

NATIONAL SOCIETY OF PROFESSIONAL SURVEYORS FOUNDATION

BYLAWS

ARTICLE I NAME AND PURPOSE

Section 1. The name of this nonprofit corporation shall be National Society of Professional Surveyors Foundation, Inc. (hereinafter referred to as NSPS Foundation or the Foundation).

Section 2. The purpose of this nonprofit corporation is to promote educational, scientific and charitable activities in the fields of surveying, mapping and land information sciences, including the making of distributions to organizations exempt from federal taxation under section 501 (c)(3). Specific purposes are:

- (a) To promote education, study and research in the fields of surveying, mapping and land information sciences, and diffusion of knowledge thereof;
- (b) To provide scholarships, awards or other support to qualified students of surveying, mapping and land information sciences;
- (c) To conduct and support educational programs, lectures, forums or seminars in surveying, mapping and land information sciences, and related subjects;
- (d) To cause to be published and to distribute literary works on surveying, mapping and land information sciences subjects;
- (e) To acquire, preserve or exhibit rare books, documents, monuments, instruments of the surveying profession and any items of historical interest and significant bearing on the development of the practice and profession of surveying as well as the practice of mapping and land information sciences;
- (f) To acquire by bequest, devise, gift, grant, lease or otherwise and to hold, manage and use for the purposes herein set forth any property, real or personal, tangible or intangible, or any undivided interest; to convey, sell or otherwise dispose of such property and to invest, reinvest and manage to the same, including the right to vote any stock so held, in such a manner as in the judgment of the Trustees of this organization will best promote its purpose.
- (g) To make monetary distributions to organizations that qualify for federal tax exemption under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE II MEMBERSHIP

The NSPS Foundation Board of Trustees shall establish membership dues rates and may from time to time change those rates by a 2/3 majority vote of the trustees present at any duly called meeting of the NSPS Foundation Board of Trustees.

AMENDED BY A MAJORITY VOTE OF THE FOUNDATION BOARD OF TRUSTEES - 4-17-2018

Section 1. The corporation shall have four (4) classes of nonvoting contributing members. The classes of such contributing members shall be as follows:

1. Regular Member - a contributor to the Foundation of \$50.
2. Century Member - a contributor to the Foundation of \$100.
3. Sustaining Member - a contributor to the Foundation of \$500
4. Lifetime Member - a contributor to the Foundation of \$5,000 in a lump sum or in a five-year period.
5. Charter Member - a contributor to the Foundation of \$100 or more during the 1995 calendar year.

A member will be considered to have the highest class of membership for which the member qualifies. The rank of the classes of membership, from highest to lowest is, Lifetime Member, Sustaining Member, Century Member and Regular Member. The classification of a member as a Charter Member is in addition to, and not in lieu of, the other classifications of membership.

The regular, century and sustaining memberships shall be for the period of one (1) year, beginning on the 1st day of May of each year, and the lifetime membership five-year period shall commence on the date of their initial contribution and upon full payment is for the duration of the life of the contributor.

Section 2. The members have no voting rights in the affairs of the Foundation.

ARTICLE III TRUSTEES

Section 1. The affairs of the NSPS Foundation shall be managed by a Board of Trustees who are members of the Foundation. Members shall also be members of the National Society of Professional Surveyors, Inc. (hereinafter referred to as NSPS, Inc.), or an incorporated non-profit organization who has an interest in the purposes of the Foundation, meets the criteria herein set forth for Participating Organizations (Article III Section 3) and approved by the Board of Trustees. The Board of Trustees shall supervise, control and direct the affairs of the Foundation. It shall determine its policies or changes therein within the limit of these bylaws. It shall actively execute the Foundation's goals and objections and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it considers necessary.

Section 2. The number of Trustees shall be not less than five (5).

Section 3. The initial Board of Trustees shall be the past president, president, president-elect, vice president and secretary-treasurer of NSPS, Inc. Thereafter, the Board shall be appointed by the Board of Directors of Participating Organizations as follows:

National Society of Professional Surveyors, Inc. (6) six Trustees

501 C organization one (1)Trustee for a \$20,000 or more endowment.

Other Trustees, without limit, who qualify and are accepted by the Board of Trustees may be added from time to time as follows:

Emeritus Trustee, one (1)Trustee for a \$20,000 or more endowment, from an individual, like individuals, or family.

