

# DRAFT

## BY-LAWS OF PROFESSIONAL LAND SURVEYORS OF WYOMING

**[As amended, restated and adopted by the Board of Directors of the Corporation on February 1, 1990, unless otherwise noted as amended and citing the effective Annual Meeting date.]**

### ARTICLE I

#### ORGANIZATION, PURPOSES, OFFICES AND AGENT

##### SECTION 1. Name

The name of this corporation shall be Professional Land Surveyors of Wyoming, which is a non-profit corporation organized and existing under and by virtue of the statutes of the State of Wyoming.

##### SECTION 2. Purposes

The purposes for which this corporation is organized are as follows:

In general to have and exercise any and all powers which corporations have and may exercise under the statutes of the State of Wyoming, as the same may be amended from time to time, except such powers as are inconsistent with the express provisions of these By-Laws or the Certificate of Incorporation of this corporation.

Specifically the objectives of this corporation are as follows:

1. To protect and promote the advancement of the public welfare and safety.
2. To cooperate with other organizations, public bodies, etc., in all matters of common interest which may arise from time to time.
3. To insure that the high ethical standards required of a Professional Land Surveyor are maintained in accordance with the Canon of Professional Ethics to be specified by this corporation and those printed in the Rules and Regulations of the Wyoming State Board of Registration for Professional Engineers and Professional Land Surveyors.
4. To promote the professional welfare of the members comprising this corporation.

5. To act as a clearing house and information center between such Members and Affiliates on all matters of mutual interest and between the Members and Affiliates and the general public and statutory/regulatory organizations.

6. To promote the professional development of the Professional Land Surveyors of Wyoming and their subordinates through educational seminars, special schooling, and distribution of materials of professional and technical interest.

7. To advise and recommend the enactment of legislation on a state and national level in the interest of the public and the professional land surveyor, and to oppose all legislation, statutes, regulations and administrative rules which are discriminating or inimical thereto, and to assist the members comprising this corporation in state or local matters which may have a bearing on the general interest of the Professional Land Surveyors and the general public.

8. To improve public relations and to cultivate public appreciation of the work of the Professional Land Surveyor.

### SECTION 3. Principal Office

The principal office and place of business of the corporation in the state of Wyoming shall be located at the business office of the duly acting President of the corporation. The corporation may establish and maintain such other branch or subordinate offices within the State of Wyoming as the Board of Directors may designate or as the business of the corporation may require from time to time.

### SECTION 4. Registered Office

The address of the initial registered office of the corporation is 1816 Central Avenue, Cheyenne Wyoming 82001. The registered office of the corporation shall be continually maintained in the State of Wyoming and may be, but need not be, identical with the principal office of the corporation in the State of Wyoming. The address of the registered office may be changed from time to time by the Board of Directors.

### SECTION 5. Registered Agent

The name of the initial registered agent for service of process is Becky J. Braman, whose address is 1816 Central Avenue, Cheyenne, Wyoming 82001. The registered agent for service of process shall be continually maintained in the

State of Wyoming, and the address of the business office of said agent shall be identical with the address of the registered office of the corporation. The identity of the registered agent for service of process may be changed from time to time by the Board of Directors so long as the address of the registered agent and the address of the registered office of the corporation remain the same.

## ARTICLE II

### MEMBERS AND AFFILIATES

#### SECTION 1. Members

A. Only those persons duly registered in the State of Wyoming to engage in the practice of professional land surveying shall be eligible to be admitted as Members of this corporation.

B. Life membership may be conferred at the discretion of the Board of Directors on any Member who at the age of 65 has been a Member in good standing for a minimum of ten (10) previous consecutive years.

C. All Members admitted prior to the first annual meeting, April 26, 1980 shall be known as Charter Members.

D. **Members in good standing, Honorary Members, and Life Members shall be the only persons eligible to vote on business at the annual state meeting or hold office as State President, President Elect, Secretary/Treasurer or Director. [Amended on February 5, 1998]; [Amended on February 3, 2011]**

E. Members in good standing, Honorary Members and Life Members shall be eligible to vote on all business at state meetings.

F. An Honorary Member shall be defined as a person not less than fifty (50) years of age recognized as an individual of superior stature in professional land surveying or the fields closely related thereto and whose nomination has been approved by the Board of Directors.

#### SECTION 2. Affiliate Members

Affiliates of this corporation shall include Associate Members Associate Life Members, Special Members, Student Members, and Sustaining Members, as follows:

A. Only those persons who are employed under the direction of a registered Professional Land Surveyor and are working toward qualification as a registered Professional Land Surveyor within the State of Wyoming shall be eligible to be admitted as an Affiliate under the classification of Associate Member.

B. Associate Members and Special Members may hold office of Chapter Secretary/Treasurer and may vote on Chapter business.

C. Associate Life membership may be conferred at the discretion of the Board of Directors on any person who at the age of 65 has been an Associate Member in good standing for a minimum of ten (10) previous consecutive years.

D. Those persons who do not meet the qualifications for a Member or an Associate Member by virtue of their employment, service, or training who have a particular interest in or association with the profession of land surveying shall be eligible to be admitted as an Affiliate of this organization under the classification of Special Member. This category shall also include persons registered to practice land surveying in a state other than Wyoming.

