

# **BYLAWS**

*of the*

## **CALIFORNIA LAND SURVEYORS ASSOCIATION, INC.**

### **ARTICLE 1 OFFICES**

#### **SECTION 1.01 ASSOCIATION DEFINED**

The official name of this association is "California Land Surveyors Association," hereinafter referred to as the "Association."

#### **SECTION 1.02 PRINCIPAL OFFICE**

The principal office of the Association for the transaction of its business is located in the county established in the Articles of Incorporation.

#### **SECTION 1.03 OTHER OFFICES**

The Association may also have offices at such other places where it is qualified to do business, as its business may require, and as the Board of Directors may from time to time designate.

### **ARTICLE 2 MEMBERSHIP**

#### **SECTION 2.01 CLASSES OF MEMBERSHIP**

The classes of membership in the Association and the prerequisites for each shall be as follows:

(a) A Corporate Member is a member having the right to vote on matters of this Association when a vote of the members is required or allowed by the Articles of Incorporation or these Bylaws. Each Corporate Member shall be a member of one of four subclasses:

1. A Regular Corporate Member may be any person licensed as a Land Surveyor or Photogrammetric Surveyor in the State of California, but not fulfilling all requirements of a Life Corporate Member.
2. A Life Corporate Member may be any person who is licensed as a Land Surveyor or Photogrammetric Surveyor in the State of California, has had at least twelve years continuous membership in the Association, who has achieved a level of distinction in the land surveying profession due to his or her dedicated service to the Association, widely recognized achievements furthering the good of the profession, or other significant accomplishments in the profession of land surveying deserving of a special tribute. A Life Corporate Member may also be any person who has served honorably as a President of the Association. Life Corporate memberships must be approved by the Board of Directors.
3. A Retired Corporate Member may be any a person who is licensed as a Land Surveyor or Photogrammetric Surveyor in the State of California, has had at least ten years continuous

membership in the Association, has retired from active practice, and is either at least sixty-two years of age or is permanently disabled.

4. A CE Corporate Member may be any person who is a Registered Civil Engineer who is authorized to practice land surveying, pursuant to Article 3, Section 8731 of the Professional Land Surveyors Act. A CE Corporate Member must be actively practicing land surveying and show sufficient proof thereof.

(b) An Out-of-state Member may be any person who meets the requirements of a Regular Corporate Member, but who resides in a state other than California and is a member of the applicant's resident state professional land surveyor organization in a similar membership classification.

(c) An Associate Member may be any person holding a valid certificate as a Land Surveyor in Training but not licensed as a Land Surveyor or Photogrammetric Surveyor by the State of California. Members in this class shall have no right to vote or hold office in the Association.

(d) An Affiliate Member may be any person interested in the field of surveying but not licensed as a Land Surveyor or Photogrammetric Surveyor by the State of California and not holding a valid certificate as a Land Surveyor in Training, who in their profession or vocation relies upon the fundamentals of land surveying. Members in this class shall have no right to vote or hold office in the Association.

(e) A Student Member may be any student who at the time of membership attends a junior college, college or university, in either a part or full-time capacity and who expresses an interest in surveying and does not qualify for membership in any other classification. A valid student body card or other ID as may be approved by the Board shall be deemed proof of eligibility. Members in this class shall have no right to vote or hold office in the Association.

(f) An Honorary Member may be any person who is not eligible to be a Corporate Member, but whose professional attainments in surveying or closely associated fields have gained a broadly acknowledged eminence, or who has given special service to the Association or its objectives. Members in this class shall have no right to vote or hold office in the Association.

(g) A Sustaining Member may be any person, company, or corporation who through their interest in the land surveying profession desires to support the purposes and objectives of the Association. Acceptance of a Sustaining Member is not an Association endorsement of any products or services offered by the Sustaining Member. A Sustaining Member may have its name listed in each issue of the "California Surveyor" and other publications of the Association under the heading "Sustaining Members". Members in this class shall have no right to vote or hold office in the Association.

#### **SECTION 2.01.1 MEMBERSHIP OBLIGATION**

Membership in the Association shall be conditioned upon agreement by the member to abide by the Articles, Bylaws, Code of Ethics, resolutions and/or approved motions of the Board of Directors. The Board of Directors may adopt additional written rules and requirements pertaining to qualifications of and admittance to membership provided that said rules and requirements do not conflict with these Bylaws, and provided that said rules and requirements are published in an official publication of the Association prior to enforcement.

Nothing in this section prohibits a member from proposing changes to the Association Articles or Bylaws.

## **SECTION 2.02 MEMBERSHIP IN ONE CLASS AND TERM OF MEMBERSHIP**

Membership may be only in the highest classification available for which the member qualifies. Each member may belong to only one class and, if applicable, subclass of membership. The term of each membership shall be for a one-year period commencing on the first day of January and ending on the last day of December except that the term of a Life Corporate or Honorary Membership is, subject to the requirements set forth in these bylaws, for life. If a member is admitted by the Association to a different class of membership than that member previously held, the membership in the previous class shall be automatically terminated.

## **SECTION 2.03 APPLICATION FOR MEMBERSHIP**

All applications for membership shall be submitted by the applicant on a form approved by the Board of Directors. Each application shall clearly prove that the applicant fulfills the requirements for the class of membership for which the application was filed.

No application shall be required from any candidate for Honorary Member or from the Immediate-Past President of the Association for Life Corporate Membership.

