

MAPPS BY-LAWS

AS AMENDED ON FEBRUARY 23, 2023 AT THE ANNUAL BUSINESS MEETING IN PUERTO RICO

ARTICLE I

NAME, MONIKER, AND PRINCIPAL OFFICE

Section 1. Name. The Name of the Corporation shall be the Management Association for Private Photogrammetric Surveyors and the moniker shall be MAPPS. This organization will hereafter be referred to as the Corporation in this document.

Section 2. Principal Office. The principal office of the corporation shall be as designated by the Board of Directors from time to time.

ARTICLE II

MEMBERSHIP

Section 1. Regular Member Firm. Any firm having office(s) located in the United States of America and is engaged in the geospatial profession may become a regular member by submitting an application to be approved by the Executive Officers. Dues shall be collected in accordance with Article III. "Engaged in the geospatial profession" means any private, for-profit organization where one of its purposes is the creation, collection, dissemination and application of geo-referenced graphical or digital data to depict natural or manmade physical features, phenomena, or boundaries of the earth, geospatial intelligence, and any information related thereto, including any such data that comprises a survey, map, chart, geographic information system, remotely sensed satellite or aerial image or data.

Section 2. Associate Member Firm. Any firm engaged in the manufacturing and/or supplying of geospatial equipment, services, supplies, hardware or software, that supports but is not engaged in the geospatial profession, any firm not engaged in but with an interest in the geospatial field, and any firm meeting the definition of "Engaged in the geospatial profession" whose office(s) is located outside of the United States of America may become an associate member by submitting an application to be approved by the Executive Officers. Dues shall be collected in accordance with Article III.

Section 3. Independent Consultant Member. Any individual who would not otherwise qualify for membership under sections 1, 2, or 6, is not affiliated with any firm that would qualify for membership under sections 1 or 2, has no employees, is engaged in consulting in or to the geospatial profession, and provides a consulting service of interest to the geospatial profession may become an independent consultant member by submitting an application to be approved by the Executive Officers. Dues shall be collected in accordance with Article III. An Independent Consultant Member shall have the same rights and privileges as associate members.

Section 4. Honorary Life Members. Any retired MAPPS member can be nominated by any current MAPPS member with the nomination seconded by at least one other member. A written document signed by the nominating member and one other must be submitted to the MAPPS President to be tabled at any Board meeting more than sixty (60) days prior to the annual MAPPS Business Meeting. Nominations should include reasons for the nomination including, but not limited to: high-level service, long-term service requirements and examples of same. The MAPPS Secretary will present nominations to the Board for final consideration and awarding, if appropriate, of Honorary Life Membership. Honorary Life Membership must be approved by a majority of the MAPPS board at any official meeting of the Board. The award will be presented at the next Annual Business Meeting and be recorded in MAPPS's official records.

Any person or firm so designated by the Board of Directors. Honorary members will have the same rights and privileges as Regular Members, except the right to serve on the Board of Directors, and dues will be paid for Honorary

Members for life. The MAPPS Board of Directors shall have the power at any time to peremptorily revoke the membership of an Honorary Member without assigning reason.

Section 5. Emeritus Member. Any individual who has been an officer of a firm which has been a regular, associate or sustaining member firm for at least the preceding five consecutive years, who has reached the age of 60 years, who has retired from such firm and is no longer engaged in a full time practice in the geospatial profession may become an Emeritus Member by making written application to the President accompanied by payment of one year's dues. Emeritus Members will have the same rights and privileges as Regular Members, except the right to serve on the Board of Directors.

Section 6. Membership Authority. The Board of Directors will have the authority to determine membership qualifications and classify or re-classify members.

Section 7. Ex-Officio Member - A maximum of five Directors may be designated annually as ex officio. All ex-officio Directors will be nominated by the President and approved by majority of the MAPPS Board at any regularly scheduled Board Meeting. Ex-officio members are non-voting members and may include but may not be limited to presidents or a board members of other national or international organizations who can foster more co-operation between MAPPS and such organization(s).

