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2
3 **BYLAWS**
4 **OF THE**
5 **ARKANSAS SOCIETY OF PROFESSIONAL SURVEYORS**

6 **ARTICLE I. OFFICES**

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9 The corporation shall be referred to as the Arkansas Society of Professional Surveyors (“ASPS”).
10 ASPS may have such offices within the State of Arkansas as the Board of Directors (the Board) may
11 designate or as the business of ASPS may require from time to time.

12 **ARTICLE II. MEMBERS**

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15 SECTION 1. A. Classes of Members. ASPS shall have the classes of ~~M~~membership as set forth
16 in Article II of the Articles of Incorporation.

17 B. Membership Status. Any newly licensed person meeting the requirements for Privileged or
18 Regular Membership shall receive a one-time first year’s membership without payment of dues. All other
19 classes of membership set out in the Articles of Incorporation shall automatically become members upon
20 receipt of dues accompanied by an application for membership. Submission of the application will indicate
21 a member’s willingness to abide by these bylaws, and approval by the Board. Membership is open to
22 qualified persons without regard to race, religion, color, national origin, age, or gender.

Commented [a1]: Replaces Article XII, Section 1.

Commented [a2]: Addresses possible antitrust, slander, or libel charges.

23 C. Dues. For the purpose of payment of dues to ASPS, the fiscal year shall begin on January 1st
24 and end on December 31st. A grace period for access to member benefits will expire on March 31.

25 D. Determination of Dues. The annual dues and changes to the annual dues are to be proposed by
26 the Board and must be confirmed by a simple majority of the members in attendance at the Annual
27 Membership Meeting during the Annual Spring Conference.

28 ~~E. Late Payment. A member whose dues are not paid by April 15 shall be considered delinquent~~
29 ~~and their membership terminated.~~

30 ~~F. Reinstatement. Any former Member, otherwise in good standing except for nonpayment of~~
31 ~~dues, may reapply for Membership.~~

1 SECTION 2. Annual Meeting. The ~~a~~Annual ~~m~~Meeting of the ~~M~~members shall be held each year
2 at the Annual Conference for the purpose of installing officers and for the transaction of such other business
3 as may come before the meeting. The Board shall designate the time and place, either within or without the
4 ~~S~~state of Arkansas for the ~~a~~Annual ~~m~~Meeting. The Secretary-Treasurer of ASPS shall notify the
5 ~~M~~membership of the exact time and place not less than 30 days prior to the Annual Meeting. At the Annual
6 Meeting, the President and the Secretary-Treasurer shall report on the activities and financial condition of
7 ASPS, and the membership shall consider and act upon such other matters that are consistent with the notice
8 of the meeting.

9 SECTION 3. Special Meetings. Special meetings for any purpose or purposes may be called by
10 any corporate officer or by the Board. A member of the Board or any corporate officer shall call a special
11 meeting upon receipt of a petition of not less than 10% of the voting members of ASPS. The petition must
12 describe the purpose or purposes of the special meeting and must be signed and dated by the requesting
13 members. The Board shall designate the place and time of any special meetings, which must be held within
14 the ~~S~~state of Arkansas. The Board upon notification of petition of special meeting shall hold said meeting
15 within 45 days of receipt of petition and shall notify the membership not less than 10 days prior to the
16 meeting.

17 SECTION 4. Quorum. A quorum of the membership shall be achieved when no less than twenty
18 percent of the total voting membership is present.

19 SECTION 5. Voting. The voting privilege of ASPS shall be exercised only by Privileged,
20 Regular, and Life Members (“~~v~~Voting ~~m~~Members”). A ~~v~~Voting ~~m~~Member may appoint a proxy to vote or
21 otherwise act for the ~~v~~Voting ~~m~~Member by signing a letter of proxy that shall be valid for only one meeting.
22 Presentation of proxy is effective when received prior to the vote by the Secretary-Treasurer or other officer
23 authorized to tabulate votes.