E. A person pursuing a post secondary academic course of study and is currently enrolled in a minimum number of semester credit hours as specified by the Board, shall be admitted as a Student Member.

F. Those persons, institutions, or corporations who desire to assist financially in the work of this corporation shall be eligible to be admitted as an Affiliate under the classification of Sustaining Member.

### SECTION 3. Application for Membership or Affiliation

A. Application for Membership or Affiliation shall be in such form as the Board of Directors may determine from time to time.

B. Applications for Member or Affiliate Member shall be submitted to the Secretary of the corporation together with the dues then payable for the remainder of the calendar year as stipulated by the Board of Directors during which such application is submitted; or,

C. If a Chapter has been established by the procedures herein provided an applicant shall submit such application for Membership or Affiliation, together with the dues then payable for the remainder of the year during which such application is

submitted to the Secretary of the Chapter governing the jurisdiction within which the applicant resides. Such application shall be presented at the next Chapter meeting for approval, which requires the affirmative vote of a majority of the Chapter Members and Affiliates in attendance. The Chapter Secretary shall then forward such application and dues tendered, together with a report of the recommendation of the Chapter, to the Secretary of this corporation.

D. All applications for Affiliation must be sponsored by one or more Members of the corporation.

E. Applications for Membership or Affiliation from nonresidents of the State of Wyoming shall be submitted to the Chapter nearest the applicant's residence, or the Secretary of the corporation.

F. The Secretary of this corporation shall promptly submit all applications submitted in accordance with the foregoing provisions to the Board of Directors. An affirmative vote of a majority of the Board of Directors attending a regularly scheduled Board of Directors meeting shall be required to approve and accept any such application.

#### SECTION 4. Certificates of Membership or Affiliation

A. A professional Land Surveyor of Wyoming membership certificate shall be issued to all Members and to all Affiliates, which certificate shall be in such form as may be determined by the Board of Directors.

B. All Members and Affiliates shall receive annual identification cards showing their current dues status as Member, Associate Member, Life Member, Special Member, Student Member, Sustaining Member or Honorary Member, which cards shall be in such form as may be determined by the Board of Directors.

#### SECTION 5. Rules and Regulations

The Board of Directors of this corporation shall adopt from time to time a Canon of Professional Ethics concerning the practice of professional land surveying in the State of Wyoming and Rules and Regulations concerning the privileges and duties of Membership and Affiliation in this corporation. All Members and Affiliates of this corporation, by becoming and continuing as such shall be presumed to have assented and agreed to, comply with, and be bound by the Certificate of Incorporation and ByLaws of this corporation, the canon of Professional Ethics, and all Rules and Regulations which may

be adopted from time to time by the Board of Directors, Chapters, Committees and Members of this corporation.

#### SECTION 6. Suspension or Termination of Membership or Affiliation

After due notification and an appropriate hearing, the Board of Directors may reprimand, suspend, or expel any Member or Affiliate for cause, including, but not limited to, the following: Failure to make timely payment of dues, as hereinafter set forth in Article III; violation of or failure to comply with the provisions of the Certificate of Incorporation, By-Laws, Canon of Professional Ethics and Rules and Regulations of the corporation; becoming ineligible for Membership or Affiliation conviction in any jurisdiction of any offense which is a misdemeanor involving moral turpitude or a felony; willful deceit or misconduct in such Member's or Affiliate's profession; commission of any act which would constitute grounds for revocation of such Member's Professional Land Surveyor's Certificate of Registration under the statutes of the State of Wyoming; conduct prejudicial to the best interests of the corporation; and the like.

#### SECTION 7. Resignation of Membership

Any Member or Affiliate may resign from this corporation by filing a written resignation with the Secretary and surrendering such Member's or Affiliate's Membership Certificate and Membership Card; but such resignation shall not relieve the Member or Affiliate so resigning from the obligations to pay any dues theretofore accrued and unpaid.

#### SECTION 8. Reinstatement of Members or Affiliates

Upon written request signed by a former Member or Affiliate and filed with the Secretary, the Board of Directors may reinstate such former Member or Affiliate upon such terms as the Board of Directors may deem appropriate.

#### SECTION 9. No Compensation to Members or Affiliates

No Member or Affiliate of this nonprofit corporation shall be paid or receive directly or indirectly any profit or pecuniary advantage and no part of the net earnings of this corporation, if any shall inure to the benefit of any Member or Affiliate.

#### SECTION 10. Addresses of Members and Affiliates

It shall be the duty of every Member and Affiliate to furnish the Secretary of

this corporation with a current mailing address, which may be conclusively relied upon for the mailing of all notices to such Members and Affiliates.