No application shall be required for Regular Corporate Membership from any Associate Member who becomes licensed as a Land Surveyor or Photogrammetric Surveyor in the State of California. The Association shall automatically change the class of such Associate Member to that of Regular Corporate Member for the duration of the member's current term. No additional dues shall be required of the member until the next renewal of membership which shall be at the Regular Corporate Member rate.

No application shall be required for Associate Membership from any Student Member who becomes licensed as a Land-Surveyor-in-Training in the State of California. The Association shall automatically change the class of such Student Member to that of Associate Member for the duration of the member's current term. No additional dues shall be required of the member until the next renewal of membership which shall be at the Associate member rate.

Renewal applications may be a simple, abbreviated form when the member does not propose to change from one class of membership to another. No renewal application shall be required of any Life Corporate Member or Honorary Member.

## **SECTION 2.04 APPROVAL OF MEMBERSHIP**

All applications shall be examined by the Executive Director.

After an application for Life Corporate Member is determined to be complete and correct, and that the applicant fulfills all prerequisites for a Life Corporate Member, the Executive Director shall place the matter on the agenda of the next regular meeting of the Board of Directors. A resolution approving each Life Corporate Member or Retired Corporate Member must be passed by a majority vote of the Board of Directors. The Executive Director shall notify the member of approval or denial by the Board.

The Immediate-Past President of the Association may be granted a Life Corporate membership by resolution of the Board of Directors approved by a majority vote.

If an application other than for Life Corporate Member is determined to be complete and correct, and the applicant fulfills all requirements for the class of membership sought, the Executive Director shall approve the application and the member shall be admitted. The Executive Director shall notify the member of such approval and admittance. If the application is denied, the Executive Director shall notify the applicant, stating the reason for denial.

An Honorary Membership may be granted to a person fulfilling the requirements for such membership by resolution of the Board of Directors approved by a two-thirds majority. The Executive Director shall notify the Honorary Member of such action unless it is to be presented at a ceremony.

Complete and correct renewal applications are deemed automatically approved upon timely receipt of the application and dues.

## **SECTION 2.05 FEES AND DUES**

(a) An application fee, as established by the Board of Directors, shall apply to any of the following classes of membership:

1. Regular Corporate Member
2. Retired Corporate Member
3. CE Corporate Member
4. Out-of-State Corporate Member
5. Associate Member
6. Affiliate Member
7. Student Member
8. Sustaining Member

(b) The minimum amount of dues for one year will be as follows:

- |                                  |  |
|----------------------------------|--|
| 1. Regular Corporate Member      | As established by the Board of Directors |
| 2. Life Corporate Member         | None                                     |
| 3. Retired Corporate Member      | One-fourth Regular Corporate dues        |
| 4. CE Corporate Member           | As established by the Board of Directors |
| 5. Out-of-State Corporate Member | One-half Regular Corporate dues          |
| 6. Associate Member              | One-half Regular Corporate dues          |
| 7. Affiliate Member              | One-half Regular Corporate dues          |
| 8. Student Member                | One-tenth Regular Corporate dues         |
| 9. Honorary Member               | None                                     |
| 10. Sustaining Member            | Twice Regular Corporate Dues             |

(c) Miscellaneous fees for reinstatement and for copies of certificates may be charged at the rate set by the Board of Directors.

Dues shall be established annually by the Board of Directors and may be increased or decreased by not more than 10% of the dues then in effect.

Dues shall be payable to the Association on the first day of January in each fiscal year. Annual dues of new members shall be prorated from the first day of the month in which the new member applies for membership.

If dues for the renewal of membership are not paid by the first day of January, the member shall be carried on the rolls as a member not in good standing until paid or until the first day of July or as set forth under provisions for terminating membership described below.

## **SECTION 2.06 MEMBERSHIP CERTIFICATES**

Each member of the Association shall be issued a certificate evidencing membership in the Association. Each certificate shall have printed as required, by state statute, that the Association is a nonprofit mutual benefit corporation which may not make distributions during its life or upon dissolution.

Each certificate shall be signed by the President or the President-Elect, and by the Executive Director and sealed with the seal of the corporation.

#### **SECTION 2.07 NUMBER OF MEMBERS**

There shall be no limit to the number of members that the Association may admit except that only one Honorary Member may be admitted each year.

#### **SECTION 2.08 SUSPENSION AND EXPULSION**

A member may be suspended, or expelled for cause by the Board of Directors. Cause shall include a failure, in a serious degree, to (1) observe the Association's Articles of Incorporation, Bylaws, Code of Ethics and as prescribed by the Board, (2) abide by the lawful decisions of the Board of Directors or to engage in any conduct which is deemed by the Board contrary or prejudicial to the interests and/or purposes of the Association.

Suspension or expulsion shall require a two-thirds vote of the total number of voting members of the Board of Directors. The discipline shall occur only after the Executive Director provides at least fifteen days prior written notice of the charges pending against the member. Notice shall be sent by first-class or registered mail to the last address of the member shown on the Associations records. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing, by the Board or its designee. The Board or its designee shall determine whether cause exists and the appropriate discipline, if any.

The Board is not required to follow the above procedure when imposing a lesser discipline such as private reprimand.

#### **SECTION 2.09 TERMINATION OF MEMBERSHIP AND REINSTATEMENT**

Any person's membership in the Association shall automatically terminate upon:

- (a) failure to pay dues by July 1st if a written or electronic notice has been sent by the Executive Director to the member within the previous 60 days.
- (b) receipt of a written or electronic resignation by the Executive Director. Such resignation shall not relieve the member so resigning of the obligation to pay any dues and other charges previously accrued but not paid.
- (c) revocation of the license, registration or certificate that qualified the person to attain Corporate Membership or Associate Membership in the Association.
- (d) the expulsion of the member from the Association.
- (e) the death of the member.

