



THE IMAGING & GEOSPATIAL INFORMATION SOCIETY

**American Society  
for  
Photogrammetry and Remote Sensing**

# **BYLAWS**

*Last REVISED November 14, 2011*  
As approved by the ASPRS Board of Directors

Initially Adopted by the ASPRS Board of Directors October 6, 1987

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## TRANSFER OF CORPORATE ACTIONS FROM ASP TO ASPRS

WHEREAS the American Society for Photogrammetry (ASP) was previously incorporated in the District of Columbia; and

WHEREAS ASP subsequently relocated to the Commonwealth of Virginia; and

WHEREAS the membership subsequently approved a procedure whereby ASP was dissolved and a new corporation, the American Society for Photogrammetry and Remote Sensing (ASPRS) was incorporated in Virginia; and

WHEREAS the ASPRS Board of Directors desires to continue in effect the actions, policies, and general corporate purposes of the original ASP in the new ASPRS:

IT IS HEREBY RESOLVED that all corporate action previously effected by ASP including, but not limited to, personnel policies, the adoption of policies regarding joint convention activities, the Code of Professional Ethics governing photogrammetric and remote sensing activities, and the procedures for the Certified Photogrammetrist Program, are here adopted as continuing in full force and effect as if said corporate actions had been originally adopted by the Board of Directors of the ASPRS

Adopted by ASPRS Board of Directors, April 7, 1989

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## ARTICLES OF INCORPORATION OF THE AMERICAN SOCIETY FOR PHOTOGRAMMETRY AND REMOTE SENSING

This Non-Stock and Non-Profit corporation is formed under the provisions of Chapter 2, Title 13.1, of the Code of Virginia:

- (a) The name of this organization shall be the American Society for Photogrammetry and Remote Sensing.
- (b) The Society is formed for non-profit, educational and scientific purposes, to-wit: To advance the science of photogrammetry and remote sensing; to educate individuals in the science of photogrammetry and remote sensing; to foster the exchange of information pertaining to the science of photogrammetry and remote sensing; to develop, place into practice and maintain standards and ethics applicable to aspects of the science; to provide a means for the exchange of ideas among those interested in the sciences; to encourage, publish and distribute books, periodicals, treatises, and other scholarly and practical works to further the science of photogrammetry and remote sensing and in general to have all of the powers set forth in Virginia Code Section 13.1-204.1. The activities of the Society shall not be conducted for profit, but rather, shall be exclusively devoted to the achievement of its stated purposes. No part of any revenue generated by the Society shall inure to the private benefit of any individual, director or officer of the Society.
- (c) The Society will have members.
- (d) The categories of members and criteria for selection and qualification as member's shall be set forth in the Society's Bylaws as will the rights of members to vote on matters affecting the Society.
- (e) The Society will be managed by a Board of Directors, elected by the members, according

to the procedures set forth in the Bylaws.

- (f) The internal affairs of the Society shall be governed by the Bylaws which are established by the initial Board of Directors and which may be amended from time to time. The Society shall have the right to provide indemnification to directors, officer's, employees and agents in accordance with Virginia Code Section 13.1-205.1. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of appropriate jurisdiction of the County in which the principal office of the corporation is then located, exclusively for such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- (g) The Registered Agent of the Society is James R. Plasker, Executive Director and Corporate Secretary, 12019 Lisa Marie Ct., Fairfax, Virginia 22033-4644.
- (h) The original Board of Directors is established by these Articles of Incorporation. The minimum number of Directors shall be 7; the maximum number of Directors shall be set by the Bylaws. The Directors constituting the initial Board of Directors are as follows:

Tamsin G. Barnes  
Alan R. Stevens  
John J. Graham  
Enzo F. Becia  
Arnold H. Lanckton  
Roger F. Crystal  
John J. Lyon  
Charles H. Andregg  
Jack F. Staples  
Thomas J. Lauterborn  
Jerry A. Wagner  
William L. Johnson  
Marilyn M. O'Cuilinn  
Roger M. Hoffer  
Alden P. Colvocoresses  
William D. French  
Roy A. Mead  
Daniel S. Andrews  
Ronald J. Welebny  
Michael S. Renslow  
Steven D. Johnson  
Donald L. Light  
Marshall S. Wright, Jr.  
Andy Taylor  
Thomas H. Mace  
S. Donald Port  
F. E. Lortz

- (i) The duration of the Society is perpetual.

Dated this 17th day of December, 1986.

**BYLAWS OF THE  
AMERICAN SOCIETY FOR PHOTOGRAMMETRY  
AND REMOTE SENSING**

**ARTICLE I. NAME AND OFFICE**

***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. OBJECTIVES**

***Section 1. Objectives of the Society***

- a. To advance scientific knowledge in the various disciplines of photogrammetry and remote sensing including but not limited to, aerial surveying and mapping, photo interpretation, spatial information management, and the related sciences in furtherance of the public welfare and in the interests of those who practice in the profession and those who use its services and products.
- b. To encourage public programs relating to photogrammetric and remote sensing endeavors such as mapping, charting, cadastral surveying, and resource and environmental surveys and studies, working with governmental and private organizations in furthering such programs.
- c. To foster understanding and cooperation and to expedite the exchange of knowledge and ideas among the members of the Society and with those of other national and international organizations with similar or related interests.
- d. To serve the membership and the public as a central source of information, reference, and consultation on the disciplines represented in the Society.
- e. To contribute to the education of the general public about the nature of, and benefits to be realized from, the products and services provided by the profession.
- f. To further the national and international recognition and understanding of the profession and its various disciplines.
- g. To establish and maintain a code of ethics for the profession.
- h. To establish and apply standards for competence and performance for the various disciplines represented in the Society as appropriate to the welfare of the general public
- i. To hold meetings for the exchange of scientific and technical information and for the exhibit of products and services.
- j. To encourage. publish and distribute books, periodicals, treatises and other scholarly and practical works applicable to the disciplines in the Society.
- k. To encourage and support education programs essential to the development and maintenance of the profession.
- l. To recognize and honor the leaders of the profession.
- m. To do and perform any lawful act and service to further the growth and recognition of the profession.

