

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 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, the 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 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 by 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 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. Persistent 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).
- 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. Teleconference/Mail Ballot/Email Ballot

When the consideration of any matter by the Board of Directors is required earlier than its next meeting, this may be accomplished by electronic teleconference/video 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 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 Board of Directors.

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 nine members of the Board of Directors.

The American Society for Photogrammetry and Remote Sensing

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