### ARTICLE III

#### DUES

##### SECTION 1. Annual Dues

All Members and Affiliates of this corporation shall be obligated to pay annual dues to the corporation, which shall be remitted to the Secretary/Treasurer of this corporation on or before January 1 of each calendar year. The Board of Directors shall determine from time to time the amount of dues payable to the corporation by the Members and Affiliates and shall give appropriate and timely notice thereof to the Members and Affiliates, provided that the amount of such dues shall be determined prior to the commencement of the calendar year for which such dues are payable and shall not be modified during such calendar year. No annual increase in dues shall be greater than five dollars (\$5.00) without the approval of a majority vote of a quorum of Members at the Annual State Meeting of Members. In the event the Board of Directors fails to establish the amount of annual dues for any specific calendar year, the amount of such dues shall be the same amount as was payable during the preceding calendar year.

##### SECTION 2. Non-Payment of Dues

Unless otherwise provided by the Board of Directors, in the event any Member or Affiliate has failed to pay the annual dues by February 1 of each calendar year the Secretary of this corporation shall notify such Member or Affiliate in writing that such dues are in arrears and payable immediately. Unless otherwise provided by the Board of Directors, in the event any Member or Affiliate has failed to pay such dues by March 1 of the current calendar year the Board of Directors may suspend such Membership in the manner provided hereinabove in Section 6 of Article II of these By-Laws. Unless otherwise provided by the Board of Directors in the event any Member or Affiliate has failed to pay such dues for three consecutive years, the Board of Directors may terminate such Membership or Affiliation, in the manner provided herein above in Section 6 of Article II of these By-Laws. The right of a Member to vote or to be elected to or hold office in this corporation and the right of a Member or Affiliate to participate in the affairs of this corporation shall be suspended during the time such Member's or Affiliate's dues to the corporation remain unpaid. Reinstatement of any such Member or Affiliate shall be in the

manner provided herein above in Section 8 of Article II of these By-Laws.

#### ARTICLE IV

##### STATE MEETINGS OF MEMBERS

###### SECTION 1. Annual State Meetings

The first Annual State Meeting of the corporation shall be held on 3 February, 1989. Thereafter said Annual State Meeting shall be held at such other time and at such place as shall be designated by the Board of Directors, for the purpose of electing Officers and transacting such other business as may legally come before the Annual State Meeting. Failure to convene an Annual State Meeting of the corporation shall not work a forfeiture or dissolution of the corporation; however, if the Annual State Meeting has not been called and held within six months after the month of January in each year, any state officer or Member may call it.

###### SECTION 2. Special State Meetings

Special state meetings of the Members, for any purpose or purposes unless otherwise prescribed by the statutes of the State of Wyoming may be called at any time by the President by a majority of the Board of Directors, or by not less than one-tenth of the members of the corporation in good standing, entitled to vote at the state meeting, or by such officers or persons as may be designated from time to time by the Board of Directors. Any call for a special state meeting by the Board of Directors shall be Resolution duly adopted and entered in the minutes and records of the corporation. Any call for a special state meeting by the President, by the Members, or by any designated officers or persons, as provided above, shall be made in writing, signed by the person or persons making the same, and delivered to the Secretary to be duly entered in the records of the corporation. No business shall be transacted at any special meeting other than as is stated in the purpose of the call, which shall be specified in said Resolution or writing.

###### SECTION 3. Place of State Meeting

The Board of Directors may designate any convenient place within the State of Wyoming as the place of meeting for any annual or special state meeting of the Members. A waiver of notice signed by all Members entitled to vote at a meeting may designate any place within the State of Wyoming as the place for the holding of such state meeting.



#### SECTION 4. Notice of State Meetings

Written or printed notice stating the place, day, and hour of the Annual State Meeting and, in case of a Special State Meeting, the purpose or purposes for which the state meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the state meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or the person or persons calling the state meeting, to each Member entitled to vote at such state meetings. If mailed such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at the Member's last known business or home address as it appears on the books and records of the corporation, with postage thereon paid.

#### SECTION 5. Waiver of Notice

Any Member who is entitled to receive notice of a meeting may waive said notice of the state meeting, either before or after such state meeting by signing a written Waiver of Notice of such state meeting; and this waiver shall be deemed to be the equivalent of giving notice of such state meeting. Attendance at a state meeting shall constitute a Waiver of Notice of the state meeting unless said person attends for the express purpose of objecting to the transaction of business on the grounds that the state meeting was not lawfully called or convened. When all of the Members of the corporation are present at any state meeting however called or notified or if those not present sign in writing a waiver of notice of such state meeting, the business transacted at such state meeting shall be as valid as if a state meeting had duly been called and notice given pursuant to these By-Laws and statutes of the State of Wyoming.

#### SECTION 6. Voting by Mail

The Board of Directors, in its sole discretion, may direct that Members Honorary and Life Members may vote by mail at any state meeting in such manner as the Board of Directors shall determine.

#### SECTION 7. Voting Rights

Each Member Honorary and Life Member in good standing shall be entitled to one vote on each matter submitted to a vote of the Members and Life Members.