## **ARTICLE III. MEMBERSHIP**

### ***Section 1. Classes of Membership***

Membership in the Society shall be classified in the following categories: MEMBER, EMERITUS MEMBER, HONORARY MEMBER, (FELLOW MEMBER), AFFILIATE MEMBER, STUDENT MEMBER, (ASSOCIATE MEMBER,) SUSTAINING MEMBER, INACTIVE MEMBER.

### ***Section 2. Member***

A Member is an individual involved in the sciences and disciplines set forth in the objectives of the Society and shall be entitled to all rights and privileges of the Society, including the right to vote and hold office and the privilege of receiving a subscription to the Society's official journal. An applicant for admission as a Member shall file with the Executive Director a signed statement of concern for and involvement in the objectives 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. Emeritus Member***

An Emeritus Member is an individual who has been a member in good standing for 25 consecutive years and who has reached the age of 65, or for 35 consecutive years and has reached the age of 60. The Emeritus Member shall be relieved of any further payment of dues and shall be entitled to all rights and privileges of the Society, including the right to vote and hold office and the privilege of receiving a subscription to the Society's official journal.

### ***Section 4. Honorary Member***

An Honorary Member shall be an individual who has rendered distinguished service to the Society and/or who has attained distinction in photogrammetry, remote sensing or the related sciences, deserving of recognition by the Society; and shall be elected for life. The total number of Honorary Members, however, shall not exceed twenty-five at any given time and no more than two shall be elected in any year. Honorary Members shall be entitled to all the privileges of the Society without payment of dues, but they shall not have the right to vote or hold office therein except when they have been elected from the Member or Emeritus Member classification. Honorary Membership is not applied for but shall be conferred upon selected individuals by a two-thirds vote of all members of the Board of Directors present and voting by secret ballot at a duly advertised meeting, or by mail ballot. Appropriate background information shall be furnished to each member of the Board of Directors.

### ***Section 5. Fellow Member***

A Fellow Member shall be an individual who is an active member of the Society and has performed exceptional service in advancing the science and use of the mapping sciences. Fellow Member status is awarded for professional excellence and for service to the Society. Nominees must have made outstanding contributions in a recognized Society specialization whether in practice, research, development, administration, or education in the mapping sciences. Nominees must be active members of the Society at the time of their nomination and must have been active members for the last ten consecutive years. Candidates are nominated by any active member of the Society, except members of the ASPRS Board of Directors, recommended to the Fellows Committee, which is a sub-committee of the Awards Committee, and elected by the ASPRS Board of Directors. Up to 0.3 percent of the Society's active members may be elected as Fellows in any one year. Members of the ASPRS Board of Directors are ineligible for election.

### ***Section 6. Affiliate Member***

An Affiliate Member is an individual with an interest in the objectives of the Society but not directly involved in its disciplines and shall be entitled to all rights and privileges of the Society except for the right to vote and to hold office. An applicant for admission as Affiliate Member shall file with the Executive Director a signed statement of interest in 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 7. Student Member***

A Student Member shall be working towards a degree at a university or college. Certification of student status (examples may include copies of student identification or current registration, faculty or sponsor signature, etc) is required for each year of student membership. A person is not eligible for student membership if he/she has previously held Member or Associate Member status. A Student Member shall be entitled to all rights and privileges of the Society, except for the right to vote or to hold office therein.

### ***Section 8. Associate Member***

An Associate Member shall not yet have reached the age of 35; shall pay dues that are approximately two-thirds of the full member dues; shall be eligible for this membership for a period of no more than five consecutive years; and may not revert to Student Member status. A person is not eligible for Associate Member status if he/she has previously held Member status. Associate Members shall be entitled to the same rights and privileges of the Society as a Member.

### ***Section 9. Sustaining Member***

A Sustaining Member shall be an individual or organization with an interest in the objectives of the Society and wishing to provide financial support to the work of the Society. Such members shall be entitled to all the privileges of the Society except that they shall not have the right to vote or hold office therein, unless, they are voting members. An applicant for admission as a Sustaining Member shall file a statement with the Executive Director of the applicant's interest in the objectives of the Society and intent to financially assist the Society. Such application shall be reviewed and approved by the Executive Director and reported to the Board of Directors at its next meeting.

### ***Section 10. Inactive Member***

An Inactive Member is an individual who has been removed from the membership rolls due to non-payment of required dues and who has not resigned from the Society. An Inactive Member shall not be entitled to the rights and privileges of the Society until such time as compensation is made for the unpaid dues.

### ***Section 11. 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 prior to the end of the calendar year for which dues have already been paid.
- b. Any member not having resigned in writing and not having paid the required dues shall be considered to be delinquent and will be so notified. Delivery of the journal shall be discontinued after one and if dues are not paid within three months the member will be reclassified to Inactive Member.
- c. Any member may be separated for cause by a two-thirds vote of the Board of Directors, provided that the member shall be given full opportunity for defense to the Board before such action is taken. Any member so separated may apply for reinstatement after one year by satisfactorily demonstrating the removal of the cause and paying any indebtedness to the Society. Such reinstatement shall require a two-thirds vote of members of the Board of Directors present and voting.

