



**asprs** THE IMAGING & GEOSPATIAL  
INFORMATION SOCIETY

# BYLAWS

*REVISED 19 July 2022*

*Amended as approved by the ASPRS Board of Directors*

## Contents

ARTICLE I. NAME AND OFFICE	4
Section 1. Name and Definition	4
Section 2. State of Incorporation	4
Section 3. Office Location	4
ARTICLE II. VISION, MISSION, AND CORE VALUES	5
Section 1. Vision	5
Section 2. Mission	5
Section 3. Core Values	5
ARTICLE III. MEMBERSHIP	5
Section 1. Classes of Membership	5
Section 2. Individual Member	5
Section 3. Sustaining Member	5
Section 4. Friend	6
Section 5. Membership Termination	6
ARTICLE IV. OFFICERS AND BOARD OF DIRECTORS	6
Section 1. Elective Officers	6
Section 2. President	6
Section 3. President-Elect	7
Section 4. Vice President	7
Section 5. Immediate Past President	7
Section 6. Council Chairs	7
Section 7. Appointed Officers	7
Section 8. Board of Directors	7
Section 9. Nomination and Election of Officers	7
Section 10. Terms of Office	8
ARTICLE V. COUNCILS	9
Section 1. Definition	9
Section 2. Establishing Councils	9
Section 3. Membership	9
Section 4. Dissolution	9
Section 5. Working Groups	9

Section 6. Officers of the Councils and their Responsibilities	10
Section 7. Nomination and Election of Council Chairs	10
Section 8. Financing	10
Section 9. Sustaining Members Council	11
Section 10. Early-Career Professionals Council	11
Section 11. Region Officers Council	11
Section 12. Student Advisory Council	11
Section 13. Technical Division Directors Council	11
Section 14. Committee Chairs Council	11
ARTICLE VI. TECHNICAL DIVISIONS	12
Section 1. Definition	12
Section 2. Establishment of Technical Divisions	12
Section 3. Dissolution of Technical Divisions	12
Section 4. Division Directors and their Responsibilities	12
Section 5. Nomination and Election of Technical Division Directors	13
Section 6. Terms of Office of Technical Division Directors	14
Section 7. Working Groups	14
Section 8. Membership	14
Section 9. Financing	14
ARTICLE VII. COMMITTEES	15
Section 1. Appointment	15
Section 2. Permanent Committees	15
Section 3. Standing Committees	15
Section 4. Task Forces	16
Section 5. Working Groups	16
Section 6. Joint Committees	16
Section 7. Audit Committee	16
Section 8. Governance Committee	17
Bylaws	17
Nominations	17
Professional Conduct	17
External Relations	17
Section 9. Committee Expenses	17

Section 10. Assignment of Responsibilities	17
ARTICLE VIII. REGIONS	18
Section 1. Definition	18
Section 2. Boundaries	18
Section 3. Establishing Regions	18
Section 4. Dissolution of Regions	19
Section 5. Financing	19
Section 6. Operations	19
Section 7. Functions	19
Section 8. Support to the Society	20
ARTICLE IX. CHAPTERS	20
Section 1. Definition	20
Section 2. Establishing Chapters	20
Section 3. Dissolution of Chapters	21
ARTICLE X. FINANCES	21
Section 1. Membership Dues and Fees	21
Section 2. Budget	21
ARTICLE XI. ADMINISTRATION	21
Section 1. Responsibilities of the Board of Directors	21
Section 2. Responsibilities of the Elective Officers	22
Section 3. Responsibilities of the Executive Director	22
Section 4. Responsibilities of the Treasurer	23
Section 5. Responsibilities of the Secretary	23
Section 6. Absence of Executive Director, Secretary, or Treasurer	23
ARTICLE XII. MEETINGS	23
Section 1. Society	23
Section 2. Board of Directors	24
Section 3. Membership Ballots	24
ARTICLE XIII. PUBLICATIONS	25
Section 1. Purpose	25
Section 2. Society Publications	25
Section 3. Official Journal	25
Section 4. Technical Division Publications	25

Section 5. Region Publications	25
ARTICLE XIV. SOCIETY BRANDING	25
Section 1. Official Seal and Insignia	25
Section 2. Uses of the Seal, Insignia and Logo	25
Section 3. Changes to the Seal, Insignia, and Logo	25
Section 4. Division, Council, Committee, Region and Chapter Logos	25
Section 5: Social Media Presence	26
ARTICLE XV. DISSOLUTION	26
Section 1. Distribution of Assets to Other Organizations	26
Section 2. Assets in Formation of New Organizations	26
Section 3. Dissolution by Subsumption into Another Organization	26
ARTICLE XVI. AMENDMENTS	26
Section 1. Petition for Amendment	26
Section 2. Amendment Procedure	26
Section 3. Adoption	26
ARTICLE XVII. INDEMNIFICATION	26

## **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. State of Incorporation***

The Society shall be incorporated in the Commonwealth of Virginia and registered to do business in the state in which its principal office is located.

