

**BYLAWS OF THE
NATIONAL SOCIETY OF PROFESSIONAL SURVEYORS, INC.**

**Ratified by the General Membership - March 1, 1992
Ratified by General Membership - April 17, 2004**

NATIONAL SOCIETY OF PROFESSIONAL SURVEYORS, INC.
BYLAWS
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ARTICLE I
OFFICES AND REGISTERED AGENT

Section 1 Principal Office. The principal office of the National Society of Professional Surveyors, Inc., a nonprofit corporation incorporated under the laws of the State of Maryland (hereinafter “NSPS”), shall be in the State of Maryland.

Section 2 Resident Office and Resident Agent. NSPS shall have and continuously maintain a resident office in the State of Maryland (which may be identical with the principal office), and the Board of Directors shall appoint and continuously maintain in service a resident agent in the State of Maryland, who shall be an individual resident of the State of Maryland or a Maryland Corporation.

Section 3 Other Offices. NSPS may have such other office or offices, at such suitable place or places within or without the State of Maryland as the Board of Director may from time to time determine as necessary or desirable for the conduct of the affairs of NSPS.

ARTICLE II MEMBERSHIP

Section 1 Classes of Membership. NSPS shall have eight classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

Ratified by General Membership - April 17, 2004

A. Voting Members

- (1) Licensed Member. An individual is eligible to be a Licensed Member if he or she is a person licensed to practice the profession of surveying, according to state or provincial statutes. Licensed Members shall have all the rights and privileges of NSPS, including the right to vote and to hold office.

- (2) Regular Member. An individual is eligible to be a Regular Member if he or she is:
 - (a) A person practicing the profession of surveying, who has attained the professional qualifications, required and is classified as “Land Surveyor” or “Supervisory Land Surveyor,” according to series GS 1373 of the U.S. Office of Personnel Management;

 - (b) An academician holding a bachelor of science degree and the rank of assistant professor or higher and teaching surveying in a two or four year surveying program accredited by the Accreditation Board for Engineering and Technology (ABET) or the Canadian Accreditation Board (CAB) or approved by the appropriate State Land Registration Board; or

 - (c) A person practicing the profession of surveying, or teaching surveying, who has attained a minimum of ten years experience in responsible charge of surveying activities, or a combination of four years education and sufficient experience in responsible charge totaling ten years.

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Regular Members shall have all the rights and privileges of NSPS, including the right to vote and to hold office.

- (3) Fellow. Membership in the fellow category will be by invitation only from the Admissions Committee. Recommendation of candidates must be made to the Admissions Committee and shall be from an NSPS Fellow Member, in good standing, with endorsement by at least two NSPS members, in good standing. Fellow candidates should be individuals who

have been a member in good standing for not less than ten years and who have achieved distinction in one or more of the following areas: perennial and progressively more responsible service to NSPS; significant contributions to an associated profession; and/or notable professional career in a position of responsible charge or occupying a senior position for at least ten years may apply to the admissions committee for consideration.

The number of new fellows approved by the Board of Directors each year shall be limited to 0.5 percent of the total NSPS membership.

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- (4) Life Member. Any individual member who has been a Voting Member for not less than 20 years and reached the age of 65, and any member who has been a Voting Member for not less than 30 years and has reached the age of 60 is eligible to become a Life Member of NSPS. Voting members eligible for life membership shall apply in writing to the NSPS Admissions Committee for verification of qualifications. The NSPS Admissions Committee shall forward all candidates meeting the qualifications of the NSPS Board of Directors for approval. Life Membership shall commence at the beginning of the year following the year in which approval occurs. Life Members will pay a reduced rate of dues as set by the Board of Directors and shall pay all subscription costs for journal publications desired. Life Members shall have all the rights and privileges of NSPS, including the right to vote and hold office.

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B. Nonvoting Members

- (1) Honorary Member. An individual is eligible to be an Honorary Member if he or she has been proposed by a member of NSPS to the Board of Director for nomination as an Honorary Member. Such person need not be a member of NSPS but shall be chosen for his or her contribution either to the profession of surveying or for acts of distinction on behalf of his or her government or its people. Upon the affirmative vote of two-thirds of the Board of Directors present at a meeting, the Secretary-Treasurer shall notify the ACSM Congress of Delegates of such action and recommend election of said nominee as an Honorary Member by the ACSM Congress of Delegates. Honorary Members shall have all the rights and privileges of NSPS, except that they shall not be entitled to hold office or to vote.