#### SECTION 8. Quorum and Voting Requirements

A quorum at the state meeting shall consist of 30 Members and Life Members. If a quorum is present or otherwise represented, the affirmative vote of a majority of the votes represented at the state meeting and entitled to vote on the subject matter shall be the act of members and Life Members for all purposes except when otherwise provided by these By-Laws and the statutes of the State of Wyoming. The Members and Life Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

**[Amended on February 5, 2009]**

#### SECTION 9. Voting List

The officer or other person or persons having charge of the books of the corporation shall make a complete list of the Members entitled to vote at each state meeting arranged in alphabetical order, with the last known address of each Member noted thereon. Said list, for a period of ten (10) days prior to each said meeting shall be kept on file at the principal office of the corporation and shall be subject to inspection by any Member at any time during usual business hours. Such list shall be produced and kept open at the time and place of the state meeting and shall be subject to the inspection of any Member, Honorary or Life Member during the whole time of the state meeting for the purposes thereof.

#### SECTION 10. Action Without a State Meeting

Any action required to be taken at a state meeting of the Members and Life Members or any other action which may be taken at a state meeting of the Members and Life Members, may be taken without a state meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members and Life Members entitled to vote with respect to the subject matter thereof; and such consent shall have the same force and effect as a unanimous vote of the Members and Life Members.

#### SECTION 11. Attendance by Affiliates

The Affiliates of this corporation may attend any state meeting of the Members and Life Members but shall not be entitled to vote at such state meeting.

#### SECTION 12. Voting Contracts Invalid

A written contract between two or more Members and/or Life Members of this corporation concerning the manner in which the

parties thereto shall vote on any matter requiring membership action shall be invalid and unenforceable.

#### SECTION 13. Voting Trusts Prohibited

Members and/or Life Members of this corporation shall be prohibited from creating voting trusts for the purpose of conferring upon a trustee or trustees the right to vote or otherwise represent their personal/individual voting rights.

#### SECTION 14. Conduct of State Meetings

All state meetings shall be conducted pursuant to "Robert's Rules of Order" as revised from time to time.

### ARTICLE V

#### BOARD OF DIRECTORS

##### SECTION 1. Number of Directors

The business and affairs of this corporation shall be organized, managed, and controlled by a Board of Directors consisting of one (1) Director from each Chapter Area, as hereinafter described, in Article X, the President, the President Elect, the Secretary/Treasurer, and the immediate Past President of the corporation. The number of Directors may be increased or decreased from time to time by Amendment to these By-Laws; provided, however, that the total number of Directors shall never be less than three. **[Amended on February 3, 2011]**

##### SECTION 2. Qualifications

All Chapter Area Directors of the corporation must be Members in good standing of the corporation and reside in the Chapter Area they represent at all times during their term of office.

##### SECTION 3. Term of Office

Each Director shall hold office until s successor shall have been duly elected and qualified. No decrease in the number of Directors, as above, shall have the effect of shortening the term of any incumbent Director.

##### SECTION 4. Removal

At a state meeting of Members and Life Members called expressly for that purpose, any Director or the entire Board Directors may be removed, with or without cause, by a vote of a majority of Members, Honorary and Life Members then

attending said state meeting entitled to vote at an election of officers.

#### SECTION 5. Resignations

Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein; and if no time is specified, at the time of its receipt by the President or Secretary/Treasurer. The acceptance of the resignation shall not be necessary to make it effective. Any vacancy in the membership of the Board of Directors arising hereunder may be filled by the method provided for hereinafter in Section 6 of this Article.

#### SECTION 6. 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 of the Board of Directors. A Director elected to fill a vacancy shall be elected to hold office for the unexpired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next scheduled election of Directors by the Members. If the corporation shall at any time have no Directors in office, by reason of death, resignation, or other cause, then any Member may call a special state meeting of Members in accordance with the provisions of these By-Laws and in accordance with the statutes of the State of Wyoming for the election of Directors.

#### SECTION 7. Powers of Directors

In addition to the powers and authorities expressly conferred upon the Directors by these By-Laws and by the Certificate of Incorporation of this corporation, the Directors are hereby empowered to exercise all such powers and to perform all such acts as may be exercised or performed by the corporation pursuant to the statutes of the State of Wyoming subject to any exceptions and restrictions contained in these By-Laws and the Certificate of Incorporation of this corporation.

#### SECTION 8. Duties of Directors

All Directors shall perform their duties as Directors, as set forth herein and pursuant to the statutes of the State of Wyoming, including their duties as members of any committee of the Board upon which they may serve, in good faith, in a manner they reasonably believe to be in the best interest of

the corporation and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing their duties, the Directors may rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented pursuant to the statutes of the State of Wyoming.

#### SECTION 9. No Compensation to Directors

No Director of this non-profit corporation shall be paid or receive directly or indirectly any profit or pecuniary advantage; and no part of the net earnings of this corporation, if any shall inure to the benefit of any Director.

### ARTICLE VI

#### MEETINGS OF BOARD OF DIRECTORS

##### SECTION 1. Regular Meetings of Board of Directors

An annual regular meeting of the Board of Directors shall be held, without other notice than these By-Laws, immediately after, and at the same place as, the Annual State Meeting of Members. The Board of Directors may provide, by Resolution or otherwise, the time and place within the State of Wyoming for holding additional regular meetings without other notice than said Resolution or other action. At such regular meetings, the Board of Directors shall transact such business as may legally come before the meetings.