#### ***Section 3. Office Location***

The principal office of the Society shall be in such place as may from time to time be designated by the Board of Directors.

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

### ***Section 1. Vision***

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

### ***Section 2. Mission***

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

### ***Section 3. Core Values***

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

## **ARTICLE III. MEMBERSHIP**

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

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

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

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

### ***Section 3. Sustaining Member***

A Sustaining Member is an organization involved in the science and engineering disciplines associated with imaging and geospatial information. A Sustaining Member shall be entitled to all rights and

privileges of the Society applicable to Sustaining Members, including the right to vote on the Sustaining Members Council. An applicant for admission as a Sustaining Member shall file with the Executive Director a signed statement of concern for, and involvement in, the vision, mission, and core values of the Society by completing an application form prescribed by the Board of Directors. Completion of the form and payment of the required dues shall constitute fulfillment of admission requirements.

#### ***Section 4. Friend***

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

#### ***Section 5. Membership Termination***

Membership may be terminated in any of the following ways:

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

### **ARTICLE IV. OFFICERS AND BOARD OF DIRECTORS**

#### ***Section 1. Elective Officers***

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

#### ***Section 2. President***

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

***Section 3. President-Elect***

The President-Elect shall perform, as necessary, the duties of the President in the event of disability or other absence of the President, shall oversee the activities of the Technical Division Directors and Sustaining Members Councils, and shall have such other duties as the President or the Board of Directors may assign.

***Section 4. Vice President***

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

***Section 5. Immediate Past President***

The Immediate Past President shall serve as an advisor to the President. The Immediate Past President shall also be a member of the Audit Committee as defined in Article VII, Section 7 and shall chair the Governance Committee as defined in Article VII, Section 8.

***Section 6. Council Chairs***

A Council Chair shall represent each one of the Councils, which are defined in Article V, on the Board of Directors. Procedures for selection of Council Chairs are set forth in Article V, Section 7.

***Section 7. Appointed Officers***

The President shall appoint the Executive Director, the Secretary, and the Treasurer with the approval of the Board of Directors. Duties for the Appointed Officers are defined in Article XI of these bylaws.

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

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

***Section 9. Nomination and Election of Officers***

Elective officers shall be nominated and elected according to the following procedure<sup>1</sup>:

- a. The office of President shall be filled by automatic succession of the President-Elect, who shall succeed to office from the office of Vice President.
- b. The Vice President is elected by a plurality of votes cast by Individual Members of the Society voting at large from a choice of two or more nominees on the ballot.
- c. The Governance Committee shall nominate candidates for the office of Vice President. Nominee selections shall normally rotate annually among members representing government, industry, and academia.
- d. The Governance Committee shall certify that all nominees for Vice President are qualified, willing to serve, and meet the requirements set forth in these Bylaws before the announcement

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<sup>1</sup>All references to time of day in these Bylaws refer to Eastern Time. Dates given in these Bylaws refer to 24-hour periods in Eastern Time. All deadlines referred by date expire at 11:59 PM on the date given.



of nominees. Nominees may not be candidates for Vice President and any other Board of Directors position simultaneously.

- e. The Governance Committee shall submit the names of qualified nominees for Vice President annually to the Executive Director on or before September 15. Candidates must be Individual Members of the Society in good standing at the time of their nomination, validation of election by the Tellers, and throughout their term of service.
- f. The Executive Director shall be responsible for announcing the names of candidates in a Society publication on or before October 1, along with a call for additional nominations from the membership-at-large.
- g. Additional nominations for the office of Vice President may be made by a nominating letter signed by no fewer than 100 Individual Members of the Society and received by the Executive Director on October 10.
- h. Each candidate for Vice-President shall submit their biographical data, vision statement, and photograph to the Executive Director on or before October 15.
- i. The Executive Director shall be responsible for creating the election ballot accompanied by biographical data, vision statements, and photographs with clear and complete instructions for the balloting procedure.
- j. The ballot shall also contain any proposals requiring a vote by the membership.
- k. All ballots shall be cast electronically.
- l. The Executive Director shall be responsible for creating a list of eligible voters comprising all Individual Members of the Society in good standing as of November 1.
- m. Ballots shall be made available to eligible voters annually on the first business day of November and must be returned on or before November 30.
- n. Election tellers, appointed and informed of their duties by the President, shall record the ballots cast and submit a report to the President annually on the first business day of December. The President shall inform all candidates of the election outcome; following this notification the Executive Director will officially announce the election results in a Society publication.
- o. A tie vote shall be decided by a majority vote of the Board of Directors present at a duly convened Board meeting.

