

BYLAWS OF THE POTOMAC REGION OF THE AMERICAN SOCIETY FOR PHOTOGRAMMETRY AND REMOTE SENSING:

ARTICLE I. NAME AND LOCATION

Section 1. Name and Definition. The name of the organization shall be the Potomac Region of the American Society for Photogrammetry and Remote Sensing, Inc., hereinafter called the Region. It is affiliated with the American Society for Photogrammetry and Remote Sensing, hereinafter called the Society. The Region: is subject to general supervision by the Society; is eligible to qualify for group exemption under section 501c(3) and meets the same tax exempt requirements as the Society; uses the same fiscal year as the Society (ending December 31); is not a private foundation; and has adopted and filed articles of incorporation with the state of Virginia. The Bylaws are intended to be consistent with, and not to supersede Article V, “Regions” of the Society Bylaws.

Section 2. Location and Office. The boundaries of the Region, in accordance with the Society Bylaws, shall include the states of Delaware, Maryland, North Carolina, and Virginia; the District of Columbia; West Virginia, except for Brooke, Hancock, Marshall, and Ohio counties; and the Pennsylvania counties of Adams, Bedford, Blair, Centre, Cumberland, Franklin, Fulton, Huntingdon, Juniata, Mifflin, Perry, Snyder, Union, and York. The office of the Region shall be the location of the Region’s Secretary-Treasurer.

ARTICLE II. PURPOSE

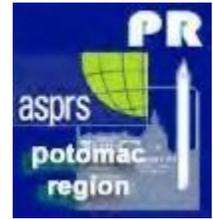
The principal purpose of the Region is to promote the objectives as set forth in the Society Bylaws. The Region shall support the Society by: providing a means for exchange of ideas and information among Society members in the Region and with other organization in the Region; developing Region positions relative to Society matters; promoting Society membership; and organizing technical and social programs for the benefit of Region members.

ARTICLE III. MEMBERSHIP

Section 1. Region Members. All members of the region shall be members of the Society, based on the location of the 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 members’ residence or their primary place of employment.

Section 2. Classes of Membership. Classification of membership shall be in accordance with Society Bylaws.

ARTICLE IV. OFFICERS AND DIRECTORS



Bylaws Amended 16 April 2019

Section 1. Officers and Board of Directors. The Board of Directors is the governing body for the administration of the business, financial, technical, social, and other interests and activities of the Region. The Board is composed of four officers: President, Vice President, Secretary- Treasurer, Immediate Past President; and the Region Officers Council Representative, Historian, three (3) Region Directors, and the Potomac Region Chapter Presidents, not including Student Chapter Presidents. All Region officers and Board Members must be active members of the Society.

Section 2. President. The President shall be the Region's chief executive officer, with general supervision of its affairs and responsibility for carrying out the policies of the Board of Directors. The President shall preside at meetings of the Board of Directors and the Region, and shall be a member *ex-officio*, with the right to vote, of all Region committees except the Nominating Committee. The President shall serve as a member of the Region Officers Council, along with the Region Officers Council Representative. If elected to the Region Officers Council Chair or Vice-Chair position, the President shall serve a two-year Region Officers Council term. For the second year, the outgoing President will continue to serve on the Region Officers Council while the Potomac Region Immediate Past President instead of the incoming Potomac Region President.

Section 3. Vice President. The Vice President shall, in the absence of the President, supervise the affairs of the Region. The Vice President shall serve in an advisory capacity to all Standing Committees, and shall perform other administrative duties as assigned by the President.

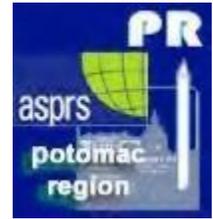
Section 4. Secretary-Treasurer. The Secretary-Treasurer shall maintain the records, and conduct correspondence for the Region, including recording and distributing minutes of Region meetings. He/she will prepare a yearly budget, in consultation with other members of the Region Board of Directors, and submit that budget to the Region Council for submission to the Society Board of Directors for approval and funding. He/she shall be controller of accounts for the Region, collecting and disbursing funds in accordance with the budget approved by the Board of Directors, and supervising fiscal activities assigned to others by the Board of Directors. The President may authorize official expenses exceeding or not covered in the budgets. The Secretary-Treasurer shall submit a financial report to the Board of Directors quarterly and to the membership annually.