## **ARTICLE IV. OFFICERS AND 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, of meetings of the Board of Directors and of the Executive Committee and shall be a member ex officio, with right to vote, of all Society committees except the Nominating Committee.

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

***Section 4. Vice President***

The Vice President shall chair meetings of the Region Presidents and Directors, 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 Nominating Committee, provide the Incoming Board Members Orientation, be the Society's ISPRS Liaison, and serve as an advisor to the President.

***Section 6. Directors***

The Directors shall be the National Directors elected by each Region of the Society, the Director of each of the Divisions of the Society, and the Chair of the Sustaining Members Council.

***Section 7. Appointed Officers***

The Executive Director, the Secretary, and the Treasurer shall be appointed by the President upon the recommendation of the Executive Committee and with the consent of the Board of Directors. The Executive Director shall be responsible to the Board of Directors, through the President for the administration and management of the Society, including employing and directing the Headquarters staff, and shall have such other duties as prescribed by the Board of Directors.

***Section 8. Board of Directors***

The Board of Directors shall consist of the Elective Officers, the Directors, and the Chair of the Sustaining Members Council. The appointed officers shall be ex-officio members without voting rights.

***Section 9. Nominating and Election Procedures***

**a. Elective Officers**

- (1) Nominations for the ELECTIVE OFFICERS of the Society shall be made by the Nominating Committee consisting of the five most recent and available Past Presidents of the Society, and chaired by the Immediate Past President.
- (2) 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 voting membership at large from a choice of two or more nominees on the ballot.
- (3) The Nominating 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 will 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 and a biographical sketch of the nominee, to be received by the Executive Director no later than fourteen weeks prior to the Annual Meeting.

- (4) The Nominating Committee shall certify that all nominees are qualified, willing to serve, and meet the requirements set forth in these Bylaws. Nominees may not be candidates for more than one office.

**b. National Directors**

- (1) Nomination for the position of National Director for each Region shall be made by the Region's Nominating Committee, which shall ensure that the Region's membership has an opportunity to nominate additional candidates.
- (2) Elections shall be by ballot by a plurality of members of the Region voting. The name and biographical data of the elected National Director shall be submitted by the Region to the Executive Director not later than forty days prior to the Annual Meeting of the Society.

**c. Division Directors**

- (1) Nominees for Division officers shall be determined by Division operating procedures. Their names and biographical data shall be forwarded to the Executive Director no later than fifteen weeks before the Annual Meeting, so that they may be included in the election ballot. A Division Director and an Assistant Division Director shall be elected by a plurality of members voting. The Assistant Division Director shall normally succeed to the office of Division Director.

**d. Chair of the Sustaining Members Council**

- (1) Nominations for the position of Chair of the Sustaining Members Council shall be made by the Nominating Committee of the Council. The Council shall ensure that the Council's membership has an opportunity to nominate additional candidates. At the time of nomination all candidates shall be members of the Society.
- (2) Elections shall be by ballot. The Chair and Vice-Chair shall be elected by a plurality of the members of the Council voting. Voting is restricted to members of the Society.
- (3) The name and biographical data for the elected Chair and Vice-Chair shall be submitted to the Executive Director not later than forty days prior to the Annual Meeting of the Society.

**e. 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 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 through electronic methods or by mail. In the case of a duplicate ballot, the mail ballot will prevail.
- (2) Ballots cast electronically must be submitted before 9:00 a.m. (local time at the location of the Annual Meeting) of the twenty-first day prior to the Annual Meeting. Active member status is required to vote electronically.
- (3) Ballots cast by mail must be received at Society headquarters before 9:00 a.m. (local time at the location of the Annual Meeting) 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 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 Board of Directors.

### ***Section 10. Term of Office***

- a. Each Elective Officer shall take office during the Annual Meeting of the Society and shall serve until the successor is duly elected and installed at the next Annual Meeting. An Elective Officer may not serve two consecutive terms in the same office except as provided for elsewhere in the Bylaws.
- b. The term of office for National Directors shall be three years commencing with installation at the Annual Meeting of the Society. Approximately one-third of the National Directors shall be elected each year, in accordance with the schedule determined by the Executive Director.
- c. The term of office for Division Directors and Assistant Division Directors shall be two years.
- d. The term of office for the Chair and Vice-Chair of the Sustaining Members Council shall be two years.
- e. Incomplete terms of any Elective Officer may be filled for the balance of the term by the Board of Directors at any regular or special meeting. Incomplete terms of National Directors, Division Directors, Assistant Division Directors and the Sustaining Members Council Chair and Vice Chair shall be filled by the Regions, Divisions, and Sustaining Members Council respectively in accordance with their procedures.

## **ARTICLE V. REGIONS**

### ***Section 1. Definition***

Regions shall function as administrative sub-elements of the Society. All Society members shall be members of a Region based on the location of an official mailing address submitted by the member for purposes of receipt of the journal and other Society correspondence. The submitted address shall be related to either their residence or their primary place of employment.

### ***Section 2. Boundaries and Membership***

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. No member may have membership in more than one Region. Membership in a Region other than that specified in Section 1 of this Article can be considered when circumstances justify it, contingent upon notification to and approval by the Executive Committee. The Executive Director shall maintain and publish a current file of all approved Region boundaries.

### ***Section 3. Establishing Regions***

Modification of existing Region boundaries to establish a new Region or to change the geographical areas of two existing Regions shall require approval of the Board of Directors by a two-thirds vote. A request for a Charter for a new Region shall be signed by at least 100 voting members who reside in the geographical area proposed for the New Region. The Charter request shall include proposed boundary lines, along with written approvals of the Regions whose boundaries would be affected.

