

BYLAWS OF THE AMERICAN SOCIETY FOR PHOTOGRAMMETRY AND REMOTE SENSING

Last REVISED April 2016

As approved by the ASPRS Board of Directors

Section 1. Name and Definition

The name of the Organization shall be the American Society for Photogrammetry and Remote Sensing, (ASPRS), hereinafter in these Bylaws called the Society. Photogrammetry and Remote Sensing is the art, science and technology of obtaining reliable information about physical objects and the environment, through the process of recording, measuring and interpreting imagery and digital representations of energy patterns derived from non-contact sensor systems.

Section 2. Office Location

The principal office of the Society shall be in the Washington, D.C. metropolitan area. The Society may have such other offices as may from time to time be designated by the Board of Directors.

ARTICLE II. VISION, MISSION, AND CORE VALUES

Section 1. Vision

Global development and application of imaging and geospatial information improves decision-making, sustains communities, and enhances quality of life.

Section 2. Mission

To promote and advocate imaging and geospatial science for informed, scientifically valid, and technologically sound observations of Earth conditions and trends that lead to improved and effective decision-making.

Section 3. Core Values

- Adoption and practice of the scientific method advances imaging and geospatial science and technology.
- Development and dissemination of guidelines and standards facilitates accessibility and reliable use of imaging and geospatial information.
- Development of new imaging sensors and platforms improves applications by practitioners.
- Expansion of a diverse community of geospatially literate students and professionals sustains our community.
- Adherence to ethical standards strengthens student learning and professional practice.
- Advocacy of relevant imaging and geospatial policies promotes sustainable development and use of Earth resources.

ARTICLE III. MEMBERSHIP

Section 1. Classes of Membership

Membership in the Society shall be classified in the following categories: Individual, Corporate, and Friend. Members are required to have paid dues for the current year and are eligible to participate in all Society activities, subject to any limitations on their membership type described in this Article III.

Section 2. Individual Member

An Individual Member is an individual involved in the science and engineering disciplines associated with imaging and geospatial information and shall be entitled to all rights and privileges of the Society applicable to Individual Members, including the right to vote. An applicant for admission as an Individual Member shall file with the Executive Director a signed statement of concern for, and involvement in, the vision, mission, and core values of the Society by completing an application form prescribed by the Board of Directors. Completion of the form and payment of the required dues shall constitute fulfillment of admission requirements.

Section 3. Corporate Member

A Corporate Member is an organization involved in the science and engineering disciplines associated with imaging and geospatial information. A Corporate Member shall be entitled to all rights and privileges of the Society applicable to Corporate Members, including the right of representation as a Corporate Member to vote and have its representatives hold office. An applicant for admission as a Corporate Member shall file with the Executive Director a signed statement of concern for, and involvement in, the vision, mission, and core values of the Society by completing an application form prescribed by the Board of Directors. Completion of the form and payment of the required dues shall constitute fulfillment of admission requirements.

Section 4. Friend

A Friend is an individual or organization who wishes to support the mission of the Society and shall be entitled to all the rights and privileges of the Society negotiated and set out in the terms of membership with the Executive Director and set forth in an annual written agreement with the Society approved by the Board of Directors. These rights and privileges may not exceed those of Individual or Corporate Members. Completion of negotiation, signing a written agreement, and fulfilling initial conditions of the agreement shall constitute fulfillment of admission requirements.

Section 5. Membership Termination

Membership may be terminated in any of the following ways:

- a. Any member desiring to resign from the Society shall submit their resignation in writing to the Executive Director.
- b. Any member who does not maintain his/her qualifications for membership or honor the terms of his/her membership agreement (including but not limited to the failure to pay dues) shall be subject to immediate termination.
- c. Any member may be separated for any other reason not described in Section 5(b) of this Article III by a two-thirds vote of the Directors present at a duly convened Board meeting. The member shall have the opportunity to respond to the separation decision to the Board of Directors. The Board shall make a final decision on the member's membership status after hearing the member's response by a majority vote of the Directors present at a duly convened Board meeting, and this decision of the Board shall be final.

ARTICLE IV. OFFICERS AND BOARD OF DIRECTORS

Section 1. Elective Officers

The Elective Officers of the Society shall be President, President-Elect, Vice President and Immediate Past President.

Section 2. President

The President shall be the principal Elective Officer of the Society, shall preside at Annual and Special Meetings of the Society and at meetings of the Board of Directors, and shall be a member *ex officio*, with the right to vote, of all Society Committees except for the Audit and Governance Committees. The President shall provide guidance for promoting the welfare and effectiveness of the Society, and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

Section 3. President-Elect

The President-Elect shall perform, as necessary, the duties of the President in the event of disability or other absence of the President, shall oversee the activities of the Technical Divisions

and Corporate Members Councils, and shall have such other duties as the President or the Board of Directors may assign.

