

ARTICLE 1: OFFICES

SECTION 1.01 Name

- a. The name of this nonprofit association shall be Arizona Professional Land Surveyors, hereinafter referred to as the Association

SECTION 1.02 Principal Office

- a. The principal office of the Association for the transaction of business is located in the county of Maricopa, State of Arizona.

SECTION 1.03 Other Offices

- a. The Association may also have offices at such 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: OBJECTIVES

SECTION 2.01 Objectives

- a. The objectives of the Association shall be to promote the professions pertaining to surveying, geospatial data collection, analysis, presentation, storage and retrieval. These professions include, but are not limited to, Professional Land Surveying, Geodesy, Photogrammetry, Geographic Information Systems and Cartography.
- b. The Association shall promote these objectives through the following means:
 1. Promoting and maintaining the highest possible standards of professional ethics and practices.
 2. Promoting public awareness and trust in the geospatial professions and their work.
 3. Initiate legislative actions for the benefit of the Association, and its members and the public.

ARTICLE 3: MEMBERSHIP

SECTION 3.01 Non-Discrimination Policy

- a. This Association, in its membership, shall be non-partisan, non-sectarian, non-discriminatory and state wide in its scope.

SECTION 3.02 Application

- a. The Board of Directors shall adopt a form or forms to be used by individuals and entities interested in applying for membership in the Association. Unless otherwise stated in writing from the Association, an applicant's membership in the Association shall be effective when the applicant receives written notification from the Association of its acceptance of the application.

SECTION 3.03 The membership of the Association shall be as follows:

- a. **PROFESSIONAL MEMBER:** There shall be two professional-level classes in the Association: Professional Surveyor and Geospatial Professional. Members of either professional class shall have voting privileges, shall be eligible to serve as a Director in the Association as defined in these bylaws, and shall be eligible to serve on Association committees. Any person who is a Registered Land Surveyor in the State of Arizona is eligible for membership in the Professional Surveyor class. Any person who has been a practicing Geospatial Professional and whose application is approved by the Geospatial Committee is eligible for membership in the Geospatial Professional class. A person may belong to both classes of membership upon proper qualification and payment of dues.
 1. The Association has defined a "practicing Geospatial Professional" to be, "A person actively engaged in a field of practice that acquires, manages, interprets, integrates, displays, analyzes, or otherwise uses data focusing on the temporal or spatial context, including the development and life-cycle management of information technology tools in support of geospatial activities and who meets the requirements as further defined in the Application for Geospatial Professional." Geospatial membership is open to all and the standards for the Geospatial Professional, as adopted by the Association, shall become the minimum standard for membership in this class.

- b. ASSOCIATE MEMBER: Any person who is interested in the field of surveying or other geospatial professions and whose business or profession or vocation is related to the fundamentals of land surveying or geospatial management or analysis is eligible for membership in the Association as an Associate Member. Such persons shall submit an application on a form approved by the Association and endorsed by a Professional Member. Associate Members shall have voting privileges, and shall be eligible to serve on Association committees. An associate member ~~may serve as Secretary or Treasurer at the Chapter level only, if the Chapter By laws permit.~~
- c. HONORARY MEMBER: The Association may at its discretion confer the status of Honorary Member on a Professional Member or any other individual. Any voting member may propose to the Board of Directors the name of an individual to be considered for such honor. The proposal must be approved by two-thirds (2/3) of the total number of Directors authorized by these Bylaws. If the proposal is approved, the Association Secretary shall notify the individual of the Board's action and the honorary membership shall become effective upon the honoree's acceptance of the honorary member status. Honorary Members shall be exempt from payment of any dues and shall be entitled to all privileges of Professional Members, except the right to vote or hold office.
- d. LIFE MEMBER: The Association may at its discretion confer the status of life member on any Professional Member of the Association. Any voting member may propose to the Association's Board in writing the name of a Professional Member to be considered for lifetime membership in the Association. Before granting Life Member status, the Board must find that the Professional Member is in good standing with the Association and either that the Professional Member is widely acknowledged as being eminent in the member's profession or that the Professional Member has made a significant contribution to the Association and to the land surveying or geospatial profession. At least two-thirds (2/3) of the total number of Directors authorized by these Bylaws to serve the Association at the time of the proposal must vote affirmatively on the proposal to confer Life Member status. Life Members shall be furnished with a Life Membership card and certificate of life membership. Life Members shall not be subject to payment of dues, and shall enjoy all the rights and privileges of Professional Members of the Association.
- e. STUDENT MEMBER: Any person who is a full time or part time student actively pursuing a surveying or geospatial education is eligible for membership in this Association as a Student Member. A Professional Member must endorse the application for membership. Student Members shall be entitled to all privileges of Professional Members except the right to vote or hold office.
- f. SUSTAINING MEMBER: Any individual, company, or corporation interested in the land surveying or geospatial professions and desiring to support the purposes and objectives of this Association is eligible for membership in this Association as a Sustaining Member. Status as a Sustaining Member is not and shall not be represented as an endorsement by the Association of the products or services offered by the Sustaining Member. Sustaining Members in good standing may have a business name listed in each issue of "The Arizona Surveyor" under the heading "Sustaining Member". A Sustaining Member shall be entitled to all privileges of a Professional Member except the right to vote or hold office.
- g. CORRESPONDING MEMBER: Any person or company interested in the land surveying or geospatial professions and in receiving Association publications is eligible for membership in the Association as a Corresponding Member. A Corresponding Member must be a non-resident of the State of Arizona. A Corresponding Member has no privileges in the Association other than the privilege of receiving the Association's publications.
- h. RETIRED MEMBER: Any Professional Member in good standing who retires from active practice and who receives from the Arizona State Board of Technical Registration a waiver of the Land Surveyor registration renewal fee shall receive a membership dues and assessment waiver from the Association. The Association's dues waiver is effective on the first day of January in the year following the effective date of the waiver received from the Board of Technical Registration. The Professional Member is responsible for informing the Association Secretary of his or her retired status and for providing adequate proof that the Board of Technical Registration has waived the registration renewal fee. Retired members shall have all the privileges of Professional Members in the Association.

