

# CONSTITUTION AND BYLAWS

## (Amended February 2021)

### Article 1

#### Section 1. Name and Location.

The name of this corporation shall be North Dakota Society of Professional Land Surveyors. Incorporated under the laws of the State of North Dakota for a perpetual term, from and after the date of filing the Articles of Incorporation, located at PO Box 7370, Bismarck, ND 58507, County of Burleigh, State of North Dakota, or in such other place or places as the Board of Directors may appoint and find necessary or convenient.

### Article 2 – OBJECTIVES

The principle objectives of the North Dakota Society of Professional Land Surveyors are:

#### Section 1.

To unite all the Professional Land Surveyors in the State of North Dakota.

#### Section 2.

To elevate the standards of the surveying profession in the State of North Dakota.

#### Section 3.

To establish basic minimum requirements for surveys.

#### Section 4.

To assist in promoting legislation and educational programs to improve the professional status of the land surveyor.

#### Section 5.

To work in cooperation with local, county, state, and federal governments in our field of endeavor.

#### Section 6.

To uphold a rigid code of ethics.

#### Section 7.

To strive to improve our relations with our clients and the public by doing our work with precision and integrity.

#### Section 8.

To maintain a good relationship between Land Surveyors and Engineers.

### Article 3 – BYLAW I – MEMBERS

## **Section 1. Qualification of Members**

The members of this society shall be those persons who

Shall be eligible for membership under the provisions of Section 2, and

Shall have been elected to membership, upon the recommendation of the Membership Committee.

## **Section 2. Classes of Members**

The members of this society shall be classified in the following classes:

**PROFESSIONAL MEMBERS** are those members who are registered as Land Surveyors pursuant to the laws of the State of North Dakota.

**LAND SURVEYOR INTERN** are those members who have met the requirements pursuant to the laws of the State of North Dakota.

**ASSOCIATE MEMBERS** are those members who are registered and in good standing as land surveyors either in any State of the United States other than North Dakota or in any Province of Canada or are those members who have an affiliate interest in the surveying profession.

**SUSTAINING MEMBERS** are those members, either individuals, or partnerships, or corporations, who or which are engaged either in the manufacture or distribution of surveying instruments or equipment, or in the compilation or reproduction of maps, or in the performance of services for land surveyors.

**STUDENT MEMBERS** are those members who are full-time students studying surveying.

**HONORARY MEMBERS** are those members who have attained unusual professional recognition by their contributions to the profession of Land Surveying.

**LIFE MEMBERS** are those members who have attained 60 years of age and have retired from active practice as Land Surveyors and who have paid dues for each of the nine years preceding and also in the year which they attained such age or so retired, whichever is later.

## **Section 3. Application**

All applications for membership shall be presented to the Secretary upon a form prescribed by the Executive Committee and accompanied by the dues for the current membership year.

## **Section 4. Delinquency**

Dues notices shall be mailed or e-mailed to the last known address of each member by November 15 of each year from the Secretary to each member. Dues shall be paid on or before January 1 and membership shall automatically and without any notice or hearing or any other action by anyone, expire on the thirty-first (31) day in January, unless said member shall have paid said annual dues on or before said thirty-first (31) day of January.

## **Section 5. Expulsion**

If and when the Ethics Committee shall notify the Secretary that any member either

Has ceased to be eligible for membership in the class in which they are a member, or

Has been found guilty for any felony, or

Has violated any provision or any code of ethics therefore adopted by this society, or  
Has willfully or repeatedly obstructed any purpose or proper activity of this society, or  
Has been guilty of any other conduct detrimental to either this Society or the profession of Land  
Surveying.

Then the Secretary shall mail to said member written notice specifying one or more of said grounds for expulsion that said member will, automatically and without any further notice or hearing or other action by anyone, be expelled from membership in this society on the thirtieth (30) day following the date of the mailing of such notice, unless said member shall show cause, in a written statement delivered to the Secretary within thirty (30) days following the date of said mailing why said member should not be expelled from membership. If and when Secretary shall have received any such written statement of cause, the Secretary shall notify said member of the time and place of the next meeting of the Executive Committee when and where said member may be heard with respect to their expulsion. After said hearing, said member may be expelled by the Executive Committee, may appeal to the next Annual Meeting of the members held not earlier than thirty (30) days after such expulsion, and such expelled member may be reinstated by the votes of a majority of the members who vote on a motion to reinstate said former member.

