

**BYLAWS OF THE
FLORIDA REGION OF THE AMERICAN SOCIETY FOR
PHOTOGRAMMETRY AND REMOTE SENSING, INC.**

ARTICLE I. NAME AND LOCATION

Section 1. Name and Definition

The name of the organization shall be the Florida Region of the American Society for Photogrammetry and Remote Sensing, Inc. hereinafter in these Bylaws called the Region. It is an administrative sub-element of the American Society for Photogrammetry and Remote Sensing, a non-stock and non-profit corporation formed under the provisions of Chapter 2, Title 13.1, of the Code of Virginia and hereinafter in these Bylaws called the Society.

Section 2. Location and Office

The boundaries of the Region, established in accordance with the Society Bylaws, shall include the State of Florida and the territorial limits of Puerto Rico and the U.S. Virgin Islands. The offices of the Region shall be the location of the Region's Secretary-Treasurer.

ARTICLE II. OBJECTIVES

Section 1. Objectives of the Society

The principal purpose of the Region is to assist the Society in achieving its objectives as set forth in Society Bylaws.

Section 2. Region Objectives

The region shall achieve this objective by providing a means for exchange of ideas and information among Society members in the Region and with other organizations in the Region, and by promoting Society membership.

ARTICLE III. MEMBERSHIP

Section 1. Region Members

All members of the Society residing within the geographic limits of the Region shall be members of the Region unless they have been accepted for assignment to another Region as provided in Society Bylaws.

Section 2. Classes of Membership

Classification of membership shall be in accordance with Society Bylaws.

ARTICLE IV. OFFICERS AND DIRECTORS

Section 1. Elective Officers

The elective officers of the Region shall be President, Vice President, Immediate Past President, Secretary-Treasurer, and National Director. All Region elective officials shall be active members of the Society and of the Region.

Section 2. President

The President shall supervise the affairs of the Region under the policies of the Board of Directors, presiding at meetings of the Board of Directors, the Executive Committee, and the Region, and shall be a member ex-officio, with right to vote in all Region committees except the Nominating Committee.

Section 3. Vice President

The Vice President shall, in the absence of the President, supervise the affairs of the Region and shall perform other administrative duties as assigned by the President.

Section 4. Immediate Past President

The Immediate Past President shall chair the Nominating Committee and serve as an advisor to the President. If the office of Past President is vacant, the chair of the Nominating Committee shall be nominated and determined by the Executive Committee.

Section 5. Secretary-Treasurer

The Secretary-Treasurer shall maintain the records of the Region, including recording and publishing minutes of Region meetings, and shall be controller of accounts for the Region, collecting and disbursing funds, and supervising fiscal activities assigned to others by the Region Board of Directors. The Secretary-Treasurer shall prepare end of year financial reports and shall assist the President in compiling any other information required by the Society.

Section 6. National Director

The National Director shall represent the Region in the Society Board of Directors and shall assure coordination of Region activities with Society operations and policies, assisting the Region in expediting matters of Region concern.

Section 7. Board of Directors

Four Region Directors, elected at large; with the elective officers shall comprise the Board of Directors. The Board of Directors shall have control and direction of the affairs of the Region.

Section 8. Nominating and Election Procedures

a. The office of Immediate Past President shall be automatically assumed by the outgoing President without election. If the outgoing President does not wish to serve, the office of Immediate Past President shall remain vacant.

b. The office of President shall be automatically assumed by the outgoing Vice President without election provided that: (1) the outgoing Vice President is willing to serve, (2) a

majority of the board (excluding the outgoing Vice President) approves the automatic succession and (3) no other nominees have been identified by the Nomination Committee. If neither of these conditions are met, the Board of Directors shall nominate at least two candidates for the office of President, and shall be determined by ballot.

c. Nominees for the office of Vice President shall be nominated by Board of Directors and shall be determined by ballot.

d. The office of Secretary-Treasurer shall be automatically assumed by the outgoing Secretary-Treasurer without election provided that: (1) the outgoing Secretary-Treasurer is willing to serve, (2) a majority of the board (excluding the outgoing Secretary-Treasurer) approves the automatic succession and (3) no other nominees have been identified by the Nomination Committee. If neither of these conditions are met, the Board of Directors shall nominate at least one candidate for the office, and shall be approve by a majority vote by the Board of Directors.

e. The office of National Director shall be determined by ballot.

f. The offices of Regional Directors shall be determined by ballot.

g. Nominations

The Nominating Committee shall select at least one nominee with a preference of having at least two nominees for each of the offices for which terms are expiring in that year, except for the office of President when the Vice President is available to be nominated, for the office of Immediate Past President, and for the office of Secretary-Treasurer when the incumbent is available to continue in that office. The Nominating Committee shall accept nominations from any Region member. The eligibility of nominees shall be certified by the Secretary-Treasurer to determine if the member is in good standing, is a resident in the Region, and has obtained the nominee's stated willingness to serve if elected.

h. In coordination with the President and the Secretary-Treasurer, the Nominating Committee shall prepare a ballot which shall be sent to all voting members in the Region not later than six weeks prior to the Annual Society Meeting, except in the year of the election of the National Director when the results of the election must be reported to the Society's Executive Director forty days prior to the Annual Meeting of the Society. The ballot shall provide opportunity for write-in votes.

i. A Tellers Committee of two or more members appointed by the President shall receive the returned ballots, count the valid ballots and certify the results to the President and the Board of Directors. Election shall be by a majority of those voting. A tie vote shall be decided by a majority vote of the Board of Directors, excluding those involved in the tie vote. In the event of a subsequent tie vote among the board of directors, the nominee having been an ASPRS member for the longest duration shall be elected. The President shall notify those elected and arrange for their installation. The Secretary-Treasurer shall

report to the Society's Executive Director, within three weeks of their election, the names of those elected.