### ***Section 4. Dissolution***

Regions shall be dissolved and their charters shall be rescinded by a two-thirds vote of the Board of Directors.

### ***Section 5. Operations***

Regions shall adopt Bylaws, policies and procedures as necessary to carry out the objectives of the Society in accordance with Society Bylaws and policies. Each Region shall elect Region Officers and a National Director, appoint committees and form and supervise Chapters. Regions shall report to the Executive Director, within three weeks of their elections, the names of all elected officials and appointed committee chairmen. Region elected officials shall be active members of both the Society and the Region of membership as determined by Sections 1 and 2 of this Article. Any subsequent changes shall be promptly reported. Regions shall provide their own postage and stationery and are encouraged to develop their own letterheads incorporating the name and insignia of the Society in a manner authorized by the Executive Director.

### ***Section 6. Financing***

Regions may assess dues from members within the Region, and may raise, collect and expend funds for Regional purposes within limitations or policies established by the Society. Regions also shall be eligible to receive financial assistance from the Society. This shall include:

#### **a. Member Rebate**

Ten percent of each Region member's annual Society dues may be apportioned to the Region based on the number of voting members in the Region as of the preceding December 31st. Rebates must be requested in accordance with the schedule published each year by the Executive Director; rebate requests which are submitted and/or incomplete on or after September 1 will not be eligible for payment. Eligibility for the Region rebate shall be dependent upon documentation in the annual report that describes the fulfillment of each of the following requirements:

- (1) At least two technical meetings for Region members were held during the preceding calendar year.
- (2) All eligible voting members had voting rights on matters pertaining to the Region.
- (3) Information from Society Headquarters was disseminated to Region members and Society affairs were supported in the Region.
- (4) An active membership campaign was conducted, including operation of a membership committee to vigorously pursue acquisition of new members, to contact Region members in arrears in their dues, and assess reasons for the delinquency of members.
- (5) Satisfaction of all relevant requirements imposed on the Society by the Internal Revenue Service or other government agencies.

#### **b. Rebate of Meeting Proceeds**

A portion of the proceeds to the Society from a successful convention, seminar, symposium, workshop or other such Society activity in the Region may be returned to the Region in accordance with Society policies.

### ***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 without prior consent of the Society.

### ***Section 8. Support to the Society***

a. Regions shall provide support to the Society by:

- (1) Developing regional positions 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, or act on matters of national importance without specific approval of the Board of Directors;
- (2) Developing concepts for Society technical meetings, workshops and seminars within the Region;
- (3) Proposing, preparing and sponsoring preparation of technical articles and other publications for the Society publications program.

b. The Region National Director shall assure coordination of Region activities with Society operations and policies.

## **ARTICLE VI. CHAPTERS**

### ***Section 1. Definition***

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

### ***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 Society Board of Directors. At least ten members must indicate their intent to participate in an area chapter, and five Student Members and one Member Faculty Advisor must indicate their intent to participate in a student chapter before a charter can be issued. The Region shall send the Executive Director a copy of the petition signed by the required number of members and a copy of the Chapter Bylaws approved by the Region prior to the charter being issued by the Society Board of Directors.

### ***Section 3. Boundaries***

Chapters may be a geographical sub-division of Regions, including all Society members in the Chapter area or may be Student Chapters including Student Members and other participating members of the Society at a specific educational institution.

### ***Section 4. Dissolution***

Chapters shall be dissolved in accordance with the Region Bylaws and their charters shall be rescinded by a two-thirds vote of the Board of Directors.

## **ARTICLE VII. DIVISIONS**

### ***Section 1. Definition***

Divisions shall be used to organize and direct the technical, scientific and professional activities of the Society. Divisions shall not function as administrative sub-elements of the Society.

### ***Section 2. Establishing Divisions***

Divisions shall be established by a two-thirds vote of the Board of Directors after considering a written petition containing the signatures of at least 200 voting members, certified to be in good standing by the Executive Director. The petition shall include clearly stated objectives and the sphere of interests for the proposed Division, explaining its relationship to existing Divisions of the Society. 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***

Divisions shall be dissolved upon a two-thirds vote of the Board of Directors if:

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

### ***Section 4. Officers and Their Responsibilities***

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

- a. Development and maintenance of a strategic plan for the Division, and the supervision of its activation,
- b. Preparation and presentation to the Board of Directors of periodic reports to show the status of program activities,
- c. Submission of an annual report to the membership of the Society, to include an assessment of progress within the Division's sphere of interest, and
- d. Preparation and maintenance of Division operating procedures, providing a current copy for file with the Executive Director.

### ***Section 5. Operations***

Divisions shall organize committees, working groups and other appropriate organizational subdivisions as necessary to carry forward the work of the Society in their sphere of interest. Joint committees and

working groups among Divisions may be organized to permit effective action on problems of common interest.

### ***Section 6. Membership***

All members of the Society shall be given the opportunity to indicate the Divisions in which they wish to participate. A member may affiliate with any or all of the Divisions or interest to the member.

### ***Section 7. Financing***

Divisions shall not levy dues. Funds required for Division activities shall be provided from the Society budget. Divisions shall not act in the name of, nor incur financial obligations to, the Society without prior approval by the Board of Directors or the Executive Committee.

## **ARTICLE VIII. COUNCILS**

### ***Section 1. Definition***

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

### ***Section 2. Establishing Councils***

Councils shall be established by a two-thirds vote of the Board of Directors after considering a written petition presented to the Board of Directors. The petition shall include clearly stated objectives, the sphere of interests for the proposed Council, and a charter that defines responsibilities, policies, and procedures as necessary, in accordance Society Bylaws and policies.

