ARTICLE I. NAME AND OFFICE

Section 1. Name and Definition

a. The name of the Organization shall be the “Western Great Lakes Region of the American Society for Photogrammetry and Remote Sensing (ASPRS), Inc.” (hereinafter designated the Region). The Region is an administrative sub-element of the American Society for Photogrammetry and Remote Sensing (hereinafter designated the Society), a non-stock and non-profit corporation formed under the provisions of Chapter 2, Title 13.1 of the Code of Virginia.

The Region is formed for non-profit, educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code. The Region may not attempt to influence legislation as a substantial part of its activities and it may not participate (including the publishing or distribution of statements) in any campaign activity for or against political candidates. Notwithstanding any other provision of the document, the Region shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 107(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the Region, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the ASPRS Foundation, public universities and colleges within the Region, federal, state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office to the organization is then located, exclusively for such purposes or to such organization or organizations, such said Court shall determine, which are organized and operated exclusively for such purposes.

b. Region is associated with the Society.

c. Region is subject to the general supervision by the Society.

d. Region is eligible to qualify for group exemption under section 501(c)(3) and meets the same tax-exempt requirements as the Society.

e. Region uses the same fiscal year as the Society (ending December 31).

f. Region is not a private foundation.

g. Region has adopted and filed articles of incorporation with the State of Virginia.
Section 2. Location & Office

a. The boundaries of the Region, established in accordance with Society Bylaws, shall include the North Half of the State of Illinois, State of Indiana, the Upper Peninsula of the State of Michigan, State of Minnesota, and the State of Wisconsin, as depicted on the ASPRS Regions Map:

b. The offices of the Region operate virtually without a physical office, within the boundaries of the Region.

c. The Region officers list can be found on the following web page:

   http://wgl.asprs.org/about-wgl/officers/

ARTICLE II. OBJECTIVES

Section 1. Objectives

a. To support the vision, mission, and core values of the Society as stated here:
Section 1. Vision
Global development and application of imaging and geospatial information improves decision-making, sustains our environment & communities, and enhances quality of life.

Section 2. Mission
Our mission is to advance knowledge and improve understanding of mapping sciences to promote the responsible applications of photogrammetry, remote sensing, geographic information science (GIS), and supporting technologies.

Section 3. Core Values
● Adoption and practice of the scientific method to advance imaging and geospatial sciences and technologies.
● Development and dissemination of guidelines and standards which facilitates accessibility and reliable use of imaging and geospatial information.
● Development of new imaging sensors and platforms to improve applications by practitioners.
● Expansion of a diverse community of geospatially literate students and professionals to sustain our community.
● Adherence to ethical standards which strengthens student learning and professional practice.
● Advocacy of Earth observation imaging and geospatial policies which promotes sustainable development and wise use of Earth resources.

b. Support the members of the Region by providing a forum to consider technical and professional matters of Regional concern. This may include professional and social gatherings to provide education and promote interaction including meetings, technical presentations, educational opportunities, collaboration with other professional organizations and regions, divisions, and chapters of the Society to promote the geospatial profession.

c. Support the Student Chapters by providing financial assistance to the chapter, professional involvement, career guidance, and inclusion in other Region activities.

ARTICLE III. MEMBERSHIP

Section 1. Region Members
All members of the Society, in good standing, residing within the geographic limits of the Region shall be members of the Region. Region members inside the Region may request to be members of another Regions as they desire. Outside Region members may also request to be members of the Region as they desire.

Section 2. Classes of Membership
Membership in the Region shall be classified in the following categories:
● Individual Member
● Student Member
ARTICLE IV. OFFICERS AND BOARD OF DIRECTORS

Section 1. Executive Officers
The executive officers of the Region shall be President, President-Elect, and Immediate Past President. All Region executive officers shall be active members of the Society. Executive officers shall advance sequentially every two years from President-Elect, to President, and then Immediate Past President, thereby remaining an officer for a period of six years. The executive officers as a group shall appoint and approve committee chairs of any committee, standing or temporary, the Region feels will enhance the effectiveness of the region.

Section 2. Elective Officers
The Elective Officers of the Region shall be Secretary, Treasurer, and the State Directors. All Region elective officials shall be active members of the Society. Each state or portion thereof, included in the boundaries of the Region shall have a State Director. Elective officers shall have a term of two years.

Section 3. President
The President shall be the principal Executive Officer of the Region and shall supervise the officers of the Region, preside at the meetings of the Region Executive Committee, and shall be a member ex-officio, with the right to vote at all Region committees.

Section 4. President-Elect
The President-Elect shall, in absence of the President, supervise the affairs of the Region. The President-Elect serves also as the Chair of the Region Program Committee, responsible for directing the organization and operation of the programs and meetings, and other duties assigned by the President. The President-Elect has full voice and full vote privileges at all Region meetings.