24 SECTION 6. Certificates of Membership and Promotional Materials. The Board shall make
25 available at no cost to each new member of ASPS, a ~~c~~Certificate of ~~m~~Membership upon admission to
26 ASPS. Any replacement of this certificate shall be at the expense of the ~~M~~member. The Board may design,
27 adopt and sell ~~at cost promotional materials~~ to the ~~M~~membership ~~promotional materials~~. Authorization may

1 ~~also be given to student members to sell such items.~~ All members shall be encouraged to use the materials
2 so that public knowledge of ASPS and its objectives may be promoted.

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7 **ARTICLE III. ELECTION OF DIRECTORS AND OFFICERS**
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10 SECTION 1. Nomination. The Nominat~~ing~~~~on~~ Committee as prescribed in these Bylaws shall
11 prepare and submit to the Secretary-Treasurer, at least ninety (90) days prior to the date of the Annual
12 Meeting a list of proposed officers, and applicable ~~D~~irectors, to be voted on in accordance with these
13 Bylaws. The list of proposed officers shall contain as unopposed for President the name of the currently
14 serving President-Elect, and as unopposed for President-Elect the currently serving Vice-President. This
15 list of proposed officers shall also contain one or more candidates for each other ~~O~~ffice ~~D~~irector and two
16 or more candidates for each ~~d~~istrict ~~D~~irector whose term is to expire at the Annual Meeting. The
17 candidates for the office of Vice-President and Secretary-Treasurer shall be from the ~~S~~tate at large. The
18 Nominating Committee shall give due consideration to the geographical distribution of the candidates so
19 that, insofar as is practicable, various sections of the ~~S~~tate will be represented by nominees. The
20 Nominat~~ing~~~~on~~ Committee shall secure a statement from each of the proposed candidates that they will
21 serve, if elected, before their names shall be placed in nomination.

22 SECTION 2. Notice. Within ten days after receiving from the Nominating Committee its list of
23 proposed candidates for officers and directors, the Secretary-Treasurer shall notify the voting membership.
24 mail a copy of this list to each Voting Member of ASPS.

25 SECTION 3. Additional Nominees. Within thirty (30) days after ~~mailing~~ notifying the voting
26 membership of the list of proposed candidates, any ten (10) ~~V~~oting ~~M~~embers of ASPS may submit in
27 writing, to the Secretary-Treasurer additional nominees for Vice-President, or ~~d~~irectors. If they are
28 eligible and their nominations are accompanied by a statement from them that they are willing to be
29 candidates, their names shall be placed on the ballots.

30 SECTION 4. Election. Thirty (30) days prior to the Annual Meeting, the Secretary-Treasurer
31 shall prepare and send to each ~~V~~oting ~~M~~ember a ballot containing the names of all nominees, with the

1 instructions that secret sealed ballots must be ~~returned to the Secretary-Treasurer~~received at the ASPS
2 office at least five days prior to the date of the first day of the Annual Meeting. ~~If a paper ballot is~~
3 ~~requested by a member~~ Each ballot shall be returned in two envelopes will be provided: the inner one to be
4 blank, and the outer one to be endorsed by the Mmember's license number. The Secretary-Treasurer shall
5 deliver all ballots unopened, together with all votes submitted online and a list of all eligible votes, to a
6 special Tellers Committee of three, appointed by the President, who shall canvass all the ballots. The
7 results shall be announced at the Annual Meeting. The candidate receiving the largest number of votes for
8 each office shall be elected. In the event of a tie vote for any office, the ~~V~~oting Mmembers at the Annual
9 Meeting shall proceed to vote among the candidates so tied with a majority of the votes cast being required
10 to elect. The installation ceremony of newly elected officers and directors shall be held at the Annual
11 Meeting. The Secretary-Treasurer shall preserve the ballots for one year.