## **Section 6. Property Rights**

No member as such shall have any right, title or interest in or to any property of this Society. Upon the death or dissolution of any member or any other expiration of any membership or the expulsion of any member, no payment of any kind or amount shall become payable by this Society to the former member whose membership has expired or who or which has been expelled.

# **Article 3 – BYLAW II – MEMBERS' MEETINGS**

## **Section 1. Annual Meeting**

There shall be one Annual Meeting held each year at such time and place as the Board of Directors may ordain, and at which time, the President, President-Elect, Vice President, NSPS Director, Secretary, and Treasurer and one trustee for the NDSPLS Foundation shall be installed, annual reports received, and other business which rightfully may come before the meeting, may be transacted.

## **Section 2. Special Meetings**

Special meetings of the Society may be called whenever and wherever the President or the Board of Directors may deem advisable.

## **Section 3. Quorum**

At each Annual or Special meeting of the members, ten (10) of the total number of Professional Members shall constitute a quorum.

## **Section 4. Notice**

Notice of an Annual Meeting shall be mailed or emailed to every member's last known post office address, not less than thirty (30) days prior to such meeting and for special meetings, not less than five (5) days notice

so mailed shall be given. Such notice shall state the time of such meetings and may be either an individual notice or part of any publication of the Society.

### **Section 5. Membership Call**

A Special Meeting of the Society may be called upon the written request of twenty (20) voting members of the Society upon notice as above provided for special meetings.

### **Section 6. Votes**

Each Professional Member shall be entitled and restricted to one vote in the affairs of this Society; and there shall be no cumulative voting. Honorary Members, Associate Members, Sustaining Members, and Student Members shall have no vote.

### **Section 7. Mail Votes**

Any member who is entitled to vote at, but who is absent from, any meeting of the members may vote by mail on the ballot herein prescribed upon any election, motion, resolution, or amendment which the Board of Directors may, in its discretion, submit to the members for vote by them. Such ballot may be in the form prescribed by the Board of Directors and shall set forth the exact text of the proposed election, motion, resolution, or amendment to be voted upon at such meeting, and spaces in which such members may indicate his/her affirmative or negative vote thereon. Such member shall express his/her vote by making an “x” in the appropriate space upon such ballot. Such ballot may be embossed by the NDSPLSs Corporate Seal and when received by this association, before said meeting shall have been called to order, shall be accepted and counted as the vote of such absent member at such meeting.

### **Section 8. Rules of Order**

Except as otherwise provided in these bylaws or in any standing rules of procedures not inconsistent with these bylaws which shall have been adopted at any meeting of the members, “Roberts Rules of Order – Revised” shall be the parliamentary authority for the conduct of meetings of the members.

## **Article 3 – BYLAW III – DIRECTORS**

### **Section 1. The Board of Directors**

Shall be comprised of a body of Directors who shall be Professional Members in good standing. The members of the Board shall be the Past President, President, President-Elect, Vice President, Secretary, Treasurer, and the Director to the National Society of Professional Surveyors of the Society plus the President of each Chapter. The maximum number of Chapters in North Dakota shall be eight (8). The President of the North Dakota Society of Professional Engineers shall be an ex-officio member. Ex-officio members have no voting privileges on the Board of Directors.

### **Section 2. Chartering**

The Board shall have authority to make rules and regulations for chartering, combining, or dissolving chapters.

### **Section 3. Meetings**

The Board of Directors shall meet regularly at such times and places as the board may determine. Special meetings may be called by the President, or the Board of Directors, or a majority of the Directors. All meetings shall be held on such notice, if any, as the Board may prescribe, but any business may be transacted at any meeting without mention of such business in the notice, if any, of the meeting.