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

- a. Each Elective Officer and new Council Chair shall take office during the Annual Meeting of the Society and shall serve until the successor is duly elected and installed at the next appropriate Annual Meeting.
- b. The term for Council Chairs shall be two years, except for the Early-Career Professionals Council Chair and the Student Advisory Council Chair, whose terms shall each be one year. A year is defined as the time between two Annual Meetings. A Council Chair may not serve two consecutive terms in the same office except as provided for elsewhere in these Bylaws.

- c. Incomplete terms and vacancies of any Elective or Appointed Officer may be filled for the balance of the term by a Presidential appointee approved by the Board of Directors at any duly convened Board meeting.
- d. Incomplete terms of Council Chairs shall be filled by an appointee chosen in accordance with the Council's Operating Procedures. Appointees who may later be duly elected to the same position in accordance with election procedures described in Article V shall then serve a full term as described above.
- e. On any other occasion when a Board of Directors position cannot be filled by procedures defined within these Bylaws or Society Operating Procedures, the President may appoint an individual to the position with the concurrence of the Board.
- f. If a new Council is established between annual meetings, its Chair elected in compliance with Article V shall take a Board of Directors position immediately. The Council will then hold an election during the next annual election cycle, and the elected Chair will serve a full term as described in Section 10(b) of this Article.

## **ARTICLE V. COUNCILS**

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

Councils represent constituencies within the Society and are specialty groups with common interests and goals. Council Chairs are members of the Board of Directors, as described in Article IV, Section 6.

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

- a) New Councils shall be established by a two-thirds vote of the Directors present at a duly convened Board meeting, after considering a written petition by a collection of no fewer than 10 Individual Members in good standing presented to the Board of Directors.
- b) The petition shall include clearly stated objectives, the sphere of interest for the proposed Council, a Charter that defines responsibilities, policies, and procedures as necessary, in accordance with these Bylaws, the Society's Policies, and the Society's Operating Procedures.
- c) Councils shall develop, adopt, and maintain Council Operating Procedures auxiliary to and compliant with the Society's Operating Procedures.

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

Membership in a Council shall be determined by the Council's Charter and documented in the Council's Operating Procedures.

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

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

### ***Section 5. Working Groups***

Councils may organize Working Groups as necessary to carry forward the work of the Society in their sphere of interest. Working Groups shall report to the Board of Directors through the establishing Council(s).

### ***Section 6. Officers of the Councils and their Responsibilities***

Councils shall have, at a minimum, a Chair and a Deputy Chair elected by the voting members of the Council. Both the Chair and Deputy Chair shall be Individual Members or representatives of Sustaining Members of the Society in good standing at the time of nomination, election, and throughout their term of service. The 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 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) Development and maintenance of Operating Procedures for the Council, and the supervision of their implementation.
- d) Preparation and presentation at least bi-annually to the Board of Directors of periodic reports to show the status of the Council activities.
- e) Submission of an annual written report to Board of Directors 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
- f) Submission of a budget request for any proposed funded activities of the Council to the Board of Directors during the annual budget planning process.

### ***Section 7. Nomination and Election of Council Chairs***

- a) The Councils shall each have an election process for the Chair, documented in the Council's Operating Procedures. Council Chairs are voting members of the Board of Directors with term office as set forth in Article IV, Section 10.
- b) Each Council shall ensure that its Council's membership has an opportunity to nominate candidates. Candidates must be members of the Council, as well as Individual Members of the Society in good standing at the time of their nomination and installation; in the case of the Sustaining Members Council, where candidates must be the designated representative of a Sustaining Member of the Society in good standing.
- c) Council elections shall be by ballot. The Council's Chair shall be elected by a plurality of votes cast by members of the Council. Voting members of the Council must be Individual Members of the Society in good standing; in the case of the Sustaining Member Council, a voting member must be the designated representative of a Sustaining Member of the Society in good standing.
- d) The name, biographical data and photograph of the elected Council Chair shall be submitted to the Executive Director annually on or before November 30.

### ***Section 8. 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 Region Officers Council, the Technical Division Directors Council, and the Committee Chairs Council shall review the annual budget plans and

requests of their member regions, divisions, or committees prior to submission to the Society's annual budget planning process.

***Section 9. 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 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 considered the Sustaining Member of the Society to vote in Council elections. The Chair of the Council shall be a full voting member of the Board of Directors.

***Section 10. Early-Career Professionals Council***

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

***Section 11. Region Officers Council***

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

***Section 12. Student Advisory Council***

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

***Section 13. Technical Division Directors Council***

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

***Section 14. Committee Chairs Council***

The Committee Chairs Council shall consist of the Chairs of the Standing Committees of the Society. The Chair of the Council shall be a full voting member of the Board of Directors.