### ***Section 3. Membership***

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

### ***Section 4. Dissolution***

Councils shall be dissolved upon a two-thirds vote of the Board of Directors.

### ***Section 5. Operations***

Councils may organize committees, working groups, and other appropriate organizational subdivisions 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 Society bylaws and policies.

### ***Section 6. Officers and Their Responsibilities***

Councils shall have, at a minimum, a Chair and a Vice-Chair or Deputy Chair elected by the voting members of the Council. Both the Chair and Vice-Chair or Deputy Chair at the time of election shall be members of the Society. . The Vice-Chair or Deputy 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 once a year.
- b. Development and maintenance of a strategic plan for the Council, and the supervision of its implementation.
- c. Preparation and presentation to the Board of Directors of periodic reports to show the status of the Council activities.
- d. Submission of an annual report to the membership of the Society, to include an assessment of progress within the Council's sphere of interest.

### ***Section 7. Financing***

Councils shall not levy dues. Councils shall not act in the name of, nor incur financial obligations to, the Society without prior approval of the Board of Directors or the Executive Committee.

**Section 8. Sustaining Members Council**

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

**Section 9. Student Advisory Council**

Membership in the Student Advisory Council shall be open to all student members of the Society. The Student Advisory Council will focus on introducing student members to the mission, goals, activities, and professions represented by the Society. In addition, the Council will actively develop and promote activities that support student members and give feedback to the ASPRS Board on the best way to serve this segment of the membership. The Chair of the Council shall be an ex-officio member of the Board of Directors of the Society.

**Section 10. Young Professionals Council**

Membership in the Young Professionals Council shall be open to Associate Members and active Members of the Society who have not yet reached the age of thirty-five. The Young Professionals Council will engage and mentor young professional; advocate continuing education; foster positive relationships between members transitioning from the Student to Associate Member category and from Associate member to Active member status; 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.

**ARTICLE IX. COMMITTEES**

**Section 1. Appointment**

The President, acting for the Board of Directors, shall appoint such Society Standing and Special Committees and working groups as may be required by the Bylaws, or as may be necessary. The President shall be an ex-officio member of all Society Committees except for the Nominating Committee. Committees and working groups shall report to the Board of Directors through the President.

**Section 2. Standing Committees**

Standing committees are appointed by the President, acting for 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. There shall be the following Standing Committees:

- |  |                                 |
|--|---------------------------------|
| Executive                              | Bylaws                          |
| Audit                                  | Convention Planning and Policy  |
| Awards                                 | Membership                      |
| Evaluation for Certification           | Professional Conduct            |
| Education and Professional Development | Journal Policy                  |
| Honorary Member Nominating             | Data Preservation and Archiving |
| Strategic Planning                     | Division Directors              |
| Publications                           | Nominating                      |
| Electronic Communications              | Standards                       |
| Memorial Address                       |                                 |

**Section 3. Special Committees**

Special committees are those considered necessary by the President or the Board of Directors to supplement the Standing Committees in the conduct of Society activities to accomplish specific Society



goals. They may be disbanded upon completion of their assigned mission. An example of a Special Committee is the Tellers Committee.

#### ***Section 4. Working Groups***

Working groups 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 working groups shall be in the form of a letter from the President to the Chair with copies to members of the Board of Directors.

#### ***Section 5. Assignment of Responsibilities***

Detailed assignments of responsibilities to committees, including those specified in the Bylaws, shall be in the form of a written charter approved by the Board of Directors. Annual tasks may be added by the President.

#### ***Section 6. Operations Guidelines***

Guidelines for operating procedures of committees and working groups shall be provided by the Executive Director.

#### ***Section 7. 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 8. Executive Committee***

- a. The Executive Committee shall consist of the President, President-Elect, Vice President and the Immediate Past President and four members of the Board chosen by the Board of Directors from its own number. The Executive Director shall be an ex-officio member without voting rights. The President shall chair the Executive Committee.
- b. The Executive Committee shall act for the Board of Directors in the interim between meetings to carry on the business and financial affairs of the Society. In the discharge of its responsibilities it shall have the power, within the limitations of the Bylaws and established policies, to initiate and execute any measures which, in its judgment, are deemed necessary or expedient to further the interests and achieve the objectives of the Society.
- c. The Executive Committee shall be responsible for recommending Society policies and actions to further Society interests in the deliberations and actions of governmental organizations at all levels. The Committee may undertake joint activities with committees of other organizations for addressing issues of common interest within the limits of the Bylaws.
- d. A report of the Executive Committee proceedings, actions taken on an interim basis and appropriate recommendations shall be prepared and submitted to the Board of Directors at its next meeting.
- e. Directors to serve on the Executive Committee shall be elected by a secret ballot of the Board of Directors at its first meeting following the Annual Meeting of the Society. The Executive Director shall determine the number of vacancies to be filled.

#### ***Section 9. 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. No more than one of the two Board members appointed to the Committee may serve simultaneously on the Executive Committee. 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 select and approve the outside auditor; meet with the 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. Electronic or telephonic meetings are acceptable. The Committee shall have the authority to engage other advisors as it deems necessary,

and must approve in advance any non-audit services procured from the outside auditor. The Committee shall provide a report to the Board prior to Board action on the annual audit.

***Section 10. Nominating Committee***

The Nominating Committee shall consist of the five most recent and available Past Presidents of the Society. The Immediate Past President shall be the Chair. The next most immediate Past President available will serve as Chair in the event the Immediate Past President is unable to do so. The Nominating Committee shall nominate candidates for Society offices as required by Article IV of these Bylaws.