#### **Section 4. A Quorum**

Shall consist of a majority of the Directors. A majority vote of the Directors present shall decide all questions, except where a greater vote is expressly required by law of these bylaws.

#### **Section 5. Reimbursement**

The reimbursement, if any, of the Directors or Officers or both may be fixed at any Annual Meeting of the members.

#### **Section 6. Financial Statements**

The Board of Directors shall have the books of this Society examined by an outside source at least once in each alternate fiscal year. The report of the findings shall be made at the next Annual Meeting of the members.

#### **Section 7. Borrowing**

The Board of Directors shall have power which may be exercised only by a vote of a majority of all the Directors, to authorize and approve the borrowing of money and the pledging and mortgaging of any or all of the assets of the Society as a security for the sums to be borrowed.

#### **Section 8. Corporate Seal**

The Board of Directors may adopt, alter, or abandon the use of a Corporate Seal.

#### **Section 9. Executive Committee**

The Board of Directors may appoint an Executive Committee of not less than three (3) Directors, one of whom shall be the President. Such committee shall not have any authority either

To fill any vacancy either in any elective office or in its own membership or on the Board of Directors, or

To employ or discharge any Executive Secretary for this Society, or

To call any meeting of the membership, or

To meet or otherwise to act at any time when either the Board of Directors or the members are holding a meeting, or

To do anything which is required by law to be done only by the Board of Directors and which said board cannot lawfully delegate to such a committee.

But said committee shall have such other powers and duties as the Board of Directors may delegate to or require of it.

### **Article 3 – BYLAW IV – OFFICERS**

#### **Section 1. Election of Officers**

At the annual meeting of the members, voting members, shall elect from among their number, a Vice President for a regular term of one administrative year commencing after the Annual Meeting is adjourned following the Annual Meeting of members, and the Secretary and Treasurer shall be elected to regular nonconcurrent terms of two administrative years each commencing at the adjournment of the Annual Meeting of the members. The NSPS director shall be elected on the same year as the Treasurer for regular terms of two administrative years commencing at the adjournment of the Annual Meeting of the members. Neither President, President-Elect, nor Vice President shall be eligible for re-election as such Officer at the expiration of the full regular term of one year each for which they have served: and neither Secretary nor Treasurer shall be eligible for re-election as such Officer at the expiration of the second of two successive full regular terms of two years each for which they have served: but an NSPS Director shall be eligible for re-election as an NSPS Director without any limitation on the number of terms of service. The former President shall be designated as the Past President following the expiration of the term of service as President, the Vice President shall succeed to the office of President-Elect, and the President-Elect shall succeed to the office of President.

## **Section 2. The President Shall:**

Preside over all meetings of the members and of the Board of Directors and of the Executive Committee.

Have all authority ordinarily held by the President of a corporation.

Appoint the members of all standing and special committees from any class of membership he/she desires, and he/she shall serve ex-officio as a member of all committees.

Serve on the NDSPLS Foundation Board of Trustees as the Board of Trustees Vice President

## **Section 3. The President-Elect Shall:**

Perform such duties of the President as the President may designate; in the absence or disability of the President, the President-Elect shall perform all the duties of the President.

Do and perform such other duties as from time to time may be assigned by the Board of Directors, or required by the President.

Serve on the NDSPLS Foundation Board of Trustees.

## **Section 4. The Secretary Shall:**

Take or supervise the taking of complete minutes of all meetings of the members and of the board of directors and of the executive committee; and

Have custody of this Society's minute book and of its corporate seal, if any; and

Submit to the Annual Meeting of the members a report covering the business of this Society for the previous fiscal year and showing the condition of this Society at the close of said fiscal year; and

Give, or cause to be given, all notices as required by law or these bylaws; and

Perform such additional duties as may be required of him/her by the Board of Directors.

## **Section 5. The Treasurer Shall:**

Have custody of and account for all funds and property of this Society; and  
Keep complete books and records of all financial transactions of this Society; and  
Perform such additional duties as may be required of him/her by the Board of Directors.  
Serve on the NDSPLS Foundation Board of Trustees as the Board of Trustees Treasurer.