No dues shall be refunded to any member whose membership terminates for any reason.

Any member whose membership is terminated as provided in subsections (a) through (d), above, may be reinstated on such terms as the Board of Directors may deem appropriate and upon payment of the reinstatement fee per set by the Board of Directors and membership dues prorated from the first day of the month in which the request for reinstatement is made, unless dues previously had been paid for the duration of the current year.

#### **SECTION 2.10 NON-LIABILITY OF MEMBERS**

A member of this Association is not, as such, personally liable for the debts, liabilities, or obligations of the Association.

## **ARTICLE 3 MEETINGS OF MEMBERS**

### **SECTION 3.01 ANNUAL MEETING OF MEMBERS**

An annual meeting of members of the Association may be held at a place and time determined by the Board of Directors.

Notice of the annual meeting shall be given to each Corporate Member not less than twenty days nor more than ninety days before the date of the meeting. The notice shall state the location, date, time of meeting, and business to be transacted. Notice shall be given in writing or electronically by the Executive Director. In lieu of mailing notice of the annual meeting of members, notice may be published in the official publication or website of the Association not less than twenty days nor more than ninety days before the date of the meeting.

Only that business specified in the notice of the meeting shall be transacted at any member meeting.

### **SECTION 3.02 SPECIAL MEETINGS OF MEMBERS**

Special meetings of members may be called by the President, the Board of Directors, or at least ten percent (10%) of the Corporate Members. When called by a group of Corporate Members, the special meeting shall be called with a written or electronic request, signed by the Corporate Members calling the meeting and delivered to any member of the Executive Committee. The Executive Director shall set the location, date and time of the meeting. It shall be held on a non-holiday Saturday and not less than fifteen days nor more than forty-five days after the receipt of the request.

Notice of the meeting shall be given to each Corporate Member not less than ten days before the date of the meeting. Notice of a special meeting shall state the business to be transacted; no other business may be transacted at that meeting. Notices shall be given in writing or electronically by the Executive Committee. Additional notice may be given by the person or persons calling the meeting.

At the time of the meeting, items not stated in the notice of meeting shall not be presented or considered.

### **SECTION 3.03 VOTING**

Each Corporate Member shall have one vote on any matter at a meeting of members. No proxy, delegated, or absentee voting will be allowed.

### **SECTION 3.04 QUORUM**

A quorum for a meeting of members shall consist of at least ten percent (10%) of the Corporate Members of the Association.

## **ARTICLE 4 BOARD OF DIRECTORS**

### **SECTION 4.01 COMPOSITION OF BOARD OF DIRECTORS**

The voting members of the Board of Directors shall be the President, the elective officers of the Association, the Immediate Past President, and the Directors. The number of Directors shall be determined as set forth in Article 8 of these Bylaws.

The Executive Director and the Editor shall also serve as ex-officio Directors but shall have no right to vote and shall not be a Director, as defined in California Nonprofit Corporation Law, Section 5047.

No student chapter shall have any Directors but shall be entitled to send a delegate to Board of Directors meetings on behalf of the chapter, and without the right to vote.

#### **SECTION 4.02 POWERS OF THE BOARD OF DIRECTORS**

The Board of Directors is the decision making body of the Association. The Board shall act only as a deliberative body at official meetings of the Board of Directors where Directors have the opportunity for discussion and deliberation.

The Board of Directors shall have authority over the general management of the affairs of the Association in conformity to its Articles of Incorporation and these Bylaws. Subject to the provisions of the laws of the State of California and any limitations of the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, the activities and affairs of this Association shall be conducted and all corporate powers shall be exercised by or under the authority of the Board. Included in such general powers, but not limited thereto, the Board shall have the power to appoint, remove and supervise all officers, agents, and employees of the Association and to delegate the power of appointment and removal of such officers, agents, and employees of the Association. It shall approve appointments of Chairs to all standing committees.

#### **SECTION 4.03 ACTIVITIES**

In order to benefit the general welfare of its members and others, the Association may undertake activities that in the sole judgment of the Board of Directors will serve to promote and develop the Association, and to effect the purposes stated in the Articles of Incorporation including establishing divisions or sections to meet specialized interests and needs, provided that the rights and privileges of all members are in no way restricted.

#### **SECTION 4.04 DUTIES OF INDIVIDUAL DIRECTORS**

It shall be the duty of a Director to:

- (a) Perform any and all duties imposed individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Fully abide in their fiduciary duty of care, inquiry, and loyalty. Directors that fail to abide in their fiduciary duties will be subject to disciplinary action.
- (c) Attend meetings at such times and places as required by these Bylaws;
- (d) Register their addresses with the Secretary of the Association;
- (e) Serve on committees established by these Bylaws and by the Board of Directors.

Nothing in this section shall be interpreted to authorize any Director to act on behalf of the Board without approval of the Board of Directors. No individual Director shall have management authority simply by virtue of being a Director.

#### **SECTION 4.05 COMPENSATION**

No director, except the Executive Director, shall receive any salary or compensation except expenses, including travel, incurred on behalf of the Association and approved by the Board of Directors.