Section 8. Voting. Each regular member firm shall have one vote but may have multiple representatives.

Section 9. Voluntary Withdrawal. Any member may withdraw from membership by giving written notice of withdrawal to the President (for which electronic mail shall suffice), provided that member has paid all dues and assessments due the corporation through the end of the fiscal year in which such notice is given. All rights, privileges, and interests of a member in and of the corporation shall cease on the termination of membership under any provision of these bylaws.

Section 10. Suspension and Expulsion. For cause any member may be expelled from membership or suspended from membership for such period as the Board of Directors shall determine. Sufficient cause for suspension or expulsion shall be Violation of the bylaws or any lawful rule or practice adopted by the corporation; violation of MAPPS Code of Ethics, or Principles for Representation & Advocacy; or by any other conduct prejudicial to the interest of the corporation. Suspension or expulsion shall be by the affirmative vote of two-thirds of all the Directors of the corporation. A statement of the grounds for suspension or expulsion, accompanied by notice of the time and place of a hearing by the Board of Directors thereon, shall be mailed to the member by registered or certified mail or electronic mail, not less than fifteen days before such hearing. At such hearing, the member shall have the right to appear in person or by representative, and to present any matter relevant to the proposed suspension or expulsion.

Section 11. Division of Members. There shall be established certain standing committees of the members for the more effective advancement of the corporation's interests and shall consist of such committees as the Board of Directors may from time to time deem necessary. The President shall name the chairman and the members of each such committee to serve at the pleasure of the President.

ARTICLE III

DUES

Section 1. Annual Dues - The Board of Directors will set the amount of annual dues for all classes of members.

Section 2. How Payable. Annual dues of regular, independent consultant, associate and emeritus members shall be due and payable by existing members for the next calendar year on or before December 31. New members joining before October 1st will be billed on a pro-rated basis through the end of that calendar year at which time the full dues

for the next calendar will be expected to be paid by December 31. New members joining on or after October 1 may be granted an extended membership deadline of December 31 of the following calendar year. Members who fail to renew by December 31 will be placed in a grace period through January 31 of the following year at which time, if dues are not received, may be suspended from membership.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of members shall be held each year at such time and place as the Board of Directors may by resolution determine, for the election of Directors and for the transaction of such other business as may properly be brought before the meeting. Notice of such meeting shall be mailed (electronic mail shall suffice) to each member at least thirty, but no more than sixty, days before the date of the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or the written request of a majority of the members. Notice (for which electronic mail shall suffice) of any special meeting shall be mailed to each member at least fifteen but not more than thirty days before the date of such meeting, stating the time and place of such meeting and the purposes for which it is called.

Section 3. Quorum. Twenty-five percent of the members shall constitute a quorum at any meeting of members. Five members of the Board will constitute a quorum for a meeting of the Board of Directors. If a quorum is not present at any meeting, the presiding officer may adjourn the meeting from time to time until a quorum is present. The act of a majority of the members present at any duly called meeting at which a quorum is present shall be the act of the corporation.

Section 4. Organization. Meetings of members shall be presided over by the President, or if the President is not present, by the President Elect, or if neither is present, by a Chairman to be chosen by the meeting. The Secretary shall act as secretary of every meeting, but if the Secretary is not present, the meeting may choose any person present to act as secretary of the meeting.

At the annual meeting of members, the order of business (unless altered or suspended by vote of the meeting) shall be:

1. Call to order.
2. Reading of the minutes of previous annual meeting.
3. Reports of officers.
4. Reports of committees.
5. Election of Directors.
6. Other business.

When not in conflict with these bylaws, "Robert's Rules of Order" shall govern all deliberations.