## **ARTICLE VI. TECHNICAL DIVISIONS**

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

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

### ***Section 2. Establishment of Technical Divisions***

- a) New Technical Divisions shall be established by a two-thirds vote of the Directors present at a duly convened Board meeting, based on a petition and at the recommendation of the Technical Division Directors Council.
- b) The petition shall include evidence 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. The petition shall include clearly stated objectives, the sphere of interest for the proposed Technical Division, a Charter that defines responsibilities, policies, and procedures as necessary, in accordance with these Bylaws, the Society's policies, and the Society's Operating Procedures.
- c) Technical Divisions shall develop, adopt, and maintain Division Operating Procedures auxiliary to and compliant with the Society's Operating Procedures and the Technical Division Directors Council's Operating Procedures.

### ***Section 3. Dissolution of Technical Divisions***

The Technical Division Directors Council shall initiate Dissolution of Technical Divisions by submitting a petition to the Board of Directors. Technical Divisions shall be dissolved upon a two-thirds vote of the Directors present at a duly convened Board meeting if a desirable level of activity as determined by the Board of Directors is not maintained, and/or the Technical Division no longer represents an area of technical, scientific, or professional interest.

### ***Section 4. Division Directors and their Responsibilities***

Each Technical Division shall have, as a minimum, a Technical Division Director and Assistant Technical Division Director elected by the membership of the Society in accordance with this Article VI, Section 5. The Assistant Technical Division Director shall serve in the capacity of the Technical Division Director in his/her absence. The duties of the Technical Division Director are, as a minimum:

- Development and maintenance of a strategic plan for the Technical Division, and the supervision of its activation.
- Preparation and presentation of periodic reports, in oral or written format, to the Board of Directors, which show the status of program activities.
- Submission of an annual written report to the Technical Division Directors Council, which forwards it to the Board of Directors, to include an assessment of progress within the Technical Division's sphere of interest.
- Preparation and maintenance of Technical Division Operating Procedures, in accordance with Society and Technical Division Directors Council Operating Procedures, providing a current copy for file with the Executive Director.
- Representation of the Technical Division on the Technical Division Directors Council; and

- If elected Chair of the Technical Division Directors Council, serve on the Board of Directors.

### ***Section 5. Nomination and Election of Technical Division Directors***

Technical Division Directors shall be nominated and elected according to the following procedure:

- a) The position of Division Director shall be filled by automatic succession of the Assistant Division Director.
- b) The Assistant Division Director is elected by a plurality of votes cast by Individual Members of the Society at large from a choice of two or more nominees on the ballot.
- c) Each Technical Division shall nominate candidates for the position of Assistant Division Director.
- d) Each Technical Division shall certify that all nominees are qualified, willing to serve, and meet the requirements set forth in these Bylaws before the announcement of nominees.
- e) During the second year of a Division Director's term, each Technical Division shall submit the names of qualified nominees for Assistant Division Director to the Executive Director on or before September 15. Candidates must be Individual Members of the Society in good standing at the time of their nomination, validation of election, and subsequent installation.
- f) The Executive Director shall be responsible for announcing the names of candidates in a Society publication on or before October 1, along with a call for additional nominations from the membership-at-large.
- g) Additional nominations for the position of Assistant Division Director may be made by a nominating letter signed by no fewer than 20 Individual Members of the Society and received by the Executive Director on October 10.
- h) Each candidate for Assistant Division Director shall submit their biographical data, vision statement, and photograph to the Executive Director on or before October 15.
- i) The Executive Director shall be responsible for creating the election ballot accompanied by biographical data, vision statements, and photographs with clear and complete instructions for the balloting procedure.
- j) The ballot shall also contain any proposals requiring a vote by the membership.
- k) All ballots shall be cast electronically.
- l) The Executive Director shall be responsible for creating a list of eligible voters comprising all Individual Members of the Society in good standing as of November 1.
- m) Ballots shall be made available to eligible voters annually on the first business day of November and must be returned by November 30.
- n) Election tellers, appointed and informed of their duties by the President, shall record the ballots cast and submit a report to the President annually on the first business day of December. The President shall inform all candidates of the election outcome; following this notification the Executive Director will officially announce the election results in a Society publication.
- o) A tie vote shall be decided by a majority vote of the Board of Directors present at a duly convened Board meeting.

### ***Section 6. Terms of Office of Technical Division Directors***

- a) Each Division Director and Assistant Division Director shall take office during the Annual Meeting of the Society.
- b) The term for Division Directors and Assistant Division Directors shall be two years. A year is defined as the time between two Annual Meetings.
- c) Incomplete terms and vacancies of any Division Directors and Assistant Division Directors may be filled for the balance of the term by a Presidential appointee approved by the Board of Directors at any duly convened meeting.
- d) Appointees who may be duly elected to the same position in accordance with election procedures described in this Article VI, Section 5 shall then serve a full term as described above.
- e) On any other occasion when a position cannot be filled by procedures defined within these Bylaws or Division Operating Procedures, the President may appoint an individual to the position with the concurrence of the Board of Directors.
- f) If a new Division is established between annual meetings, its Directors appointed by the President shall take a Council position immediately. The Division will then follow the above-described procedures to nominate candidates for both the Division Director and Assistant Division Director during the next election cycle, and the elected Directors will serve full terms as described in this Article VI, Section 6.