#### **SECTION 4.06 NON-LIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

#### **SECTION 4.07 INDEMNIFICATION**

Every Director, officer, committee chair, committee member, authorized agent, employee of the Association and such others as specified from time to time by the Executive Committee, shall be indemnified by the Association, to the fullest extent permitted by the laws of the State of California, against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceedings to which they may be made a party, or in which they may become involved, by reason of being or having been a Director, officer, committee chair, committee member, authorized agent, or employee of the Association, or any settlement thereof, whether the person is a director, officer, or employee at the time such expenses are incurred, except in which case wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which the indemnified may be entitled.

When a Director, officer, committee chair, committee member, authorized agent, or employee of the Association acts outside their authority, or beyond their scope, they forfeit the obligation of the Association to indemnify. Indemnification and the Association's insurance deal only with wrongful acts or omissions within the areas of their authority.

### **ARTICLE 5 MEETINGS OF THE BOARD OF DIRECTORS**

#### **SECTION 5.01 REGULAR MEETINGS OF THE BOARD OF DIRECTORS**

A regular meeting of the Board of Directors shall be held quarterly, or as otherwise determined by the Board. The time and place of each regular meeting shall be as determined by the Board.

The Board of Directors meetings may be held in lieu of in-person meetings, through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply:

- (1) Each member can communicate with all of the other members concurrently;
- (2) Each member is provided with a means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken;
- (3) A means of verification is adopted and implemented by the Association as to both the following: (a) the person communicating by electronic means is entitled to participate in the Board meeting and (b) all statements, questions, actions, or votes were made by that person and not by another not entitled to participate.

#### **SECTION 5.02 SPECIAL MEETINGS OF THE BOARD OF DIRECTORS**

A special meeting of the Board of Directors may be called by the President, the Executive Committee, or the Board. All special meetings of the Board shall be held on a non-holiday date chosen by the entity calling the special meeting. Only that business specified in the notice of meeting shall be transacted at any special meeting of the Board of Directors.

#### **SECTION 5.03 NOTICE OF MEETINGS**

Notice of regular meetings of the Board of Directors shall be given in writing or electronically to each director not less than twenty days nor more than forty-five days before the meeting.



Notice of special meetings of the Board of Directors shall be given in writing or electronically to each director not less than ten days by US Mail, or 48 hours by telephone, voice message or electronic mail, before the meeting.

The notice shall state the location, date, time of meeting, and business to be transacted.

#### **SECTION 5.04 QUORUM**

A majority of the total number of Directors having the right to vote, shall constitute a quorum for the transaction of business.

Business may only be considered by the Board of Directors at any meeting at which a quorum is present, except as otherwise provided in the Articles of Incorporation, in these Bylaws, or by law. The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting because of a withdrawal of directors from the meeting, provided that any action thereafter taken shall be approved by at least a majority of the required quorum for such a meeting.

#### **SECTION 5.05 MAJORITY ACTION AS BOARD OF DIRECTORS ACTION**

Every act or decision done or made by the affirmative vote of a majority of the Directors having the right to vote who are present and voting at a meeting duly held at which a quorum is present is the act of the Board of Directors unless the Articles of Incorporation, these Bylaws, or the laws of the State of California require a greater percentage or different voting rules for approval of a matter by the Board.

#### **SECTION 5.06 VOTING**

The President, the elective officers, the Immediate Past President, and each Director shall have one vote each on any matter presented to the Board of Directors for action. No Director may vote by proxy.

#### **SECTION 5.07 ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT A MEETING**

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

#### **SECTION 5.08 UNEXCUSED ABSENCE FROM MEETINGS**

The term of any elected officer or Director who has been absent from two consecutive regular meetings of the Board of Directors shall automatically terminate; however, the Board shall consider each absence as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of the Board. Representation by Alternate Director is not an absence within the meaning of this section. Any vacancy on the Board, other than by the President shall be filled as provided in these Bylaws.

### **ARTICLE 6 OFFICERS**

#### **SECTION 6.01 OFFICERS**

The officers of the Association shall be a President, a President-Elect, a Secretary, and a Treasurer. The President-Elect, Secretary, and the Treasurer shall be the elective officers of the Association.

## **SECTION 6.02 QUALIFICATIONS AND TERM OF OFFICE**

The President-Elect shall automatically succeed the President upon the expiration of the President's term.

Any Corporate Member in good standing is eligible for nomination and election to any elective office of the Association provided that the member shall have served a minimum of two years as a Director of the Association, attending a minimum of 6 Board of Directors meetings within two consecutive years, or as the chairperson of an Association standing committee at any time prior to the commencement of the elective term of office.

The President-Elect, Secretary, and Treasurer shall be elected annually. Their term shall run from the first regular meeting of the Board of Directors of the year to first regular meeting of the following year. The President-Elect, Secretary and Treasurer may be elected to the same office for no more than two successive one-year terms. No person may hold more than one elective office at the same time.

## **SECTION 6.03 ELECTIONS**

A Nominating Committee, as defined in Section 7.04, appointed by the Board of Directors shall nominate one or more candidates for each office to be filled by election. The committee shall make its recommendations to the Board of Directors not later than May 1st or the second regular Board meeting of the year, whichever comes first.

If acceptable, the recommendations of the Nominating Committee shall be approved by the Board of Directors. Additional nominations may be made by the Board of Directors for any office to be filled by election.

Upon approval of the Board of Directors, the Executive Director shall notify the Corporate Members not later than June 1st of the nominations for office. Additional nominations may be proposed by the general membership by submitting a written petition to the Executive Director containing the signatures of ten or more Corporate Members. Such petition shall be received not later than July 1st.