12 **ARTICLE IV. BOARD OF DIRECTORS**

13 SECTION 1. General Powers. The affairs, activities, and operation of ASPS shall be managed by
14 its Board of Directors. Directly or through its committees, the Board makes disbursements and special
15 appropriations for specific purposes, acts ~~upon applications for Membership and~~ upon suspensions or
16 terminations as provided in the Bylaws; takes measures to advance the interest of ASPS; has charge of and
17 management of all properties of ASPS; and directs the publications of ASPS. ASPS may pay compensation
18 in a reasonable amount to its directors or officers for services rendered. ASPS may reimburse its directors,
19 officers, and employees for expenses incurred in attending to their authorized duties, provided, however,
20 that such expenses shall be evidenced by receipt or other proper documents.

21 SECTION 2. Number, Tenure and Qualifications. The number of ~~d~~Directors of ASPS shall be
22 eleven (11). The eleven shall consist of the following: A) ~~S~~six ~~O~~office ~~d~~Directors being 1) President, 2)
23 President-Elect, 3) Immediate Past President, 4) Vice-President, 5) Secretary-Treasurer 6) National Society
24 of Professional Surveyors Governor, and B) ~~f~~Five ~~d~~District ~~d~~Directors - one representing each district of
25 the ~~s~~State of Arkansas as setout in Article ~~V~~I Section 3 hereafter.

26 The six office directors shall serve terms on the board for such time as they are executing the
27 designated office. The five district directors shall serve two (2) year terms or until their successors are duly

1 elected and qualified. Terms of the district directors shall be staggered and no district director may serve
2 more than two (2) consecutive terms of office. The six office directors shall be required to meet the
3 qualifications of their designated office. The five district directors shall be required to meet the
4 qualifications of Article VII Section 2 and each district shall elect its own director.

5 SECTION 3. Regular Meetings. A regular meeting of the Board shall be held without notice
6 immediately before or after the annual meeting of the Membership, and at least during each calendar
7 quarter thereafter. The rules contained in Roberts' Rules of Order Newly Revised shall govern all meetings
8 of this Association in all cases in which they are applicable and in which they are not inconsistent with these
9 Bylaws, the Articles of Incorporation, or applicable law.

10 SECTION 4. Special Meetings. Special meetings of the Board may be called by or at the request
11 of the President or any two directors. ~~Sufficient notice shall be provided to each board member. The person~~
12 ~~or persons authorized to call special meetings of the Board may fix the place for holding any special~~
13 ~~meeting of the Board called by them. Notice of any special meeting shall be given at least three (3) days~~
14 ~~previously thereto by written notice delivered to each director at his business address, in person, by first~~
15 ~~class or registered mail or by telecopier or facsimile transmittal. If mailed, such notice shall be deemed to~~
16 ~~be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice~~
17 ~~be given by telecopier or facsimile, such notice shall be deemed to be delivered when the proof of~~
18 ~~transmittal is received by the sender. Any director may waive notice of any meeting. The waiver must be in~~
19 ~~writing, signed by the director entitled to the notice, and filed with the minutes of ASPS records. A signed~~
20 ~~waiver delivered by facsimile transmittal shall constitute a valid waiver of notice. A director's attendance at~~
21 ~~or participation in a meeting waives any required notice of the meeting unless the director upon arriving at~~
22 ~~the meeting or prior to the vote on a matter not noticed in conformity with these bylaws objects to lack of~~
23 ~~notice and does not thereafter vote for or assent to the objected to action.~~

24 SECTION 5. Quorum. A majority of the number of directors fixed in Section 2 of this Article IV
25 shall constitute a quorum for the transaction of business at any meeting of the Board, ~~but if less than such~~
26 ~~majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to~~
27 ~~time without further notice.~~

1 SECTION 6. Manner of Acting. The act of the majority of the directors present at a meeting at
2 which a quorum is present shall be the act of the Board except as provided for removal of officers.

3 SECTION 7. Action Without Meeting. Any action of the Board to be approved without a meeting
4 must be approved in writing by at least eighty percent (80%) of the voting board members. by the Voting
5 Members may be approved without a meeting of Voting Members if the action is approved by Voting
6 Members holding at least eighty percent (80%) of the voting power of the Board. The action must be
7 evidenced by one (1) or more written consents describing the action taken, signed by those Voting Members
8 representing at least eighty percent (80%) of the voting power, and delivered to the ASPS office for
9 inclusion in the minutes or filing with the corporate records. A consent signed as outlined above has the
10 effect of a meeting vote and may be described as such in any document filed with the Secretary of State.
11 Written notice of Voting Member approval shall be given to all Members who have not signed the written
12 consent. If written notice is required, Voting Member approval pursuant to this paragraph shall be effective
13 ten (10) days after such written notice is given.