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- (2) Associate Member. An individual is eligible to be an Associate Member if he or she, is employed in the profession of surveying. Associate Members shall have all the rights and privileges of NSPS, except that they shall not be entitled to hold office or to vote.

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- (3) Student Member. An individual is eligible to be a Student Member if he or she is pursuing a course of study at the post-secondary level on a full-time basis (as defined by the academic institution) leading to a professional career in surveying. Student Members shall have all the rights and privileges of NSPS except that they shall not be entitled to hold office or to vote.

Section 2. Application for Membership. An individual seeking membership in NSPS as a Licensed, Regular, Associate, or Student Member must submit a completed application. In such form as the Board of Directors shall from time to time determine, to the Board of Directors or an officer or committee designated by the Board of Directors, which, in its sole discretion, will grant or deny the individual's application for membership. Applicants will be notified in writing of the membership status granted. Honorary Members will be designated by the Board of Directors in its sole discretion. Upon satisfaction of the stated requirements a Licensed or Regular Member will become a Fellow and/or a Life Member of NSPS.

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Section 3. Termination of Membership. The Board of Directors, by the affirmative vote of two-thirds of the members of the Board present at any regular or special meetings, may terminate the membership of any member for cause after an appropriate hearing, and may, by a majority vote of those present at any regular or special meeting, terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be in default in the payment of dues or delegate such authority to an appropriate committee.

Section 4. Membership Dues. The amount of the annual dues of the members shall be determined by the Board of Directors and shall be paid annually such date as may be determined by the Board from time to time. The Board of Directors may establish different dues amounts for members of different classes. All NSPS dues are payable at the direction of the Board of Directors and shall be used to support the activities and programs of NSPS.

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Section 5. Entrance Fee. The Board of Directors may establish an entrance fee to offset application processing costs. Reinstatement fees and regulations therefore also may be established by the Board of Directors.

ARTICLE III MEMBERSHIP MEETINGS

Section 1. Regular Meetings. A regular Annual General Membership Meeting shall be held during the week of and at the location of the NSPS Annual Business Meeting at such time, day and place as shall be designated by the Board of Directors, but not in conflict with the ACSM Annual Business Meeting. The Board of Directors may, by resolution, provide for the holding of additional regular membership meetings.

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Section 2. Special Meetings. Special membership meetings may be called by the Board of Directors or by not less than five percent of the Voting Members of NSPS.

Section 3. Notice of Meetings. Notice of the time, day, place, and purpose of each meeting shall be given to all members of NSPS not less than ten days nor more than sixty days from the meeting date in the manner set forth in Section 2 of Article XI of these Bylaws.

Section 4. Quorum. A quorum for the transaction of any and all business at any regular or special membership meeting of NSPS shall consist of not less than twenty-five Voting Members provided that number includes Voting Members comprising a majority of the NSPS officers and directors. If a quorum is not present, a majority of the Voting Members present, may adjourn the meeting to a future time, without further notice being required.

Section 5. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of NSPS, or these Bylaws, the affirmative vote of a majority of the Voting Members present at any meeting of the membership, at which a quorum is present, shall be the act of the membership.

Section 6. Mail Ballot. In lieu of obtaining the vote of members at a regular or special meeting, the Board of Directors may submit any matter to the Voting Members for approval by mail ballot. An official ballot shall be mailed to each Voting Member. Ballots postmarked later than the announced deadline will not be counted. Except as otherwise required by law, the Articles of Incorporation of NSPS, or these Bylaws, the affirmative vote of a majority of the Voting Members voting by ballot shall be the act of the members.

**ARTICLE IV
BOARD OF DIRECTORS**

- Section 1. Powers. There shall be a Board of Directors of NSPS, which shall manage, supervise and control the business, property and affairs of NSPS, except as otherwise expressly provided by law, the Articles of Incorporation of NSPS, or these Bylaws. The Board of Directors shall be vested with the powers possessed by NSPS itself, including the powers to determine the policies of NSPS and prosecute its purposes, to appoint and remunerate agents and employees (including the power to delegate some or all of this authority), to establish the budget of NSPS, to disburse the funds of NSPS, and to adopt such rules and regulations for the conduct of its business as shall be deemed advisable.
- Section 2. Number of Qualifications. The members of the initial Board of Directors of NSPS shall be those individuals named in the Articles of Incorporation of NSPS, and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of NSPS shall be composed of sixteen individuals. All members of the Board of Directors shall be Voting Members of NSPS. The President, President-Elect, Vice President, Immediate Past President, Secretary-Treasurer, and the Chair of the Board of Governors of NSPS are ex officio directors. There also shall be ten Area Directors elected from each Area as defined in Article IX of these Bylaws. The State Executives Forum will elect two (2) voting representatives to serve as advisory members of the NSPS Board of Directors.