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SECTION 3.04 Dues

- a. Dues shall be established by the Board of Directors and shall be paid annually. Dues shall be payable to the Association in advance of the first day of January and are considered delinquent if not paid by the thirty first day of March of that same year. A member whose dues are delinquent is not entitled to any of the privileges of membership.

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SECTION 3.05 Special Assessments

- a. Special assessments of each member other than Honorary, Life, or Retired members may be made upon affirmative vote of two-thirds (2/3) of the membership responding.

SECTION 3.06 Number of Members

- a. There is no limit to the number of members of the Association.

SECTION 3.07 Termination of Members and Reinstatement

- a. *Resignation, Death, and Revocation of License.* The membership of any member of the Association shall automatically terminate:
1. Upon their written request.
 2. Upon their death.
 3. Upon revocation of the license which qualifies a Land Surveyor for Professional Member for membership in the Association.
 4. A Geospatial Professional membership may be revoked upon the recommendation of the Geospatial Committee and a two thirds vote of the Board of Directors.
- b. *Nonpayment of Dues.* The membership of a member shall be terminated for nonpayment of membership dues.
1. The membership of a sustaining member shall terminate on March 31 if annual dues are not paid by that date.
 2. The membership of a Professional member, associate member, corresponding member, or student member shall terminate on June 30 if annual dues are not paid by that date.
- c. *Rights on Termination.* Any former member, whose membership is terminated as provided in this section, may have his membership reinstated on such terms, as the Board may deem appropriate.

SECTION 3.08 Suspension, Expulsion

- a. The Board may for cause suspend a member's membership and privileges for a period or may expel a member from the Association. The procedure for such an action is as follows:
1. The Association's Board Chairman shall notify the member in writing of the nature of any charges brought against the member and shall provide the member with sufficient facts and details for the member to prepare a defense against the charges. The notice of the charges shall include the location, date and time at which the Board will convene to hear the charges. The general members need not be notified of the hearing.
 2. Except as otherwise provided in these Bylaws, the Board may convene to hear the charges twenty-one days after the mailing of the notice to the member, but not before. If the hearing is not convened within ninety days of the mailing of the notice, the charges are deemed to have been withdrawn. Withdrawn charges may be reinstated by providing a subsequent notice to the member in accordance with this Section.
 3. The notice shall be deposited in the post office, postage prepaid, and sent to the member by any form of mail requiring a signed and returned receipt. The notice shall be sent to the member at the member's last known address.
 4. At the time of the hearing stated in the notice the hearing chairman, who need not be the Board Chairman, shall take the roll of Directors and if the number of Directors then present, not including the chairman, is less than two-thirds of the total number of Directors then authorized by these Bylaws to serve the Association plus one Director, the hearing chairman shall adjourn the hearing to a later date.
 5. For good cause, the Board may set aside the time requirements stated in this Section and conduct an expedited hearing. If the member who is the subject of the hearing delivers to the Board a written statement in opposition to convening the expedited hearing, then the Board must consider the cause justifying the expedited hearing before beginning the hearing. And if the number of Directors present at the hearing and finding justification for an expedited hearing is less than two-thirds of the total number of Directors then

authorized by these Bylaws to serve the Association, the hearing shall be adjourned to a date which conforms to these Bylaws.