Section 4. Vice President

The Vice President shall represent the elective officers at meetings of the Region Officers Council, oversee the Treasurer's activity, and have such other duties as the President or the Board of Directors may assign, including those of the President-Elect in the event of disability of that officer.

Section 5. Immediate Past President

The Immediate Past President shall chair the Governance Committee, defined in Article IX, Section 7, and serve as an advisor to the President.

Section 6. Appointed Officers

The Executive Director, the Secretary, and the Treasurer shall be appointed by the President with the consent of the Board of Directors. The Appointer Officers shall be responsible to the Board of Directors. Duties for the Appointed Officers are defined in Article XI of these bylaws.

Section 7 Board of Directors

The Board of Directors shall consist of the Elective Officers, Council Chairs, and Appointed Officers. The Appointed Officers shall be *ex officio* members without voting rights.

Section 8. Councils' Representation on the Board of Directors

Council Chairs shall represent Councils, which are defined in Article VIII, on the Board of Directors. The Corporate Members, Early-Career Professionals, Region Officers, Student Advisory and Technical Division Directors Councils shall have one Chair each for Council representation on the Board of Directors.

Section 9. Nomination and Election Procedures

- a. Elective Officers
 1. The office of President shall be filled by automatic succession of the President-Elect, who shall normally succeed to office from the office of Vice President. The Vice President is elected by a plurality of the members voting at large from a choice of two or more nominees on the ballot.
 2. Nominations for any vacant Elective Officer position of the Society shall be made by the Governance Committee, defined in Article IX, Section 7.
 3. The Governance Committee shall nominate candidates for the office of Vice President on or before a date that is twenty weeks prior to the date of the Annual Meeting. Nominee selections shall normally rotate annually among members representing government, industry, and academia. An announcement of the nominations shall be made in a Society publication received by the members eighteen weeks prior to

the Annual Meeting. Additional nominations may be made by a nominating letter signed by no fewer than 250 voting members of the Society to be received by the Executive Director no later than fourteen weeks prior to the Annual Meeting. Each candidate shall submit a biographical sketch and a photograph, to be received by the Executive Director no later than thirteen weeks prior to the Annual Meeting.

4. The Governance Committee shall certify that all nominees are qualified, willing to serve, and meet the requirements set forth in these Bylaws before the announcement of nominees. Nominees may not be candidates for Vice President and any other Board position simultaneously.
- b. **Technical Division Directors**
The Assistant Technical Division Director shall normally succeed to the office of Technical Division Director. Nominees for Assistant Technical Division Director and/or Technical Division Director (if position has no successor) shall be determined by Technical Division operating procedures, as published in the Society's Operating Procedures. Their names, biographical data and photographs shall be forwarded to the Executive Director no later than thirteen weeks before the Annual Meeting, so that they may be included in the election ballot. An Assistant Technical Division Director and/or Technical Division Director (if position has no successor) shall be elected by a plurality of members voting.
- c. **Vice President and Technical Division Directors Election Procedures**
 1. The Executive Director shall be responsible for transmitting to all qualified voting members at least ten weeks before the Annual Meeting the election ballot accompanied by biographical data, photographs, and clear and complete instructions for the balloting procedure. The ballot shall also contain any proposals requiring a vote by the membership. Ballots may be cast electronically or by mail.
 2. Ballots cast electronically must be submitted before 12:00 p.m. Eastern Time of the twenty-first day prior to the Annual Meeting. Member status is required to vote.
 3. Ballots cast by mail must be received at Society headquarters before 12:00 p.m. Eastern Time of the twenty-first day prior to the Annual Meeting. The completed mail ballot shall be unsigned and sealed in an envelope showing on the outside the member's name, written or printed, to determine eligibility to vote.
 4. Election tellers, appointed and informed of their duties by the President, shall record the ballots cast and submit a report to the President twenty days before the Annual Meeting, so that the President may notify the candidates of the outcome nineteen days prior to the Annual Meeting.
 5. A tie vote shall be decided by a majority vote of the Directors present at a duly convened Board meeting.

- d. **Councils' Representation on the Board of Directors**
The Corporate Members, Early-Career Professionals, Region Officers, Student Advisory and Technical Division Directors Councils each shall elect a Chair who serves on the Board of Directors.
 1. The Councils shall each have an election process for the Chair, published in the Society's Operating Procedures. The Corporate Members Council has members, which are organizations that vote but vest the representative responsibility to an individual who may or may not be an Individual Member of ASPRS. Each Council shall ensure that its Council's membership has an opportunity to nominate candidates. At the time of nomination all candidates shall be individual members or corporate member representatives of the Society.
 2. Elections shall be by ballot. The Council's Chair shall be elected by a plurality of the members of the Council. Voting is restricted to members of the Society or Corporate Members' representatives.
 3. The name, biographical data and photograph of the elected Chair shall be submitted to the Executive Director not later than forty days prior to the Annual Meeting of the Society.