Section 5. Immediate Past President. The Immediate Past President shall serve as special advisor to the President, chair the Nominating Committee, and lend expertise to the Board of Directors.

Section 6. Region Officers Council Representative. The Region Officers Council Representative shall represent the Region on the Society Region Officers Council, along with the Region President, to promote the Region's interests and ensure coordination of Region activities with Society operations and policies. The Region Officers Council Representative shall keep the Region Board informed on Society issues that affect the Region.

Section 7. Region Directors. The Region Directors will be assigned functions by the President, acting for the Board, which may include Chair/Co-Chair of Standing and Special Committees and Working Groups.

Section 8. Historian. The Historian shall maintain a written record, in digital or other permanent medium, of significant Region activities.



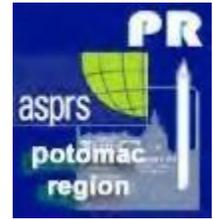
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Section 9. Nominating and Election Procedures.

- a. The Nominating Committee shall normally present each year at least two nominees for Secretary-Treasurer, Region Director, and, if the incumbent's term is expiring, the Region Officers Council Representative. The Nominating Committee shall invite Region Members' recommendations for nominees. Additional candidates may be nominated by petition signed by any fifteen members. The nominees for each office will normally rotate annually among individuals representing government, industry, and academia. The nominees must be Region Members at the time of election and installation, and shall confirm their willingness to serve if elected.
- b. In coordination with the President and the Secretary-Treasurer, the Nominating Committee shall prepare a ballot, which shall be administered electronically or mailed to all voting members of the Region not less than six weeks prior to the Region's Annual Meeting. The ballot shall provide opportunity for write-in votes.
- c. A Teller's Committee of two or more Members appointed by the President shall receive the returned ballots, count the valid ballots, and report the results to the Board of Directors. Election shall be by a plurality of those voting. A tie vote shall be decided by a majority vote of the Board of Directors. The President shall notify those elected and arrange for their installation at the next Annual Meeting of the Region. The Secretary-Treasurer shall report to the Society's Executive Director, within three weeks of their election, the names of those elected along with the names of appointed committee chairs.

Section 10. Terms of Office.

- a. Except for the Region Officers Council Representative, elected officials shall take office at the close of the Region's Annual Meeting and shall serve their appointed terms or until their successors are duly elected and installed.
- b. The President and Vice President shall normally serve one-year terms. The Secretary-Treasurer shall be elected to a one-year term, succeed unopposed to Vice President the following year and to President the year after that. The President shall automatically assume the office of the Immediate Past President for the year following the term as President. This order of succession shall be automatic except for cause as established by the Board.
- c. The Region Officers Council Representative shall be elected for a two-year term and may be elected for a successive second term. At least one year must elapse before election to a third term.
- d. Each Region Director shall be elected to a three-year term with one Director being elected each year. Region Directors may succeed themselves once, but at least one year must elapse before election to a third term.
- e. The Historian is nominated by the President and approved by the Board for a three-year term. The Historian may serve successive terms.
- f. Should any Officer or other Board or committee member be unable to serve a complete term, a replacement shall be appointed by the President with the approval of the Board,



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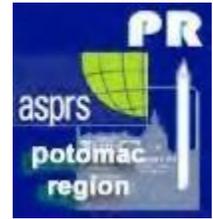
except that a vacancy in the office of the President shall normally be filled by the Vice President, except for cause as established by the Board. In such case the Region Board shall appoint the President.

ARTICLE V. CHAPTERS

Section 1. Definition. The Region may establish administrative sub-elements known as Chapters when the Board of Directors identifies a need for them. They may be geographical subdivisions including all Society members residing therein, or Student Chapters at specific educational institutions. At least five members of the Region, who are students, and one Member Faculty Advisor at a host institution, must indicate their intent to participate in a Student Chapter before a charter can be issued. For other non-student chapters, at least ten members must indicate their intent to participate in a Chapter, based upon some local geography or affinity of interest. All Chapter Members shall be Members in good standing of the Society and members of the Potomac Region.

Section 2. Operations.