14 SECTION 8. Removal, Resignation. The ~~V~~voting ~~M~~membership may remove one (1) or more
15 directors elected by them without cause only at a meeting called for the purpose of removing the director
16 and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the
17 director. A director may resign at any time by delivering written notice to the Board, its presiding officer or
18 the President or Secretary. The notice shall state and set the effective date of resignation.

19 SECTION 9. Vacancies. Any vacancy occurring in the Board shall be filled by the affirmative
20 vote of a majority of the ~~v~~Voting ~~M~~members of the remaining directors, though less than a quorum of the
21 Board. A director elected by the Board to fill a vacancy shall be elected for the unexpired term of his
22 predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may
23 be filled by election by the Board for a term of office continuing only until the next election by the
24 ~~M~~membership.

25 **ARTICLE V. OFFICERS**
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28 SECTION 1. Number, Tenure, and Qualifications. The officers of ASPS shall be a President, a
29 President-Elect, a Vice-President, a Secretary-Treasurer, an Immediate Past President, and a NSPS

1 Governor each of whom shall be elected as provided herein. Such other officers and assistant officers as
2 may be deemed necessary may be elected or appointed by the Board. The officers of ASPSP shall serve a
3 one (1) year term each or until their successors are duly elected and qualified or appointed. For a member
4 to qualify as a nominee to serve as an officer of ASPSP the member shall be a privileged member in good
5 standing, whose dues are currently paid and have maintained membership in ASPSP for five consecutive
6 years prior to nomination. In addition the nominee should have served on committees or the Board of
7 ASPSP and demonstrated leadership abilities.

8 SECTION 2. Duties and Powers of Officers. The duties and powers of ASPSP Officers shall be as
9 follows:

10 A. President. The President shall have general supervision of the affairs of ASPSP, shall be
11 President of the Board, shall select the chairperson of all ~~S~~standing ~~C~~committees, may appoint ~~S~~special
12 ~~C~~committees, shall be an *ex officio* member of all committees, and shall preside at the meetings of ASPSP
13 and the Board. He shall ~~sign all membership certificates and~~ represent ASPSP on official occasions. If he
14 desires, he may also make a one-year appointment of a Parliamentarian to act as the official interpreter of
15 these Bylaws. Said Parliamentarian may not be an officer or voting ~~B~~board member.

16 B. President-Elect. The President-Elect shall become familiar with the activities of all existing
17 committees and prepare a list of chairpersons and members of said committees that will become effective
18 when he takes office. He shall preside at the meetings of ASPSP and the Board in the absence of the
19 President and shall discharge the President's duties, in case of a vacancy until a new President has been
20 designated.

21 C. Vice-President. The Vice-President shall preside at the meetings of ASPSP and the Board in the
22 absence of both the President and President-Elect and discharge the President-Elect's duties, in case of a
23 vacancy, until a new President-Elect has been designated.

24 D. Secretary-Treasurer. The Secretary-Treasurer, a non-voting position, under the direction of the
25 President and Board, shall be the executive director of ASPSP in the absence of an Executive Director
26 employed by the Board, and Secretary of the Board. He shall receive all money and dues and deposit the
27 same in the name of ASPSP. He shall invest all funds not needed for current disbursements, as directed by
28 the Board. He shall pay all bills, when certified and audited as provided by these Bylaws and the rules

