

## **BY-LAWS OF PROFESSIONAL LAND SURVEYORS OF COLORADO, INC.**

### **I. DIRECTORS**

Subject to the limitations of the Articles of Incorporation, these By-Laws, and the laws of the State of Colorado, all corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be controlled by a Board of Directors, in number as set forth in the Articles of Incorporation, as amended, and such Board shall have the authority to delegate its duties. The authorized number of directors of this Corporation shall be eight (8) voting members of the corporation, unless said number shall be increased or decreased by amendment to the Articles of Incorporation, as therein provided. The three officers of this corporation shall be ex-officio members of the Board of Directors with full voting privileges as directors for the duration of said officers' tenure.

### **II. ELECTION OF DIRECTORS**

At the annual meeting during odd numbered years, the first order of business shall be the announcement by the Nominations and Elections Committee of the results of the election preceding that annual meeting. The Nominations and Elections Committee shall, not later than 67 days preceding each election year annual meeting, nominate at least one candidate for each director's position expiring at the next election. After receiving an acceptance of the nomination from each nominee, the Committee shall cause the names of each candidate to be placed upon paper ballots of a form acceptable to the Committee. Additional nominations may be made by petition signed by five (5) voting members of the corporation, which petition shall be submitted to the Nominations and Elections Committee not later than 67 days preceding said annual meeting. The ballot shall be mailed to voting members not later than 36 days preceding said annual meeting, and shall be returned to the Nominations and Elections Committee postmarked not later than 7 days preceding said annual meeting. The Nominations and Elections Committee shall conduct the election and shall canvass and certify the results of the election at the election year annual meeting of the corporation.

Those nominees elected to serve as directors shall be installed at said annual meeting and shall take office immediately after installation.

In the event that a particular chapter is not represented on the Board of Directors by a regularly elected standing officer or director, the designated ex-officio representative of the chapter shall have a vote on the Board of Directors.

### **III. MEETINGS OF DIRECTORS**

The Board of Directors shall meet as often as may be necessary, and the meetings of the directors may be called at any time by the President or Secretary of this corporation, or by any director of the corporation. Six (6) of the directors, including ex-officio directors, shall constitute a quorum for the transaction of business, and a vote of a majority of such quorum shall be sufficient to carry any measure before such meeting. Directors' meetings may be held at any such place as a majority of the directors shall agree upon. The attendance of a director at any meeting shall constitute a waiver of notice of the meeting, except when the director attends a meeting for the express purpose of objecting to the transaction of any business.

The business and purpose of any regular or special meeting of the Board of Directors will be specified in the notice of waiver of notice of such meeting. Notice of directors' meetings shall, where practical, be given to each director at least five (5) days before the time fixed for any meeting. A valid meeting may be held without notice, and may consist of letters, telephone conferences, fax transmittals or e-mail. Directors at all times may waive notice of directors' meeting by letter, telephone, fax transmittal or e-

mail. The PLSC, Inc., Board of Directors shall meet at least quarterly, and if possible, in conjunction with the annual general membership meeting and Chapter workshops.

The order of business of all meetings shall be conducted in accordance with Robert's Rules of Order. The rules contained therein shall govern this organization in all cases in which they are applicable and in which they are not inconsistent with the by-laws specifically suspended for a meeting by a majority vote of the Board of Directors.

#### IV. OFFICERS

The officers of the corporation shall be voting members of the corporation, and shall consist of a President, Vice-President, and Secretary-Treasurer. Each of the above named officers shall be elected for a two (2) year term by a majority vote of the voting members of the corporation. Officers shall be elected at the times and in the manner set forth in Section II above. Each officer so elected may be removed from office only by a majority vote of the voting members of the corporation. Election of an officer or agent shall not of itself create any contractual rights.

**President:** The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have the general supervision, direction and control of the day-to-day business and affairs of the corporation. He shall have all the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other duties and powers as may be prescribed by the Board of Directors or by the By-Laws. The President shall preside at all meetings of the membership and the Board of Directors. At or before the first directors' meeting following the installation of a President, he shall appoint standing committee chairmen. He shall also designate such special committees as are authorized by the Board of Directors, and shall call such special meetings of the Board of Directors as he deems necessary. The President shall be limited to two (2) consecutive terms at a time in office. At the conclusion his term, the President shall become an advisory member of the Board of Directors, but shall have no voting power as a director, nor shall his presence be counted for determination of a quorum.

**Vice President:** In the absence of or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice-President shall have such other powers and perform such other duties as may from time to time be prescribed by the President and the Board of Directors or by these By-Laws.