##### SECTION 2. Special Meetings

Special meetings of the Board of Directors, for any purpose or purposes, unless otherwise prescribed by the statutes of the State of Wyoming, may be called at any time by or at the request of the President or any Director. The person or persons calling a special meeting of the Board of Directors may designate any place at which a quorum of the Board of Directors consent there.

##### SECTION 3. Notice of Meetings

No notice of any regular meeting of the Board of Directors need be given other than that which is provided in these By-Laws or in the Resolution or other action of the Board of Directors, as set forth above. Notice of any special meeting shall be given at least three (3) days prior thereto by written or printed notice stating the place, day and hour of

such special meeting and the purpose or purposes for which such meeting is called, which shall be delivered to each Director, either personally or by Mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at the Director's business or home address as it appears on the books and records of the corporation, with postage thereon prepaid.

#### SECTION 4. Waiver of Notice

Any Director who is entitled to receive notice of a special meeting may waive said notice of the meeting, either before or after such special meeting, by signing a written Waiver of Notice of such meeting; and this waiver shall be deemed to be the equivalent of giving notice of such meeting. Attendance at a special meeting of the Board of Directors of a person entitled to such notice shall constitute a Waiver of Notice of the meeting unless said Director attends for the express purpose of objection to the transaction of business on the grounds that the special meeting was not lawfully called or convened. When all of the members of the Board of Directors of the corporation are present at any special meeting, or if those not present sign in writing a waiver of notice of such meeting, the business transacted at such special meeting shall be as valid as if had at a special meeting duly called and noticed pursuant to these By-Laws and the statutes of the State of Wyoming.

#### SECTION 5. Quorum

A majority of the number of Directors fixed by these By-Laws in Section 1 of Article V must be present to constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the event a Director is unable to attend a scheduled meeting of the Board of Directors such Director may choose an alternate to represent such Director at the meeting provided said alternate is a past Member of the Board of Directors and has been briefed on current Board activities. The designated alternate shall have all the rights and privileges due a regular Member of the Board of Directors.

#### SECTION 6. Board Decisions

At all meetings of the Board of Directors at which quorum is present all questions and issues shall be decided by the affirmative vote of a majority of the members of the Board of Directors present at such meeting; and the same shall be the act of the Board of Directors for all purposes except when otherwise provided by these By-Laws and the statutes of the State of Wyoming.

## SECTION 7. Action Without a Meeting

Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the members of the Board of Directors; and such consent shall have the same force and effect as a unanimous vote of all of the members of the Board of Directors.

## SECTION 8. Presumption of Assent

All Directors of the corporation who are present at a meeting of the Board of Directors at which action on any corporate matter is taken are presumed to have assented to the action taken unless their dissent is entered in the minutes of the meeting or unless they file a written dissent to such action with the Secretary of the meeting before the adjournment thereof. The right to dissent does not apply to a Director who voted on the prevailing side.

## ARTICLE VII

### OFFICERS OF THE CORPORATION

#### SECTION 1. Qualifications

All officers of the corporation must be Members in good standing, Honorary Members, or Life Members of the corporation at all times during their term in office. **[Amended on February 5, 1998]**

#### SECTION 2. Number

The officers of the corporation shall be a President, a President Elect, a Secretary/Treasurer, each of whom shall be elected by the Members and Life Members of the corporation. Such other officers and assistant officers as may be deemed necessary from time to time may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary/Treasurer. **[Amended on February 3, 2011]**

#### SECTION 3. Election and Term of Office

The officers of the corporation shall be elected by secret ballot for a term of one (1) year. Each officer shall hold office until a successor shall have been duly elected and

qualified. The term of office for the officers of the corporation shall commence at the annual state meeting.

#### SECTION 4. Removal

At a state meeting of Members called expressly for that purpose any officer may be removed, with or without cause, by a vote of a majority of the Members and Life Members then entitled to vote at an election of officers.

#### SECTION 5. Vacancies

A vacancy in any office because of death, resignation, removal disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

#### SECTION 6. President

The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all state meetings of the Members and of the Board of Directors. The President may sign, with the Secretary/Treasurer or any other proper officer of the corporation so authorized by the Board of Directors, membership certificates and membership cards and deeds, mortgages, bonds, contracts or other instruments which the Board of Directors may authorize to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation or shall be required by the statutes of the State of Wyoming to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President may serve as delegate to the Western Federation of Professional Land Surveyors and as governor of the American Congress on Surveying and Mapping, National Society of Professional Surveyors' Board of Governors.

#### SECTION 7. President Elect **[Amended on February 3, 2011]**

In the absence of the President or in the event of the President's death, inability or refusal to act, the President Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President Elect may sign, with the Secretary/Treasurer, membership certificates



and membership cards, and shall perform such other duties as from to time to time may be assigned to said President Elect by the President or by the Board of Directors. **[Amended on February 3, 2011]**

#### SECTION 8. Secretary/Treasurer

The Secretary/Treasurer shall: (a) keep the minutes of the proceedings of the state meetings of the Members and all meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by the statutes of the State of Wyoming; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each Member, which shall be furnished to the Secretary by such Member; (e) **sign, with the President or the President Elect, membership certificates and membership cards, the issuance of which shall have been authorized by Resolution of the Board of Directors;** (f) have general charge of the books of the corporation; (g) have charge and custody of and be responsible for all funds and securities of the corporation; (h) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-Laws and in accordance with the statutes of the State of Wyoming; and (i) in general, perform all of the duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to said Treasurer by the President or by the Board of Directors. If required by the Board of Directors, the Secretary/Treasurer shall give a bond for the faithful discharge of these duties in such sum and with such surety or sureties as the Board of Directors shall determine. **[Amended on February 3, 2011]**

#### SECTION 9. Delegation of Duties

Whenever an Officer is absent, or whenever for any reason the Board of Directors may deem it desirable, the Board of Directors may delegate the powers and duties of an officer to any other officer or officers, or to any Director or Directors.