Section 5. Immediate Past President
The Immediate Past President shall chair the Nominating Committee and serve as an advisor to the President and the President-Elect. The Immediate Past President has full voice and full vote privileges at all Region meetings.

Section 6. Secretary
The Secretary shall maintain all records of Region Board of Directors meetings including recording and publishing minutes and shall be the liaison between all committee chairs. The Secretary has full voice and full vote privileges at all Region meetings.

Section 7. Treasurer
The Treasurer shall maintain all financial records of the Region including serving as chair of the Financial Committee. The Treasurer has full voice and full vote privileges at all Region meetings.

Section 8. State Directors
Each State or portion thereof shall be represented on the Region Board of Directors. The State Directors shall have the duty to plan, direct, organize efforts on behalf of the Region to support the objectives of the Society. The State Directors have full voice and full vote privileges at all Region Meetings.

Section 9. Board of Directors
The Board of Directors shall consist of the Executive and Elective Officers of the Region. The Board of Directors has the ability to appoint individuals to fulfill vacant positions on the Board until such time as a regular scheduled election can be organized. The President, along with a selected member of the Region Board of Directors, shall represent the Region on the Region Officers Council of the Society.

Section 10. Nomination and Election Procedures
a. Elective Officers
(1) Nominations for any vacant Executive or Elective Officer position(s) of the Region shall be made by the Nomination Committee, defined as any Member in Article III above, shall be put forth by the Immediate Past President and approved by the Region Board of Directors.
(2) The Nominating Committee shall be formed in November of each year and produce a slate of candidates for the office of President-Elect and other Executive and Elective positions that are up for election and the entire election shall be completed within 8 weeks so the reporting of current officials can be reported to ASPRS National Board and the ROC. Nominee selections shall comply with Article III above and represent government, industry, or academia. An announcement of the nominations shall be made on the Region’s website and a follow-up email to Region members informing them of the pending election. A second follow-up email will be sent within one to two weeks to remind Region members to submit nominations. Each candidate shall submit a biographical sketch for the official ballot to the Nomination Committee Chair who will review the language prior to publication.
(3) The Nomination Committee shall certify that all nominees are qualified, willing to serve, and meet the requirements set forth in these Bylaws before the announcement of nominees. Nominees may not be candidates for President-Elect and any other Board position simultaneously.
(4) Ballots shall be cast electronically and must be submitted before 12:00 p.m. Central Time of at least the fourteen (14) days prior to the Annual Dinner Meeting. Member status is required to vote.
(5) Election tellers will be made up of the Webmaster and the Nominating Chair and shall report the results to the President prior any official announcement to the general membership and will also be announced at the Annual Dinner Meeting. The successful candidates shall be notified prior to the Annual Dinner Meeting so that they may have an opportunity to attend in person if they desire.
(6) A tie vote shall be decided by a majority vote of the Directors present at a duly convened
Section 11. Region Officer’s Council Membership
a. Representation for the Region Officer’s Council shall consist of one member from the Executive Officers and one member of the Elective Officers.
b. The term for membership on the ROC shall be two calendar years. One year is defined as the time between two annual dinner meetings.
c. The President shall assume the duties for the Executive Officers and any replacement shall be temporary.
d. Filling the ROC term for the Elective Offices shall be decided by the Region officers, with preference given to the state directors and on a rotating basis. Any replacement shall be temporary and not lasting more than a single meeting.
e. On any other occasion when a position cannot be filled by procedures defined within these Bylaws or the Society’s Operating Procedures, the President may appoint an individual to the position with the concurrence of the Board of Directors.

ARTICLE V. REGION FINANCING AND OPERATIONAL GUIDELINES

Section 1. Dissolution
Dissolution of a Region may be initiated by the National Regions Officers Council or the Region Officer’s Council. The Region shall be dissolved and their charter rescinded by a two-thirds vote of the Directors present at a duly convened Board meeting or a Region Officer’s Council meeting. Members of dissolved regions shall become members of a newly formed Region or by selection of an alternative Region, as described above.

Section 2. Financing
Funds required for Region activities shall be part of the annual budget submission by the Region to the National Executive Director for the National annual budget planning cycle. The Region’s request shall be reviewed by the Board of Directors. Funding approved shall be provided from the Society budget. The Region shall not act in the name of the Society without the prior consent of the Society, nor incur financial obligations for the Society. The Region may conduct meetings, symposia, and collect registration fees to support such activities.