***Section 11. Awards Committee***

The Awards Committee shall consist of not less than three members and shall be responsible for supervision of the awards program of the Society, except for Honorary Membership awards. The Fellows Committee, as a sub-committee of the Awards Committee, is responsible for the Fellow Member award. The Committee shall assure that the membership is made fully aware of awards and shall establish and carry out procedures for receiving recommendations, reviewing qualifications, and selecting recipients. The Committee, in coordination with sponsor organizations and with other societies with similar interests, shall recommend the establishment of new awards and the discontinuance of those no longer appropriate.

***Section 12. Bylaws Committee***

The Bylaws Committee shall consist of two or more members and shall be chaired by a Director of the Society. The Executive Director shall be a member of the Committee. The Committee shall be responsible for periodically reviewing the operating policies and procedures of the Society to determine if they are consistent with the 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 Bylaw requirements relative to current or proposed Society actions.

***Section 13. Evaluation for Certification Committee***

- a. The Evaluation for Certification Committee (ECC) shall consist of, at a minimum, five members appointed for a term of five years, staggered so that at least one new member is appointed each year. New Committee Members are appointed/reappointed by the Society President upon recommendation of the Committee. Membership should fairly represent:
  - (1) The government sector
  - (2) Private practice
  - (3) Academia
  - (4) The Divisions of the Society
- b. The ECC shall have responsibility for the review, evaluation, and final selection of applicants for Society certification. The Committee shall be responsible for developing and maintaining Society standards for certification for approval by the Board of Directors.
- c. In response to voluntary application by a Society member, the Executive Director shall furnish to the applicant the established requirements, instructions and forms for submitting credentials. The ECC shall review the applicant's credentials, in confidence, querying as necessary the appropriate references. If the ECC finds the applicant to be qualified, the applicant is permitted to take the Written Examination for Certification. Upon successful completion of the Examination with a passing score, the Society shall notify the applicant and the membership that the applicant may bear and display the title of certification. If the Committee finds the applicant unqualified, the applicant shall be so informed by private notification. An applicant denied certification may re-apply if requirements for qualification are met at any later date unless the denial was based on fraud or other similar circumstances.

***Section 14. Convention Planning and Policy Committee***

The Convention Planning and Policy Committee shall consist of the President, President-Elect, Executive Director, Program Chair and a Sustaining Member representative at a minimum. The Committee shall provide policy development and control for ASPRS conventions and similar meetings,

as deemed necessary by the Board of Directors.

***Section 15. Education and Professional Development Committee***

The Education and Professional Development Committee shall consist of at least one member from each ASPRS Division and shall be responsible for the Education Program of the Society. The Committee shall be responsible for student affairs, supervision of the scholarship and fellowship program of the Society, workshops and all other professional development activities of the Society.

***Section 16. Honorary Member Nominating Committee***

The Honorary Member Nominating Committee shall be composed of the most recently elected and available five Honorary Members of the Society. The most recently elected available Honorary Member shall serve as Chair. The Committee shall be responsible for recommending nominees in accordance with Article III of these Bylaws. Candidates for consideration may come from the initiative of the Committee or of the membership at large.

***Section 17. Membership Committee***

- a. The Membership Committee shall consist of two or more Society members and the Executive Director. The duties of the Committee shall be, as a minimum, to assist the Headquarters staff in its activities for development of membership. The Committee may undertake the preparation of prospect lists and the establishment and conduct of programs for phone and mail solicitation, new member recognition, follow up on member dropouts, and similar efforts to assure participation in the Society by members of the profession. The Committee may establish sub-committees for servicing the different classes of membership. The Committee shall be responsible for providing guidance and assistance to Membership Chair in the Regions.
- b. The Membership Committee shall resolve any questions regarding membership eligibility.

***Section 18. Strategic Planning Committee***

- a. The Strategic Planning Committee (SPC) shall consist of the members of the Executive Committee.
- b. The SPC shall be responsible for creating, maintaining and revising the Society's Strategic Plan.

***Section 19. Professional Conduct Committee***

- a. The Professional Conduct Committee (PCC) shall consist of at least three Past Presidents of the Society and two additional members who have served as Officers or Directors of the Society. The members of the Committee shall be appointed by the President with the approval of the Board of Directors for a term of five years, staggered so that a new member is appointed each year.
- b. The PCC shall be the custodian of the Society Code of Professional Ethics and shall be responsible for preparing and recommending standards of professional conduct and the procedures to be followed in professional conduct investigations.
- c. The PCC shall have responsibility for review and investigation of all questions of professional ethics, to include charges against a member of the Society. The Committee shall inform the Board of Directors of its disposition of all cases considered, including its recommendations for Society action when necessary.
- d. The Board of Directors, after review of the report of the PCC concerning a case of Code of Professional Ethics violation, and after review by the legal counsel, shall vote to decide if 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.

***Section 20. Publications Committee***

- a. The Publications Committee shall consist of not less than three members. The Communications Director of the Society's staff shall be an ex officio member. The Publications Committee shall be responsible for the overview of the Publications Program of the Society, exclusive of the Society's journal, Photogrammetric Engineering & Remote Sensing, in accordance with policies established by the Board of Directors.