#### SECTION 10. No Compensation to Officer

No Officer of this non-profit corporation shall be paid or receive directly or indirectly, any profit or pecuniary advantage; and no part of the net earnings of this corporation, if any shall inure to the benefit of any officer.

## ARTICLE VIII

### TRANSACTION OF CORPORATE BUSINESS

#### SECTION 1. Corporate Property

The Board of Directors, through and on behalf of the corporation, shall have the power to purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, or any interest therein, wherever situated; and to sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of the corporation's property and assets, subject to the limitations and conditions contained herein in Section 5 of Article VIII.

#### SECTION 2. Corporate Obligations

The Board of Directors, through and on behalf of the corporation shall have the power to make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Board of Directors may determine, issue notes, bonds and other obligations in the name of the corporation, and secure any of the corporate obligations by mortgage or pledge of all or any part of the corporation's property, franchises and income, subject to the limitations and conditions contained herein Section 5 of this Article VIII.

#### SECTION 3. Loans

The Board of Directors, through and on behalf of the corporation, shall have the power to lend money for the corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

#### SECTION 4. Charitable Donations

The Board of Directors, through and on behalf of the corporation, shall have the power to make donations for the public welfare or for charitable, scientific, educational, religious, philanthropic, social, or fraternal purposes in the name of the corporation.

## SECTION 5. Complete Disposition of Corporate Assets

The sale, lease, exchange, mortgage, pledge, or other disposition of the property and assets of the corporation and capital expenditures in excess of Twenty-Five Thousand dollars (\$25,000.00) shall only be made upon such terms and conditions and for such considerations as may be authorized pursuant to the affirmative vote of at least two-thirds of the Members of the corporation, given at a meeting of the Members in good standing and Life Members, duly called for that purpose, or when authorized by written consent of two-thirds of the Members, Honorary and Life Members of the corporation.

## SECTION 6. Execution of Instruments

The Board of Directors may authorize any Officer or Officers to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such Officer or Officers of the corporation and in such manner as shall from time to time be determined by Resolutions of the Board of Directors.

## SECTION 7. Payment of Expenses

Changed to read: Payment of budgeted expenses in amounts not exceeding an amount established by the Board of Directors may and shall be paid by the Secretary/Treasurer when due, without any additional ratification or approval of the Board of Directors. Any disbursements due in excess of an amount established by the Board of Directors must have the prior approval of the Board of Directors. All disbursements and receipts by the Secretary/Treasurer of the corporation shall be reported at the next scheduled meeting of the Board of Directors. **[Amended on February 5, 2009]**

## SECTION 8. Deposit of Funds

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select, and in accordance with the statutes of the State of Wyoming.

## SECTION 9. Fundamental Corporate Changes

The following fundamental corporate changes shall only be made by the Board of Directors pursuant to the approval of the Members and Life Members of the corporation by the affirmative vote of at least two-thirds of the Members, Honorary and Life Members of the corporation; (a) amendment to the Certificate of Incorporation; (b) merger or consolidation of the corporation; and (c) dissolution of the corporation.

#### SECTION 10. Books Records and Financial Statements

The Board of Directors, or such Officer or other person as they may designate, shall keep correct and complete books and records of account of the corporate business and affairs, and shall keep and present a financial statement at the annual state meeting of the corporation including any operating or profit and loss statements, together with an assessment of all assets and liabilities. Any books, records, and financial or other statements may be in written form or in any other form capable of being converted into written form within a reasonable time. An annual audit shall be conducted.

#### SECTION 11. Right of Inspection

Any Member of the corporation in good standing , upon written demand stating the purpose thereof, shall have the right to examine, in person, or by agent or attorney, at any reasonable time or times, for any proper purpose, the corporation's books and records of account, minutes, and records of Members, and to make extracts therefrom. Upon the written request of any Member in good standing of the corporation, the Board of Directors, or such Officer or other person as they may designate, shall mail to such Member the most recent financial statements of the corporation showing in reasonable detail the assets and liabilities and the results of operations.