Section 10. Terms of Office

- a. Each Elective Officer and new Council Chair shall take office during the Annual Meeting of the Society and shall serve until the successor is duly elected and installed at the appropriate Annual Meeting. A Council Chair may not serve two consecutive terms in the same office except as provided for elsewhere in the Bylaws.
- b. The term for Assistant Technical Division Directors shall be two years. Assistant Technical Division Directors automatically accede to the Technical Division Director position for another two year term.
- c. The term for Council Chair shall be two years, except for the Student Advisory Council, which shall be one year. One year is defined as the time between two annual meetings.
- d. Incomplete terms of any Elective or Appointed Officer may be filled for the balance of the term by a Presidential appointee approved by the Board of Directors at any regular or special meeting. Incomplete terms of Technical Division Directors, Assistant Technical Division Directors and Council Chairs shall be filled in accordance with the respective procedures for the Technical Division or Council, as published in the Society's Operating Procedures.
- e. On any other occasion when a position cannot be filled by procedures defined within these Bylaws or the Society's Operating Procedures, the President may appoint an individual to the position with the concurrence of the Board of Directors.

ARTICLE V. REGIONS

Section 1. Definition

Regions shall function as administrative sub-elements of the Society and provide a forum for local interaction among members, face-to-face meetings, and interaction with regional companies and organizations in the geospatial industry. All Society members shall be members of a Region based on the geographic location of a mailing address, submitted by the member for purposes of receipt of the journal and other Society correspondence, or an alternative region of their choice. No member may have membership in more than one Region.

Section 2. Boundaries

Region boundaries shall be established along State and/or county (or their equivalent) boundary lines. Foreign areas may be allocated to Regions to ensure opportunity for all members to participate in Region activities. The Executive Director shall maintain and publish a current file and map of all approved Region boundaries and list of members of each region.

Section 3. Establishing Regions

Modification of existing Region boundaries to establish a new or different Region, or to change the geographical areas of two or more existing Regions, shall be requested by the Region Officers Council, require approval of the Board of Directors by a two-thirds vote of the Directors present at a duly convened Board meeting, and shall be compliant with the laws of the Commonwealth of Virginia. A request for a Charter for a new or modified Region shall be presented to the Board of Directors by the Region Officers Council and must be approved by a plurality of the Council members voting. The number of those voting to request a new or modified region must be at least 20% of the affected Regions' membership. The Charter request shall include proposed boundary lines, along with written approvals of the Regions whose boundaries would be affected and shall be presented to the ASPRS Board of Directors by the Region Officers Council.

Section 4. Dissolution

Dissolution of a Region shall be initiated by the Regions Officers Council. Regions shall be dissolved and their charters rescinded by a two-thirds vote of the Directors present at a duly convened Board meeting. Members of dissolved regions shall become members of a newly formed Region or by selection of an alternative Region, as described above.

Section 5. Financing

Funds required for Region activities shall be part of the annual budget submission by the Region Officers Council to the Executive Director for the annual budget planning cycle. That submission shall include the input from each Region. Regions' requests shall be reviewed by the Board of Directors. Funding approved shall be provided from the Society budget. Regions

shall not act in the name of the Society without the prior consent of the Society, nor incur financial obligations for the Society. Regions may conduct meetings, symposia, and collect registration fees to support such activities.

Section 6. Operations

Regions shall adopt bylaws, policies and procedures as necessary to carry out the objectives of the Society in accordance with these Bylaws and the Society's policies. Each Region shall elect Region Officers, appoint committees and form and supervise Chapters, as defined in Article VI, as needed. Regions shall report to the Executive Director and the Region Officers Council, within three weeks of their elections, the names of all elected officials and appointed committee chairs. Region elected officials shall be members of both the Society and the Region of membership as determined by Section 1 of this Article.

Section 7. Functions

Regions shall provide a forum for their members to consider technical and professional matters of Region concern. This may include cooperation with regional entities of related scientific, technical, or professional associations or organizations, or with educational institutions. A Region may establish formal operating relationships with such entities subject to approval of the Board of Directors, but shall not incur any financial obligations in the name of the Society.

Section 8. Support to the Society

- a. Regions shall provide support to the Society by:
 1. Electing the Region president and vice president to administer the Region;
 2. Selecting two Region members (typically, but not necessarily, the president and vice president) to serve on the Region Officers Council of the Society.
 3. Developing regional position statements and preparing recommendations relating to Society policies, technical matters, education, legislation and other pertinent matters, and actively participating in the Society planning process. Regions shall not, however, issue resolutions or statements of policy for the Society, or act on matters of national importance without specific approval of the Board of Directors.
 4. Developing concepts for Society technical meetings, workshops and seminars within the Region.
 5. Proposing, preparing and sponsoring preparation of technical articles and other publications for the Society publications program.
- b. The Region officers shall assure coordination of Region activities with Society's Operating Procedures.

ARTICLE VI. CHAPTERS

Section 1. Definition

Chapters shall be sub-elements of Regions, established as necessary by the Regions to improve Society support to their members and to encourage local participation in Society activities. All Chapter members shall be members in good standing of the Society and members of the Region hosting the Chapter.