AMENDED BY A MAJORITY VOTE OF THE FOUNDATION BOARD OF TRUSTEES - 4-12-2019 AND RATIFIED BY THE NSPS BOARD OF DIRECTORS AS PER ARTICLE X OF THESE BYLAWS – 4-13-2019

Corporate Trustee, one (1)Trustee for a \$20,000 or more endowment from a business entity.

The Emeritus and Corporate Trustees may vote in all matters but shall not hold office nor count in the determination of a quorum.

Any Trustee who would otherwise qualify to hold office, shall not lose that right by becoming a Corporate or Emeritus Trustee, but shall have only one vote.

Section 4. The NSPS Trustees shall serve three (3) year terms of office and be appointed in a format of not less than two (2) Trustees each year. The term of office for a Trustee of any other Participating Organization shall be set by the Participating Organization's Board of Directors and all Trustees shall serve until a replacement has taken office or the office no longer exists. There are no term limits.

AMENDED BY A MAJORITY VOTE OF THE FOUNDATION BOARD OF TRUSTEES - 4-12-2019 AND RATIFIED BY THE NSPS BOARD OF DIRECTORS AS PER ARTICLE X OF THESE BYLAWS – 4-13-2019

Section 5. Any member of the Board may resign upon written notice to the Chairman and any member of the Board may be removed for cause, including nonattendance, by a majority vote by the Trustees or by the Board of Directors of the appointing Participating Organization. Any Trustee appointed to fill a vacancy in any unexpired term shall be appointed to serve for the remainder of the unexpired term. Any such vacancy shall be filled by the appointing Board of Directors of the Participating Organizations.

Section 6. The terms of office of the Emeritus Trustees and Corporate Trustees shall be for a period of time commensurate with the terms and life of the endowment.

Section 7. No Trustee shall receive any compensation for services rendered in such capacity except that the Board of Trustees may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of the duties of the Trustee to the extent provided by such resolution. Emeritus and Corporate Trustees shall not be reimbursed by the Foundation for travel and lodging expenses to attend meetings of the Foundation.

Section 8. Except as otherwise expressly required by law or these bylaws, the affirmative vote of a majority of the Trustees shall be the act of the Board of Trustees. Each Trustee shall have one (1) vote. Voting by proxy shall not be permitted.

ARTICLE IV OFFICERS

Section 1. At each Annual Meeting there shall be elected by the Board of Trustees a chairman, a vice chairman, a secretary and a treasurer of the Foundation. Officers shall be elected from members of the Board.

AMENDED BY A MAJORITY VOTE OF THE FOUNDATION BOARD OF TRUSTEES - 2-20-2018

Section 2. The Chairman of the Board shall be the principal executive officer of the Foundation. He shall preside at all meetings of the Board of Trustees and in general perform those duties incidental to this office and such other duties as prescribed by the Board of Trustees. The Chairman may sign with the Treasurer or other officer designated by the Board of Trustees any necessary deeds, mortgages or other instruments which the Board of Trustees has authorized to be executed.

Section 3. The Vice Chairman shall succeed or perform the duties of Chairman in the event of absence, vacancy or inability to act.

Section 4. Emergency meetings of the Board may be called by the Chairman of the Board or by a majority of the Trustees as may be considered necessary. Less than 30 days' notice may be given provided all Trustees consent either verbally or in writing to waive the 30-day notice requirement.

Section 5. The Secretary shall keep the minutes and official records of the Foundation and its meetings, send out all correspondence as may be required.

AMENDED BY A MAJORITY VOTE OF THE FOUNDATION BOARD OF TRUSTEES - 2-20-2018

Section 6. The Treasurer shall manage the financial affairs of the Foundation, and perform any other financial duties as prescribed by the Board of Trustees.

AMENDED BY A MAJORITY VOTE OF THE FOUNDATION BOARD OF TRUSTEES - 2-20-2018

Section 7. The power and duties of the officers may from time to time be determined or changed by the Board of Trustees.

Section 8. If requested by the Board of Trustees, any person entrusted with the handling of funds or valuable property of the NSPS Foundation shall furnish at the expense of the Foundation a fidelity bond in such sum as the Board of Trustees shall prescribe.

ARTICLE V MEETINGS

Section 1. A regular annual business meeting of the Board of Trustees and membership shall be set during the same week and place of the annual business meeting of NSPS, Inc. The day and place shall be designated by the Board of Trustees. Although the membership has no voting rights, one of the purposes of the annual meeting is to seek input and discuss with the contributing members plans and programs for the furtherance of the purposes of the Foundation.

Section 2. Special meetings of the Board of Trustees may be called by the Chairman of the Board at such times as may be considered advisable or necessary.