Not later than August 1st, the Executive Director shall provide by mail, or by electronic ballot to each Corporate member a ballot stating the names of all duly nominated and qualified persons for each office to be filled. Each candidate may submit a statement to the Executive Director of their qualifications and views on matters affecting the Association. The form of such statement shall be determined by the Board of Directors. Any such statement submitted in the proper form by July 20th shall be included with the ballot for the consideration of the membership.

Ballots received by the Executive Director later than August 31st shall not be counted. The Executive Director shall certify the eligibility of those casting ballots and that the ballots were received not later than August 31st. The Executive Director then shall transmit valid ballots to the Tellers Committee, as defined in Section 7.05, for vote tallying.

The Tellers Committee shall count the ballots forwarded by the Executive Director. Candidates receiving a majority or plurality shall be elected. The Tellers Committee shall certify the results of the vote to the Executive Director to notify all candidates of the tally.

If only one candidate is nominated for each elective office, the Secretary shall cast a unanimous ballot in lieu of formal elections.

Results of the election shall be published in the agenda for the next regular meeting of the Board of Directors. Installation of the President and elective officers shall be the first item of business at the first regular meeting each year of the Board. The officers may also be given a ceremonial installation at the annual meeting of members.

#### **SECTION 6.04 VACANCIES**

A vacancy in any elective office occurring during the year shall be filled for the unexpired term only by appointment made by a majority vote of the Board of Directors.

#### **SECTION 6.05 DUTIES AND POWERS OF THE PRESIDENT**

The President shall be the chief executive officer of the Association; shall generally supervise the affairs of the Association consistent with the goals and policies of the Board of Directors; shall preside at all meetings of the Association and of the Board; shall appoint all required chairpersons of standing and special committees; shall serve as an ex officio member with the right to vote on all committees except the Nominating Committee; shall review the progress of committees in achieving assigned tasks and make certain that the committees report to the Board; shall sign membership certificates; shall fully inform the Board concerning the business and activities of the Association; shall obtain the Board's advice and consent when required by these Bylaws; shall make an annual report to the members of the Association; and shall perform such other duties as set forth in these Bylaws or assigned by the Board.

#### **SECTION 6.06 DUTIES AND POWERS OF THE PRESIDENT-ELECT**

The President-Elect's term, the President-Elect shall succeed the President upon completion of the President's term. If a vacancy or prolonged absence occurs during the term of the President, the President-Elect shall discharge the duties of the President for that portion of the vacated term. The President-Elect shall then fulfill the term of President, as duly elected.

The President-Elect shall preside at the meetings of the Association and of the Board of Directors in the absence of the President; shall serve as liaison to the chapters and personally visit as many chapters as practical; and may sign membership certificates. The President-Elect, under the direction of the President and of the Board, shall perform assigned duties including being a member of such committees as deemed by the President and the Board.

#### **SECTION 6.07 DUTIES AND POWERS OF THE SECRETARY**

The Secretary shall give, or cause to be given, notice as required by these Bylaws of all meetings of the members and of the Board of Directors; shall attend all meetings of the Association and of the Board, and properly record those proceedings, and execute all orders, votes, and resolutions, not otherwise committed; shall conduct the correspondence of the Association, and keep a full record of same; shall prepare a list of decisions or assignments of the Board within three weeks after each meeting and transmit copies to involved individuals and officers, and to the Executive Director; and shall keep the seal of the corporation in safe custody.

The Secretary shall review the duties of the office and shall request the Board at their first regular meeting of the year to approve the delegation of specific duties, if any, to the Executive Director. The Secretary shall have such other powers and shall perform such other duties as may be prescribed by the Board or by these Bylaws.

#### **SECTION 6.08 DUTIES AND POWERS OF THE TREASURER**

The Treasurer, under the direction of the President and the Board of Directors, shall be the fiscal officer of the Association. The Treasurer shall receive all monies, dues, and fees, and shall deposit same in the name of the Association; shall invest all funds not needed for current disbursement as ordered by

the Board; shall pay all bills, when certified and audited, as provided by these Bylaws and any rules prescribed by the Board; shall make quarterly reports of the Association's fiscal status to the Board and an annual statement of Association funds to the membership; and shall review all Board meeting agenda items for fiscal impact and shall report such to the Board.

The Treasurer shall review the duties of the office and shall request the Board at their first regular meeting of the year, to approve the delegation of specific duties, if any, to the Executive Director.

The Treasurer and or Executive Director, if so delegated by the Treasurer and approved by the Board of Directors, shall be bonded in an amount to be determined by the Board of Directors. Such amount to be established at the last regularly scheduled meeting of the Board of Directors.

#### **SECTION 6.09 COMPENSATION OF ELECTIVE OFFICERS**

Elective officers shall not receive any salary or compensation except reimbursement for expenses incurred on behalf of the Association and approved by the Board of Directors.

#### **SECTION 6.10 APPOINTIVE OFFICERS**

The appointive officers of the Association shall be the Executive Director and the Editor. They shall be appointed by the Board and their compensation, if any, fixed by the Executive Committee. Each appointive officer shall be an ex officio member of the Board but shall have no vote and shall not be a Director, as defined in California Nonprofit Corporation Law, Section 5047.