Section 2. Establishing Chapters

Regions shall determine their need for establishment of Chapters and shall operate them in accordance with Region Bylaws after a charter for each Chapter is issued by the Region's officers. At least five members of the Region, who are students, and one Member Faculty Advisor at a host institution, must indicate their intent to participate in a Student Chapter before a charter can be issued. For other non-student Chapters, at least ten members must indicate intent to participate in a Chapter, based upon some local geography or affinity of interest. The Region shall send the Region Officers Council and the Executive Director a copy of the petition signed by the required number of members and a copy of the Chapter Bylaws. Those Chapter Bylaws shall be approved by the Region's officers prior to the charter being issued.

Student Chapters may also be established at large by direct charter of the Society if support at the Region level is unavailable, in which case a surrogate host region shall be selected by mutual consent of the Student Chapter and the surrogate host region.

Section 3. Dissolution

Chapters shall be dissolved in accordance with the Region Bylaws and their charters rescinded by a two-thirds vote of the Region's officers. Notification of the dissolution should be provided to the Region Officers Council.

ARTICLE VII. TECHNICAL DIVISIONS

Section 1. Definition

Technical Divisions shall be used to organize and direct the technical, scientific and professional activities of the Society.

Section 2. Establishing Technical Divisions

Technical Divisions shall be established by a two-thirds vote of the Directors present at a duly convened Board meeting, based on a proposal and at the recommendation of the Technical Division Directors Council. Evidence shall be included showing that the specified area of interest has been actively pursued by a committee or working group of the Society for a period of at least one year.

Section 3. Dissolution

Dissolution of Technical Divisions shall be initiated by the

Technical Divisions' Council. Technical Divisions shall be dissolved upon a two-thirds vote of the Directors present at a duly convened Board meeting if:

- a. A desirable level of activity as determined by the Board of Directors is not maintained, and/or
- b. The Technical Division no longer represents an area of technical, scientific or professional interest.

Section 4. Officers and their Responsibilities

Each Technical Division shall have, as a minimum, a Technical Division Director and Assistant Technical Division Director elected by the membership of the Society in accordance with Article IV of these Bylaws. The Assistant Technical Division Director shall serve in the capacity of the Technical Division Director in his/her absence. The duties of the Technical Division Director are, as a minimum:

- a. Development and maintenance of a strategic plan for the Technical Division, and the supervision of its activation;
- b. Preparation and presentation of periodic reports, in oral or written format, to the Board of Directors, which show the status of program activities;
- c. Submission of an annual written report to the Technical Divisions Council, which forwards it to the Executive Director and the President for the membership of the Society, to include an assessment of progress within the Technical Division's sphere of interest;
- d. Preparation and maintenance of Technical Division operating procedures, for inclusion in the Society's Operating Procedures, providing a current copy for file with the Executive Director;
- e. Representation of the Technical Division on the Technical Division Directors Council; and
- f. If elected Chair of the Technical Division Directors Council, serve on the Board of Directors.

Section 5. Operations

As needed, Technical Divisions shall organize working groups and other appropriate organizational subdivisions as necessary to carry forward the work of the Society in their sphere of interest. Joint working groups among Technical Divisions may be organized to permit effective action on issues of common interest. The chair of the Technical Division Directors Council shall be apprised of establishing or dissolving these subdivisions for reporting purposes.

Section 6. Membership

All members of the Society shall be given opportunities to indicate and/or to modify their choice of the Technical Divisions in which they wish to participate. A member may affiliate with any or all of the Technical Divisions of interest to the member.

Section 7. Financing

Technical Divisions shall not levy dues. Funds required for Technical Division activities shall be provided from the Society budget as submitted by the Technical Division Directors Council during the annual budget planning cycle. Technical Divisions shall not act in the name of the Society without the prior consent of the Society, nor incur financial obligations.

ARTICLE VIII. COUNCILS

Section 1. Definition

Councils represent a constituency within the Society and are specialty groups with common interests and goals. The Councils shall act as a liaison and provide a communications forum for and between all interested members on issues that are of importance and affect their relationship with the Society.

Section 2. Establishing Councils

New Councils shall be established by a three-quarters vote of the Directors present at a duly convened Board meeting, after considering a written petition by a collection of no fewer than 10 members presented to the Board of Directors. The petition shall include clearly stated objectives, the sphere of interest for the proposed Council, and a charter that defines responsibilities, policies, and procedures as necessary, in accordance with these Bylaws and the Society's policies.

Section 3. Membership

Membership in a Council shall be determined by the Council's charter and operating rules documented in the Society's Operating Procedures.

Section 4. Dissolution

Councils shall be dissolved upon a three-quarters vote of the Directors present at a duly convened Board meeting.