### ***Section 7. Working Groups***

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

### ***Section 8. Membership***

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

### ***Section 9. Financing***

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

## **ARTICLE VII. COMMITTEES**

### ***Section 1. Appointment***

The President, with the approval of the Board of Directors, shall appoint such Permanent Committees, Standing Committees, and Task Forces as may be required by the Bylaws, or as may be necessary. The

President appoints Chairs of the Committees and Task Forces, with the approval of the Board of Directors, unless already designated by these Bylaws.

Committees and Task Forces have authority to provide recommendations and reports to the Board of Directors and to take action consistent with their Charters and the annual charges provided by the President.

Notwithstanding any other provision in this Article VII, no Committee, Task Force, or Working Group shall approve by itself or recommend directly to members any action that the Virginia Nonstock Corporation Act or these Bylaws require to be approved by the Board of Directors and/or members.

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

- a) Permanent Committees are specified by the Bylaws to address primary Society activities of governance and finance, and ensure continuing Society structure for support, development, and maintenance of programs.
- b) These Bylaws specify the following Permanent Committees: Audit, Governance. More descriptive information for these Permanent Committees follows in this Article VII, Sections 7 and 8.
- c) Permanent Committees have voting representation on the Board of Directors through the Elective Officers who are assigned membership in those committees within these Bylaws.
- d) Permanent Committees shall establish Operating Procedures in accordance with these Bylaws, the Society's policies, and the Society's Operating Procedures.

### ***Section 3. Standing Committees***

- a) 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 ensure continuing support, development, and maintenance of programs. The expectation is that Standing Committees persist for multiple years.
- b) Standing Committee Chairs constitute the membership of the Committee Chairs Council, as set forth in Article V, Section 14.
- c) Standing Committees have voting representation on the Board of Directors through the Chair of the Committee Chairs Council.
- d) The President shall establish a Charter for a new Standing Committee and shall update the Charter annually as charged duties evolve and change.
- e) Standing Committees shall establish Operating Procedures in accordance with these Bylaws, the Society's Policies, the Society's Operating Procedures, and the Committee Chairs Council's Operating Procedures.
- f) Standing Committees submit written reports, describing the status of their charged duties, to the Committee Chairs Council at least annually and may be requested to report more frequently on key issues.
- g) Standing Committees may be dissolved by the Board of Directors with a two-thirds vote of the Directors present at a duly convened Board meeting.



#### ***Section 4. Task Forces***

The President may form Task Forces, 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. Working Groups***

As needed, Committees shall organize Working Groups as necessary to carry forward the work of the Society in their sphere of interest. Joint Working Groups among Committees may be organized to permit effective action on issues of common interest. The chair of the Committee Chairs Council shall be apprised of establishing or dissolving these subdivisions for reporting purposes.

#### ***Section 6. 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 Board of Directors.

#### ***Section 7. Audit Committee***

The Audit Committee shall consist of a minimum of the Treasurer, the Vice President, and the Immediate Past President. Additional members of the committee from the ASPRS membership may be appointed by the President for a specified term, with the approval of the Board of Directors. The Treasurer shall serve as the Chair. The Chair or at least one member of the Audit Committee must be generally knowledgeable about accounting and finance matters. The Executive Director shall provide information and support to the Committee but shall not participate in the Committee's decisions.

The Audit Committee shall observe best practice in recommending the selection of the independent outside audit team; solicit and review proposals from prospective audit teams; provide a documented recommendation to the Board of Directors for selection from among the best candidates; meet with the contracted auditor to review the scope of work for the audit; and meet with the auditor at the completion of the audit to review the resulting report including any accompanying management letter. The Committee shall have the authority to engage other advisors, as it deems necessary, and must approve in advance any non-audit services procured by ASPRS from the outside auditor. The Committee shall provide its recommendations to the Board of Directors, prior to Board action for (1) approving the outside auditor selection and (2) approving the submitted audit.

#### ***Section 8. Governance Committee***

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

### *Bylaws*

The Committee shall be responsible for annually reviewing these Bylaws and as appropriate, recommending to the Board of Directors amendments or extensions. The Committee shall advise the Officers or Directors of Bylaws requirements relative to current or proposed Society actions.