#### **SECTION 6.11 DUTIES AND POWERS OF THE EXECUTIVE DIRECTOR**

The Executive Director, subject to the control of the Board of Directors, shall be the principal administrative officer of the Association; shall assist the Board in the meetings of the Association; shall be an ex-officio director but shall have no right to vote and shall not be a Director, as defined in California Nonprofit Corporation Law, Section 5047; shall be a non-voting ex-officio member of all committees of the Association; and shall prepare a quarterly report to the Board regarding the Central Office activities. The Executive Director shall assume such duties of the Secretary and/or Treasurer, as the Board shall assign.

#### **SECTION 6.12 DUTIES AND POWERS OF THE EDITOR**

The Editor shall prepare and publish a magazine quarterly, or as determined by the Board of Directors that reports items of general interest, and letters pertaining to the practice of land surveying in California. The editor shall be an ex-officio director but shall have no right to vote and shall not be a Director, as defined in California Nonprofit Corporation Law, Section 5047.

#### **SECTION 6.13 NON-LIABILITY OF OFFICERS**

Officers shall not be personally liable for the debts, liabilities, or other obligations of the Association.

### **ARTICLE 7 COMMITTEES**

#### **SECTION 7.01 EXECUTIVE COMMITTEE COMPOSITION**

The voting members of the Executive Committee shall be the President, the President-Elect, the Secretary, the Treasurer, the Immediate Past President of the Association, and two Directors elected to

the Executive Committee by majority vote at the first regular meeting of the year of the Board of Directors. The Executive Director shall also serve as a member of the Executive Committee but shall have no right to vote.

#### **SECTION 7.02 EXECUTIVE COMMITTEE AUTHORITY AND RESPONSIBILITY**

The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters except those specifically reserved only to the Board by these Bylaws. The Executive Committee shall serve as the Budget & Finance Committee. The actions of the Executive Committee shall be reported to the Board by mail or electronic means or by the Secretary at the next Board meeting. All actions of the Executive Committee shall be submitted to the Board for ratification. Only those actions ratified by the Board shall continue to have the force and effect of an action of the Board.

#### **SECTION 7.03 CALL OF EXECUTIVE COMMITTEE MEETINGS AND QUORUM**

The President shall call such meeting of the Executive Committee as required by the business of the Association. Additionally, a meeting shall be called by the Executive Director at the request of three members of the Executive Committee. A majority of the Executive Committee members, who have the right to vote and are present either in person or by telephone conference call, shall constitute a quorum for the transaction of business at any duly called meeting.

#### **SECTION 7.04 STANDING COMMITTEES**

Standing committees shall be created by a majority vote of the Membership. Standing committees shall consist of not less than two members of the Board of Directors, and may also include persons who are not directors. The standing committees shall be as follows:

- (a) Budget and Finance Committee (Executive Committee per Section 7.02)
- (b) Bylaws Committee
- (c) Conference Committee
- (d) Education Committee
- (e) Legislative Committee
- (f) Membership Committee
- (g) Monument Conservation Committee
- (h) Nominating Committee – (See appointment and composition below)
- (i) Past President’s Advisory Committee
- (j) Professional Practices Committee

The Nominating Committee shall consist of not less than three (3) or more than six (6) Corporate Members. Members shall be appointed for a three-year term. The Immediate Past President shall be a member and chair the committee. If unable to perform the duties of chairman, then the chairman shall be selected by a majority vote of the committee. In the event that a member should not fulfill their appointed term, the Board of Directors shall appoint a replacement member to serve out the remainder of that member’s term. A committee member may chair for the committee for a term of one consecutive year only.

#### **SECTION 7.05 AD HOC AND SPECIAL COMMITTEES**

A Tellers Committee shall be appointed by the President to tally votes cast during the election of officers of the Association and as otherwise determined by the Board of Directors for other ballots. After receiving the certified ballots from the Executive Director, it shall accurately and truly tally the votes contained in those ballots. The Tellers Committee shall certify the results of the vote to the Executive Director.

The Association shall have such other ad hoc and special committees as may be created from time to time by a majority vote of the Board of Directors. Such other committees shall consist of not less than two members of the Board of Directors. Such other committees may also consist of additional persons who are not directors. These additional committees shall act only in an advisory capacity to the Board.

## **ARTICLE 8 CHAPTERS**

### **SECTION 8.01 CHAPTER DEFINED**

A chapter is an integral part of the Association and is chartered as provided in these Bylaws. Except in the case of student chapters, each chapter shall have ten or more members who are also Corporate Members of the Association and shall hold a minimum of four (4) meetings per year.

### **SECTION 8.02 AUTHORITY OF ASSOCIATION OVER CHAPTER**

Each chapter is a subsidiary organization of the Association. The chapter shall meet all requirements of the Articles of Incorporation and these Bylaws. No chapter shall take any action or publicly espouse any position contrary to any provision of the Articles of Incorporation, these Bylaws, or any resolution or motion of the Board of Directors. Nothing in this section shall be construed to prohibit a Director from proposing and debating actions or Chapter positions at any Board of Directors meeting.

The chapter's charter is subject to the authority of the Association. Copies of all contracts shall be submitted to the Association office. Copies of the books and records of each Chapter, including all financial records, shall be made available to the Association at any reasonable time, and Chapters shall cooperate fully with the Association in preparing and filling tax returns and other documents as may be required by law.

### **SECTION 8.03 FORMATION OF CHAPTER**

With the approval of the Board of Directors, any group of ten or more Corporate Members of the Association may organize a chapter of this Association. Geographic boundaries need not be considered. The name of the chapter shall readily identify it as a subsidiary organization of the Association. The members of a proposed chapter may meet, elect officers, draft bylaws, and otherwise engage in the formation of such chapter under the direction and guidance of any director of the Association serving as an organizing agent.