### ARTICLE IX

#### COMMITTEES

The Board of Directors may, by Resolution or otherwise, designate one or more committees, including but not limited to, an Audit-Finance Committee, a Membership Committee, a Nomination and Election Committee, a Standards, Ethics and Professional Practice Committee, an Education Committee, a Legislative Committee, and a Bylaws Committee. Such committees and chairpersons shall consist of such number of Members and Associate Members, and shall continue for such term and shall have such duties and powers as determined by the Board of Directors. All committees shall keep complete minutes and records of their actions and proceedings and shall report the

same to the Board of Directors as required from time to time.  
**[Amended on February 5, 2009]**

## ARTICLE X

### CHAPTERS

#### SECTION 1. Organization of Chapters

This corporation shall be organized into Chapters. Members, Honorary Life Members and Affiliates of this corporation shall be associated with only one Chapter of the corporation at any given time. The Chapters of this corporation shall be those which are hereinafter established in the manner herein provided.

#### SECTION 2. Chapter Areas

The areas encompassed by each Chapter area on January 31, 2008 are:

Central Chapter. All of Fremont County.

Laramie Valley Chapter. All of Albany County.

Northeast Chapter. All of Campbell, Crook, Johnson, Sheridan, and Weston Counties.

Northwest Chapter. All of Hot Springs, Park, Big Horn, and Washakie Counties and Yellowstone National Park.

South Central Chapter. All of Converse, Natrona, and Niobrara Counties

Southeast Chapter. All of Goshen, Laramie, and Platte Counties.

Southwest Chapter. All of Sweetwater and Uinta Counties and all of Lincoln County lying south of the Northerly parallel of Sweetwater County extended westerly.

Upper Platte Chapter. All of Carbon County.

West Chapter. All of Sublette and Teton Counties and all of Lincoln County lying north of the Northerly parallel of Sweetwater County extended westerly.

**[Amended on February 9, 1995]; [Amended on February 7, 2002]; [Amended on January 31, 2008]**

### SECTION 3. Establishment of Chapters

A. A new Chapter may be formed when there exists a significant geographical separation from existing Chapters. An application for the establishment of a Chapter of this corporation may be submitted by ten (10) or more Members of this corporation residing in the designated Chapter area to the Board of Directors in such form as the Board of Directors may from time to time determine. If the proposed Chapter has an insufficient number of Members [ten (10)] to sign the application, then accompanying the application shall be attached a petition signed by both Members and Affiliates in the geographical area requesting the Board of Directors to waive the ten (10) Member restriction. Also, accompanying and attached to the aforementioned application shall be a copy of a letter sent to the current Chapter encompassing the geographical region which formally notifies that Chapter of the pending application. Each such application shall designate the persons to serve as officers of the proposed Chapter for the remainder of the calendar year during which such Chapter is established. **[Amended on February 9, 1995]**

B. Notice that such application will be considered by the Board of Directors shall be given to each Director not less than thirty (30) days prior to the date of the meeting of the Board of Directors at which such application will be considered. The approval of such application shall require a two thirds vote of all Directors present at any meeting of the Board of Directors at which a quorum is present, provided that timely notice has been given to the Directors as provided above.

C. Upon acceptance of such application by the Board of Directors the Members who have signed such application, as well as all other Members and Affiliates residing within the new Chapter's boundaries shall be deemed transferred from the Chapter or State organization with which they were previously associated to the newly formed Chapter without further action, except that the Secretary of this corporation shall provide prompt notice thereof to the Secretary of each Chapter with which one or more Members or Affiliates were formerly associated.

### SECTION 4. Chapter Meetings

A. Regular Chapter meetings may be held once a month at a time and place as the Chapter Members and Affiliates may designate, but not less than three times per year.

B. Special Chapter meetings may be called by the Chapter President or upon written request of any Member. Written requests for a special meeting by a Member must be directed through the Chapter President. Verbal or written notice of such special meeting must state the reason for such meeting and no other business shall be considered at such special meeting.

#### SECTION 5. Quorum and Voting Rights

Those Members and Affiliates present at any Chapter meeting shall constitute a quorum for the conduct of the business of such Chapter. Each Member and Affiliate of this corporation in good standing associated with a Chapter shall be entitled to one vote on all Chapter matters coming before such Chapter. At all meetings, a Member or Affiliate may vote in person.

#### SECTION 6. Officers

A. The Officers of each Chapter shall be a President, Vice-President, Secretary/Treasurer, each of whom shall be elected for a term of one calendar year in the manner hereinafter provided.

B. All Officers of a Chapter shall be Members or Associates or Special Members of this corporation associated with the Chapter at the time of their election to, and continuously during their term as Chapter Officers and Director.

C. The offices of President and Vice-President must be held by a Member, Honorary or Life Member.

D. The offices of Secretary/Treasurer may be held by any Member or Affiliate Member.

E. All Chapters shall elect a Director to the Board of Directors. Such Director shall be a Member of this corporation and may also simultaneously hold the office of a Chapter President or Chapter Vice-President.

#### SECTION 7. General Election

All Chapter Officers and Director shall be elected prior to December 31st, with their term to commence on January 1 of the following calendar year. A nominating committee shall consist of at least two Members of this corporation who are associated with the Chapter from which the officers are to be elected, who shall be appointed by the President not less than forty-five (45) days prior to the date of the election, and shall

submit at the time of the Chapter election at least two nominees for each office to be filled. Additional nominations may be made from the floor by any Member, Life Member, Associate Member, or Associate Life Member of this corporation who is associated with such Chapter. The balloting for Chapter Officers and Director shall be by secret ballot and majority vote of those Members, Life Members, Associate Members, and Associate Life Members voting shall be required to elect any Chapter Officer or Director.