### *Nominations*

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

### *Professional Conduct*

The Committee shall be the custodian of the Society Code of Ethics, responsible for preparing and recommending standards of professional conduct investigations and recommending standards of professional conduct and the procedures to be followed in professional conduct investigations; take responsibility for review and investigation of all questions of professional conduct, to include charges against a member of the Society. The Committee shall inform the Board of Directors of its decisions on all cases considered, including its recommendations of Society actions when necessary. The Board of Directors, after review of the report of the Committee concerning a case of violation of the Code of Professional Ethics, shall vote to decide whether the Committee decision should be upheld, and any recommended sanctions imposed. If the vote is negative, the investigation is terminated, and no further action will be taken. If the vote is positive, the recommendations of the Governance Committee are accepted. The Board may vote to modify the sanctions, if desired. A vote of two-thirds of the Directors present at a duly convened Board meeting shall be required for any action described in this section.

### *External Relations*

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

### ***Section 9. 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. Permanent Committee Chairs participate in the Society budget process in their direct role as Officers of the Board of Directors.

### ***Section 10. Assignment of Responsibilities***

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

## **ARTICLE VIII. REGIONS**

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

Regions shall function as administrative sub-elements of the Society's organization. A Region may provide for interaction among members within a specified geographic location within the United States (U.S.) or it may provide organizational representation for members distributed among foreign

countries. Region may hold face-to-face and virtual meetings to facilitate interaction with regional companies and organizations in the geospatial industry. All Individual Members of the Society shall be members of a Region. Region membership shall normally be based on the geographic location of a mailing address, submitted by the member for receipt of Society correspondence or the Journal. An Individual Member may prefer to designate a different Region of choice. However, no Individual Member may have membership in more than one Region.

### ***Section 2. Boundaries***

Region boundaries shall be established along State and/or County (or their equivalent) boundary lines in the U.S and Canada. Regions may be established among Individual Members from one or more foreign nations, as defined in their petition for establishment. The Executive Director shall publish a current file and map of all approved Region boundaries and maintain a list of Individual Members belonging to each Region.

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

Modification of Region boundaries to establish a new or consolidated Region or to change the geographical areas of two or more existing and adjoining Regions, shall be reviewed and approved by the Region Officers Council and the Board of Directors.

- a) A petition to request modification of Region boundaries must be submitted to the Region Officers Council and must be approved by at least 20% of the Individual Members of the Society who belong to Regions within the existing and proposed boundaries.
- b) The Region Officers Council shall provide oversight of process to inform and conduct the vote.
- c) Upon approval of the petition by vote, the Region Officers Council shall prepare a Charter that defines revised boundary lines, accompanied by the written approvals from the Board of each existing Region whose boundaries would be affected.
- d) The Region Officers Council shall oversee preparation of Bylaws for the new or modified Region compliant with the Society Bylaws and the laws of the Commonwealth of Virginia.
- e) The Region Officers Council shall oversee preparation of Operating Procedures for the new or modified Region in accordance with the Society Operating Procedures and the Region Officers Council's Operating Procedures.
- f) The Charter, Bylaws, and Operating Procedures must be approved by a simple majority vote of a quorum of the Region Officers Council members.
- g) The Charter, Bylaws, and Operating Procedures shall then be submitted to and reviewed by the Executive Director, who will release those documents to the Board of Directors.
- h) The Region shall be established by a two-thirds vote of the Directors present at a duly convened Board meeting, based on the Charter, Bylaws, and Operating Procedures presented by the Region Officers Council.

### ***Section 4. Dissolution of Regions***

The Regions Officers Council shall initiate Dissolution of a Region, either at the request of the Region itself or by a resolution of the Council. Regions shall be dissolved by a two-thirds vote of the Board of

Directors present at a duly convened Board meeting. Individual Members of dissolved regions shall become members of a newly formed Region or by selection of an alternative Region, as described above. Chapters of dissolved Regions must either be transferred to a new host Region or dissolved in accordance with Article IX, Section 3.

### ***Section 5. Financing***

Regions may conduct meetings and symposia and may collect registration fees to support Region activities. Requests for additional Society funds to support Region activities shall be part of the annual budget submission by the Region Officers Council to the Executive Director for the annual budget planning cycle. The Board of Directors must approve funding requests put forth by Region Officers Council.

Regions shall not act in the name of the Society without the prior consent of the Society, nor incur financial obligations for the Society.

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

Regions shall maintain and operate in accordance with Region Bylaws and Operating Procedures that are consistent with Society Bylaws, Society Operating Procedures, and Region Officer Council Operating Procedures.

Each Region shall elect Region Officers, appoint Committees, and form and supervise Chapters as defined in Article IX, as needed. Regions shall report to the Executive Director and the Region Officers Council, within three weeks of their elections, the names of all elected officials and appointed committee chairs. Region elected officials shall be Individual Members in good standing of both the Society and the Region of membership as determined by Section 1 of this Article.

The Executive Director shall be responsible for annual reporting to the Commonwealth of Virginia and the Internal Revenue Service on behalf of Regions.