Ratified by General Membership-March 30, 2003

- Section 3. Election and Term of Office. The President, President-Elect, Vice President, Immediate Past President, Secretary-Treasurer, and the Chair of the Board of Governors serve on the Board of Directors for as long as they hold their respective positions. The ten Area Directors serving on the Board of Directors shall be elected in accordance with the procedure set forth in Article IX of these Bylaws. The Area Directors shall be elected for staggered terms of three years. Directors from Areas 1, 4, and 10 shall be elected beginning in 1992, Directors from Areas 3, 5, 7 and 9 shall be elected in 1993 and Directors from Areas 2, 6 and 8 shall be elected beginning in 1994. Elected Area Directors shall be limited to two consecutive three-year terms. Notwithstanding any other provision herein, those persons named as initial members of the Board of Directors of NSPS in the Articles of Incorporation, who were then-serving Area Directors of the Association, shall serve as the Area Directors of NSPS for the same Areas they had responsibility for in the Association, until the next regular election of the Area Directors for their respective Areas. One representative from the State Executives Forum will come from an Affiliate with fewer than the median number of members in all categories of membership and the other will come from an Affiliate with more than the median number of members. The initial large member category representative will serve a three year term and the initial small member category representative will serve a two year term. Subsequent to the initial terms, all representatives will serve three year terms.

Ratified by General Membership-March 30, 2003
Ratified by General Membership - April 17, 2004

Section 4. Duties of Area Directors. The Area Directors shall assist the other directors (who, except for the Chair of the Board of Governors, also serve as the officers of NSPS) in the management of the affairs of NSPS and furnish counsel to and participate in all the official actions of the Board of Directors. It shall be the duty of the Area Director to bring action items directly from the Area electorate to the Board of Directors for action and to attend State Affiliate meetings. They shall, at the Annual Meeting, select two members of the Board of Directors, one from Areas 1-5 and one from Areas 6-10 to serve on the Executive Committee.

Ratified by General Membership - March 1, 1998
Ratified by General Membership-March 30, 2003

Section 5. Resignation. Any director may resign at any time by giving written notice to the President of NSPS. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by President of NSPS.

Section 6. Removal. Any director may be removed from such office by a two-thirds vote of the directors at any regular or special meeting of the Board of Directors at which a quorum is present, for (1) violation of these Bylaws or (2) engaging in any other conduct prejudicial to the best interests of NSPS. Removal of any director who also serves as an officer or the Chair of the Board of Governors shall effectively remove that person from such office or position. Such removal may occur only if the director involved is first provided (1) with adequate notice of the charges against him or her in the form of a statement of such charges and of the time and place of the meeting of the Board of Directors scheduled for the purpose of hearing or considering such action, sent by certified or registered mail to the last known address of such director, (2) an opportunity to appear before the Board of Directors or forward a written statement thereto in presentation of any defense of such charges, no sooner than thirty days after the sending of such notice, and (3) a written explanation as to (if such is the case) why such director is being removed from such office. In these regards, the Board shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interest of NSPS.

Section 7. Vacancies. In the event of the inability of any Area Director to complete a term, or upon his or her election to an office of NSPS before the completion of such term, the Board of Directors shall declare the position vacant and, at the recommendation of the President and the representatives of the Affiliated Institutions within that Area, appoint a Voting Member of NSPS to the vacated position for the unexpired term. In the event an Area Director is unable to take part in an NSPS Board of Directors meeting, a temporary replacement shall be chosen by a majority of the NSPS Governors representing the states in the Area served to represent the Area for that meeting.

Ratified by General Membership-April 21, 2002
Ratified by General Membership - April 17, 2004

- Section 8. Regular Meetings. A regular annual meeting of the Board of Directors of NSPS shall be held each year at the NSPS Annual Meeting and an additional regular meeting of the Board Directors shall be held approximately six (6) months later, at such times, days and places as shall be designated by the Board of Directors, for the purpose of transacting such business as may come before those meetings. The Board of Directors may, by resolution, provide for the holding of additional regular meetings.
- Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the President or by a majority of the directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.
- Section 10. Notice. Notice of the time, day and place of any meeting of the Board of Directors shall be given at least ten days previous thereto in the manner set forth in Section 2 of Article XI of these Bylaws. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice thereof, except where attendance is for the express purpose of objecting to the call or convening of the meeting.
- Section 11. Quorum. Nine directors, at least one of whom shall be the President or President-Elect, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except, if less than a quorum of directors is present at such meeting, one-third of the directors present may adjourn the meeting to a future time without further notice being required.
- Section 12. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of NSPS, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.
- Section 13. Written Consent. Action taken by the Board of Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

- Section 14. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting.
- Section 15. Compensation. No director shall receive any compensation for services rendered in such capacity, except that the Board may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of the duties of the director to the extent provided by such resolution.