### **SECTION 8.04 ORGANIZATIONAL REPORT OF CHAPTER**

The proposed chapter shall submit to the Board of Directors of the Association a membership roster, the names of its officers, its proposed bylaws, and a report of its organizational meeting.

### **SECTION 8.05 APPROVAL OF CHAPTER**

If its bylaws, functioning principles, and purposes are consistent with those of the Association, then the Board of Directors may charter the proposed chapter as a subsidiary organization of the Association.

### **SECTION 8.06 CERTIFICATION OF CHAPTER**

Upon chartering a chapter, the Association shall issue a "Certificate of Charter" to said chapter.

In the event a chapter's membership falls below the prescribed number, or the chapter fails to hold the minimum number of meetings per year, as specified in Section 8.01, said chapter may appeal to the Board of Directors for special consideration for continuation of the chapter.

#### **SECTION 8.07 MEMBERSHIP IN CHAPTER**

No person shall be eligible for membership in a chapter unless such person is eligible for membership in the Association. After having been a chapter member for one year, no person shall be eligible for membership in a chapter unless also a member in the Association. For the purposes of Director qualification no member of the Association may be counted as a member of more than one chapter. For members belonging to more than one chapter, the chapter indicated on the annual update form will be considered the member's designated chapter.

#### **SECTION 8.08 VOTING ON BUSINESS CONCERNING ASSOCIATION MATTERS**

Only chapter members who are also Corporate Members in good standing with the Association shall have the right to vote on chapter business concerning Association matters.

#### **SECTION 8.09 CHAPTER DUES**

Each chapter may levy chapter dues upon its members. It shall collect and account for its own funds.

#### **SECTION 8.10 CHAPTER BYLAWS**

Each chapter shall have bylaws consistent with those of the Association. The bylaws of each chapter shall be approved by the Board of Directors of the Association when the chapter is chartered. Amendments to any chapter bylaw shall be approved by the Board. In the event of conflict between these Bylaws and any chapter bylaw, these Bylaws shall prevail.

#### **SECTION 8.11 CHAPTER-ELECTED DIRECTORS**

After having been chartered as provided by these Bylaws, each chapter, other than a student chapter, shall be entitled to one or more Directors to the Board of Directors. By the end of July, the chapter shall certify to the Executive Director of the Association the names of chapter members who are Corporate Members in good standing. The chapter shall be entitled to one (1) Director for each twenty (20) chapter members, or fraction thereof, who are Corporate members in good standing.

By September 30<sup>th</sup>, Directors shall be elected for two-year terms, without limit on consecutive terms a Director may be elected to serve. Directors from chapters having more than one Director shall serve staggered terms. Election shall be by ballot to all Corporate members or by motion at a Chapter meeting at which elections are taking place and a quorum of Corporate members in good standing is present.

Half of the Directors elected during the initial year, when a chapter is chartered, shall be elected to a one-year term.

The Chapter may elect two (2) or up to half the number of Directors, whichever is greater, as Alternate Directors, if it so chooses. In cases where a chapter has an odd number of directors, the number of Alternate Directors will be rounded up to the next whole number. Each Alternate Director shall be a chapter member who is a Corporate Member in good standing.

Any vacancy in the office of a Director or Alternate Director occurring during a term shall be filled for the duration of the unexpired term by ballot to all Corporate members or by a motion at the next chapter meeting at which elections are taking place and a quorum of Corporate members in good

standing is present. Name(s) of newly elected Directors or Alternate Directors must be submitted to the Association at least 30 days prior to the Board of Directors meeting which they will attend. Each Director shall be a director of the Association with the full rights and privileges of a director. When attending a Board of Directors meeting in lieu of a Director, the Alternate Director shall have the same rights and privileges as other Directors.

The duties of each Director includes reporting the view of their Chapter at Board of Directors meetings, reporting on such meetings to their Chapter, serving as a Director of the Association, and fulfilling the duties of a Director. However, each Director has a fiduciary duty to the Association, and shall act in the best interests of the Association with respect to all matters pertaining to the Association.

#### **SECTION 8.12 CHAPTER OFFICERS**

In September of each year, the chapter shall file a report including the names of all Chapter Officers, and Directors and Alternate Directors for the following year. It shall also include the name of each chapter member and such other information as may be required by the Board of Directors.

Should a vacancy occur and an election takes place (per section 8.11), the chapter shall file a revised report including the names of all Directors and Alternate Directors. Report must be received a minimum of 30 days prior to the first Board of Directors meeting which they will attend.

#### **SECTION 8.13 ANNUAL REPORT OF CHAPTER**

In January of each year, each chapter shall file an annual report including a financial report on a form prescribed by the Board. Any chapter failing to file a financial report by January 31st shall be notified by the Board of Directors that, unless such report is filed within three months of the notification, its charter will be revoked.

Upon revocation of any charter, all funds of that chapter shall be delivered to the Treasurer of the Association.

#### **SECTION 8.14 STUDENT CHAPTERS**

Five or more Student Members may apply for a student chapter charter if they are enrolled in an institution of post secondary education offering a degree, certificate, or program in surveying. Such application shall state the name of the institution, the names of the proposed officers of the chapter, the name of the faculty advisor, the name of the Association chapter sponsor. The application shall include a copy of the proposed bylaws for the chapter. Such application, subject to review by the school administration, shall be reviewed by the Bylaws Committee for conformance with these Bylaws, and submitted to the Board of Directors with a recommendation for approval or disapproval. If the charter is granted by the Board, the chapter shall have the rights, privileges, and restrictions as set forth in this article, except that the chapter's delegate to the Board shall have no vote on actions coming before the Board.