ARTICLE V

DIRECTORS

Section 1. Powers, Number and Term. The property, affairs and business of the corporation shall be managed by its Board of Directors consisting of eleven persons. Of the Directors, ten shall be individuals from Regular Member Firms elected by the members to serve two-year staggered terms, the number of Directors being elected at each annual meeting as determined by the number of Directors whose terms expire at each annual meeting. The President shall be the ninth Director and shall, therefore, serve four years on the Board, two as elected by the members and two as President. Elected Directors shall serve for two years or until their successors shall be elected and qualify. Only

regular members may serve as the nine members on the Board of Directors. A tenth Director shall be elected by and from among the Associate Member Firms and shall serve as an ex officio, non-voting Director for a term of two years. The Past President shall be the eleventh Director and shall serve as an ex officio, non-voting Director for a term of two years. If a Director should leave office during a Director's term, the vacancy shall be filled in accordance with Section 3 of this Article. If a vacancy should occur in the position of an officer, a successor shall be elected by the Board in accordance with Section 1 of Article VI.

Section 2. Absence from Meetings. A Director, unable to attend a meeting of Directors shall, in a letter, for which a form of electronic mail shall suffice, addressed to the President, state the reason for the Director's absence. If a Director is absent from more than one meeting for reasons which the Board deems are insufficient, the Director's resignation shall be deemed to have been tendered and accepted.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum. A Director so chosen to fill a vacancy in the Board shall serve until the next regularly scheduled election of Directors.

Section 4. Meetings. The Board of Directors shall have a regular meeting immediately after the annual meeting of members, at which meeting officers shall be elected. The Board shall have such regular meetings (at least three meetings each year), as may from time to time be fixed by resolution of the Board, at such place as the Board may designate. Such meetings shall be held upon call of the President, or upon demand of a majority of all the Directors. Notice of all meetings of the Directors (for which electronic mail shall suffice) shall be sent to each Director at least five days before the date of such meeting. The act of a majority of the Directors at a duly called meeting at which a quorum is present shall be the act of the Board. The President, or if the President is not available, the President-Elect, may call an emergency telephone meeting without notice.

ARTICLE VI

OFFICERS, EXECUTIVE DIRECTOR AND STAFF

Section 1. Executive Officers. The Executive officers of the corporation shall be a President, a President Elect, a Secretary/Treasurer and a Past President, from among the individual representatives of Regular Member Firms elected to the Board of Directors. The President shall be the immediate past President Elect and shall serve as President for two years. The remaining Executive officers shall be elected by the Board of Directors at its first meeting following the annual meeting of members or at such time when an Executive office becomes vacant. The President Elect shall hold that office for two years and shall automatically succeed to the President after two years, or sooner if the office of President becomes vacant. If the office of President becomes vacant, the President elect shall become President to fill out the vacant term or President and shall then remain President for two more years. The Board shall elect a new President elect to fill the term of the previous President elect and serve in that office until the office of President becomes vacant. If the office of President Elect becomes vacant, the Board shall elect a new President Elect to fill out the term of the Previous President Elect and to serve in that office until the office of President becomes vacant. The Past President shall be the immediate past President and shall hold the position for two years. If the office of Past President becomes vacant, the position may be filled by a prior Past President.

Other vacancies created on the Board of Directors shall be filled according to Article V, Section 3.

The term of office for the Secretary/Treasurer shall be one year and may succeed him/herself once in that office. No one person may hold more than one office at one time.

Section 2. President. The President shall be a Director of the corporation and, subject to the Board of Directors, shall have general charge of the affairs of the corporation, with such powers as may reasonably be incident to the President's responsibilities. The President shall, when present, preside at all meetings of the members and the directors. The President shall have authority to sign and execute in the name of the corporation all authorized deeds, mortgages, bonds, contracts and other instruments.

Section 3. President Elect. The President Elect shall have such powers and duties as shall be assigned by the President or the Board of Directors, and shall exercise the powers of the President during that officer's absence or inability to act. The President Elect shall be responsible for maintaining the terms of Directors and Officers in order to comply with these Bylaws.

