

Society By-Laws

(available on-line at www.cpgps.org)

Article I Name and Purposes

Section 1.01 Name

The English name of the organization is "International Association of Chinese Professionals in Global Positioning Systems", designated hereinafter as the Association. The short form "CPGPS" can be used where appropriate.

Section 1.02 Purposes

The Association is an academic and non-profit organization. The purposes of the Association are:

- a. To promote the professional development of its members by fostering cooperation among its members and maintaining a central point of reference and deliberation;
- b. To promote and exchange ideas among Chinese professionals on information, knowledge, scientific developments and applications of Satellite Position Systems;
- c. To provide an efficient channel between its members and other professionals, through which mutual understanding and cooperation can be nurtured and enhanced; and
- d. To encourage, bridge, establish and develop co-operative activities between this group and other professionals in China.

Article II Membership

Section 2.01 Members

Any person who is presently engaged or interested in GPS, navigation systems, geodesy, engineering surveying

and other related areas, is willing to recognize and follow the bylaws, and has paid the annual membership dues as specified.

Section 2.02 Class of membership

The association shall have the following classes of memberships: Individual members, Student members, Honour members, Emeritus members and Corporate members.

- a. Individual member: individual who is/has worked in the field of GPS, navigation systems, geodesy, engineering surveying and other related areas, or individual interested in the above areas.
- b. Student member: A student member must be a full-time student who is currently enrolled in a recognised tertiary organisation.
- c. Honour member: An honour member must have an outstanding contribution to the profession as outlined in (a). He/She should have either super-high academic profile or super-high social standing that our members are benefit from, and be able to contribute significantly to the benefit of the association.
- d. Emeritus member: Individuals who have served the profession as outlined in (a) and who are now officially retired from active duty.
- e. Corporate member: An incorporate member shall be an organisation which is willing to recognise and follow the bylaws, is willing to support the activities of the Association.

Section 2.03 Commitment, responsibility and privileges of membership

- a. An individual member shall be eligible to hold offices and to vote on the Association matters;

- b. An individual member shall be entitled to free access to the association's information database and receipt of free magazine and news letter;
- c. Eligible to publish his/her work on the official journal of the association (Journal of Global Positioning Systems) subject to peer review process;
- d. The membership shall be terminated when (i) the member gives up on his or her own, provided that a written statement of giving up membership has been received and approved by the Board of Directors; or (ii) the annual dues have not been paid for three months after the due date;
- e. Annual membership dues shall be established by the Board of Directors.

the duties will be filled by the Vice President for the remainder of the term.

- (ii) The Treasurer is the chief fiscal policy officer of the Association responsible for the development of the fiscal policy and annual budget report, maintenance of the financial records, and collection of membership dues.
- (iii) The secretary general shall assist the President to handle the Association daily operations, such as membership database management, account administration, newsletter distribution and help communicating with members and other parties interested in the Association activities.
- (iv) The office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

Article III Executive Matters of the Association

Section 3.01 President

- a. The President shall be annually elected by a majority vote of all members. The maximum term of presidency shall usually not exceed two consecutive years.
- b. The President shall appoint other officers and take such actions as deemed appropriate to complete goals as President of the Association and further the interests of the organization. The President is the official spokesperson of the Association. The President shall deliver an address to the membership in the beginning and by the end of his or her term.

Section 3.02 Executive committees, officers and term

- a. Executive committees shall be set up by the President at the beginning of his or her term to assist the President in various aspects of the Association affairs. The committees should report to the President at least twice at the mid and the end of the term.
- b. The appointment of the executive officers and the formation of the executive committee is the responsibility of the elected president with consultation with the members of the Board of Directors.
- c. The officers shall consist of a President, a Vice President, a Treasurer, and a Secretary General. The official term of the officers shall commence on January 1 and shall continue until the last day of December of the next year.
- d. Responsibility of the executive officers
 - (i) The Vice President shall assist the President in the Association affairs. If for any reason the President shall be unable to carry out the duties,

Section 3.03 Establishment of special committees

Special committees may be set up by the President, or by the Board of Directors when necessary. The committees should report to the Board of Directors at least once by the end of the term.

Section 3.04 Remuneration

Unless authorized by the Board of Directors at any meeting and after notice for the same shall have been given, no officer or member of the Association shall receive any remuneration for his or her services.

Article IV Board of Directors

Section 4.01 Composition of the Board of Directors

The Board of Directors shall be the governing body of the Association. It shall consist of the Officers, the last-term President, and the five percent representatives of the total members, but not more than twenty-one or less than eleven. Factors such as geographical distribution and discipline coverage shall be taken into account in the formation of the board.

Section 4.02 Creation of the Board of Directors

The members of the Board of Directors shall be nominated by the President and approved by the members by a majority vote. The President shall be the Chairperson of the Board of Directors.

Section 4.03 Communication channels and time frames

The Board of Directors shall consider proposals from members. It shall respond within two weeks to any proposal endorsed by more than ten members. It shall receive and act upon reports from various Committees. It shall organize the president election for the next term. It

shall organize the Bylaws amendment when such a proposal is made.