1 prescribed by the Board. He shall carefully examine all expenditures and use his best endeavor to secure
2 economy in the administration of ASPS. He shall himself certify the accuracy of all bills or vouchers on
3 which money is to be paid. All money drawn from the treasury, that does not fall under the normal
4 operating expenses of the budget approved the Board, must be on orders approved by the President and
5 signed by the Secretary-Treasurer. The Secretary-Treasurer will give regular reports of all monies spent at
6 every Board meeting. He shall be expected to attend all meetings of ASPS and of the Board and duly
7 record the proceedings thereof. He shall execute his duties as required in ARTICLE III to accomplish the
8 election of Directors and Officers. He shall conduct or supervise the correspondence of ASPS and keep full
9 records of the same. The Secretary-Treasurer may be paid a nominal salary and may be allowed
10 compensation for clerical assistance, the amounts of such salary and compensation to be determined by the
11 Board. ~~The Secretary-Treasurer should renotify all members who have not paid their membership dues by~~
12 ~~March 1 that membership will be terminated on April 15. In addition the Board of Directors shall have the~~
13 ~~authority to employ an Executive Director who will assume the role of office manager and serve under the~~
14 ~~direction of the Secretary-Treasurer and other elected officers.~~

15 E. Immediate Past President. The Immediate Past President shall assist the President in a manner
16 so as to facilitate an orderly transition from the past administration to the current administration.

17 F. NSPS Governor. The NSPS Governor shall represent ASPS in an orderly and professional
18 manner at the bi-annual meetings of the NSPS Board of Governors. The NSPS Governor shall correspond
19 with the NSPS and other governors and pass this correspondence on to the Board of Directors and
20 membership of ASPS. He shall also serve as the ASPS representative to any and all NSPS Officers and/or
21 Directors visiting an ASPS function.

22 SECTION 3. Removal/Resignation. Any officer or agent may be removed by the Board at any
23 time with or without cause provided a minimum of eight (8) ~~B~~board ~~M~~members support the action of
24 removal. An officer may resign at any time by delivering written notice to the Board, its presiding officers,
25 or the President or Secretary-Treasurer. The notice shall state and set the effective date of resignation.

26 SECTION 4. Vacancies. ~~A vacancy in any office shall be filled by the Board for the unexpired~~
27 ~~portion of the term. The office shall be filled by the affirmative vote of a majority of the voting members of~~
28 ~~the remaining Directors, though less than a quorum of the Board.~~

Commented [a3]: Previously covered...Article IV, Section 9

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ARTICLE VI. COMMITTEES

SECTION 1. Board Committees. The Board of Directors may appoint one (1) or more committees of the Board and appoint ~~M~~members of the Board to serve on them. The President shall select the chairperson of each committee. The creation of the committee, number of members serving on the committee, and appointment of members to it must be approved by a majority of a quorum of the ~~D~~irectors when the action is taken. Article ~~H~~V, Sections ~~3 and 6~~, shall apply to committees of the Board and their Members as well. Each committee of the Board may exercise the Board's authority, except that a committee of the Board may not: (a) authorize distributions; (b) approve or recommend to ~~M~~members dissolution, merger or the sale, pledge or transfer of all or substantially all of ASPS assets; (c) elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees; or (d) adopt, amend, or repeal the Articles or Bylaws.

SECTION 2. Standing Committees. The standing committees of ASPS and their duties shall be as follows:

~~A. Articles of Incorporation and Bylaws Committee. The Articles of Incorporation and Bylaws Committee shall prepare or receive all resolutions referred to ASPS for consideration and shall recommend appropriate action to the Board. This committee shall thoroughly acquaint itself with the Articles of Incorporation and the Bylaws, and it shall then recommend such changes or amendments to the Articles of Incorporation and the Bylaws that it considers advisable.~~

Commented [a4]: This does not need to be a "standing committee". It may be appointed as a special committee when needed.

BA. Education Committee. The Education Committee shall investigate and make recommendations as to methods of improving ~~S~~urveyors' education and training both without and within ASPS. It shall keep the ~~M~~members informed as to improved ideas and methods of ~~S~~urveying by articles in ASPS ~~quarterly~~ publications.