### **Section 6: The Past President Shall:**

Do and perform such other duties from time to time that may be assigned by the Board of Directors or the President; and  
Serve as the Nominating Committee Chairman, and supervise the counting of all votes at the Annual Meeting.  
Serve on the NDSPLS Foundation Board of Trustees as the Board of Trustees President.

### **Section 7: The Vice President Shall:**

Do and perform such other duties from time to time that may be assigned by the Board of Directors or the President; and  
Serve as the Membership Committee Chairman  
Serve on the NDSPLS Foundation Board of Trustees.

### **Section 8: Vacancy**

Each vacancy occurring in any office of the President, Vice President, Secretary, or Treasurer or an NSPS Director, other than by the removal of such Officer by the members or the expiration of a regular term, may be filled until the next Annual Meeting of the members by a vote of the remaining Directors.

### **Section 9. Extension of Term of Office Due to National or State Emergency.**

In the event of a state or national emergency as declared by the State or Federal Government, the members of NDSPLS may extend the NDSPLS Officers term of office by a time approved by the affirmative vote of a majority of the Voting Members in attendance at a properly called General Membership meeting.

## **Article 3 – BYLAW V – COMMITTEES**

### **Section 1. Standing Committees**

The President, promptly following each Annual Meeting of the members, shall appoint, from among the members of this association, the members of each of the following Standing Committees: Education, Ethics, Legislation and Bylaws, Manual, Membership, Nominating, Public Information, Education Assistance Program, Administrative Secretary, and Policy and Procedures.

### **Section 2. The Education Committee**

Shall promote and encourage educational facilities and activities which the committee deems to be advantageous or beneficial to students who are preparing to follow the profession of Land Surveying.

### **Section 3. The Ethics Committee**



Shall prepare and recommend to the Board of Directors a Code of Ethics and amendments thereof from time to time. It shall investigate all questions arising under said Code and recommend to said Board action to be taken by said Board concerning any such questions.

#### **Section 4. The Legislation and Bylaws Committee**

Shall study enacted and proposed legislation affecting land surveyors, and promote legislation which will be in the public interest and will tend to elevate the standards of land surveying. It shall review this Association's bylaws each year; and recommend to the Board of Directors such amendments as said Committee may deem to be advisable.

#### **Section 5. The Manual Committee**

Shall prepare and recommend to the Board of Directors a manual of recommended standards for the proper practice of the profession of land surveying, and amendments thereof from time to time.

#### **Section 6. The Membership Committee**

Shall review all applications for membership in this Association and shall recommend to the Secretary each applicant which said committee shall deem to be eligible for membership, together with said committee's recommendation concerning the classification of each recommended application. Said committee, without prior application, may recommend to said Board the admission of qualified persons to membership in this Association as Honorary Members, Life Members, or Sustaining Members. The Membership Committee shall also maintain a complete and current record of all the members of this association, listing them alphabetically, according to classes of members, and according to counties, states or province, and political subdivisions thereof. Said committee shall also strive to increase the membership of this association.

#### **Section 7. The Nominating Committee**

Shall, at each Annual Meeting of the members, nominate one or more nominees for election to each NDSPLS office and each trustee of the NDSPLS Foundation for which an election will be held at said meeting.

#### **Section 8. The Public Information Committee**

Shall promote publicity relative to this Association and its activities and programs. It shall edit and publish a publication which shall represent high standards of professional land surveying. This committee shall coordinate all programs not covered by the Education Committee. It shall assist the editor of the 49<sup>th</sup> Parallel by providing timely material for publication.

#### **Section 9. The Education Assistance Program Committee**

The Chair of this Committee shall serve on the NDSPLS Foundation Board of Trustees as the Board of Trustees Secretary.

The Committee shall report to and receive direction from the NDSPLS Foundation Board of Trustees.

The Committee shall make recommendations to the NDSPLS Foundation Board of Trustees on the number of and dollar amount of scholarships and other items that may come up from time to time on the committee.

The Committee shall make recommendations to the NDSCS Land Surveying and Civil Engineering Technology Program Advisory Committee on where to best spend the proceeds from the ND Society of Professional Land Surveyors Endowment.