Section 3. Operations
The Western Great Lakes Region shall adopt bylaws, policies and procedures as necessary to carry out the objectives of the Society in accordance with these Bylaws and the Society’s policies. The Region shall elect representation to the National Region Officers Council, and appoint committees as needed. The Region 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 members of both the Society and the Region of membership as determined by Article III.

Section 4. Functions
The Western Great Lakes Region shall provide a forum for their members to consider technical
and professional matters of Region concern. This may include cooperation with entities located within the boundaries of the Region of related scientific, technical, or professional associations or organizations, or with educational institutions. The Region may establish formal but temporary operating relationships with such entities subject to approval of the Regions Board of Directors, and can only incur financial obligations in the name of the Region but not the Society as a whole. This is subject to the Region having the financial ability to do so within its budgetary discretion.

Section 5. Support to the Society
a. Regions shall provide support to the Society by:
(1) Electing the Region president and president-elect to administer the Region;
(2) Selecting two Region members (typically, but not necessarily, the president and president-elect) to serve on the Region Officers Council of the Society.
(3) Developing Region 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.
(4) Developing concepts for Society technical meetings, workshops and seminars within the Region.
(5) Proposing, preparing and sponsoring preparation of technical articles and other publications for the Society publications program.

b. The Region officers shall assure coordination of Region activities with Society’s Operating Procedures.

ARTICLE VI. CHAPTERS

Section 1. Definition
Chapters shall be sub-elements of Regions, and shall be limited to Student Chapters only. All Chapter members shall be members in good standing of the Society and members of the Region hosting the Chapter.

Section 2. Establishing Student Chapters
The establishment of a Student Chapters shall begin with the filing of a Student Chapter Petition Form available online from the parent organization and reviewed by the National Director or officer performing those duties. At least three 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.

Student Chapters may also be established at large by direct charter of the Society if support at the Region level is unavailable, in which case a surrogate host region shall be selected by mutual consent of the Student Chapter and the surrogate host region.
Section 3. Dissolution
Chapters shall be dissolved in accordance with the 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 VII. COMMITTEES

Section 1. Appointment
The President, with the approval of the Board of Directors, shall appoint such Society Temporary Committees, and Task Forces as may be required by the Bylaws, or as may be necessary. Committees and Task Forces shall report to the Board of Directors through the President. Notwithstanding any other provision in this Article VII, no Committee or Task Force shall (a) approve or recommend to members action which the Virginia Nonstock Corporation Act or these Bylaws require to be approved by members; (b) fill vacancies on the Board or on any of its committees; (c) amend, adopt or repeal the Society’s Articles of Incorporation or these Bylaws; or (d) approve a merger, subsumption or dissolution of the Society.

Section 2. Temporary Committees
Temporary Committees are appointed by the President, with the approval of the Board of Directors, to address Region activities of governance and finance, and insure continuing Region structure for support, development and maintenance for programs. Temporary Committees report to the Board of Directors.

Section 3. Task Forces
Task Forces of any size may be formed by the President 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 4. Audit Committee
The Audit Committee shall consist of a minimum of the Treasurer and two Region Board members appointed by the President. The Treasurer shall serve as the Chair. At least the Chair or 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.

Section 5. Committee Expenses
Operating expenses for committees shall be included in the Society budget process. Committee chairs shall provide estimates and reports of expenses as required by the Executive Director.

Section 6. Assignment of Responsibilities
Detailed assignments of responsibilities to Committees, and Task Forces 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 IX. 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 at its last meeting prior to the beginning of the fiscal year.

ARTICLE VIII. 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 have, hold, and administer the property and funds of the Society;
b. To adopt and publish an annual budget for the Region, to review the Region accounts, and to review the Society’s financial policies and ensure that the Region is following the policies accordingly;
c. To determine the privileges of members and the dues and fees to be paid by them;
d. To confirm the appointment, contractual arrangements and compensation for the Executive Director, who shall serve at the direction of the Board 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;
e. To make appropriations for specific purposes;
f. To authorize public statements on behalf of the Society;
g. To foster and oversee relations with related organizations;
h. To adopt changes to the Bylaws of the Society;
i. To report Board actions to the members of the Society;
j. To take measures to advance the disciplines and interests of the Society and of the profession; and
k. 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 develop plans, programs, projects and operating 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 insure administrative support for Society Officers, the Board of Directors, Councils, Committee Chairpersons, and Conference Directors.
e. 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:
(1) An annual report for presentation to the Society, and
(2) 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. The Treasurer shall ensure that the accounts of the Society are audited annually 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.
b. The Treasurer shall issue an oral or written report for each Board of Directors 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 for the Executive Director.