### ***Section 7. Functions***

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

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

Regions shall provide support to the Society by:

- Electing the Region President and Vice President to administer the Region.
- Selecting two Region members (typically, but not necessarily, the President and Vice President) to serve on the Region Officers Council.
- Developing regional position statements and preparing recommendations relating to Society Policies, technical matters, education, legislation, and other pertinent matters, and actively participating in the Society planning process. Regions shall not, however, issue resolutions or

statements of policy for the Society, or act on matters of national importance, without specific approval of the Board of Directors.

- Developing concepts for Society technical meetings, workshops, and seminars within the Region.
- Proposing, preparing, and sponsoring preparation of technical articles and other publications for the Society publications program.
- Assuring coordination of Region activities with Society's and Region Officer Council's Operating Procedures.

## **ARTICLE IX. CHAPTERS**

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

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

### ***Section 2. Establishing Chapters***

Regions shall determine their need for establishment of Student or Geographic Chapters and shall operate them in accordance with Region Bylaws.

- a) Formation of a Student Chapter requires a petition signed by one Faculty Advisor at the host institution and three (3) students at that institution, all of whom are Individual Members of the Society in good standing.
- b) Student Chapters may also be established with a petition signed by one Faculty Advisor at a host institution and three (3) students from different colleges or universities in the same Region, all of whom are Individual Members of the Society in good standing.
- c) Formation of a Geographic Chapter requires a petition signed by 10 Individual Members of the Society in good standing who are also members of the Region.
- d) Student Chapter and Geographic Chapter petitions must be endorsed and submitted by a host Region that agrees to provide oversight, support, and representation to the Chapter until such time as it may be dissolved as described in Section 3 below.
- e) Upon receiving a valid petition, the Region shall prepare a Charter and draft Bylaws and Operating Procedures for the Chapter that are consistent with Society's, Region Officers Council's, and Region Bylaws and Operating Procedures. The Region shall then forward the proposed Bylaws and petition to the Region Officers Council for review and approval.
- f) Upon approval, the Region Officers Council shall forward the petition, the Charter, the proposed Bylaws and Operating Procedures to the Board of Directors for approval.
- g) Upon approval by the Board of Directors, the Executive Director will endorse the Chapter Charter and will record the addition of the new Chapter in the Society records.

### ***Section 3. Dissolution of Chapters***

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

## **ARTICLE X. FINANCES**

### ***Section 1. Membership Dues and Fees***

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

### ***Section 2. Budget***

The Executive Director shall prepare an annual budget proposal for the Society showing projected receipts and expenditures for the ensuing fiscal year with recommendations for dues and fees structure, supported with records of receipt and expenditure data for the current and the previous fiscal year. The budget planning process shall include submission of requests from the Council Chairs. The budget shall be submitted to the Board of Directors for discussion, recommendation, and approval not later than the last meeting prior to the beginning of the fiscal year.

## **ARTICLE XI. ADMINISTRATION**

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

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

- a) To develop and maintain Operating Procedures for the Society in accordance with these Bylaws.
- b) To have, hold, and administer the property and funds of the Society.
- c) To adopt and publish an annual budget for the Society, to review the audits of Society accounts, and to review the Society's financial policies.
- d) To determine the privileges of members and the dues and fees to be paid by them.
- e) To confirm the appointment, contractual arrangements, and compensation for the Executive Director, who shall serve at the direction of the Board of Directors and who shall be subject to removal from office at any time for cause by a majority vote of the Directors present at a duly convened Board meeting.
- f) To make appropriations for specific purposes.
- g) To authorize public statements on behalf of the Society.
- h) To foster and oversee relations with related organizations.
- i) To adopt changes to the Bylaws of the Society.

- j) To report Board of Directors actions to the members of the Society.
- k) To take measures to advance the disciplines and interests of the Society and of the profession.
- l) To fill vacancies on the Board of Directors caused by death, disability, or flagrant neglect of performance, after declaring the office vacant.

### ***Section 2. Responsibilities of the Elective Officers***

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

In addition to the responsibilities stated in Article IV, the President-Elect and the Vice President shall assist the President as necessary and shall, in the absence of the President, assume the duties of the President, in succession.

Detailed guidelines for the responsibilities of the Elective Officers are provided in the Society's Operating Procedures.

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

- a) The Executive Director shall be responsible for the administration and management of the Society subject to policy guidance of the Board of Directors through the President.
- b) The Executive Director shall be responsible for the financial arrangements of the Society subject to policy guidance of the Board of Directors through the President and Treasurer.
- c) The Executive Director shall have responsibility for employing, directing, and evaluating the performance of the salaried staff of the Society and for operation of Society office(s).
- d) The Executive Director shall have responsibility for oversight of and reporting on work performed by contracted administrative staff.
- e) The Executive Director shall develop plans, programs, projects, and 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 ensure administrative support for Society Officers, the Board of Directors, Councils, Committee Chairpersons, and Conference Directors.
- f) The Executive Director shall arrange for and give timely notice of all Annual and Special Meetings of the Society and the Board of Directors, recording all proceedings and maintaining custody of correspondence and records with the help of the Secretary as defined in Section 5 below. The Executive Director shall prepare an annual report for presentation to the Society, and other reports as may be requested by the President and the Board of Directors.