- b. The Publications Committee shall prepare and submit, at least semi-annually, reports on the proceedings of the Committee and its recommendations concerning publication policies to the Board of Directors.
- c. The Committee shall develop and oversee implementation of general rules for preparation and presentation of Society publications, exclusive of the Society's journal, Photogrammetric Engineering & Remote Sensing, to insure timely and effective dissemination of information consistent with Society policy.
- d. To ensure uniform application of Society policies, contents of all Society publications, exclusive of the Society's journal, Photogrammetric Engineering & Remote Sensing (PE&RS), shall be approved by the Publications Committee. The Committee shall seek out qualified individuals to assist in determining acceptability of papers or other material to be included in publications. The Committee may choose to allow the editor of a Society publication to establish its contents and to accept or reject items for publication, but shall resolve questions of policy submitted to it by an editor.

***Section 21. Journal Policy Committee***

- a. The Journal Policy Committee will be responsible for matters dealing with publication of PE&RS and will collaborate on matters of concern with the ASPRS Publications Committee.
- b. The Committee will report to the Board of Directors. The Committee will include the following individuals: (1) ASPRS President-Elect; (2) Executive Director; (3) Editor-in-Chief; (4) Technical Editor; (5) Director of Communications; (6) Electronics Editor; (7) Associate Editors; (8) Chair, Publications Committee; (9) Manuscript Coordinator; and (10) Update Editors. The Committee will be co-chaired by the Executive Director and Editor-in-Chief.
- c. Responsibilities of the Committee will include editorial and policy matters related to the publication of PE&RS. The Committee also will serve as a review board for any complaints lodged by authors about the handling of manuscripts and, if necessary, act as the final arbiter regarding the acceptability of papers for publication.
- d. The Committee shall prepare and submit, at least semi-annually, reports on the proceedings of the Committee and its recommendations concerning publication policies to the Board of Directors.
- e. The Committee shall develop and oversee implementation of general rules for preparation and presentation of PE&RS to insure timely and effective dissemination of information consistent with Society policy.

***Section 22. Data Preservation and Archiving Committee***

The Data Preservation and Archiving Committee shall consist of the Committee Chair and at least four other members of the Society. The three major segments of the Society membership government, private and academic shall be reflected in the composition of the Committee. These members shall be appointed upon recommendation of the Committee Chair and concurrence of the ASPRS President. The Committee Chair shall be appointed by the ASPRS President. The ASPRS President and the Executive Director, or designee, shall serve as ex officio members.

***Section 23. Division Directors Committee***

- a. The Division Directors Committee shall consist of the Directors, Assistant Directors, and Past Directors of each of the Divisions of the Society: Geographic Information Systems Division, Photogrammetric Applications Division, Primary Data Acquisition Division, Professional Practice Division and Remote Sensing Applications Division. Members shall be appointed for the terms of their respective elective offices.
- b. The Division Directors Committee shall be responsible for communication of and provide a forum for discussion and resolution of issues of concern to all Divisions and the Society.
- c. The Division Directors Committee cannot expend funds, make other commitments, or speak for the Society, unless specifically approved by the ASPRS Executive Committee or Board of Directors.

***Section 24. Electronic Communications Committee***

The Electronic Communications Committee shall consist of not less than three members. The Committee shall work with Society Staff to support the upgrade of the Society's website and

recommend action for keeping electronic communications for the Society current.

***Section 25. Memorial Address Committee***

The Memorial Address Committee shall consist of a Chairperson, appointed by the President, and at least two other members, and the Executive Director. The Executive Director will serve as staff liaison to the Committee. The Committee shall arrange for speakers to present the Memorial Addresses during the Annual Convention. The Committee Chair shall serve as Master of Ceremonies at the Memorial Addresses.

***Section 26. Standards Committee***

The Standards Committee shall consist of a Chairperson, Vice-Chairperson and at least one member from each ASPRS Division. Other Standing Committees are invited to have membership on the Standards Committee. The Standards Committee shall report to the ASPRS Board of Directors and shall be responsible for policy development, and strategic and technical management, of the ASPRS Standards Program. The Standards Committee shall serve as the Society's primary representative on standards matters and shall facilitate and coordinate standards activities, for both internal and external standards development and review, for the Society. The Standards Program shall include Standards, Guidelines and Best Practices."

***Section 27. 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.

**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 classes of membership except Honorary and Emeritus members.

***Section 2. Fees for Publications***

The Executive Director shall determine fees for annual subscription to the Society's official journal by non-member individuals and institutions, as well as prices and conditions for the sale of other Society publications.

***Section 3. Budget***

The Executive Director shall prepare an annual budget proposal for the Society showing projected receipts and expenditures for the ensuing fiscal year with recommendation for dues and fees structure, supported with records of receipt and expenditure data for the current and the previous fiscal year and with financial forecast data for a five-year period. The budget shall be submitted for Board of Directors' approval at its last meeting prior to the beginning of the fiscal year, after review by the Executive Committee.

**ARTICLE XI. ADMINISTRATION**

***Section 1. Board of Directors Responsibilities***

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, Secretary and Treasurer 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 Board.

- 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.
- 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. Officers Responsibilities**

The President shall have supervision of the affairs of the Society, presiding at all Annual and Special Meetings of the Society, the Board of Directors and the Executive Committee. 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.

## **Section 3. Executive Director Responsibilities**

- 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 have responsibility for employing and directing the performance of the salaried staff of the Society and for operation of Society Headquarters.
- c. 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 assure administrative support for Society Officers, Directors, Committee Chairmen, and Convention Directors.
- d. The Executive Director shall arrange for and give timely notice of all Annual and Special Meetings of the Society, the Board of Directors and the Executive Committee, recording all proceedings and maintaining custody of correspondence and records. 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. Treasurer Responsibilities**

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

## **Section 5. Secretary Responsibilities**

The Secretary will record the Society's business conducted at all formal meetings and assure preservation of the records. The duties of Secretary may be assumed by the Executive Director upon approval of the Executive Committee.