Section 5. Operations

Councils may organize working groups as necessary to carry forward the work of the Society in their sphere of interest. Councils shall adopt a charter to define responsibilities, policies, and procedures as necessary, in accordance with these Bylaws and the Society's policies. The chair of the Governance Committee shall be apprised of establishing or dissolving these working groups for reporting purposes.

Section 6. Officers of the Councils and their Responsibilities

Councils shall have, at a minimum, a Chair and a Vice-Chair elected by the voting members of the Council. Both the Chair and Vice-Chair at the time of election shall be Individual Members or representatives of Corporate Members of the Society. The Vice-Chair shall serve in the capacity of the Chair in his/her absence. The duties of the Chair, at a minimum, are:

- a. Organizing and chairing a Council meeting at least as often as the Board of Directors meets in regular session;
- b. Development and maintenance of a strategic plan for the Council, and the supervision of its implementation;
- c. Preparation and presentation at least bi-annually to the Board of Directors and Executive Director of periodic reports to show the status of the Council activities;
- d. Submission of an annual report to Board of Directors, Executive Director, and President for the membership of the Society, to include an assessment of progress within the Council's sphere of interest; and
- e. Submission of a budget request for the Council to the Board of Directors and the Executive Director during the annual budget planning process.

Section 7. Financing

Councils shall not levy dues. Councils shall not act in the name of the Society without prior approval of the Board of Directors, nor incur financial obligations. The Regions Officers Council and the Technical Division Directors Council shall review the annual budget plans and requests of their member regions or divisions prior to submission to the Society's annual budget planning process.

Section 8. Corporate Members Council

Membership in the Corporate Members Council shall be open to all Corporate Members of the Society. The Corporate Members Council shall act as a liaison and provide a forum for better communication for and between all Corporate Members in order to address issues of importance that affect their relationship with the Society. Each Corporate Member shall appoint a representative as a member of the Council. The appointed representative shall be considered the Corporate Member of the Society in order to vote in Council elections. The Chair of the Council shall be a full voting member of the Board of Directors.

Section 9. Early-Career Professionals Council

Membership in the Early-Career Professionals Council shall be open to Individual Members of the Society who have not yet completed five career years beyond their most recently completed university degree or are within their first six years of entering the profession. The Early-Career Professionals Council shall engage and mentor early-career professionals; advocate continuing education; foster positive relationships between members transitioning from the member with Student distinction to the member without that distinction; encourage the dissemination of professional and institutional knowledge and standards through education, mentoring and technical opportunities; and work closely with the Society's membership staff and the Student Advisory Council to strengthen the Society. The Chair of the Council shall be a full voting member of the Board of Directors.

Section 10. Region Officers Council

The Region Officers Council shall consist of two representatives from each Region selected by the Region members based on the Region's Operating Procedures. The Chair of the Council shall be a full voting member of the Board of Directors.

Section 11. Student Advisory Council

Membership in the Student Advisory Council shall be open to all Society members with the Student distinction. The Student Advisory Council shall focus on introducing members with the Student distinction to the mission, goals, activities, and professions represented by the Society. In addition, the Council shall actively develop and promote activities that support these members and give feedback to the Board of Directors on the best way to serve this segment of the membership. The Chair of the Council shall be a full voting member of the Board of Directors.

Section 12. Technical Division Directors Council

The Technical Division Directors Council shall consist of the Directors and Assistant Directors of the Technical Divisions of the Society. The Chair of the Technical Division Directors Council may be a Director, an Assistant Director, and/or a sitting Chair whose term has not yet expired. The Chair of the Council shall be a full voting member of the Board of Directors.

ARTICLE IX. COMMITTEES

Section 1. Appointment

The President, with the approval of the Board of Directors, shall appoint such Society Permanent Committees, Standing Committees, and Task Forces as may be required by the Bylaws, or as may be necessary. Committees and Task Forces shall report to the Board of Directors through the President. Notwithstanding any other provision in this Article IX, no Committee or Task Force shall (a) approve or recommend to members action which the Virginia Nonstock Corporation Act or these Bylaws require to be approved by members; (b) Fill vacancies on the Board or on any of its committees; (c) amend, adopt or repeal the Society's Articles of Incorporation or these Bylaws; or (d) approve a merger, subsumption or dissolution of the Society.

Section 2. Permanent Committees

Permanent Committees are appointed by the President, with the approval of the Board of Directors, to address primary Society activities of governance and finance, and insure continuing Society structure for support, development and maintenance for programs. Permanent Committees report to the Board of Directors. There shall be the following Permanent Committees: Audit, Governance.

Section 3. Standing Committees

Standing Committees may be developed as needed and are appointed by the President, with the approval of the Board of Directors, to address primary Society activities and insure continuing support, development and maintenance for programs. Standing Committees report to the Board of Directors at least annually. They may be created and dissolved by the Board with a two-thirds vote of the Directors present at a duly convened Board meeting.

Section 4. Task Forces

Task Forces of any size may be formed by the President to undertake a single task and are automatically terminated upon completion of that task. Assignment of tasks to Task Forces shall be in the form of a written charge from the President to the Chair with copies to members of the Board of Directors.

