

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

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.