ARTICLE V OFFICERS

- Section 1. Officers. The officers of NSPS shall consist of a President, a President-Elect, a Vice President, a Secretary-Treasurer, and the Immediate Past President. NSPS shall have such other officers and assistant officers as the Board of Directors may from time to time deem necessary, such officers to have the authority, and to perform the duties prescribed from time to time by the Board of Directors. No person shall hold more than one office.
- Section 2. Election of Officers. The President-Elect, Secretary-Treasurer, and Vice President of NSPS shall be elected in accordance with the procedures described in Article IX of these Bylaws.
- Section 3. Term of Office. The President-Elect shall be elected in the manner described in Article IX of these Bylaws, for a term of three years, and shall serve the first year as President-Elect, the second year as President, and the third year as Immediate Past President. The Vice President shall be elected for a term of one year and the Secretary-Treasurer shall be elected for a term of two years.

Ratified by General Membership - March 1, 1998

- Section 4. Resignation. Any officer may resign at any time by giving written notice to the President of NSPS. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.
- Section 5. Removal. Any officer may be removed by the Board of Directors in the manner set forth in Section 6 of Article IV of these Bylaws.
- Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled as follows. In the event of a vacancy in the office of President, the President-Elect shall serve the remaining term of the vacated office and then shall serve the terms to which he or she was duly elected. In the event of a vacancy in the office of Immediate Past President, the most recent Past President shall serve the remaining unexpired term. In the event of a vacancy in the office of President-Elect, the Vice President shall serve the unexpired term as President-Elect and shall then be placed on the ballot as a nominee for the office of President at the next election. In the event of a vacancy in the office of Vice President or Secretary-Treasurer, the President shall appoint an acting officer with the consent of the Board of Directors by a two-thirds vote of the members present at any meeting to serve the remaining unexpired term.
- Section 7. President. The President shall be the chief executive officer of NSPS and, subject to the overall guidance and supervision of the Board of Directors, give active direction and control of the business and affairs of NSPS. The President shall preside at all meetings of the membership, and act as Chair of the Board of Directors and the Executive Committee, and shall be empowered to call meetings

of either such body as he or she may deem necessary. The President shall appoint the chairs of all committees and shall obtain the concurrence of the Board of Directors for such appointments. The President shall appoint the chairs of all special committees and task forces. The President shall be an ex-officio member of all committees, serve in such other capacities as are provided in the NSPS Bylaws and perform such other duties consistent with the objectives of NSPS. He or she may sign, with the Secretary-Treasurer or any other proper officer of NSPS authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of NSPS; and in general, he or she 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.

Ratified by General Membership - April 17, 2004

- Section 8. President-Elect. The President-Elect shall assume all the duties and responsibilities of the President in the absence of the President. The President-Elect shall be responsible for timely reports to the Board of Directors of all Area Director activities and shall perform such additional duties as may be requested by the President or the Board of Directors. The President-Elect shall cooperate with the President and the Program Committee in supervision of the preparation of the technical program for the Annual Meeting and at such other meetings of NSPS.
- Section 9. Vice President. The Vice President shall assume all the duties and responsibilities of the President-Elect in the absence of the President-Elect. The Vice President shall be responsible for coordination of committee activities and for timely reports to the Board of Directors of all committees and shall perform such other duties as may be requested by the President or the Board of Directors.
- Section 10. Secretary-Treasurer. The Secretary-Treasurer shall fulfill the duties normally attached to such offices. These duties shall include, but not be limited to: compilation and prompt distribution of minutes of all meetings of the membership, the Board of Directors, and the Executive Committee; assistance in the preparation of a detailed annual budget for presentation to the Board of Directors; maintaining proper mailing lists for NSPS, including officers, directors, committee chairs and Affiliate Delegates, and the distribution thereof to all concerned; acquisition and prompt distribution of stationary to the various NSPS personnel following the Annual Meeting; seeing that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of NSPS (if any); having charge and custody of an be responsible for all funds and securities of NSPS; receiving and giving receipts for moneys due and payable to NSPS from any source whatsoever; and depositing all such moneys in the name of NSPS in such banks, trust companies or other depositories as shall be selected in accordance with the

provisions of Article X of these Bylaws shall be responsible for the preparation of all checks and disbursements of NSPS funds; and in general perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 11. Immediate Past President. The Immediate Past President shall lend the advantages of his or her experience to the successful achievement of all NSPS objectives and shall perform such duties as may be prescribed by the President or the Board of Directors from time to time.