### **ARTICLE 9**

#### **EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

##### **SECTION 9.01 CONTRACTS**

Except as otherwise provided in these Bylaws, the Board of Directors or the Executive Committee may authorize any officer, officers, agent, or agents of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Unless so authorized by the Board or the



Executive Committee, no officer, agent, or employee shall have any power or authority to bind the Association by a contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

#### **SECTION 9.02 CHECKS, DRAFTS, AND PROMISSORY NOTES**

All checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness issued in the name of, or payable to, the Association shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the Board of Directors.

#### **SECTION 9.03 DEPOSITS AND WITHDRAWALS**

All funds of the Association not otherwise employed shall be deposited to the credit of the Association in banks, trust companies, or other federally insured depositories that the Board of Directors may select or may delegate such authority to any officer or agent of the Association.

#### **SECTION 9.04 GIFTS**

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Association.

#### **SECTION 9.05 INVESTMENTS**

The Association shall have the right to retain all or any part of securities or property acquired by it in any manner whatsoever, and to invest and reinvest funds held by it according to the judgment of the Board of Directors without being restricted to the class of investments which a Trustee is or may hereafter be permitted by law to make or any similar restriction, provided however, that no action shall be taken by or on behalf of the Association if such action is a prohibited transaction under Section 4941 through 4945 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

### **ARTICLE 10 CORPORATE PROFITS AND ASSETS**

#### **SECTION 10.01 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, director, officer, employee, any other person connected with this Association, or any other private individual shall receive any of the net earnings or pecuniary profits from the operations of the Association at any time provided, that this provision shall not prevent payment to any person of reasonable compensation for services rendered to or for the Association in affecting any of its purposes as shall be fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Association. All members of the Association shall be deemed to have expressly consented and agreed that on such dissolution and winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed as required by the Articles of Incorporation and not otherwise.

**ARTICLE 11**  
**CORPORATE RECORDS, REPORTS, NOTICES, AND SEALS**

**SECTION 11.01 INSPECTION OF CORPORATE RECORDS**

The membership book, the book of accounts, the minutes of proceedings of the members, Board of Directors, and the executive and other committees of the Board shall be open to inspection at any reasonable time upon the written demand by a member made to the Executive Director of the Association.

Every director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and any property of the Association and its subsidiaries, if any. Such inspection by a director may be made in person, by agent, or attorney. The right of inspection includes the right to make extracts.

Such books of accounts and records shall be exhibited at any duly constituted meeting of members, as described in Article 3 of these Bylaws, when demanded by ten percent (10%) of the members present. Such inspection may be made in person, by agent, or attorney. The right of inspection shall include the right to make extracts.

**SECTION 11.02 ANNUAL REPORT**

Not less than 120 days after the close of the fiscal year, the Board of Directors of the Association shall cause to be sent to the members an annual report in such form as deemed appropriate by the Board.

**SECTION 11.03 NOTICES**

Any notice to any member, director, or officer shall be deemed sufficiently given if mailed or electronically transmitted to the last address furnished to the Executive Director.

**ARTICLE 12**  
**ASSOCIATION PUBLICATION**

**SECTION 12.01 OFFICIAL PUBLICATION**

The Association shall publish an official publication which shall be mailed, delivered, or electronically transmitted to all members. All official and legal notices required to be issued by the Association to the membership shall be considered as so issued when published in the official publication. For the purposes of these bylaws, official publication shall be defined to include the CLSA website, CLSA E-News, or the California Surveyor magazine.

**ARTICLE 13**  
**FISCAL YEAR**

**SECTION 13.01 FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE 14 PARLIAMENTARY AUTHORITY**

### **SECTION 14.01 RULES OF ORDER**

The latest edition of Roberts Rules of Order shall be accepted by the Association on all questions of parliamentary law, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or provisions of law.

## **ARTICLE 15 AMENDMENT OF BYLAWS**

### **SECTION 15.01 AMENDMENT OF BYLAWS**

These Bylaws may be amended from time to time. Any proposed amendment shall be submitted in writing or electronically to the Board of Directors and, if they approve such amendment, shall instruct the Executive Director to prepare and mail, deliver, or electronically transfer, a ballot to each Corporate Member with instructions to indicate approval or rejection of such amendment and to return same to the Executive Director within 30 days. The adoption of said amendment shall require an affirmative vote of two-thirds of such votes cast. The Executive Director shall notify each Corporate Member accordingly. This is provided that such bylaws as adopted or amended are not in conflict with the Articles of Incorporation or with the General Non-Profit Corporation Laws. Whenever an amendment or bylaw is adopted, it shall be copied in the book of Bylaws. A bylaw may be repealed by the same procedure as used for the amendment of these Bylaws. Whenever a bylaw is repealed, the fact of repeal with the date of its repeal shall be stated in said book of Bylaws.

*Bylaw Amendments approved January 1994.*

*Bylaw Amendments approved January 1995.*

*Bylaw Amendments approved January 1996.*

*Bylaw Amendments approved January 1997.*

*Bylaw Amendments approved January 2000.*

*Bylaw Amendments approved January 2003.*

*Bylaw Amendments approved October 2008.*

*Bylaw Amendments approved November 2014.*

*Bylaw Amendments approved June 2016.*

*Bylaw Amendments approved September 2018.*