**Secretary-Treasurer:** The Secretary-Treasurer shall keep, or cause to be kept, a book of minutes at the principal office of the corporation which book of minutes shall record the proceedings of all meetings of Directors and meetings of members, with the time and place of such meeting, whether regular or special, and if special, how authorized, the notice given thereof, the names of those present at such Directors' meetings, the number of members present or represented at members' meetings, and the proceedings thereof. He shall give, or cause to be given, notice of all meetings of members and all meetings of the Board of Directors as required by these By-Laws or by the laws of the State of Colorado, and he shall keep the seal of this corporation in safe custody. He shall further keep and maintain adequate and correct accounts of the properties, moneys, and business transactions of this corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and surplus. The books of account shall at all reasonable times be open to inspection by any director or member. He shall deposit all moneys and other valuables in the name of and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and the directors, whenever they shall request it, an account of all of his transactions as Secretary-Treasurer, and of the financial condition of this corporation. He shall give bond in such amount and with such sureties, and at such time or times as may be deemed advisable or necessary by the Board of Directors. He shall have such other powers and

duties as may be prescribed by the Board of Directors or these By-Laws. The Secretary-Treasurer shall serve as a member of the Nominations and Elections Committee.

**Executive Director:** In addition the officers and Board of Directors of this corporation shall have the authority to select, appoint, and/or employ an Executive Director as an agent of this corporation. He shall serve under the direction of the elected officers and directors, and shall have duties as assigned by such. The Executive Director, when appointed, shall conduct the day-to-day business of the corporation, and shall act as its business manager. The Executive Director shall report on his activities at each meeting of the Board of Directors. The Executive Director shall assume the role of office manager in the event that PLSC, Inc., enters in to lease arrangements, or purchases office space as a permanent headquarters for the Corporation. The Executive Director shall have the authority to employ, manage and dismiss full-time or part-time employees hired for the express purpose of performing assigned duties associated with the functions and operations of the headquarters of PLSC, Inc.

#### **V. VACANCIES**

A vacancy in any elective office (except that of President) shall be filled by a majority vote of the Board of Directors. The appointee shall serve the un-expired portion of the normal term of that office.

#### **VI. MEETINGS OF MEMBERS**

The annual meeting of the corporation shall occur each year at a time and place designated by the Board of Directors. Special meetings of the members may be called at any time by the President or Secretary-Treasurer and shall be held at the office of the corporation or at such other place within the State of Colorado as may be designated in such notice. Such meetings shall be called by the President or Secretary-Treasurer when authorized by the Board of Directors, and it shall be the duty of the Board of Directors to authorize the President or the Secretary-Treasurer to call such meeting when requested by fifty-one percent (51%) of the voting members of this corporation. The order of business of all meetings shall be conducted in accordance with Robert's Rules of Order as set forth in **Section III.** above.

#### **VII. NOTICE OF MEMBERS' MEETINGS**

Written notice stating the place, day and hour of the members' meetings, and in the case of a special meeting the purpose for which the meeting is called, shall be delivered to each member, either personally by mail, or by publication in SIDE SHOTS, the official publication of this corporation.

#### **VIII. QUORUM FOR MEMBERS' MEETINGS**

A majority of the total number of members present entitled to vote at members' meeting, represented either in person or by proxy, shall constitute a quorum at any meeting of members. If a quorum is present, the affirmative vote of a majority of members represented at the meeting and entitled to vote on the subject matter thereof shall be the act of the members.

#### **IX. CORPORATE SEAL**

The seal of the corporation shall be a device described as follows: the words PROFESSIONAL LAND SURVEYORS OF COLORADO, INC. in a circle enclosing the word SEAL.

#### **X. AMENDMENTS TO BY-LAWS**

These By-Laws may be amended by the majority vote of the total voting membership of this organization. Any proposed amendment to these By-Laws must be mailed to all voting members not less than thirty (30) days prior to any meeting at which the proposed amendment is to be considered.

#### **XI. COMMITTEES**

The Board of Directors, recognizing that working committees are essential and vital to the mission and goals of the corporation, shall establish standing and special committees as they deem necessary.

The Chairman of each Standing Committee shall be a Director of the corporation and will be appointed by the President and confirmed by the Board of Directors. The Chairman of each Special Committee may be any voting member of good standing of PLSC, Inc., and will be appointed by the President and confirmed by the Board of Directors. The members of Standing and Special Committees shall be any member of good standing of PLSC, Inc., and will be confirmed by the Chairman of each Standing or Special Committee by written notice to the President and Board of Directors.

Current Standing or Special Committees are listed in the Association Policies.

## **XII. DELEGATES**

### **XIII. The President shall appoint, with the confirmation of the Board of Directors, any delegate from PLSC, Inc., to any other organization. Delegates shall serve based on the current Association Policies. **REMOVAL OF OFFICERS****

The Board of Directors shall have the authority to remove any officer, director or voting Chapter representative who incurs three (3) consecutive absences from regularly scheduled or duly announced Board of Directors' meetings if such absences are not excused. The notice of removal from office must be in writing to said officer, director or voting Chapter representative.