The Committee shall make recommendations to other Programs, Foundations and Committees the EAP may become involved with now and in the future on where to best spend the proceeds from the NDSPLS Foundation.

### **Section 10. The Administrative Secretary Committee**

Shall conduct the search for and recommend the hiring of the Administrative Secretary. This committee shall review annually the performance of the Administrative Secretary, and recommend any changes in duties, responsibilities, and contract rates to the Board of Directors.

### **Section 11. Policy and Procedures Committee**

Shall review motions from each general membership meeting and Board of Director's meetings and determine if the motion dictates a policy or procedure within the organization. If so, add to the Manual, then submit a new Manual at the Spring Board of Director's meeting.

### **Section 12. Special Committees**

May be appointed by the president, from among the members of this association for such purposes as he/she may, from time to time, deem to be expedient.

Historian

Awards

Convention

Industrial

## **Article 3 – BYLAW VI – CHAPTERS**

### **Section 1. Organization**

Local Chapters of this Society may be established by the Board of Directors upon the petition of at least five members, who wish to form a chapter in their area. The petition should include a chapter name and a list of counties to be non-exclusively served by the chapter. This list is subject to change at any time by the Board of Directors. The chapters shall also be numbered in the order in which they are established. The maximum number of chapters in North Dakota shall be eight (8).

### **Section 2. Purpose**

The purpose of the Chapters shall be to assist the Society in fulfilling its objectives. The chapters shall actively promote membership in the Society. The chapters shall also provide fellowship, guidance, and assistance to students and technicians seeking a place in the profession by including them in chapter activities.

### **Section 3. Members**

Only members of the Society shall be eligible for membership in their respective chapters.

### **Section 4. Officers**

The Chapter Officers shall consist of a President, who shall conduct the chapter business; a Vice President who assists the President or assumes the duties of the President in his/her absence; and a Secretary and a

Treasurer, or Secretary/Treasurer who shall keep a record of the business and finances of the Chapter. Committees may be appointed by the President to assist him/her in his/her term of office. The officers shall be elected annually. All voting members shall be eligible for office.

### **Section 5. Meetings**

The Chapter shall hold at least two meetings throughout the year. A notice and agenda of the meetings shall be mailed to the members and the NDSPLS President at least ten (10) days prior to the meeting. The meetings shall be conducted according to “Robert’s Rules of Order-Revised.” The minutes of the meetings shall be mailed to the members and the NDSPLS President and Secretary. One-third of the voting chapter members shall constitute a quorum.

### **Section 6. Dues**

The Chapter shall present an annual report to the Society at the Annual Meeting containing a list of its members and summary of its activities and financial status.

## **Article 3 – BYLAW VII – FINANCES**

### **Section 1. Fiscal Year**

The fiscal year of this Society shall commence on the first day in July in each year and shall end on the last day of June in the following year.

## **Article 3 – BYLAW VIII – DUES**

### **Section 1. Annual Dues**

Each Professional Member shall be assessed, as of the first day of each calendar year; such amount of annual dues for said calendar year as shall have been adopted by the members prior to the commencement of said calendar year. No annual dues shall be assessed against any Honorary Member or any Life Member. Annual dues payable by Associate Members shall be assessed by the Board of Directors.

## **Article 3 – BYLAW IV – AMENDMENTS**

### **Section 1.**

These bylaws or any part of the same may be amended, abridged, altered, added to, or repealed by the membership of this Society and not otherwise, at any Annual Membership Meeting, by a two-thirds vote of the voting membership present or by proxy.

### **Section 2.**

Bylaw amendments may be proposed by the Board of Directors or by a petition of twenty (20) voting members of the Society. All proposed amendments to the bylaws must be delivered to the Secretary not less than sixty (60) days prior to the date of the Annual Meeting. The Secretary must thereupon mail a copy of

such proposed amendments to all members of every class, not less than thirty (30) days prior to such annual meeting.

**Section 3.**

The Secretary shall mail a copy of all amendments to the members of every class following adoption.

Mark Isaacs, SECRETARY

February 2024