CB. Executive Committee. The Executive Committee shall be composed of the President, the President-Elect, the Vice-President, the immediate Past-President, the Secretary-Treasurer, and one ~~M~~member of the Board appointed by the Board. This committee shall have immediate supervision of the arrangements necessary for the Annual Conference and shall supervise all matters pertaining to publicity thereof.

1 ~~DC.~~ Finance Committee. The Finance Committee shall oversee the financial affairs of ASPS. It
2 shall audit the accounts of ASPS annually, or more frequently, if necessary. It shall submit a written report
3 of the audit to the Board indicating the status of the financial records. It shall make recommendations to the
4 Board as to the amount of the ~~M~~members annual dues, as to investment of moneys, and as to other financial
5 matters. It shall provide the Board with a ~~R~~recommended ~~B~~budget to be approved at the fourth quarter
6 Board of Directors meeting ninety (90) days before the Annual Conference. The Secretary-Treasurer and
7 the President-Elect shall be adhoc ~~M~~members of the Finance Committee.

8 ED. Legislative Committee. The Legislative Committee shall thoroughly familiarize itself with,
9 and keep a record of all existing legislation in the ~~S~~state affecting ~~S~~urveyors and shall diligently watch for
10 proposed legislation. It shall carefully study such legislation and recommend to the Board as to action on
11 the part of ASPS that this committee deems advisable. It shall study existing laws and rules of the ~~S~~state
12 and its political subdivisions concerning the registration of ~~S~~urveyors, the practice of ~~S~~urveying, and shall
13 make recommendations to the Board as to improvements of these laws or rules.

14 ~~F. Ethics and Professional Practices Committee. The Ethics and Professional Practices~~
15 ~~Committees shall prepare a Code of Ethics for ASPS and shall make recommendations as to the Standards~~
16 ~~of Practice to be adopted by ASPS. It shall be the advisory committee to ASPS and its Members~~
17 ~~concerning ethics and practice. It shall make studies of and recommendations to the Board concerning~~
18 ~~expulsion of any Member.~~

Commented [a5]: It may be appointed as a special committee when needed.

19 GE. Membership Committee. The Membership Committee shall be directly responsible for the
20 activities of ASPS concerning ~~M~~membership and the promotion of ~~M~~membership in ASPS.

21 HF. Nominating Committee. The Nominating Committee shall prepare the list of candidates for
22 office in ASPS as prescribed in these Bylaws.

23 ~~I. Public Relations Committee. The Public Relations Committee shall promote public knowledge,~~
24 ~~faith, reliance in Professional Surveyors and their work. They shall also advise the public and the Members~~
25 ~~of ASPS of the activities, services, and objectives of ASPS. It shall have charge of the selection and~~
26 ~~editing of material for and the preparation and issuance of the publications of ASPS. It shall make~~
27 ~~recommendations to the Board and take such actions as the Board may direct as to methods of promoting~~

Commented [a6]: It may be appointed as a special committee when needed.

~~better understanding and mutual interests between ASPS and other related professional organizations. It shall also function with other professional Societies interested in or directly concerned with ASPS.~~

SECTION 3. Reports. All active ~~S~~standing ~~C~~committees, and such ~~s~~Special ~~c~~Committees as may be appointed by the Board of Directors shall render a written report of their actions and recommendations at the Annual Conference. A copy of this report shall be submitted to the Board through the Secretary-Treasurer at least five days prior to the opening date of the Annual Conference. Special Committees for stated specific purposes may be appointed by the Board. The term of office of all committees shall expire with the close of the Annual Conference following their appointment, unless specifically extended by the incoming President.

ARTICLE VII. DISTRICTS

SECTION 1. Creation. For the purposes of representation, elections, and other purposes as set forth in these Bylaws, the ~~S~~state shall be divided into districts. Each of these districts shall be composed of such a group of contiguous counties as will secure, in so far as is practicable, an equitable representation of the ~~L~~icensed ~~S~~urveyors in the various districts. These districts, the counties included in each, and the number of directors representing each shall be as indicated in the Bylaws.

SECTION 2. Representation. Districts shall be represented by one ~~D~~director. Directors must be residents of the district that they represent, and must be a privileged member of ASPS.