Section 5. Joint Committees

When considered to serve the interests of the Society, the President, with the approval of the Board of Directors, may establish Joint Committees with other organizations for treating matters of common interest within the limits of the Bylaws.

Section 6. Audit Committee

The Audit Committee shall consist of a minimum of the Treasurer and two ASPRS Board members appointed by the President. The Treasurer shall serve as the Chair. At least the Chair or one member of the Audit Committee must be generally knowledgeable about accounting and finance matters. The Executive Director shall provide information and support to the Committee but shall not participate in the Committee's decisions.

The Audit Committee shall observe best practice in recommending the change in the independent outside audit team; solicit and review proposals from prospective audit teams; provide a documented recommendation to the Board for selection from among the best candidates; meet with the contracted auditor to review the scope of work for the annual audit; and meet with the auditor at the completion of the audit to review the resulting report including any accompanying management letter. The Committee shall have the authority to engage other advisors as it deems necessary and must approve in advance any non-audit services procured by ASPRS from the outside auditor. The Committee shall provide a report to the Board prior to Board action on the annual audit.

Section 7. Governance Committee

The Governance Committee shall consist of the five most recent and available Past Presidents of the Society. The Immediate Past President, one of the five members of the Governance Committee, shall be the Chair. The next most immediate Past President available shall serve as Chair in the event the Immediate Past President is unable to do so. The Governance Committee shall transact business to ensure that critical management functions of the Society are fulfilled professionally, including, but not limited to, the following:

a. Bylaws

The Committee shall be responsible for periodically reviewing the Operating Procedures of the Society to determine if they are consistent with these Bylaws and, as appropriate, recommending to the Board of Directors amendment or extension of the Bylaws. The Committee shall advise the officers or directors of Bylaws requirements relative to current or proposed Society actions.

b. Nominations

The Committee shall nominate candidates for Society offices as required by Article IV of these Bylaws.

c. Professional Conduct

The Committee shall be the custodian of the Society Code of Professional Ethics, responsible for preparing and recommending standards of professional conduct and the procedures to be followed in professional conduct investigations; take responsibility for review and investigation of all questions of professional conduct, to include charges against a member of the Society. The Committee shall inform the Board of Directors of its decisions on all cases considered, including its recommendations for Society action when necessary. The Board of Directors, after review of the report of the Committee concerning a case of violation of the Code of Professional Ethics, shall vote to decide whether formal hearings should be held by the Board of Directors. If the vote is negative, the case is closed. If affirmative, the Board of Directors in formal session shall hear all evidence and decide by secret ballot on appropriate action. A vote of three-quarters of the Directors present at a duly convened Board meeting shall be required for any action described in this Section 7(c).

d. External Relations

The Committee shall identify relationships with external organizations and designate representation or liaison where required.

Section 8. Committee Expenses

Operating expenses for committees shall be included in the Society budget process. Committee chairs shall provide estimates and reports of expenses as required by the Executive Director.

Section 9. Assignment of Responsibilities

Detailed assignments of responsibilities to Permanent Committees, Standing Committees, and Task Forces shall be in the form of a written charter approved by the Board of Directors and published in the Society's Operating Procedures. An annual charge or set of tasks may be added by the President.

ARTICLE X. FINANCES**Section 1. Membership Dues and Fees**

Membership dues and other fees shall be determined annually by the Board of Directors after considering the recommendations of the Executive Director. New memberships shall begin in the month dues are received and are subject to renewal 12 months later, i.e., the anniversary date. Dues shall be collected from all categories of membership.

Section 2. Budget

The Executive Director shall prepare an annual budget proposal for the Society showing projected receipts and expenditures for the ensuing fiscal year with recommendations for dues and fees structure, supported with records of receipt and expenditure data for the current and the previous fiscal year. The budget planning process shall include submission of requests from the Council chairs. The budget shall be submitted to the Board of Directors for discussion, recommendation, and approval at its last meeting prior to the beginning of the fiscal year.

ARTICLE XI. ADMINISTRATION**Section 1. Responsibilities of the Board of Directors**

The Board of Directors shall have control and direction of the affairs of the Society and shall determine its policies in accordance with the laws under which the Society is organized and within the provisions of the Bylaws. Its powers and responsibilities shall include the following:

- a. To have, hold, and administer the property and funds of the Society;
- b. To adopt and publish an annual budget for the Society, to review the annual audit of Society accounts, and to review the Society's financial policies;
- c. To determine the privileges of members and the dues and fees to be paid by them;
- d. To confirm the appointment, contractual arrangements and compensation for the Executive Director, who shall serve at the direction of the Board and who shall be subject to removal from office at any time for cause by a majority vote of the Directors present at a duly convened Board meeting;
- e. To make appropriations for specific purposes;
- f. To authorize public statements on behalf of the Society;
- g. To foster and oversee relations with related organizations
- h. To adopt changes to the Bylaws of the Society;
- i. To report Board actions to the members of the Society;
- j. To take measures to advance the disciplines and interests of the Society and of the profession; and
- k. To fill vacancies on the Board of Directors caused by death, disability, or flagrant neglect of performance, after declaring the office vacant.