6. A member's membership shall not be suspended and a member shall not be expelled pursuant to this Section except by an affirmative vote of two-thirds of the total number of Directors then authorized by these Bylaws to serve the Association. The hearing chairman shall not vote.
 7. The procedure stated in this Section may be altered by written stipulation signed by the member and by the Board Chairman. A member who participates in a hearing which is convened not in accordance with this Section is deemed to have stipulated to the hearing unless the member delivers a written protest to the Board Chairman prior to the beginning of the hearing.
- b. Any member whose class of membership in this Association is contingent upon being a registered land surveyor in the State of Arizona and whose registration is suspended or revoked by the Arizona Board of Technical Registration shall be deemed expelled from this Association on the thirtieth day following the mailing of a notice of expulsion to the member. The procedure for the mailing of a notice set forth elsewhere in this Section shall apply. The Board may, but is not required to, convene a hearing.

SECTION 3.09 Membership Certificates / Cards

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- a. Each member of the Association shall be issued a certificate as evidence of membership in the Association. Each certificate shall be signed by the Chairman and by the Secretary. In addition to the certificate a membership card bearing the Associations name, the member's name, the member's membership number, and the year for the card is issued shall be distributed each year after the members' dues are paid in full.

ARTICLE 4: MEETING OF MEMBERS

SECTION 4.01 Annual Meetings

- a. Annual membership meetings of this Association shall be held on or after January 1 but no later than March 1 of each year.
- b. The business of the annual meeting shall include the installation of Directors and the presentation of the Association's annual report.
- c. The meeting shall be held at such places within the State of Arizona as may be determined by the Board.

SECTION 4.02 Special Meetings

- a. Special meetings of the membership may be called by the Board or by ten percent (10%) of the voting members of the Association.
- b. Notice of any special meeting shall specify the place, day, and hour of such meeting. The notice shall also describe the subject matter of the meeting with sufficient detail to inform the members of how the meeting might affect them.
- c. When feasible and at the discretion of the Board with the concurrence of those requesting the Special Meeting the Board may call for an electronic meeting.

SECTION 4. Notice of Meetings

- a. The Association *Secretary* is responsible for providing the Association membership with written notice of the purpose and of the time and location of annual and special membership meetings.
- b. In the event a special meeting is called by the voting members, a representative of those members calling for the meeting shall first provide the *Secretary* with proof that the requisite number of members have called for the meeting, the *Secretary* shall then become and shall be responsible for providing the Association members with notice of the meeting.
- c. The notice shall be transmitted to all members by a uniform method reasonably expected to result in each member receiving the notice at least ten (10) days prior to the meeting but not more than (60) days prior to the meeting.
- d. Although any reasonable method is acceptable, the preferred method of providing a meeting notice to the members is by electronic mail (email) Notices will be sent to the members' email addresses as they appear in the Membership Directory at least fifteen (15) days before the meeting date
- e. For those members without electronic mail addresses, a written notice will be deposited in the post office at least 15 days before the meeting date. Mailed notices will be sent to the member's address as it appears in the Membership Directory
- f. No other publication of the notice is required.

ARTICLE 5: DIRECTORS

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SECTION 5.01 Board of Directors

- a. The Association shall be managed by a Board of Directors, referred to herein as the Board. Each Director shall have one vote on matters considered by the Board.

SECTION 5.02 Selection of Directors

- a. Each Chapter of this Association as herein defined shall elect or appoint One Regular Member to serve on the Board as Directors. No Director so elected or appointed shall be permitted to vote on matters considered by the Board without first providing the Chairman of the Board with a writing signed by a Chapter Officer and certifying to the Director's election or appointment by the Chapter.

SECTION 5.03 Term of Directorship

- a. The Directors shall serve two year terms beginning in January of the first calendar year following the adoption of this Section as an Association Bylaw. If any Director is unable or unwilling to complete a full term, that Director's Chapter shall elect or appoint a replacement for the unexpired portion of the term.