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 IX. MEETINGS

Section 1. Society

a. There shall be an Annual Meeting of the Society, at a time and place approved by the Board of Directors, for installation of Officers, Technical Division Directors and Assistant Technical Division Directors, and the Board of Directors, and the conduct of Society business. Notice of such meeting shall be given by the Executive Director in a publication of the Society to reach
the membership no fewer than 60 days prior to the date of the meeting.
b. Special Meetings of the Society may be called by the President with a majority approval of
the Board of Directors, or by the President upon the written request of five percent of the
voting members of the Society. The Executive Director shall notify members, at least 15 days in
advance, of the time, place, and subjects to be considered.
c. A quorum for the transaction of business at an Annual or Special Meeting of the Society shall
be 10 percent of the membership eligible to vote. The presiding officer may adjourn the
meeting from time to time until a quorum is present.
d. Other meetings of the Society in the form of symposia, conferences, conventions or others
for the principal purpose of exchanging information may be held with the approval of the Board
of Directors. Such meetings may be cosponsored with other organizations having kindred
interests, and shall be widely advertised in Society publications. Normally, an Annual
Conference shall be convened at the time of the Society Annual Meeting, and at least one other
Society meeting, which may be virtual, shall be held at a location other than that of the Annual
Conference.

Section 2. Board of Directors
a. The Board of Directors shall normally meet four times each calendar year. The Board shall
also meet upon call 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 ten 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. 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 may be removed
for flagrant neglect of performance by a vote of a majority of the other Directors then serving
on the Board (not counting the Director in question either to a quorum or for that vote).
d. Elective Officers and members of the Board of Directors shall not receive any compensation
for their services but may be authorized reimbursement for expenses in accordance with
Society policies and procedures for such payments.

Section 3. Telephone Conference/Mail Ballot/Email Ballot
a. When consideration of any matter by the Board of Directors is required earlier than its next
meeting, this may be accomplished by a meeting using electronic teleconference/video
conference. Passage of such votes shall be as specified in the appropriate sections of these
Bylaws.
b. Except as may be otherwise provided in these Bylaws, any action required or permitted to be
taken at a meeting of the Board of Directors may be taken without a meeting, provided all
Directors consent in writing, including by mail, fax, or e-mail, and set forth in the same writing
the action or decision taken or made. Unanimous consent in writing shall have the same force
and effect as a decision made by vote at a meeting, and may be described as such in any
document executed by or on behalf of the Society.
Section 4. Membership Ballots
Whenever, in the judgment of the Board of Directors, any major question shall arise which it believes should be put to a vote of the membership and when it deems it is not expedient to call a Special Meeting for such purpose, the Board may, unless otherwise required by these Bylaws, submit such a matter to the membership in writing by mail and/or electronic vote. The question thus presented shall be decided according to a majority of the votes cast by mail and/or electronically within 30 days after its submission to the membership, provided that votes of at least 10% of the Region members eligible to vote shall be received. Action taken as a result of such vote shall be binding upon the Region in the same manner as would action taken at a duly called meeting.

ARTICLE X. SEAL, INSIGNIA AND LOGO

Section 1. Official Seal and Insignia
The Region shall have an official seal and insignia, with the original on file in the headquarters of the Society and with the Secretary of the Region.

Section 2. Uses of the Seal, Insignia and Logo
The official seal and insignia (and/or a logo authorized by the Region officers) shall appear on correspondence, documents, and publications and on banners, flags, membership pins and other such devices of the Region.

Section 3. Changes
Changes to the official seal and insignia shall require a two-thirds vote of the Region officers present at a duly convened Board meeting.

ARTICLE XI. DISSOLUTION

Section 1. Distribution of Assets to Other Organizations
In the event of dissolution of the Region, 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 Region 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 Region by subsumption by another organization, and if
approved by the Region Board of Directors and the membership, any assets remaining after payment of all debts and liabilities shall be distributed to the subsuming organization.

ARTICLE XII. AMENDMENTS

Section 1. Petition for Amendment
Amendment to these Bylaws may be proposed in writing to the President by petition of at least five members of the Region Board of Directors or at least fifty members who are qualified to vote.

Section 2. Amendment Procedure
Amendments proposed by the membership shall be considered by the Region Board of Directors after receipt by the President. The membership and the Board shall be advised of proposed amendments by notification in writing or in the Society’s Official Journal and/or Newsletter. The members shall provide comment within 30 days of notification. The Board shall receive member comments within 15 days after the closing of the member comment period. Proposed amendment(s) shall be considered by the Board at the next Board meeting that is at least 15 days after the Board has received member comments.

Section 3. Adoption
Amendments to these Bylaws shall be adopted by a three-quarters vote of the officers then serving on the Region Board of Directors.

ARTICLE XIII. INDEMNIFICATION

The Society shall indemnify its Directors and Officers (collectively, the "Indemnities" 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 Indemnities, 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.

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