Section 4.04 Actions

- a. The actions of the Board of Directors may be amended by a two-third majority vote of the members.
- b. Any director or officer upon a majority vote of all members in good standing may be removed from office for any cause which the Association may deem reasonable.

ArticleV Election and Impeachment of the President

Section 5.01 Election

The Board of Directors shall form and authorize an Election Committee to coordinate the Presidential Election.

Section 5.02 Candidacy and conduct of vote

The Election Committee shall prepare a list of presidential candidates which shall be nominated or self-nominated by members, endorsed by other members and accepted by the nominees. It shall conduct authorized mail/e-mail ballots in which an introduction and a statement of each candidate shall be included. Four weeks shall be allowed for the return of the ballots.

Section 5.03 Impeachment

The Board of Directors shall organize a vote when at least half of all members signed the petition for president impeachment. The President shall be impeached by a two- third majority vote of all cast ballots in four weeks.

ArticleVI The Seal, Account(s) and Documents of the Association

Section 6.01 The seal

The Association does not have a seal.

Section 6.02 Control over the account

The President and the Treasurer have the signing authority for the accounts of the Association. Another member may have this authority only if this is approved by the Board of Directors.

Section 6.03 Audit

The books, accounts and records of the President and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Association elected for that purpose at the Annual Meeting. A complete and proper statement of the

standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Association. The fiscal year of the Association in each year shall be January 1 to December 31 of the next year.

Section 6.04 Record of meeting minutes, memos and other documents

- a. The President or his/her designated representative shall prepare minutes of proceedings of meetings of the Association and of the directors. The same person shall be in charge of the custody of these minutes and memos.
- b. It shall be the duty of the President or his designated representative to attend all meetings of the Association and of the Board, and to keep accurate minutes of the same. The President shall have charge of all the correspondence of the Association. The President or his designated representative shall also keep a record of all the members of the Association and their addresses, send all notices of the various meetings as required, and shall collect and receive the annual dues or assessments levied by the Association, such moneys to be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as hereinafter required.
- c. The books and records of the Association may be inspected by any member of the Association at the Annual Meeting provided for herein or at anytime upon giving the reasonable notice and arranging a time satisfactory to the officer(s) having charge of the same. Each member of the Board of Directors shall at all times have access to such books and records.

Article VII Meetings

Section 7.01 Frequency and time

This Association shall hold an Annual Meeting on or before December 31 in each year, of which notice in writing to the last known address of each member shall be delivered in the mail or in electronic mail 60 days prior to the date of the meeting.

Section 7.02 Authorisation of other special meetings

General meetings of the Association may be called at any time by the President in writing to the last known address of each member, delivered in the mail or in electronic mail 30 days prior to the date of such meeting. A special meeting shall be called by the President upon receipt by him or her of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last

known address of each member, delivered in the mail or in electronic mail 7 days prior to the meeting.

Section 7.03 Quorum

Ten members in good standing shall constitute a quorum at any meeting.

Article VIII Publications

Section 8.01 Journal

The Association shall publish an official journal which shall be called "Journal of Global Positioning Systems".

Section 8.02 Newsletter

The Association shall publish an official newsletter which shall be called "CPGPS Newsletter".

Section 8.03 Website

The Association shall set up an official Website at www.cpgps.org.

Section 8.04 Authorisation

The Association may authorise other publications (such as books, bulletins, circulars and conference proceedings) edited by its members and/or others appointed by the Association.

Section 8.05 Endorsement

The Association shall not be considered to endorse any statements and opinions of individual members or others expressed in the journal, the newsletter and other materials published by the Association.

Section 8.06 Management

The Association recognises the importance of its publications as critical communication channels. The Association shall establish a publication committee which is responsible for the development and review of publication policies, and the management of information collection, edition and publication.

Article IX Endowment Fund and Borrowing Powers

The Endowment Fund shall consist of the permanent investment of the Association. Donation shall be

announced to all members unless the donor specified otherwise. The income from the Fund shall be used at the discretion of the Board of Directors to further the objectives of the Association or may be added to the principal of the Fund. In each annual budget the income from the Fund for the past year shall be listed and its disposition shall be specified. For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such a manner as it thinks fit, but this power shall be exercised only under the authority of the Association.

Article X Amendment

Section 10.01 Amendment and repeal

- a. Proposals to amend the Bylaws may be made by a petition to the Board of Directors signed by at least ten members.
- b. Bylaws will be amended or repealed by special resolution. ("special resolution" is required by the Corporation Act in Alberta (Canada) as 21 days ahead of time notification to members on the amendment of the bylaw and more than 3 quarters of votes approving it).

Section 10.02 Recognition

After the amendments are registered at the Association's registration office(s), they shall take effect immediately unless otherwise indicated in the amendments.

Article XI Voting

Any member who has not withdrawn from membership nor has been suspended or expelled shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise.

Article XII Authority of Explanation of This Bylaw

The Board of Directors shall have the exclusive right of explanation to this bylaws when deemed necessary.