Section 9. Terms of Office

- a. Except for the National Director, elected officials shall take office at the first meeting of the first year of their terms and shall serve until the successor is duly elected and installed.
- b. The term of office for Immediate Past President is two years.
- c. The term of office for President is two years.
- d. The term of office for Vice President is two years.
- e. The term of office for Secretary-Treasurer is two years.
- f. The term of office for National Director is dictated by Society bylaws
- g. The term of office for Regional Director is two years. Two of the directors shall be elected in even-numbered years and two of the directors shall be elected in odd-numbered years.
- h. Should any elected officer, excluding the President and the Immediate Past President, or any other board or committee member be unable to continue serving to the end of the term, a replacement shall be appointed by the President with the approval of the Board of Directors. A vacancy in the office of President or Immediate Past President shall remain through the end of the term.

ARTICLE V. CHAPTERS

Section 1. Definition

The Region shall adopt the definition set forth by the Society's by laws.

Section 2. Establishing Chapters

Chapters shall be established in accordance with the Society's By Laws

Section 3. Operations

- a. Chapters shall elect officers, appoint committees and adopt Bylaws consistent with Region and Society Bylaws.
- 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 Secretary-Treasurer as required.

- c. A Chapter shall not act nor incur financial obligations for, or in the name of, the Region or the Society.
- d. A Chapter shall not issue resolutions or statements or take official action on matters of Region or Society significance without approval of the Board of Directors.
- e. Chapters may enter into cooperative arrangements with other organizations in their geographic area for the purpose of encouraging exchange of technical information or otherwise enhancing the profession.
- f. A Chapter may be dissolved by the Region Board of Directors and in accordance with the Society By Laws..

ARTICLE VI. COMMITTEES

Section 1. The President, acting for the Board of Directors, can appoint and form Special Committees and Working Groups. Special Committees and Working Groups can be appointed as necessary and shall be disbanded when the requirements no longer exist. Committees and Working Groups shall report to the Board of Directors through the President.

Section 2. When considered to serve the interests of the Region, the President, with the approval of the Board of Directors, may establish joint committees with other organizations for treating areas of common interest.

Section 3. Standing Committees shall be established as follows:

- a. The Executive Committee, shall consist of the President, the Vice President, the Secretary-Treasurer and the National Director and shall act for the Board of Directors in the interim between meetings to carry on the business and financial affairs of the Region. Reports of the interim actions taken and appropriate recommendations for final action shall be submitted for consideration by the Board of Directors at its next meeting.

- b. The Nominating Committee, shall be chaired by the Immediate Past President and shall include two additional Region members in good standing. If the office of Past President is vacant, the chair shall be nominated and determined by the Executive Committee.

ARTICLE VII. FINANCES

Section 1. Region dues and fees necessary to support Region activities and programs may be established by the Board of Directors and collected by the Secretary-Treasurer.

Section 2. Society member rebate funds provided to the Region in accordance with Society Bylaws may be applied for annually.

ARTICLE VIII. ADMINISTRATION

Section 1. The Board of Directors shall have control and direction of the Region and shall determine its policies in accordance with Region and Society Bylaws. Its powers and responsibilities shall include the following:

- a. to have, hold and administer the property and funds of the Region
- b. to establish policy and authorize public statements on behalf of the Region in consultation with the Society.
- c. to adopt an annual budget for the Region, authorize specific appropriations, and oversee funds disbursements.
- d. to determine Region dues and fees.
- e. to assure the flow of information about the Region to its members.
- f. to foster and oversee relations with related organizations.
- g. to take measures to advance the interests of the Region and the Society.

Section 2. The President shall have supervision of the affairs of the Region, presiding at all meetings of the Region, the Board of Directors and the Executive Committee. The Vice President shall assist the President and, in the absence of the President, assume the President's duties.

ARTICLE X. MEETINGS

Section 1. The Annual Business and Awards Meeting may be held at a time and place determined by the Board of Directors, for installation of officers, presentation of awards, reviewing Region activities and transacting other Region business.

Section 2. 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 of Directors. In the event of the absence of a Director at two consecutive meetings, the Board of Directors, after considering the circumstances, may declare the office vacant.

Section 3. At least one technical meeting may 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.

Section 4. Special meetings for specific purposes may be called by the President when necessary.

ARTICLE XI. PUBLICATIONS

Section 1. The Region should publish a newsletter_or distribution to all members of the Region.

ARTICLE XII. RULES OF ORDER

Section 1. The current edition of Robert's Rules of Order, Newly Revised shall govern all deliberations of the Region as applicable and when not consistent with Society and Region Bylaws or special rules.

ARTICLE XIII. AMENDMENTS

Section 1. Amendments to these Bylaws may be proposed 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 qualified voting members of the Region. Copies of the proposed amendment shall be submitted to the members of the Board of Directors at least thirty days prior to the meeting at which the amendment is to be voted upon.

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

ARTICLE XIV. ADDENDUM

Section 1. The following items are included to ensure compliance with ASPRS National Bylaws and Rules.

- a. Region is affiliated with ASPRS National
- b. Region is subject to general supervision by ASPRS National
- c. Region is eligible to qualify for group exemption under section 501c(3) and meets the same tax exempt requirements as ASPRS National
- d. Region uses the same fiscal year as ASPRS National (ending December 31)
- e. Region is not a private foundation
- f. The Region has adopted and filed articles of incorporation with the state of Virginia

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