- a. Chapters shall elect officers, appoint committees and adopt Bylaws consistent with Society and Region Bylaws. Results for chapter elections shall be reported to the Region Secretary-Treasurer within three weeks.
- b. Chapters may assess dues and otherwise raise funds to be expended for Chapter operations and functions. Accounting for such funds shall be maintained, and reported to the Region's Secretary-Treasurer as required.
- c. Upon request the Region may provide funds to support Student or other new Chapters.
- d. A Chapter shall not act nor incur financial obligations for or in the name of, the Region or the Society without prior written consent.
- e. A Chapter shall not issue resolutions or statement or take official action on matters of Region or Society significance without written approval of the Region or the Society Board.
- f. Chapters may enter into cooperative agreements with other organizations in their geographic area for the purpose of encouraging the exchange of technical information or otherwise enhancing the profession.
- g. Chapters shall convene appropriate business and technical meetings at least two times per year and provide reports of their activities to the Region's Secretary-Treasurer.
- h. The Region Board shall appoint a Liaison Officer to each Chapter, who shall assist the Chapter in matters relating to the Region, and assist in keeping the Region's Board apprised of Chapter activities.
- i. The President of a Chapter, other than a Student Chapter, shall also be a member of the Region Board.
- j. A Chapter may be dissolved and its charter rescinded by a two-thirds vote of the Region Board if it ceases to be active or for other good and sufficient reasons.



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ARTICLE VI. STUDENT FORUMS

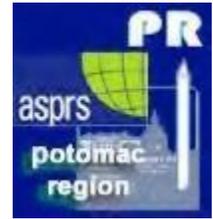
Section 1. Definition. The Student Forum Award is established by the Potomac Region to encourage academic institutions to develop programs and activities for students covering the science and technology of interest to ASPRS. The Award consists of up to ten one-year paid Student Memberships in ASPRS given to participants in the program. Each Award shall bear the name of a distinguished Member of the Society. In keeping with the Society's policy for electing Presidents, the names shall be selected from those who have excelled in Academia, Government Service, or Private Industry. If Region funds are available, the Award will also include \$250 annually to the receiving institution for administrative expenses. The Student Forum Award is not competitive. The Region may offer Awards to as many institutions within its defined geographic area as funding permits.

Section 2. Purpose. The objective of the Student Forums is to promote the exchange of ideas, information, activities, and knowledge between students, faculty members, and active Members of the Society as set forth in the Society and PR bylaws. It is anticipated that the student participants will eventually become full Members of the Society, and that the Student Forums may develop into Student Chapters of the Society.

Section 3. Administration. Under the direction of the PR Board, the Education and Professional Development Committee of the Region shall appoint a Student Forum Coordinator, or more than one if it should become necessary, to interface with the receiving organizations and administer all technical and fiscal matters. Each receiving organization shall designate a Student Forum Chairperson who will form and supervise the activities of the Forum and interface with the Region Coordinator. The responsibilities will include forwarding to the Region Coordinator at the beginning of the academic year the proposed Student Forum program and the completed ASPRS Student Member applications. An annual statement of expenses shall be submitted at the end of each academic year. The term of the Student Forum Chairperson shall be five years but may be extended at the discretion of the Region Board.

Section 4. Guidelines

- a. The Student Forum can have any number of participants from any department of the institution, but no more than ten shall be granted paid Student Membership in the Society in one academic year.
- b. Paid Student Membership shall not be repeated to the same awardees for a second year. However if a student continues at the institution beyond one year, the Student Forum Chairperson may recommend that the PR Board consider a subsidy up to 50% of the one year membership fees.
- c. Student Forums may elect officers – President, Vice President, Program Director – as considered necessary to conduct Forum activities.
- d. A minimum of four meetings shall be organized by the Forum during the academic year.
- e. A Student Forum shall not issue resolutions and statements or take official action on matters of Region or Society significance without written approval of the Region.



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- f. Student Forums are expected to be a continuing function within the receiving institution. However they may be discontinued at the beginning of any academic term by mutual agreement between the PR Board and the Student Forum Chairperson, or by a two-thirds vote of the Region Board if it ceases to be active or for other good and sufficient reasons.

ARTICLE VII. COMMITTEES

Section 1. Appointment. All existing committees shall be appointed by the incoming President within a month of the annual installation of new officers at the Annual Meeting. The President shall appoint Region Standing and Special Committees and Working Groups as needed. Special Committees and Working Groups shall be appointed as necessary and shall be disbanded when the requirement no longer exists. All committees shall report to the Board, make written reports to the membership at the Annual meeting, and shall serve until the next regular meeting after the Annual Meeting or until successors are duly appointed.

