year		Records Conversion	\$2,700	\$2,700 Conversion of Records to MMS\Accounting
2019			StateNet		\$2,700 Additional Chapter Member Benefit
2019			ADDITIONAL COSTS		\$55,500
2020	2080 Hours		Staff Time (1 FTE)	\$20	\$41,600 Coordinating Chapter Member Conversion
2020	12 Months		Membership / Accounting	\$650	\$7,800 Integrated MMS and Accounting Software
2020	100 hours		Software**	\$395	\$39,500 Systems
2020	100 hours		LEGAL		\$39,500 Assistance with migration of IRS filings
2020	25r	Chapte	Marketing	\$100	\$2,500 Outreach to former Chapter Members
2020	1 year		StateNet	\$15,000	\$15,000 Additional Chapter Member Benefit
2020	12 Months		Web Hosting - Chapter Sites	\$120	\$1,440 Additional Chapter Benefit
2020	1040 Hours		Technical Staff (0.5 FTE)	\$50	\$52,000 Additional Chapter Benefit
2020			ADDITIONAL COSTS		\$159,840
2021	2080 Hours		Staff Time (1 FTE)	\$25	\$52,000 Coordinating Chapter Relations
2021	12 Months		Membership / Accounting	\$650	\$7,800 Integrated MMS and Accounting Software
2021	25 hours		Software**	\$395	\$9,875 Systems
2021	25 hours		LEGAL		\$9,875 misc legal issues - chapters
2021	1 year		StateNet	\$15,000	\$15,000 Additional Chapter Member Benefit
2021	12 Months		Web Hosting - Chapter Sites	\$120	\$1,440 Additional Chapter Benefit
2021	1040 Hours		Technical Staff (0.5 FTE)	\$50	\$52,000 Additional Chapter Benefit
2021			ADDITIONAL COSTS		\$138,115

APPROXIMATELY \$150,000 per year in additional expenditures - Post Implementation

Due Diligence: Financial – International URISA OneURISA Projected Dues Requirements

Analysis of additional revenue requirements by number of additional members - Required Membership Increase					
Individual Membership Dues	Additional\Loss Base Revenue*	Additional Revenue Required	Funding GAP*	Additional Members Required	Rate\Survey Results**
\$175	\$0	\$150,000	\$150,000		at current rates (4% of Chapter 857 Membership, 123)
\$200	\$41,850	\$150,000	\$108,150		at increased rate (1% of Chapter 541 Membership, 30)
\$100	-\$125,550	\$150,000	\$275,550		at decreased rate (17% of Chapter 2756 Membership, 521)
Analysis of additional revenue requirements by number of additional members - From OneURISA Survey Numbers					
Existing Member Count	New Member Estimate***	Current Individual Revenue	Total Revenue required (+\$150,000)	Membership Fee Projected	
1674	50	\$292,950	\$442,950	\$257	TARGET
1674	216	\$292,950	\$442,950	\$234	
1674	66	\$292,950	\$442,950	\$255	
1674	15	\$292,950	\$442,950	\$262	
*Adjustments to Individual Membership Dues will impact overall revenue. Basis for current revenue based on 1,674 URISA Members					
**Using percentage from OneURISA Survey Results and Chapter Membership Analysis					
***Using Raw Numbers from OneURISA Survey Results as a baseline, membership dues calculated from additional membership estimates (514 members is target)					
Membership Numbers	URISA FEE	TOTAL REVENUE for URISA	CHAPTER FEE	TOTAL MEMBERSHIP FEE	
1,674	\$265	\$443,610	\$35	\$300	
OneURISA Survey Membership Fee Results					
		Percent Very Likely			
	NOT URISA	URISA			
Less Than \$100	55%	74%			
From \$101 to \$150	17%	48%			
From \$151 to \$200	4%	28%			
From \$201 to \$300	1%	10%			
Raw Numbers from Survey					
		Percent Very Likely			
	NOT URISA Responses	URISA Responses			
Less Than \$100	216	134			
From \$101 to \$150	66	87			
From \$151 to \$200	15	49			
From \$201 to \$300	2	17			

Due Diligence: Financial – International URISA OneURISA

- ▶ The dues amount that had been talked about for decades was \$75
- ▶ At GIS Pro 2017, the \$300 amount was given and soundly rejected by the membership
- ▶ \$75 was discussed again.
- ▶ In Spring of 2018 on A CAB call the \$195 + chapter fees was decreed.
 - ▶ Must be a member of the International, optional to be a member of the chapter.
- ▶ The International Board sets the dues amount by a by-laws vote. No membership vote is required.
- ▶ The Target gain as documented in the analysis was only 50 new members for International URISA from the 3066 chapter members who were not International URISA members.
 - ▶ This represents a willful disenfranchisement of 3016 chapter members.

Due Diligence: Financial – International URISA OneURISA Current Adopted Dues

Category	2015 Dues Amount
Regular	\$195
Student	\$20
Senior	\$75
Young Professional	\$125
Past President	\$0
Corporate	\$500 - \$10,000
Government Agency	\$300 - \$4,000
Academic Institution	\$400

These are the current dues for the International. This chart is taken directly from the policy manual

Due Diligence: Governance

Board Members have said draft documents would come out immediately after GIS Pro. This has not happened.

The New URISA By-Laws refer to a Chapter Affiliation Agreement and Model Chapter By-Laws but those haven't been posted publicly for review to the CDRC nor the old CAB.