Section 2. Responsibilities of the Elective Officers

The President shall have supervision of the affairs of the Society, presiding at all Annual and Special Meetings of the Society and meetings of the Board of Directors. In addition to the responsibilities stated in Article IV, the President-Elect and the Vice President shall assist the President as necessary and shall, in the absence of the President, assume the duties of the President, in succession. Detailed guidelines for the responsibilities of the Elective Officers are provided in the Society's Operating Procedures.

Section 3. Responsibilities of the Executive Director

- a. The Executive Director shall be responsible for the administration and management of the Society subject to policy guidance of the Board of Directors through the President.
- b. The Executive Director shall be responsible for the financial arrangements of the Society subject to policy guidance of the Board of Directors through the President and Treasurer.
- c. The Executive Director shall have responsibility for employing, directing, and evaluating the performance of the salaried staff of the Society and for operation of Society office(s).
- d. The Executive Director shall develop plans, programs, projects and operating procedures to further the organization and effectiveness of the Society; shall serve as the primary point of contact for the Society with its various components and with other organizational entities and affiliates; and shall insure administrative support for Society Officers, the Board of Directors, Councils, Committee Chairpersons, and Conference Directors.
- e. The Executive Director shall arrange for and give timely notice of all Annual and Special Meetings of the Society and the Board of Directors, recording all proceedings and maintaining custody of correspondence and records with the help of the Secretary as defined in Section 5 below. The Executive Director shall prepare:
 1. An annual report for presentation to the Society, and
 2. Other reports as may be requested by the President and the Board of Directors.

Section 4. Responsibilities of the Treasurer

- a. The Treasurer shall oversee the financial policies of ASPRS. The Treasurer shall ensure that the accounts of the Society are audited annually by a Certified Public Accountant. The Treasurer shall chair the Audit Committee. The result of the audit shall be reported to the Board of Directors and made available upon request to Society members.
- b. The Treasurer shall issue an oral or written report for each Board of Directors Meeting describing the status of Society's finances and make recommendations.

Section 5. Responsibilities of the Secretary

The Secretary shall record the Society's business conducted at all formal meetings and assure preservation of those records for the Executive Director.

Section 6. Absence of Executive Director, Secretary, or Treasurer

During the absence of, or in the event of the disability of, the Executive Director, the Secretary, or the Treasurer, the President with approval of the Board of Directors shall designate a temporary alternate to serve in an acting capacity until a successor is appointed.

ARTICLE XII. MEETINGS

Section 1. Society

- a. There shall be an Annual Meeting of the Society, at a time and place approved by the Board of Directors, for installation of Officers, Technical Division Directors and Assistant Technical Division Directors, and the Board of Directors, and the conduct of Society business. Notice of such meeting shall be given by the Executive Director in a publication of the Society to reach the membership no fewer than 60 days prior to the date of the meeting.
- b. Special Meetings of the Society may be called by the President with a majority approval of the Board of Directors, or by the President upon the written request of five percent of the voting members of the Society. The Executive Director shall notify members, at least 15 days in advance, of the time, place, and subjects to be considered.
- c. A quorum for the transaction of business at an Annual or Special Meeting of the Society shall be 10 percent of the membership eligible to vote. The presiding officer may adjourn the meeting from time to time until a quorum is present.
- d. Other meetings of the Society in the form of symposia, conferences, conventions or others for the principal purpose of exchanging information may be held with the approval of the Board of Directors. Such meetings may be cosponsored with other organizations having kindred interests, and shall be widely advertised in Society publications. Normally, an Annual Conference shall be convened at the time of the Society Annual Meeting, and at least one other Society meeting, which may be virtual, shall be held at a location other than that of the Annual Conference.

Section 2. Board of Directors

- a. The Board of Directors shall normally meet four times each calendar year. The Board shall also meet upon call of the President or upon demand of a majority of its members. Notice of meetings with the agenda shall be sent to all Board members to be received at least ten days in advance of the meeting.

- b. A simple majority of the voting members of the Board of Directors shall constitute a quorum at any meeting of the Board. If fewer than a simple majority are in attendance, the presiding officer may adjourn from time to time until a quorum is present when motions are necessary.
- c. In the event of absence of any member of the Board of Directors from two consecutive meetings of the Board, the Executive Director shall call the matter to the attention of the Board. A Director who misses two or more consecutive meetings of the Board may be removed for flagrant neglect of performance by a vote of a majority of the other Directors then serving on the Board (not counting the Director in question either to a quorum or for that vote).
- d. Elective Officers and members of the Board of Directors shall not receive any compensation for their services but may be authorized reimbursement for expenses in accordance with Society policies and procedures for such payments.