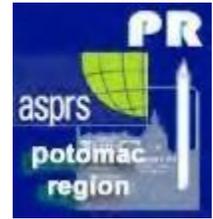
Section 2. Standing Committees. The following Standing Committees shall be appointed:

- a. Nominating Committee: The Nominating Committee shall be chaired by the Immediate Past President and include the Secretary-Treasurer and at least one other Region member appointed by the President.
- b. Technical Program Committee: The Technical Program Committee, normally chaired by the Vice President, shall be responsible for planning and managing Region technical programs and meetings, and for supporting Society meetings within the Region. The Technical Program Committee may establish Subcommittees to manage specific functions or events such as the Annual Meeting technical presentation, Region Annual Technical Conference, and technical tours.
- c. Communications and Publications Committee: The Communications and Publications Committee is responsible for soliciting content, preparing and publishing the Region newsletter, centralizing for the Region the creation of notices and flyers for technical, business, and other meetings, monitoring and updating the Region's website and engaging membership via Social Media outlets. The Past President will serve as a special advisor on this committee or may accept other more active committee roles if desired.

Section 3. Joint Committees. When considered to serve the interests of the Region, the President with Board approval may establish joint committees with other organizations in areas of common interest.

ARTICLE VIII. FINANCES

Section 1. Event Registration Fees and Region Dues. Unless not allowed by Society bylaws, Event Registration Fees and Region Dues necessary to support Region activities and programs may be established by the Board and collected by the Secretary-Treasurer.



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Section 2. Society Member Rebate Funds. If Society Member rebate funds are available to the Region by the Society in accordance with Society Bylaws, then they shall be requested annually by the Secretary-Treasurer.

Section 3. Proceeds from Society Activities. Proceeds from Society conventions, seminars, workshops, or other such Society activities held in the Region and returned to the Region in accordance with Society policies may also be available for support of Region activities.

Section 4. Budget. The outgoing Secretary-Treasurer shall prepare a proposed annual budget for the following year which must be submitted to the Region's Board of Directors for their approval. This budget will then be included in the Region Officers Council budget and submitted to the Society's Executive Director for incorporation into the budget planning process.

ARTICLE IX. MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the Region shall be held at a time and place designated by the president for installation of officers, presentation of awards, and transacting other Region business. Notice of such meeting shall be received by the Region membership at least 30 days prior to the meeting.

Section 2. Meetings of the Board of Directors. Meetings of the Board of Directors shall be convened at least quarterly and whenever called by the President or by a majority of the Board. The presence of five members shall constitute a quorum at Board meetings. In the event of the absence of a Director at two consecutive meetings, the Board, after considering the circumstances, may declare the office vacant.

Section 3. Technical Meetings. At least two Technical Meetings shall be held each year and may be held in conjunction with the Region's Annual meeting or with meetings of other technical and professional organizations as appropriate. Notice of such meetings shall be given to all members.

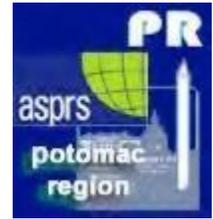
Section 4. Special Region Meetings. Special Region Meetings for specific purposes may be called by the President provided a notice stating the purpose of the meeting is sent to the membership at least 30 days in advance.

Section 5. Society Meetings. The Region may invite the Society to schedule the Society's annual or specialty conferences or meetings in the Region.

ARTICLE X. COMMUNICATIONS AND PUBLICATIONS

Section 1. Internet Presence. The Region shall maintain an internet presence, either through a Region web site or as part of the national level web site, under the direction of the Communications Committee.

Section 2. Other Publications. The Region may produce and issue other publications appropriate to Region objectives.



Bylaws Amended 16 April 2019

ARTICLE XI. RULES OR ORDER

The current edition of Robert's Rules of Order shall govern all deliberations of the Region when not consistent with Society and Region Bylaws.

ARTICLE XII. AMENDMENTS

Section 1. Proposed Amendments. Proposed amendments to these Bylaws must be made in writing to the Secretary-Treasurer and shall be signed by at least two members of the Board of Directors, or by at least ten voting members of the Region. Copies of the proposed amendments shall be submitted to the Members of the Board at least 30 days prior to the meeting at which the amendment will be considered.

Section 2. Adoption of Amendments. Amendments to these Bylaws shall be adopted by a two-thirds vote of the Members of the Board of Directors present and voting.

Bylaws Amended 16 April 2019