Section 12. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of NSPS shall furnish, at the expense of NSPS, a fidelity bond, approved by the Board of Directors in such sum as the Board shall prescribe.

ARTICLE VI COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of NSPS; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these Bylaws; electing, appointing or removing any member of any such committee or any director or officer of NSPS; amending the Articles of Incorporation of NSPS; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of NSPS; authorizing the voluntary dissolution of NSPS or revoking proceedings therefore, adopting a plan for the distribution of the assets of NSPS; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon the Board or the director by law.

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Section 2. Executive Committee. There shall be an Executive Committee for the Board consisting of the President, President-Elect, Vice President, Secretary-Treasurer, Immediate Past President, Chair of the Board of Governors and two Area Directors selected in the manner provided in Section 4 of Article IV of these Bylaws. The President shall be the Chair of the Executive Committee. The Executive Committee, to the extent permitted by law, shall have responsibility for the operation and activities of NSPS between meetings of the Board of Directors within the limits of basic policy established by the full Board, shall make recommendations to the full Board, and shall have such other powers and duties as may be determined from time to time by the Board of Directors. Four members of the Executive Committee, at least one of whom shall be the President or President-Elect, shall constitute a quorum of the committee.

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Ratified by General Membership - April 17, 2004

Section 3. Standing Committee. The standing committees of NSPS will consist of the following:

- (a) Budget and Finance
- (b) Education
- (c) Membership Development
- (d) Nominations
- (e) Program

- (f) Publications/Communications
- (g) Standards
- (h) Professional Ethics/Liability
- (i) Private Practice
- (j) Governmental Practice
- (k) Legislative Liaison
- (l) Historical
- (m) Public Relations
- (n) Bylaws and Resolutions
- (o) Policy Review
- (p) Youth Outreach
- (q) Admissions

These committees shall study matters and make recommendations to the Executive Committee and the full Board of Directors in their respective areas, and shall have such other powers and duties as may be determined from time to time by the Board of Directors and/or the President. In no event shall such committees have and exercise the authority of the Board of Directors in the management of NSPS.

Ratified by General Membership - April 15, 1994

Ratified by General Membership - April 6, 1997

Ratified by General Membership - April 17, 2004

Section 4. Nominations Committee. The Nominations committee chaired by the Immediate Past President shall consist of one Voting Member of NSPS from each Area, appointed by the President, with the consent of the Board of Directors at the Annual Meeting or as soon as possible thereafter. The committee will be responsible for soliciting, screening and presenting a slate of nominees for office in accordance with Article IX of these Bylaws.

Section 5. Delegates to ACSM. The NSPS president shall appoint the delegates to the ACSM Congress with approval of the NSPS Board of Directors. The delegates shall be appointed in accordance with Article X of the ACSM Bylaws. The NSPS treasurer shall serve as the alternate delegate.

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Section 6. Other Special Committees and Task Forces. The Board of Directors or the President may create and appoint members to such special committees and task forces as they shall from time to time deem appropriate, such committees and task forces to have the power and duties designated by the Board of Directors or the President. No such committee or task force shall have or exercise the authority of the Board of Directors in the management of NSPS.

Ratified by General Membership - April 17, 2004

Section 7. Term of Office. Each member of a committee or task force shall continue as such until a successor is appointed, unless the committee or task force shall be sooner

terminated, or unless such member be removed from such committee or task force, or unless such member shall cease to qualify as a member thereof.

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Section 8. Vacancies. Vacancies in the membership of committees or task forces may be filled by appointments made in the same manner as provided in the case of the original appointments.

Ratified by General Membership - April 17, 2004

Section 9. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee or task force, or these Bylaws, a majority of the whole committee or task force shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee or task force.