Section 3. Notice of the time, day and place and purpose of each meeting shall be given to the NSPS Foundation Board of Trustees not less than 30 days from the meeting dates.

Section 4. In any meeting of the Board of Trustees a quorum shall consist of a minimum of four (4) Trustees. If a quorum is not present, a majority of Trustees present may adjourn the meeting to a future time without further notice being required.

Section 5. Any one or more Trustees may participate in a meeting of the Board of Trustees 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 6. Action taken by the Board of Trustees without a meeting is nevertheless Board action if written unanimous consent to the action is obtained and notice of said consent and action is read into the minutes of the next meeting of the Board of Trustees.

ARTICLE VI COMMITTEES

Section 1. The Board of Trustees may establish such committees" subcommittees or task forces as it determines are necessary to achieve the goals and purposes of the NSPS Foundation. Any committee so created by the Board action may be a permanent or temporary committee.

Section 2. The powers and duties of any committee shall be determined by the Board of Trustees.

Section 3. The Chairman shall have the authority to appoint members of any committee so created from the membership of the Foundation.

ARTICLE VII CONTRACTS, DISBURSEMENTS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Trustees may authorize the Chairman or other officers of the Foundation to enter into contracts or execute and deliver instruments in the name and on behalf of the Foundation. Such authority may be general in nature or confined to specific instances.

Section 2. Disbursements. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by the Treasurer and such other officer or agents of the Foundation as shall be determined by resolution of the Board of Trustees. In the absence of a special resolution, these instruments shall be signed by the Treasurer and countersigned by the Chairman of the Board.

Section 3. Deposits and Funds. All funds of the Foundation shall be deposited in such financial institutions as designated by the Board of Trustees.

Section 4. The Board of Trustees may by resolution direct the Treasurer in matters of investment of corporate funds so that maximum income may be achieved for the purposes of the Foundation.

Section 5. The Board of Trustees may accept on behalf of the Foundation contributions, gifts, bequests or devise for the general purposes or special purposes of the Foundation.

ARTICLE VIII BOOKS AND RECORDS

Section 1. The Foundation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Trustees and committees.

Section 2. The Foundation shall keep complete books showing the financial condition and affairs, proper accounting for all funds received and disbursed on behalf of the Foundation, and such books must be available for audit or examination at any reasonable time.

Section 3. The Foundation shall provide a review of its financial condition and affairs at the end of each fiscal year. The review shall be submitted to the Board of Directors of NSPS, Inc., and each Participating Organization within the second quarter of the succeeding year. Any Board of Directors of a Participating Organization may request an audit of any fiscal year by an independent accounting firm.

ARTICLE IX FISCAL YEAR

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

ARTICLE X AMENDMENTS

These bylaws may be altered, amended or repealed and new bylaws be adopted by a majority vote of the Trustees at any regular or special meeting of the Board of Trustees. Notwithstanding this section, amendments to Article III will only be effective when ratified by the Board of Directors of NSPS, INC.

ARTICLE XI INDEMNIFICATION

The NSPS Foundation shall indemnify each of its Trustees, officers and employees from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of any legal action, proceeding or any appeal asserted against him or her by reason of being or having been such a Trustee, officer or employer and acting within the scope of his or her official duties, provided, however, that such individual seeking indemnification be adjudged to have acted in good faith for a purpose which he or she reasonably believed to be in the best interests of NSPS Foundation, 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.

Indemnification may be provided, including the advancement of reasonable costs, based upon a nonjudicial determination that the officer, Trustee or employee has met the foregoing applicable standard of conduct. Such nonjudicial determination shall be made by (1) the Board of Trustees acting by a majority vote of a quorum consisting of Trustees who are not, at the time, parties to such action or proceeding, or if such a quorum cannot be obtained, then by (2) the opinion in writing of special legal counsel selected by the Board of Trustees that are not at the time parties to the proceeding.

Reasonable costs may be advanced only if the officer, Trustee, or employee receiving such amounts agrees in writing to repay the Foundation if it is determined, either judicially or nonjudicially, that he or she did not act in good faith or received an improper personal benefit as a result of the activity or conduct in question.

Every reference herein to a member of the Board of Trustees, officer, or employee of the NSPS Foundation shall include every Trustee, officer and employee thereof and former Trustee, officer and employee thereof.

Indemnification shall extend under the same conditions to the officers, directors, and staff of NSPS, Inc., when authorized by action of the NSPS foundation to act on behalf of the NSPS Foundation