



THE IMAGING & GEOSPATIAL INFORMATION SOCIETY

# BYLAWS

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Amended as approved by the ASPRS Board of Directors

Proposed Amendment Changes for a Committee Chairs Council

# BYLAWS OF THE AMERICAN SOCIETY FOR PHOTOGRAMMETRY AND REMOTE SENSING

## Proposed Amendment Changes for a Committee Chairs Council

### ARTICLE I. NAME AND OFFICE

### ARTICLE II. VISION, MISSION, AND CORE VALUES

### ARTICLE III. MEMBERSHIP

### ARTICLE IV. OFFICERS AND BOARD OF DIRECTORS *Section 8. Councils' Representation on the Board of Directors*

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

#### *Section 9. Nomination and Election Procedures*

##### *d. Councils' Representation on the Board of Directors*

The ~~Sustaining Members~~Committee Chairs, Early-Career Professionals, Region Officers, Student Advisory, ~~Sustaining Members~~, 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 Sustaining 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 M~~m~~embers or Sustaining M~~m~~ember 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 Sustaining Members' representatives.

#### *Section 10. Terms of Office*

f. If a new Council is established between annual meetings, its Chair, elected in compliance with Section 10.d. above, shall take a Board position immediately with a two-year term to begin at the time of the society's closest annual meeting.

### ARTICLE V. REGIONS

### ARTICLE VI. CHAPTERS

### ARTICLE VII. TECHNICAL DIVISIONS

### ARTICLE ~~IX~~VIII. 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. Chairs of the Committees and Task Forces are appointed by the President, with the approval of the Board of Directors, unless already designated by these Bylaws. Committees and Task Forces shall report to the Board of Directors through the President. Committees and Task Forces have

[authority to provide recommendations and reports to the Board and Executive Director and to take action consistent with their charters and the annual charges provided by the President.](#)

Notwithstanding any other provision in this Article ~~IX~~<sup>VIII</sup>, no Committee or Task Force shall ~~(a)~~ approve [by itself](#) or recommend [directly](#) to members [any](#) action, which the Virginia Nonstock Corporation Act or these Bylaws require to be approved by the Board of Directors and/or members.

### **Section 2. Permanent Committees**

Permanent Committees are either specified [by the Bylaws or](#) 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. [These Bylaws specify](#) the following Permanent Committees: Audit, Governance. [More descriptive information for these Permanent Committees follows in Sections 6. and 7.](#)

### **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~~ [submit written reports, describing the status of their charged duties,](#) to the Board of Directors at least annually [and may be requested to report more frequently on key issues.](#) [The expectation is that Standing Committees persist for multiple years.](#) 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, [with the approval of the Board of Directors,](#) 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 [it is](#) 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. [For each Joint Committee, a Memorandum of Agreement will include definition of shared responsibilities and authorities and shall be subject to the approval of the ASPRS Board of Directors.](#)

### **Section 8. Committee Expenses**

Operating expenses for committees shall be included in the Society budget process. Committee chairs, [through the Committee Chairs Council,](#) shall provide estimates and reports of expenses as required by the Executive Director.

## **ARTICLE ~~VIII~~ IX. COUNCILS**

### **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 Sustaining Members of the Society. The Vice-Chair shall serve in the capacity of the Chair in his/her absence. [A Vice-Chair may or may not have succession responsibilities, depending on a Council's procedures, as documented in the Society's Operating Procedures.](#)

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 [written](#) 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 the President's annual charges](#); 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, and the Committee Chairs](#) Council shall review the annual budget plans and requests of their member ~~regions or divisions~~ [regions, divisions, or committees](#) prior to submission to the Society's annual budget planning process.

### ***Section 13. Committee Chairs Council***

[The Committee Chairs Council shall consist of the Chairs of the Permanent and Standing Committees of the Society. The Chair of the Committee Chairs Council will be chosen by Council members from among those individuals. The Chair of the Council shall be a full voting member of the Board of Directors.](#)

## **ARTICLE X. FINANCES**

## **ARTICLE XI. ADMINISTRATION**

## **ARTICLE XII. MEETINGS**

## **ARTICLE XIII. PUBLICATIONS**

## **ARTICLE XIV. SEAL, INSIGNIA AND LOGO**

## **ARTICLE XV. DISSOLUTION**

## **ARTICLE XVI. AMENDMENTS**

## **ARTICLE XVII. INDEMNIFICATION**

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