Section 3. Telephone Conference/Mail Ballot/Email Ballot

- a. When consideration of any matter by the Board of Directors is required earlier than its next meeting, this may be accomplished by a meeting using electronic teleconference/video conference. Passage of such votes shall be as specified in the appropriate sections of these Bylaws.
- b. Except as may be otherwise provided in these Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, provided all Directors consent in writing, including by mail, fax, or e-mail, and set forth in the same writing the action or decision taken or made. Unanimous consent in writing shall have the same force and effect as a decision made by vote at a meeting, and may be described as such in any document executed by or on behalf of the Society.

Section 4. Membership Ballots

Whenever, in the judgment of the Board of Directors, any major question shall arise which it believes should be put to a vote of the membership and when it deems it is not expedient to call a Special Meeting for such purpose, the Board may, unless otherwise required by these Bylaws, submit such a matter to the membership in writing by mail and/or electronic vote. The question thus presented shall be decided according to a majority of the votes cast by mail and/or electronically within 30 days after its submission to the membership, provided that votes of at least 10% of the Society members eligible to vote shall be received. Action taken as a result of such vote shall be binding upon the Society in the same manner as would action taken at a duly called meeting.

ARTICLE XIII. PUBLICATIONS

Section 1. Purpose

The Society shall have an active publications program to foster and promote the exchange of knowledge, ideas, and information about the sciences, technology, engineering, and operations in photogrammetry, remote sensing, and the related sciences and disciplines of the profession.

Section 2. Society Publications

The Society shall publish an Official Journal and other publications such as a Newsletter, manuals, proceedings of technical meetings, and monographs, as determined by the Board of Directors.

Section 3. Official Journal

All members eligible to vote shall be entitled to receive the Official Journal and Newsletter. Notices and announcements relating to Society affairs published in the Official Journal and/or Newsletter shall be deemed to have been brought to the attention of all members of the Society.

Section 4. Technical Division Publications

Technical Division publications shall be authorized provided that they do not conflict with, or detract from, the Official Journal, and clearly indicate that they are issued by a Technical Division of the Society.

Section 5. Region Publications

Regions shall be authorized to publish newsletters and other technical publications as appropriate to disseminate information of concern to the Region. Those normally shall be financed from Region funds.

ARTICLE XIV. SEAL, INSIGNIA AND LOGO

Section 1. Official Seal and Insignia

The Society shall have an official seal and insignia, with the original on file in the headquarters of the Society.

Section 2. Uses of the Seal, Insignia and Logo

The official seal and insignia (and/or a logo authorized by the Board of Directors) shall appear on correspondence, documents, and publications and on banners, flags, membership pins and other such devices of the Society.

Section 3. Changes

Changes to the official seal and insignia shall require a two-thirds vote of the Directors present at a duly convened Board meeting.

ARTICLE XV. DISSOLUTION

Section 1. Distribution of Assets to Other Organizations

In the event of dissolution of the Society, any assets remaining shall be distributed to one or more regularly organized and qualified educational or scientific non-profit organizations to be selected by the Board of Directors and approved by the membership.

Section 2. Assets in Formation of New Organizations

In the event of dissolution of the Society with intent to form two or more similarly qualified new organizations, and if approved by the Board of Directors and the membership, any assets remaining after payment of all debts and liabilities shall be distributed to the new organizations when formed, in amounts proportional to the distribution of Society members into the new organizations.

Section 3. Dissolution by Subsumption into Another Organization

In the event of dissolution of the Society by subsumption by another organization, and if approved by the Board of Directors and the membership, any assets remaining after payment of all debts and liabilities shall be distributed to the subsuming organization.

ARTICLE XVI. AMENDMENTS

Section 1. Petition for Amendment

Amendment to these Bylaws may be proposed in writing to the Executive Director by petition of at least five members of the Board of Directors or at least fifty members who are qualified to vote.

Section 2. Amendment Procedure

Amendments proposed by the membership shall be considered by the Board of Directors after receipt by the Executive Director. The membership and the Board shall be advised of proposed amendments by notification in writing or in the Society's Official Journal and/or Newsletter. The members shall provide comment within 30 days of notification. The Board shall receive member comments within 15 days after the closing of the member comment period. Proposed amendment(s) shall be considered by the Board at the next Board meeting that is at least 15 days after the Board has received member comments.

Section 3. Adoption

Amendments to these Bylaws shall be adopted by a three-quarters vote of the Directors then serving on the Board of Directors.

ARTICLE XVII. INDEMNIFICATION

The Society shall indemnify its Directors and Officers (collectively, the "Indemnitees" or individually, the "Indemnitee") pursuant to the Virginia Nonstock Corporation Act, to the fullest extent permitted thereby. In each and every situation where the Society may do so under such law, the Society hereby obligates itself to so indemnify the Indemnitees, and in each case, if any, where the Society must investigate on a case-by-case basis prior to indemnification, the Society hereby obligates itself to do so.

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