SECTION 5.04 Alternate Director

- a. For the purpose of transacting business at a Board meeting, a Chapter shall elect or appoint an Alternate Director to serve if the Director is unavailable.
- b. To serve as an Alternate Director, the person must meet all requirements necessary to serve as a Director, including the requirement of providing written proof to the Chairman of the Board before voting at a Board meeting.
- c. A Chapter's alternate Director may only vote on matters being considered by the Board in the absence of the Chapter Primary

SECTION 5.05 Meetings of Directors

- a. Regular meetings of the Board of Directors shall be held at least four times per year including the Annual Meeting.
- b. Regular meetings of the Board may be held electronically through such media as GoToMeeting, teleconference or other acceptable multimedia format
- c. At least three meetings per year including the annual meeting shall be Face to Face at a place designated by the board.
- d. Except for such requirements and procedures as are specifically stated in these Bylaws, Board meetings shall be conducted in accordance with the current edition of "Robert's Rules of Order".

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SECTION 5.06 Quorum

- a. A simple majority of the number of Directors authorized by these Bylaws constitutes a quorum of the Board for the transaction of business except as otherwise provided in these Bylaws.
- b. At any Board meeting at which a quorum was initially present, the Board may continue to transact business notwithstanding the withdrawal of directors if at least four directors are present, at least one of whom is the Chairman, the Vice Chairman, or the Secretary and any action taken is approved by at least a majority of the required quorum for such meeting.

SECTION 5.07 Duties and Powers of Directors

- a. The Board of Directors shall manage the affairs of the Association in conformity with the laws of the United States of America, the laws of the State of Arizona, and with these Bylaws.
- b. The Board shall create committees to conduct business and review information for presentation to the Board. The Board shall have the power to appoint, remove and supervise all of the officers, agents and employees of the Association and may, at its discretion dissolve any committee it has created.
- c. Directly or through committees, the Board shall direct the investment and care of the funds of the Association; make disbursements and special appropriations for specific purposes; act upon applications for membership and upon expulsions from membership; take measures to advance the interest of the Association; have charge and manage all properties of the Association; and direct the publications of the Association.

- d. The Board shall have the power to appoint, retain, set the compensation for, direct, and remove an Executive Director who shall serve at the Board's pleasure and shall assist the Board in conducting the affairs of the Association.

The Board may cause the Association to become a member of or to affiliate with non-profit land surveying associations or geospatial organizations and non-profit associations or organizations sharing goals in common with the Association, and may appoint Association members to serve at the Board's pleasure as the Association's designated representatives to such associations or organizations. A designated representative serves as an advisor to board and is without authority to bind the Association to any contract or agreement and without authority to commit the Association to expend its resources or take a position on any issue except as such authority is specifically granted the representative by the Board and recorded in the Minutes of a duly held Board meeting. The Board may withdraw appointment(s) and may terminate the Association's membership(s) or affiliation(s) without cause.

SECTION 5.08 Compensation

- a. No member of the Board shall receive a salary or compensation, except for expenses approved by the Board as being incurred on behalf of the Association.

ARTICLE 6: BOARD OFFICERS

SECTION 6.01 Election of Board Officers

- a. Elections shall be held no later than 30 days prior to the end of the calendar year. Immediately following the adoption of this section as an Association Bylaw. The Board of Directors shall elect the following Officers a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. These officers shall serve a two-year term.
- b. The Board shall fill a vacancy in any office as soon as practical.

SECTION 6.02 Duties and Powers of Officers

- a. *The Chairman* shall have general supervision of the affairs of the Association, preside at all meetings of the Association and of the Board at which he may be present, shall appoint the chairpersons of all standing committees, and may appoint special committees of which he shall be an ex-officio member. The Chairman shall not vote during Board meetings except when necessary to decide a tie vote. The Chairman is expected to attend all meetings of the Association.
- b. *The Vice-Chairman*, in the absence of the Chairman, shall assume the duties of the Chairman at meetings of the Association or the Board. Should the office of Chairman become vacant, the Vice-Chairman shall assume the office of Chairman for the remainder of the Chairman's term. The Board shall appoint a new Vice-Chairman for the remainder of Vice-Chairman's term. The Vice-Chairman is expected to attend all meetings of the Association.
- c. *The Secretary* shall give notice of all meetings of the members and of the Board as required by these Bylaws and shall perform such duties as may be prescribed by the Board or by these Bylaws. The Secretary is expected to attend all meetings of the Association and of the Board, to duly record the proceedings thereof, and to keep full records of the Association.
- d. *The Treasurer* is expected to attend all meetings of the Association. As fiscal officer of the Association, the Treasurer shall prepare and deliver quarterly reports of the Association's fiscal status to the board and an annual statement of the Association's fiscal status to the membership.
- e. Past Chairman, the previous Chairman shall serve a one-year term as Past Chairman. The Past Chairman shall serve as a nonvoting advisor to the Board of Directors,

SECTION 6.03 Officer Bonds

- a. Should the Board determine that the nature of an Association Office is such as to require a bond of the Officer, the Association shall bear the cost of the bond

ARTICLE 7: MISCELLANEOUS

SECTION 7.01 Gender

- a. The use of a masculine pronoun includes the feminine pronoun.