SECTION 3. Districts. The Districts are as follows:

District No. 1 - *NORTHWEST DISTRICT*: Counties of Benton, Carroll, Crawford, Franklin, Johnson, Madison, and Washington.

District No. 2 - *NORTHEAST DISTRICT*: Counties of Baxter, Boone, Clay, Cleburne, Craighead, Faulkner, Fulton, Greene, Independence, IZARD, Jackson, Lawrence, Marion, Mississippi, Newton, Poinsett, Randolph, Sharp, Searcy, Stone, and Van Buren.

District No. 3 - *SOUTHWEST DISTRICT*: Counties of Garland, Howard, Little River, Montgomery, Pike, Polk, Saline, Sebastian, Sevier, and Scott.

1 District No. 4 - *SOUTHEAST DISTRICT*: Counties of Arkansas, Ashley, Bradley,
2 Calhoun, Chicot, Clark, Cleveland, Columbia, Crittendon, Cross, Dallas, Desha, Drew, Grant, Hempstead,
3 Hot Spring, Jefferson, Lafayette, Lee, Lincoln, Lonoke, Miller, Monroe, Nevada, Ouachita, Phillips,
4 Prairie, St. Francis, White, Woodruff, and Union.

5 District No. 5 - *CENTRAL*: Counties of Conway, Logan, Perry, Pope, Pulaski, and Yell.

6 **ARTICLE VIII. LOCAL CHAPTERS**
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8 SECTION 1. Formation. To aid and assist in carrying out the objectives and purposes of ASPSP,
9 ASPSP will encourage and support the formation of Local Chapters of ASPSP in any City, County, or
10 group of Counties in the State. A minimum of five Members of ASPSP shall be required to form a
11 Local Chapter. Whenever such a group shall petition in writing, and such petition be accepted by the
12 Board, these Members may form, subject to the Bylaws of the Corporation, a Local Chapter to carry out
13 more effectively the aims of ASPSP.

14 SECTION 2. Purpose. The principal purpose of the Local Chapters shall be the holding of
15 regular meetings, at such times and places as may be determined by them, where the Members may
16 become better acquainted with one another, to discuss and work out their local problems, for the
17 presentation of speakers and papers on subjects relating to Surveying, and to promote the objectives of
18 ASPSP.

19 SECTION 3. Offices. The officers of each Local Chapter shall consist of a Chairperson,
20 Secretary, and such other officers as may be desirable and their duties shall be those usually associated with
21 such offices, as accepted by the Board of ASPSP. Local Chapters shall adopt such bylaws, to be known as
22 Chapter Bylaws, as they may deem advisable, provided that no provision thereof shall be incompatible with
23 the Bylaws of ASPSP and shall be compatible with all local, state, and federal laws. They shall submit a
24 copy of their proposed Chapter Bylaws and any revision or amendments thereto, to the Board for
25 acceptance.

26 SECTION 4. Accounting to Corporation. The Chapters shall not bind ASPSP to any action without
27 the prior knowledge and consent of the Board of Directors.

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ARTICLE IX. CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board may authorize the President or any other officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of ASPS and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be made by ASPS to its directors, officers or members. Any loans made or obtained in the name of ASPS shall be authorized by a resolution of the Board. Such authority shall be confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts, or other orders of payment of money, notes, or other evidence of indebtedness issued in the name of ASPS in excess of \$1,000.00 must be signed by two authorized signatures, one of which shall be the Secretary-Treasurer, the second signature may be another authorized signer. Checks, drafts, or other orders for payment of money \$1,000.00 or less in value must be signed by the President, or the Secretary-Treasurer, or one other authorized signer.

SECTION 4. Deposits. All funds of ASPS shall be deposited to the credit of ASPS in such banks, trust companies or other depositories as the Board may select.

ARTICLE X. FISCAL YEAR

The fiscal year of ASPS shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI. PROHIBITED DIVIDENDS

ASPS shall not purchase or issue shares of stock. No dividend shall be paid and no part of the income of ASPS shall be distributed to its directors or officers. ASPS may pay compensation in a reasonable amount to its directors or officers for services rendered. ASPS may reimburse its directors, officers and employees for expenses incurred in attending to their authorized duties, provided, however, that such expenses shall be evidenced by receipt or other proper documents.