#### SECTION 8. Duties of Chapter President

The President of each Chapter shall be the chief executive officer and head of each Chapter and shall have the general and active management of its business and affairs, subject at all times to the supervision and direction of the Board of Directors of this corporation. The President shall preside at all meetings of the Chapter and shall make annual reports to the Chapter membership of the affairs of the Chapter and shall make recommendations as deemed proper.

#### SECTION 9. Duties of the Vice-President

The Chapter Vice-President shall have the same powers and shall perform all the duties of the Chapter President in the absence of the Chapter President or in the event of the Chapter President's disability or inability to act or refusal to act.

#### SECTION 10. Duties of the Chapter Secretary/Treasurer

The Chapter Secretary/Treasurer shall (a) be responsible for the maintenance of all records of the Chapter, (b) transcribe the minutes of all meetings and within fifteen (15) days forward a copy of these minutes to the Secretary of this corporation, (c) be responsible for the Chapter business communications and correspondence, (d) prepare all contracts or written obligations for signature by the Chapter President, (e) maintain a current and complete roster of the Chapter membership and submit the roster and revisions to the Secretary of this corporation, (f) shall maintain all financial records of the Chapter, (g) receive and deposit all incoming monies due the Chapter and pay all bills as directed by the Chapter President, (h) shall also prepare a financial statement and submit the same to the Secretary/Treasurer of this corporation within 30 days after the end of each calendar year, (i) and perform any other duties as directed by the Chapter President.

#### SECTION 11. Removal, Resignation and Vacancy



A. Any Officers or Director of a Chapter may be removed as a Chapter Officer or Director upon the majority vote of all the members, Members or Affiliate Members, associated with such Chapter, provided that written notice that the removal of one or more Officers or the Director will be considered as an item of business at a regular Chapter meeting has been given to all Members, Life Members, Associate Members, and Associate Life Members associated with such Chapter not less than ten (10) days prior to the date of such meeting.

B. When a vacancy occurs, for any reason, in any Chapter Office, that Chapter will call for special election to fill the vacancy for the unexpired term of office. Special elections will be held within thirty (30) days after such vacancy occurs and shall otherwise conform to the procedures of regular general elections as outlined hereinabove.

C. No person shall hold more than one Chapter office at one time. Notwithstanding, a Chapter Officer may be the Director. In the event of a special election, a person then holding a Chapter office may be a candidate for the vacated office and if elected to such office, the office previously held by such person shall become automatically vacant at the time of such election.

#### SECTION 12. Dues and Assessments

In addition to the annual dues payable to the corporation by Members and Affiliates of this corporation, each Chapter may establish annual dues and periodic assessments, upon the affirmative vote of a majority of the Members, Life Members, Associate Members, and Associate Life Members associated with such Chapter.

#### SECTION 13. Chapter Finances

All monies held by a Chapter shall be kept in such bank or banks or other depositories as the majority of the Chapter Officers shall from time to time designate. All disbursement of the Chapter funds in payment of the Chapter expenses shall be proved or ratified by the Chapter membership. All checks, drafts, or withdrawals drawn upon Chapter funds shall be executed by the President, the Secretary/Treasurer, or both

#### SECTION 14. Chapter Legal Obligations

The Officers, Members and Affiliates of a Chapter shall not have the authority to bind or in any manner obligate the

corporation and shall not purport to act or on behalf of the corporation.

#### SECTION 15. Chapter Committees

The Chapter President shall appoint a Practice, Welfare and Ethics Committee and such committees as they may from time to time determine and shall appoint such other Chapter committees as the Board of Directors of this corporation may from time to time designate.

#### SECTION 16. Chapter By-Laws

With the approval of the Board of Directors, the Chapter may establish local Chapter by-laws providing the same are not in conflict with the Certificate of Incorporation and the current By-Laws of this corporation.

#### SECTION 17. Dissolution of a Chapter

In the event of a dissolution of a Chapter, and after payment of all just debts, the Chapter Secretary/Treasurer shall remand all remaining monies and funds and all Chapter records and books to the Secretary/Treasurer of this corporation.

### ARTICLE XI

#### FISCAL YEAR

The fiscal year of this corporation shall begin on the first day of January and end on the thirty-first day of December in each and every year.

### ARTICLE XII

#### CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, Professional Land Surveyors of Wyoming, and the state of incorporation Wyoming, and the words "Corporate Seal".

### ARTICLE XIII

#### AMENDMENTS

#### SECTION 1. Implementation

These By-Laws may altered, amended, or repealed, and new By-Laws be adopted by the affirmative vote of at least two-thirds of the Members, and Life Members of the corporation voting.

#### SECTION 2. Petition for Changes

Request for changes or additions to these By-Laws shall be petitioned to the Board of Directors by a minimum of ten (10) percent of the Members and Life Members of this corporation.

#### SECTION 3. Board Action

The Board of Directors shall consider all valid petitions at their next scheduled meeting, and shall report to the membership at the next state meeting of the membership.