SECTION 7.02 Inspection of Association Records

The membership directory shall be published on the member's only portion of the Association's website. The book of accounts shall be open to inspection upon written request of any Association member. The minutes of proceedings of all meetings shall be published on the member's only portion of the Association's website within fifteen days of the meeting. The agenda for future meetings will be published on the member's only portion of the Association's website ten days prior to the meeting date.

SECTION 7.03 Deposits and Withdrawals

- a. The Board shall select Federally insured banks, trust companies, or other depositories in which funds of the Association not otherwise employed shall from time to time be deposited to the credit of the Association.

SECTION 7.04 Checks, Drafts, and Orders

- a. All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to the Association shall be signed or endorsed in accordance with applicable Board resolutions.

SECTION 7.05 Annual Report

- a. The Board Chairman or the Chairman's designee shall present the Association's Annual Report to the membership at the Annual Meeting. The report shall be in a form as determined by the Board.

SECTION 7.06 Contracts

No- association officer, agent, or employee shall have the 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 without the expressed permission of the Board

SECTION 7.07 Adoption, Amendment, Repeal of Bylaws by Members

- a. These Bylaws may be amended by a two-thirds (2/3) vote of those members voting at any regular or special membership meeting.
- b. Proxy and/or electronic voting will be allowed for the Adoption, Amendment, and Repeal of Bylaws by Members. The Board will determine how best to implement proxy and/or electronic voting.
- c.

SECTION 7.08 Gifts

- a. The Board may accept on behalf of the Association any contribution, gift, bequest, or devise presented to the Association.

SECTION 7.09 Fiscal year

- a. The fiscal year of the Association shall begin on the first day of January and shall end on the last day of December of the same year.
- b. Each Chapter shall submit to the Treasurer of the association a annual financial statement no later than January 31st of each year

SECTION 7.10 Investments

- a. The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and re-invest funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or by 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 the Internal Revenue Code.

SECTION 7.11 Prohibition Against Sharing Association Income and Assets

- a. No member, director, officer, employee, or other person connected with this Association, or any other private individual shall receive at any time any of the net earnings or financial gains of the Association.
- b. This provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Association in effecting any of its purpose as shall be fixed by resolutions of the Board.
- c. No person shall be entitled to share in the distribution of, and shall not receive any of the Association assets upon dissolution of the Association.
- d. All members of the Association shall be deemed to have expressly consented and agreed that on dissolution and winding up of the affairs of the Association, whether voluntary or involuntary, the Association's assets remaining after all debts have been satisfied shall be distributed as determined by the Board and not otherwise.

ARTICLE 8: CHAPTERS

SECTION 8.01 Authority to Organize Chapters

- a. With the approval of the Board, any group of ten or more voting members of the Association may organize a Chapter as a subgroup of this Association.

SECTION 8.02 Formation

- a. The members wishing to organize a Chapter may meet, elect officers, and otherwise provide for the functioning of the Chapter.

SECTION 8.03 Chapter Name

- a. The name or designation given a Chapter by its members shall be such as to readily identify it as an entity, which is a part of this Association.
- b. The Board may disapprove a proposed Chapter name if it finds that the use of the name may be detrimental to the public image, that the name is ambiguous, or that the name may cause confusion.

SECTION 8.04 Initial Chapter Reports

- a. After formation, the Chapter shall submit in writing to the Board a roster of its members, the names of its Officers, and a report of its organizational meeting.

SECTION 8.05 Approval

- a. The Board shall approve the formation of the Chapter if the Board finds that the functioning principals and purpose are consistent with those of the Association.

SECTION 8.06 Certification

- a. Upon approval of a chapter, the Association shall issue a "Certificate of Chapter" to the Chapter.

SECTION 8.07 Membership

- a. An individual or entity shall not be admitted to Chapter membership and cannot remain a Chapter member without being a member of the Association.

SECTION 8.08 Chapter Dues

- a. The Board of Directors of the association shall determine the amount of Chapter dues to be paid by its members. The Association shall issue all dues statements, collect both Association and Chapter dues, and promptly pay to each Chapter the dues collected on behalf of that Chapter

SECTION 8.09 Representation on Association Board of Directors

- a. Each Chapter, when organized and approved as herein provided shall be entitled to one Director and one Alternate Director in accordance with Article 5 of these Bylaws

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