~~**ARTICLE XII. APPLICATIONS AND ACCEPTANCE**~~

1 ~~SECTION 1. Applications. An application for admission to ASPS shall be in a form and in such~~
2 ~~detail as prescribed by the Board. It shall be signed by the applicant and shall contain a promise to abide to~~
3 ~~the Bylaws of ASPS. Applications for Membership in ASPS shall be accompanied by the dues for the~~
4 ~~current year. If the applicant is refused admission to ASPS, said dues will be returned.~~

Commented [a7]: Covered on page 1 – Membership Status

5 ~~SECTION 2. Acceptance. The Board shall make the decision as to acceptance of new Member~~
6 ~~applications and approval thereof. Upon acceptance of a new member, ASPS will make available the~~
7 ~~Bylaws and the Articles of Incorporation.~~

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9 **ARTICLE XIII. TERMINATION AND SUSPENSION OF MEMBERS AND CHAPTERS**

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12 Any ~~M~~member or ~~C~~chapter may be terminated or suspended from ASPS, provided that the
13 termination, or suspension is fair and reasonable, taking into consideration all of the relevant facts and
14 circumstances. The ~~M~~member or ~~C~~chapter must be given not less than fifteen (15) days prior written notice
15 of the suspension or termination and the reasons therefor. The ~~M~~member or ~~C~~chapter shall have an
16 opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the
17 suspension or termination. The written notice must be given by first class or certified mail and sent to the
18 last address of the ~~M~~member or ~~C~~chapter shown on ASPS records. Any proceeding challenging a
19 suspension or termination, including a proceeding in which defective notice is alleged, must be commenced
20 within one (1) year after the effective date of the suspension or termination. A ~~M~~member who or ~~C~~chapter
21 that has been terminated or suspended may be liable to ASPS for dues, assessments or fees as a result of
22 obligations incurred or commitments made prior to termination or suspension.

23
24 **ARTICLE XIIIIV. AMENDMENTS**

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27 These Bylaws may be amended by the Board subject to ratification by the membership. If the
28 Board seeks to have an amendment ratified by the members at a membership meeting, ASPS shall give
29 notice to its members of the proposed membership meeting in writing in accordance with these Bylaws.
30 The notice must also state that the purpose or one of the purposes of the meeting is to consider the proposed
31 amendment and contain or be accompanied by a copy or summary of the amendment. If the Board seeks to

1 have an amendment ratified by the members by written consent or written ballot, the material soliciting the
2 approval shall contain or be accompanied by a copy or summary of the amendment.

3 All amendments to these Bylaws shall be ~~provided made available~~ to the membership ~~and will be~~
4 ~~mailed upon request by a member, by First Class or Certified Mail. A copy of the amendments shall be~~
5 ~~mailed within thirty days of its adoption by the Board.~~

6 Whereas these amended Bylaws have been presented to the membership on ~~April 19, 2018~~
7 ~~September 16, 2010~~ and approved by the membership, the Officers and Directors of ASPS hereunto affixed
8 their hands on this ~~3rd day of December, 2010~~ _____.

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President – ~~Dave Garza~~Jay Young

Immediate Past President – ~~Lanny Beavers~~James Aunspaugh

President-Elect – ~~Robert Martin~~Mike Wright

Vice-President – ~~Wesley Fletcher~~Danny Boyett

Secretary-Treasurer – Charlie Storey

NSPS Governor – ~~Steve Corley~~Lanny Beavers

Director District 1 – ~~Allen Jay Young~~Grant Nevill

Director District 2 – ~~Cheyenne Jankowski~~Michael Daniels

Director District 3 – ~~Jonathan Hamner~~Scott Foster

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Director District 4 – ~~Tom Jacobs~~John Dennis

Director District 5 – ~~John Burton~~Jeremy Lawson