UPDATE: Tim received these on 01/14/2019 via email and these haven't been posted publicly to the chapters.

Due Diligence: Governance – No detailed plan documents

These have not been distributed to all the chapters in either the CAB nor the CDRC. I was sent these yesterday after several requests.

Update I was sent the chapter affiliation Agreement yesterday and model by-laws:

- ▶ Section 2- URISA membership is a prerequisite to chapter membership
 - ▶ Must have 10 URISA members or in default
 - ▶ Chapter Dues are Set by the URISA Board
- ▶ Section 3 – All events approved by the International
 - ▶ Providing Operational guidance, strategic objectives, report card of activities
- ▶ Section 4 D Governed by local board – Whats left to govern?
 - ▶ Must use URISA provided materials for programs and activities when available
- ▶ No Grievance or appeal procedure with forced Binding Arbitration
- ▶ If your incorporated when you join URISA you stay incorporated.
- ▶ Section 7 – An incorporated chapter that is dissolved by the board or dissolves themselves, the assets go to URISA.

Due Diligence: Governance

- ▶ International URISA is governed by its articles of incorporation, constitution, by-laws, and policies and procedures manuals.
 - ▶ The core governing documents govern how the corporation **MUST** operate.
 - ▶ Day to day decision by the employees and board have to conform with these or be modified prior to working outside the authorization of these documents.
 - ▶ The international does not have membership voting as a criteria for dues increases.
- ▶ Georgia URISA is governed by its articles of incorporation and by-laws.
 - ▶ The core governing documents govern how the corporation **MUST** operate.
 - ▶ Day to day decision by the employees and board have to conform with these or be modified prior to working outside the authorization of these documents.
 - ▶ Georgia does have membership voting as a criteria for dues increases.

Due Diligence: Governance – Constitutional Change

- ▶ The Constitution of URISA does not require a section (Chapter) member to be a member of the International.
- ▶ This kind of change as outlined in OneURISA Plan we believe requires a change to the Constitution.
- ▶ The Chapters By-laws must conform to the International but the International cannot force a By-Laws change on the sections at this time. They will be able to do so after a chapter adopts OneURISA.
- ▶ This fundamental disagreement with the OneURISA plan statements and the Constitution represents a lack of due diligence on the part of the international.

Due Diligence: Governance – Attorney Consultation

David Golden, an attorney with expertise in Georgia non-profit governance and taxation reviewed:

- ▶ GA URISA Governing docs
 - ▶ Articles of Incorporation
 - ▶ By-laws
- ▶ Internationals Governing Docs
 - ▶ Articles of Incorporation,
 - ▶ Constitution,
 - ▶ By-Laws
 - ▶ Policy and Procedure manuals.

Due Diligence: Governance – Attorney Consultation

David Golden's opinion of what we need to do if we leave:

1. Change our Name
2. Amend the Georgia Articles of Incorporation
3. Amend the By-Laws
4. Notify The International of the change

Due Diligence: Value Proposition to the Chapter

- ▶ Financially URISA doesn't have healthy financial trends nor does it have healthy reserves. If OneURISA is adopted by a chapter this financial position becomes the chapters problem.
- ▶ URISA could have focused on increasing it's value propositions to all the chapter members and attracted them with carrots and not sticks. Instead it spends less than 4% of expenditures on its chapters and that number is trending lower.
- ▶ There is no consistent OneURISA Marketing message for increased value proposition to the Chapters or to the Members. There is more of the same.
- ▶ This plan targets disenfranchising 3000 or more chapter members. We believe that is wrong.

Due Diligence: Why does this plan have to happen now?

- ▶ Officially there is not a single answer.
- ▶ Unofficially: The International Board is tired of dragging this out as they have been discussing it for 15 years. They are tired of chapters not “pulling their weight”.
- ▶ The International Board decided a while back to get it implemented within 5 years. “We’ll have a plan by then.”
- ▶ When that 4th year came “Is that deadline next year?” an implementation rush began and the deadline was extended to January 1, 2020 (the current deadline).
- ▶ Ask yourself, is this plan the child of 15 years of due diligence, due care, preparation and advanced planning?

Paths we could recommend

- ▶ Recall Officers of the International
 - ▶ Makes Enemies not Friends
- ▶ Constitutional Amendment
 - ▶ Only takes 25 URISA members to petition and generate an ballot measure
 - ▶ Makes Enemies not friends
- ▶ Accept the OneURISA Plan
 - ▶ We would kill the current value proposition we have to our members as the chapter would not be what it is today.
 - ▶ We would disenfranchise Most of the Georgia chapter.
 - ▶ Make a lot of local enemies.
- ▶ Reject the current OneURISA Plan
 - ▶ Preserve our Chapter Value Proposition to our members
 - ▶ Preserve our Membership
 - ▶ Preserve our Assets
 - ▶ Makes the fewest enemies.

The Georgia URISA Board Recommends

- ▶ Reject the current OneURISA Plan
 - ▶ Voting will begin on January 20th
 - ▶ We want all of our members to have a voice in this vote
 - ▶ The vote will be per the By-Laws a referendum on increasing dues from current values.
 - ▶ The details of the vote will come out in email to chapter members in good standing (paid). Beginning on the 20th.
 - ▶ Please spread the word!

Questions?

Contact me:

president@gaurisa.org

Office: 770.334.8556

Cell: 770.547.1007