## **XIV. DISCIPLINE AND EXPULSION**

The Board of Directors, including the ex-officio directors, shall have the power to investigate the conduct of any of the members of this corporation when such conduct is alleged to be in violation of the Code of Ethics promulgated by the corporation, or to be otherwise detrimental to the profession of land surveying. When any allegation of misconduct is made to the Board of Directors against any members of this corporation, the Board of Directors shall examine such charges, and if there appears to be sufficient reason to conduct a hearing thereon, shall fix a date for such hearing and shall, not less than thirty (30) days before such date, notify the subject member thereof. Such notice shall set forth the name of the complaining party, the nature of the accusation, the date and nature of the hearing to be held, and shall contain a copy of this Section XV of the By-Laws, together with a copy of the Code of Ethics adopted by this corporation. Such notice shall be given by depositing the same in the United States mail, postage prepaid, certified mail, return receipt requested, addressed to the last known address of the subject member.

Upon the date and time so fixed, the Board of Directors shall conduct such hearing. Such hearing shall be conducted as an open meeting of the voting members, at which the President of the corporation shall preside. At the conclusion of such hearing, the Board of Directors, by majority vote, may censure or reprimand the subject member, or, by the affirmative vote of not less than eight (8) directors and ex-officio directors, may expel the subject member from the corporation. Any person so censured, reprimanded, or expelled, may appeal the decision of the Board of Directors to the voting membership of this corporation, at the next regular meeting thereof. The decision of the Board of Directors may be overridden only by the vote of not less than two-thirds (2/3) of the voting members present at that next regular membership meeting.

## **XV. MEMBERSHIP CLASSIFICATION OF LIFE MEMBERS Add definition of each class of membership**

There shall be six (6) classes of membership in this corporation, which shall be as follows:

a. Voting Member: Voting Members shall have full voting and office holding privileges in this corporation. Voting membership shall be open to any person who is registered as a land surveyor in the State of Colorado, and whose registration is current and in full force and effect.

b. Associate Member: Associate Members shall have no voting or office holding privileges. Associate membership is open to any person who is interested in the profession of land surveying, upon payment of proper dues as may be set forth in the By-Laws of this corporation.

c. Student Member: Student Members shall have no voting or office holding privileges. Student membership is open to any undergraduate student who is interested in the profession of land surveying and who shall pay the proper dues as set forth in the By-Laws of this corporation.

d. Sustaining Member: Sustaining members shall have no voting or office holding privileges. Sustaining membership is open to any person, firm or corporation engaged in any business directly relating to land surveying, or is otherwise interested in the profession of land surveying, and shall have paid the annual dues established by the By-Laws for sustaining membership.

e. Retired Professional Surveyor: "Retired" shall be defined as follows: that the applicant shall no longer participate in the practice of land surveying – including office work, field work and consultation. However this restriction shall not preclude an individual from maintaining his/her license in force, nor from providing testimony as an expert witness or serving as a court appointed commissioner. The following attributes shall apply to this membership classification:

1. The applicant must have been a Voting Member in good standing in PLSC, Inc. in the year immediately prior to the year in which the Retired classification would become effective.
2. That the membership fee is initially set at \$30.00 per year.
3. That the Retired classification shall be a non-voting classification.
4. That the eligibility for the Retired classification shall be reaffirmed upon each annual renewal.
5. That the annual PLSC Roster shall include the Retired members name and registration number followed by an (R), together with the address and telephone number.
6. That the Retired Member shall receive all regular mailings sent out by PLSC, including Side Shots and the annual Membership Roster.

f. Honorary life members shall be a sixth class of membership of PLSC, Inc., and shall be defined as follows: members of PLSC, Inc., who give of themselves in a special way by their prominent and conspicuous service to the surveying profession, to the public and to the community. The following attributes shall apply to this membership classification:

- i. Shall be in the profession of land surveying and a voting member in good standing of PLSC, Inc. in the year immediately prior to the year in which the Life Member Classification would become effective.
- ii. Membership fee is initially set at \$0.00 per year.
- iii. Life Member classification shall be a voting classification.
- iv. All past Presidents shall be eligible for this classification, and all future Presidents eligible upon successful expiration of their term of office.
- v. The annual PLSC, Inc., roster shall include the Life Member's name and registration number followed by an (LM), together with the address and telephone number and other pertinent information.

Non-voting members who have provided outstanding contributions to the surveying community and who are not a licensed professional land surveyor may be honored with a life membership.

Membership Dues and Terms are defined in the Association Policies.

## **XVI. NON-RESTRICTIVE MEMBERSHIP**

Membership in PLSC, Inc., is open to qualified persons without regard to race, religion, color, national origin, age, gender or sexual preference. Any use in these By-Laws of the masculine grammatical form is for purposes of brevity only, and shall be construed to apply equally to both genders.