Ratified by General Membership - April 17, 2004

Section 10. Operating Guidelines. All appointed committees and task forces of NSPS shall operate within the limits and rules set out in the “Operations Manual for Standing and Special Committees” of NSPS, as revised. No committee or task force shall be construed as representing an NSPS opinion or policy until approval of same has been given by the Board of Directors. Copies of all official correspondence shall be transmitted to the Executive Committee and the NSPS staff and shall become a part of NSPS records. Each committee or task force may adopt rules for its own government not inconsistent with these Bylaws, the “Operations Manual for Standing and Special Committees” or with rules adopted by the Board of Directors.

**ARTICLE VII
BOARD OF GOVERNORS**

Section 1. Composition. The Board of Governors shall consist of one delegate from each state which contains one or more Affiliated Institutions of NSPS as provided by Article VIII of these Bylaws. All Delegates must be Voting Members of NSPS and from Affiliated Institution of NSPS as provided by Article VIII of these Bylaws. The Delegate from each state shall be selected by the State Affiliated Institution (or institutions, if more than one) in the manner described in Section 4 of Article VIII of these Bylaws. The State Executives Forum will elect two (2) voting representatives to serve on the NSPS Board of Governors.

Ratified by General Membership-March 30, 2003

Section 2. Authority. The Board of Governors shall act as an initiating forum for action requests coming from the Affiliated Institutions. The Board of Governors will select a Chair and a Secretary from their own ranks at each annual meeting of NSPS. The Chair shall represent the Board of Governors on the Board of Directors as full voting members thereof. The Secretary shall keep accurate minutes of all meetings and maintain an accurate roster of all delegates. Copies of all such minutes and rosters shall be furnished to the Secretary-Treasurer of NSPS. In the event the Chairman of the Board of Governors is unable to take part in a NSPS Board of Directors Meeting, the Secretary of the Board of Governors shall serve in the Chairman's absence for that meeting. In the event both the Chairman and the Secretary are unable to participate in a NSPS Board of Directors Meeting, a representative shall be appointed by a majority vote of the Board of Governors to represent the Board of Governors for that NSPS Board Meeting.

Ratified by General Membership - March 14, 1999

Ratified by General Membership - April 17, 2004

Section 3. Procedure. The Board of Governors shall establish written guidelines and administrative procedures necessary to accomplish its goals.

**ARTICLE VIII
INSTITUTIONAL AFFILIATION**

- Section 1. Qualification. Any professional or technical nonprofit organization may apply for affiliation with NSPS by completing the form “Articles of Affiliation with the National Society of Professional Surveyors”. Such application must receive the approval of the NSPS Board of Directors.
- Section 2. Dues. Institutional Affiliates may be assessed dues by NSPS.
- Section 3. Delegate Selection. Affiliate Institutions, independently or collectively, shall select a Delegate and assure the attendance of that Delegate, or an alternate to be designated in writing, at every meeting of the Board of Governors. Said Delegate shall be a Voting Member of NSPS and a member of at least one of the selecting Affiliate Institutions. The Delegate shall be someone other than the Area Director. One representative from the State Executives Forum will come from an Affiliate with fewer than the median number of members in all categories of membership and the other will come from an Affiliate with more than the median number of members. The initial large member category representative will serve a three year term and the initial small member category representative will serve a two year term. Subsequent to the initial terms, all representatives will serve three year terms.

Ratified by General Membership-March 30, 2003

Ratified by General Membership - April 17, 2004

- Section 4. Responsibilities of State Affiliate Delegate. The requirements, duties, and responsibilities of each State Affiliate Delegate are as follows:
- (a) The Delegate shall be selected and notified and such selection shall be reported to the NSPS Secretary-Treasurer at least two months prior to the NSPS Annual Business Meeting each year.
 - (b) The Delegate shall furnish NSPS the names and addresses of the Officers of the Affiliate(s) he or she represents.
 - (c) The Delegate shall submit annual written reports of Affiliate activities to the Secretary of the Board of Governors in sufficient time for distribution at the Annual Business Meeting.
 - (d) The Delegate shall submit an annual written report of NSPS activities to the Affiliate(s) he or she represents.
 - (e) The Delegate shall bring before the Board of Governors any matters or resolutions from the Affiliate(s) he or she represents which he or she feels should be discussed, studied, and acted upon by NSPS.
 - (f) The Delegate shall be responsible for NSPS representation at the Affiliate(s)

Annual Meeting.

- (g) NSPS shall have the responsibility of keeping the Delegate informed of any actions or policies of NSPS that might affect the land surveyors in the Affiliate Area, either by direct communication or through NSPS publications.
- (h) The Delegate, or an alternate, shall take part in all meetings of the Board of Governor and shall be the representative of all members of his or her sponsoring Affiliate(s) at any such meeting.
- (i) The Delegate generally shall provide the Affiliate liaison with NSPS.