## **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 Executive Committee 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 normally during the month of March, at a time and place approved by the Board of Directors, for installation of Officers and Directors, for receiving annual reports, for presentation of Society awards, and for transacting any other business brought before it. Notice of such meeting will be given by the Executive Director in a publication of the Society to reach the membership no less than 60 days prior to the date of the meeting.
- b. Special Meetings of the Society may be called by the President with the 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 will notify members, at least 45 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 50 voting members. 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 Convention will be convened at the time of the Society Annual Meeting, and at least one other meeting will be held at a location other than that of the Annual Convention.

### ***Section 2. Board of Directors***

- a. The Board of Directors shall normally meet twice a year. The Board shall also meet upon call of the President or upon demand therefore 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. In the event that a National Director, Division Director, or the Chair of the Sustaining Members Council cannot attend a duly called meeting of the Board of Directors, the President of the Region may serve in a proxy position for the National Director, the Assistant Division Director may serve in a proxy position for the Division Director, and the Vice-Chair of the Sustaining Members Council may serve in a proxy position for the Chair; provided that the National Director, Division Director, or Chair of the Sustaining Members Council has notified the Executive Director in writing of their inability to attend, and the name of the Region President, the Assistant Division Director, or the Vice-Chair who is to serve as proxy. This notification must be received by the Executive Director in advance of the meeting.
- c. A simple majority of the voting members of the Board of Directors shall constitute a quorum at any meeting of the Board. Any less may adjourn from time to time until a quorum is present.
- d. 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 for possible action in accordance with Article XI, Section 1-k, of the Bylaws.
- e. 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. Executive Committee***

Meetings of the Executive Committee shall normally be held at least quarterly and as often as necessary to effectively carry out its duties and responsibilities. A majority of its voting members shall constitute a quorum providing that at least two Director members are present.

### ***Section 4. Attendance by Officers and Directors***

Officers and Directors are required to attend all duly called meetings in order that official business may be conducted with full consideration of the concerns of all Society entities.

**Section 5. Telephone Conference/Mail Ballot/Email Ballot**

When consideration of any matter by the Board of Directors or the Executive Committee is required earlier than their next meeting, this may be accomplished by telephone conference, Email or mail ballot vote at the discretion of the President. Passage of such votes shall be as specified in the appropriate sections of these Bylaws.

**Section 6. 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 for vote. The question thus presented shall be decided according to a majority of the votes cast by mail or electronically within 45 days after its submission to the membership, provided that in each case, votes of at least 15% 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 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 manuals, proceedings of technical meetings, monographs, and newsletters, as determined by the Board of Directors.

**Section 3. Official Journal**

The official journal shall be titled Photogrammetric Engineering and Remote Sensing (PE&RS) and shall normally be published monthly. It shall be issued to all qualified members provided that the member is not in arrears in payment of dues. Notices and announcements relating to Society affairs published in PE&RS shall be deemed to have been brought to the attention of all members of the Society.

**Section 4. Division Publications**

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

**Section 6. Communications Director**

The Communications Director of the staff with the guidance of the Publications Committee, shall be responsible for production of all Society publications, serving under the direction of the Executive Director who shall be the Publishing Director of the Society.

**Section 7. Publications Content**

To ensure that Society policies are uniformly maintained and Society goals achieved, contents of all Society publications shall be under the supervision of the Publications Committee.



## 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 four-fifths vote of the Board of Directors.

## ARTICLE XV. RULES OF ORDER

### ***Section 1. Roberts Rules of Order***

The rules stated in *Roberts Rules of Order, Newly Revised* shall govern all deliberations of the Society except where they are in conflict with these Bylaws and the laws under which the Society is organized. The prescribed order of business for regular meetings of the Society shall be as stated in *Robert's Rules of Order, Newly Revised*.

### ***Section 2. Parliamentarian***

The Executive Director shall normally serve as the parliamentarian for all meetings of the Society. As appropriate, the President shall appoint a temporary replacement.

### ***Section 3. Voting***

Unless otherwise specified in these Bylaws, a tallying of votes in all meetings of the Society shall be on the basis of those present and voting. Tallying of votes shall be on the basis of valid ballots received. A simple majority vote constitutes approval unless otherwise specified in the Bylaws.

### ***Section 4. Standard Operating Procedures***

Standard operating policies and procedures shall be established by the Board of Directors after considering the recommendations of the Executive Director. They shall not be in conflict with these Bylaws.

### ***Section 5. Headquarters Policy Files***

Detailed documentation of all operating policies and procedures shall be on file in the headquarters of the Society and made available upon request.

### ***Section 6. Bylaws Terminology***

The use of the term mail in these Bylaws applies to Postal, courier, email and facsimile. The use of the term writing includes transmission of a document in hardcopy or electronically.

## ARTICLE XVI. 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 or 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.

**ARTICLE XVII. 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***

Proposed amendments shall be considered at the next regular meeting of the Board of Directors if received by the Executive Director at least sixty days prior to that meeting. Copies of the proposed amendment shall be received by Board members at least thirty days prior to the meeting of the Board at which the amendment will be considered. The membership shall be advised of proposed amendments by notice in the Society journal at least thirty days prior to that meeting so that members' comments may be considered by the Board.

***Section 3. Adoption***

Amendments to these Bylaws shall be adopted by a two-thirds vote of the members of the Board of Directors present and voting.

## NOTES



THE IMAGING & GEOSPATIAL INFORMATION SOCIETY

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