Section 4. Past President. The Past President shall have such powers and duties as shall be assigned by the President or the Board of Directors. The Past President shall be a non-voting position.

Section 5. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for custody of all funds and securities of the corporation and will perform such duties as assigned by the Board of Directors. The Secretary/Treasurer shall perform all acts usually incident to the office of Treasurer, subject to the control of the Board of Directors. The Secretary/Treasurer shall give such bond for the faithful discharge of the Secretary/Treasurer's duties as the Board of Directors may require. The Secretary/Treasurer shall see that all notices are duly given in accordance with law and the provisions of these bylaws. The Secretary/Treasurer shall be the custodian of the records and of the seal of the corporation. The Secretary/Treasurer shall see that the corporate seal is affixed to all documents, the execution of which on behalf of the corporation is duly authorized, and when so affixed may attest the same. And, in general, the Secretary/Treasurer shall perform all duties ordinarily incident to the office of the Secretary/Treasurer, as well as such other duties as from time to time may be assigned by the Board of Directors or by the President.

Section 6. Executive Director and Staff. The Board of Directors may hire or appoint an Executive Director and other Staff as it deems necessary in order to conduct the affairs of the corporation. The duties of the Executive Director and any other Staff will be as assigned by the Board of Directors.

Section 7. Compensation. The Board of Directors shall have the power to fix the compensation of all officers, the Executive Director and other Staff of the corporation.

Section 8. Removal. The Board of Directors shall have power at any regular or special meeting to remove any officer whenever in its judgment the best interests of the corporation will be served thereby. But such removal shall be without prejudice to contract rights, if any, of the person so removed.

ARTICLE VII

CODE OF ETHICS

Section 1. Code of Ethics. The members of Management Association for Private Photogrammetric Surveyors shall be responsible for upholding the Code of Ethics set forth in these bylaws and shall be subject to expulsion or suspension for violation of this code, under the terms set forth in Article II, Section 5.

Section 2. The Code of Ethics shall be:

1. A MAPPS Member Firm agrees to practice its business with high regard to standards of excellence and fairness to its clients and those whom it may employ.
2. A Member Firm will not engage in garrulous or misleading advertising and will project the services offered in a truthful and dignified manner.
3. A Member Firm will observe and abide by the laws and regulations governing good business practice.
4. A Member Firm will not slander, nor will it in any way impair the ethical image of its competitors.

5. A Member Firm will, to the best of its ability, uphold and increase the technical status of the Science of Photogrammetry in an unselfish manner.
6. A Member Firm will not violate the trust and confidence, reliance and dependence given it by its client, and it will render full value for payments it receives.
7. A Member Firm will be considerate of and sensitive to the effect its business may have upon the public welfare and safety at all times.
8. A Member Firm will advise its clients properly and truthfully in all matters of its business, and not be affected by desires for unethical personal gain.
9. As supplemental to its adoption of its ethical code, a MAPPS Member Firm agrees to accept and subscribe to the canons and code of ethics that direct Professional Society Members, as they may pertain to a practicing Photogrammetrist.

Section 3. Amendment of the Code of Ethics. This Code of Ethics may be revised or amended by the affirmative vote of two-thirds of the members of the corporation. The Principles for Representation & Advocacy may be revised or amended by the affirmative vote of two-thirds of the members of the Board of Directors.

Section 4. Ethics Officer. The Board of Directors shall appoint an Ethics Officer to enforce the Code of Ethics. The Ethics Officer shall have such powers and duties as shall be assigned by the President or the Board of Directors. The Ethics Officer shall hold the position for two years.

ARTICLE VIII

AMENDMENT

Section 1. Amendment. These bylaws may be altered, amended, or repealed by the affirmative vote of two-thirds of the members present at any duly called meeting thereof provided that a copy of any proposed amendment shall be mailed at least thirty days before date of such meeting.

Section 2. Implementation of Amendments. Once Amendments are approved, the Board will establish a plan for implementation and carry out that plan as soon as is practical and feasible.