Ratified by General Membership - April 17, 2004

**ARTICLE IX
NOMINATIONS AND ELECTIONS**

Section 1. Nominations Committee Meetings. The Nominations Committee will meet and prepare a slate of candidates to be approved by the Board of Directors, which slate shall be subject to additional nominations by petition as provided by Section 3 of this Article.

Ratified by General Membership - February 27, 1995

Ratified by General Membership - April 17, 2004

Section 2. Nominations. Nominations by the Nominations Committee shall be made as follows: One or more nominee(s) for each office of NSPS to be elected shall be selected from recommendations by Affiliated Institutions or Voting Members. Nominees for each Area Director position to be contested shall be selected from recommendations by Affiliated Institutions or Voting Members residing within that Area. If no organizational group from within an Area proposes nominations by the time of the NSPS Mid Year Meeting, the Nominations Committee shall then select sufficient nominees from the Voting Members residing within the limits of that Area. A member's Area shall be determined by his or her mailing address on the official records of NSPS.

Section 3. Requirements for Nomination or Petition. A member of the Nominations Committee, as appointed under these Bylaws, may be considered as a candidate for an elected office or position upon his or her resignation from said committee at the NSPS Mid Year Meeting. Any Voting Member in good standing may be nominated as a candidate for officer or Area Director by petition signed by 250 Voting Members or a number equal to or exceeding ten percent of the number of such members voting in the last election for the office or position under consideration, whichever is smaller, provided that the nominee agrees in writing to fulfill the duties of that office or position, if elected. Any such petition shall be submitted to the President so as to be verified prior to being included on the ballot.

Ratified by General Membership - April 17, 2004

Section 4. Areas Defined. The boundaries of the Areas to be served by the Area Directors shall be established by the Board of Directors, using the recommendations of the Board of Governors and the membership-at-large, and shall be reviewed as deemed necessary. The boundaries shall not divide any state or province. An Area Outline Map, showing the outlines of each Area, shall be prepared and updated as required. The Area shall be designated as follows:

Area 1 Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont, Newfoundland, New Brunswick, Nova Scotia, Prince Edward Isle, and Quebec;

Area 2 Delaware, New Jersey, New York, Pennsylvania, and Ontario.

- Area 3 District of Columbia, Kentucky, Maryland, North Carolina, South Carolina, Tennessee, Virginia, West Virginia, and Out-of-country (except Canada);
- Area 4 Alabama, Florida, Georgia, Louisiana, Mississippi, Virgin Islands and Puerto Rico;
- Area 5 Illinois, Indiana, Michigan, Minnesota, Ohio, Wisconsin and Manitoba;
- Area 6 Arkansas, Iowa, Kansas, Missouri, Nebraska, and Oklahoma;
- Area 7 Colorado, Idaho, Montana, North Dakota, South Dakota, Utah, Wyoming, Alberta and Saskatchewan;
- Area 8 Arizona, New Mexico and Texas;
- Area 9 California, Hawaii, Nevada; and Guam
- Area 10 Alaska, Oregon, Washington, British Columbia, Yukon, and Northwest Territories.

Ratified by General Membership - April 17, 2004

Section 5. Election. The election of the President-Elect, the Vice President and the Secretary-Treasurer shall be by mail, and a printed ballot shall be sent to all Voting Members of NSPS who shall be eligible to vote for the President-Elect, the Vice President, and the Secretary-Treasurer. Ballots shall be mailed under the supervision of the Secretary-Treasurer at least forty-five days prior to the election. All ballots shall include a provision for write-in votes and shall be accompanied by a copy of the Area Outline Map, together with the voting and mailing instructions under which such election is to be conducted. Each Area Director shall be elected by votes cast by the NSPS Voting Members within that Area. A plurality vote of the ballots cast for each office shall determine the candidate elected. Terms of the newly elected officials shall begin with their investiture during the NSPS annual business meeting and they shall hold office until the investiture of their successors.

Ratified by General Membership - February 17, 1995

Ratified by General Membership - April 17, 2004

Section 6. Ballot Counting Procedures. Ballots shall be mailed by and returned to NSPS. Properly returned ballots shall be turned over, after counting by NSPS, with the results to a Tellers Committee appointed by the President. Election results shall be reported to the President and Secretary-Treasurer of NSPS, the Executive Director of ACSM, and to the candidates immediately thereafter by the Tellers Committee. Tie votes shall be resolved by the Board of Directors in its sole discretion.