### ***Section 4. Responsibilities of the Treasurer***

- a) The Treasurer shall oversee the financial policies of ASPRS.
- b) The Treasurer shall ensure that the accounts of the Society are audited at least once every three years by a Certified Public Accountant. The Treasurer shall chair the Audit Committee. The result of the audit shall be reported to the Board of Directors and made available upon request to Society members.

- c) The Treasurer shall issue an oral or written report for each Board meeting describing the status of Society's finances and make recommendations.

***Section 5. Responsibilities of the Secretary***

The Secretary shall record the Society's business conducted at all formal meetings and assure preservation of those records in the Society's permanent archive.

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

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

**ARTICLE XII. MEETINGS**

***Section 1. Society***

- a) There shall be an Annual Meeting of the Society, at a time and place approved by the Board of Directors, for Installation of Officers, Technical Division Directors and Assistant Technical Division Directors, and the Board of Directors and for the conduct of Society business. Notice of such meeting shall be given by the Executive Director in a publication of the Society to reach the membership no fewer than 60 days prior to the date of the meeting.
- b) The President may call Special Meetings of the Society with a majority approval of the Board of Directors or upon the written request of five percent (5%) 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% 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 by other organizations having kindred interests and shall be widely advertised in Society publications. Normally, the Society Annual Meeting shall be convened at the time of the Annual Conference.

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

- a) The Board of Directors shall normally meet four times each calendar year, either in person or electronically. The Board of Directors shall also meet upon call of the President or upon demand of a majority of its members. Notice of meetings with the agenda shall be sent to all Board members to be received at least 10 days in advance of the meeting.
- b) A simple majority of the voting members of the Board of Directors shall constitute a quorum at any meeting of the Board. If fewer than a simple majority are in attendance, the presiding officer may adjourn from time to time until a quorum is present when motions are necessary.



- c) Any reference within these Bylaws to “approval by the Board” refers to a simple majority of a quorum of Board members present at a duly convened meeting, unless otherwise specified within these Bylaws.
- d) Any reference within these Bylaws to a “two-thirds vote” of the Board of Directors refers to two-thirds of the number of voting Board members, rounded up to the nearest whole number.
- e) In the event of absence of any member of the Board of Directors from two consecutive meetings of the Board, the Executive Director shall call the matter to the attention of the Board. A Director who misses two or more consecutive meetings of the Board of Directors may be removed for flagrant neglect of performance by a two-thirds vote of all other Directors then serving on the Board.
- f) 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.
- g) When a decision by the Board of Directors is required without sufficient time for 10-day advance notice, the President may, upon receipt of a motion and second, call for all voting members to cast a ballot electronically. Passage of such votes must be unanimous. Votes cast electronically must contain the exact wording of the motion being voted upon. Unanimous votes in accordance with these provisions shall have the same force and effect as a decision made by vote at a regularly scheduled meeting and may be described as such in any document executed by or on behalf of the Society.

### ***Section 3. 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 of Directors may, unless otherwise required by these Bylaws, submit such a matter to the membership by electronic vote. The question thus presented shall be decided according to a majority of the votes cast 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. 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 3. Official Journal***

All Individual Members in good standing shall be entitled to receive the Official Journal.

### ***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. SOCIETY BRANDING**

### ***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 approved 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 to the Seal, Insignia, and Logo***

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

### ***Section 4. Division, Council, Committee, Region and Chapter Logos***

Divisions, Councils, Committees, Regions, and Chapters who wish to create seals, insignias, and logos shall do so in compliance with Society policies as set forth in the Society's Operating Procedures.

### ***Section 5: Social Media Presence***

Social media accounts established by the Society and its Divisions, Councils, Committee, Regions, and Chapters must comply with Society policies as set forth in the Society's Operating Procedures.

## **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 into 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(s) to these Bylaws may be proposed in writing to the Executive Director by a) petition of at least five (5) members of the Board of Directors or b) at least fifty (50) Individual Members who are qualified to vote.

***Section 2. Amendment Procedure***

The Executive Director shall advise the Board of Directors of the proposed amendment(s) and shall notify the membership in writing or in the Society's Official Journal and/or Newsletter. Members shall provide comment to the Executive Director within 30 days of the aforementioned notification. The Executive Director shall forward all comments to the Board of Directors within 15 days after the closing of the comment period. The proposed amendment(s) shall be considered by the Board of Directors 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 two-thirds vote of the Directors as defined in Article XII, Section 2(d).

**ARTICLE XVII. INDEMNIFICATION**

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

***The American Society for Photogrammetry and Remote Sensing***

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