Ratified by General Membership - April 17, 2004

**ARTICLE X
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of NSPS, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of NSPS, an such authority may be general or confined to specific instances.

Ratified by General Membership - April 17, 2004

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of NSPS, shall be signed by such officer or officers, agent or agents of NSPS and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary-Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of NSPS.

Section 3. Deposits. All funds of NSPS shall be deposited from time to time to the credit of NSPS in such banks, trust companies or other depositories as the Board of Directors may select.

Ratified by General Membership - April 17, 2004

Section 4. Gifts. The Board of Directors may accept on behalf of NSPS any contribution, gift, bequest, or devise for the general purposes or for any special purpose of NSPS.

ARTICLE XI
MISCELLANEOUS PROVISIONS

- Section 1. Fiscal Year. The fiscal year of NSPS shall commence on January 1st and terminate on December 31st of each year, except that the first year of NSPS shall commence on May 2, 1991.
- Section 2. Notice. Whenever under the provisions of these Bylaws, the Articles of Incorporation of NSPS or statute, notice is required to be given to a director, committee member, officer or member, such notice shall be given in writing, by first-class, certified, or registered mail or by express delivery service, with postage or express delivery charges thereon prepaid, to such person at his or her address as it appears on the records of NSPS. Such notice shall be deemed to have been given when deposited in the United States mail or delivered to the express delivery service. Notice may also be given by telegram, telex, telecopy or telephone, and will be deemed given when received, if followed by a writing mailed on the same day or the next day.
- Section 3. Seal. The official seal, if any, of NSPS shall have inscribed thereon the name of NSPS and shall be in such form and contain such other words and/or figures as the Board of Directors shall determine. The official seal may be used by printing, engraving, lithographing, stamping or otherwise making, placing, or affixing or causing to be printed, engraved, lithographed, stamped, or otherwise made, placed, or affixed upon any paper or document, by any process whatsoever, an impression, facsimile, or other reproduction of said official seal.
- Section 4. Books and Records. NSPS shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members of its Board of Directors.

ARTICLE XII INDEMNIFICATION

NSPS shall indemnify each member of the Board of Directors, as described in Article IV hereof, each of its officers, as described in Article V hereof, and each of its employees for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

NSPS shall indemnify each of its directors, officers, and employees as aforesaid, from and against any and all judgements, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of NSPS that his or her conduct was not committed in bad faith, was not the result of active or deliberate dishonesty, and did not result in him or her actually receiving an improper personal benefit in money, services, or property, and, in the case of a criminal action or proceeding, in addition, that he or she had no reasonable cause to believe that his or her conduct was unlawful. A nonjudicial determination that the officer, director or employee has met the foregoing applicable standard of conduct by (1) the Board of Directors acting by a majority vote of a quorum consisting of directors who are not, at the time, parties to such action or proceeding or if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting solely of two or more directors not, at the time, parties to such proceeding and who were duly designated to act in the matter by a majority vote of the full Board of Directors in which the designated directors who are parties may participate; (2) by the opinion in writing of special legal counsel selected by the Board of Directors or a committee of legal counsel selected by the Board of Directors or a committee of the board by majority vote of a quorum consisting of directors not, at the time, parties to the proceeding, or, if the requisite quorum of the full Board of Directors cannot be obtained therefor and the committee cannot be established, by a majority vote of the full Board of Directors, in which the directors who are parties may participate. If the foregoing determination is to be made by the Board of Directors, it may rely as to all questions of law, on the advice of independent legal counsel.

Every reference herein to a member of the Board of Directors officer, or employee of NSPS shall include every director, officer and employee thereof and former director, officer and employee thereof. This indemnification shall apply to all the judgements, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director, officer, or employee of NSPS might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

Indemnification shall extend under the same conditions to the officers, Congress delegates and staff of ACSM when authorized by action of the NSPS Board of Directors to act on behalf of NSPS.

Ratified by General Membership - April 17, 2004

**ARTICLE XIII
AMENDMENTS TO BYLAWS**

These Bylaws may be amended or repealed or new Bylaws adopted upon the affirmative vote of a majority of the Board of Directors present at any regular or special meeting of the Board of Directors and the affirmative vote of a majority of the Voting Members present at any regular or special meeting of the membership or by a mail ballot conducted in the manner set forth in Section 6 of Article III of these Bylaws. An amendment shall be effective immediately after adoption unless a later effective date is specifically adopted at the time the amendment is enacted.

Ratified by General Membership - April 17, 2004