



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

Ratified by General Membership - March 1, 1992
Ratified by General Membership - April 17, 2004
Ratified by General Membership – March 6, 2008
Ratified by General Membership - February 21, 2009
Ratified by General Membership - April 13, 2013
Ratified by General Membership – April 15, 2014
Ratified by General Membership – April 16, 2015
Ratified by General Membership – December 21, 2016
Ratified by General Membership – December 31, 2017
Ratified by General Membership – October 19, 2018

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 several 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
Ratified by General Membership – April 15, 2014

A. Voting Members

(1) Member. An individual practicing or teaching the profession of surveying, geodesy, geospatial information / technology, photogrammetry, remote sensing, cartography, or a related field, who has attained a minimum of eight years in responsible charge of these activities, or a combination of four years of college level education and at least four years' experience in responsible charge is eligible to become a Member. A Member shall be entitled to all rights and privileges, including the right to vote and to hold office.

Ratified by General Membership - April 15, 2014

(2) Fellow. A Member may be considered for membership in the fellow category only by an invitation from the Admissions Committee upon his or her nomination by an NSPS Fellow Member in good standing, with endorsement by at least two NSPS Fellow Members in good standing. Fellow candidates should be individuals who have been a member in good standing (for not less than ten years) at least ten consecutive years leading up to the time of nomination 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 qualifications in a position of responsible charge or occupying a senior position for at least ten years. Individuals may apply on their own volition 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.

Ratified by General Membership - April 17, 2004
Ratified by General Membership – February 21, 2009
Ratified by General Membership – April 15, 2014

(3) 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.

Ratified by General Membership - April 17, 2004

B. Nonvoting Members

- (1) Honorary Member. Any individual who is not a member of NSPS is eligible for Honorary Membership. The individual's name shall have been presented to the Board of Directors for recognition as an Honorary Member by an NSPS member in good standing. An individual shall be considered for Honorary Member status based on the individual's contribution either to the profession of surveying or for acts of distinction on behalf of society. At a regular meeting of the Board of Directors and upon the affirmative vote of two-thirds of the Directors present at the meeting, the Secretary shall notify the individual and the NSPS membership of the individual's selection as an Honorary Member of NSPS. Honorary Members shall not be eligible to vote or hold office but shall be entitled to all other rights and privileges of NSPS membership.

Ratified by General Membership – April 17, 2004

Ratified by General Membership - April 15, 2014

Ratified by General Membership - April 16, 2015

- (2) Associate Member: An individual that is employed in surveying, geodesy, geospatial information/technology, photogrammetry, remote sensing, cartography, or a related field and does not meet the qualifications for inclusion in the Member classification is eligible to become an Associate Member. An Associate Member shall not be eligible to vote or hold office but shall be entitled to all other rights and privileges of NSPS membership.

Ratified by General Membership – April 17, 2004

Ratified by General Membership – April 15, 2014

- (3) Student Member: An individual is eligible for Student Membership if the individual is pursuing a course of study as a graduate or undergraduate student on a full or part-time basis in a degree program leading to a career in surveying, geodesy, geospatial cartography, or a related field. Student Members shall not be eligible to vote or hold office but shall be entitled to all other rights and privileges of NSPS Membership.

Ratified by General Membership – April 15, 2014

- (4) Sustaining Member: Any governmental agency, commercial /professional institution, professional association in a related field, corporation engaged in surveying, mapping, geographic information, photogrammetry, remote sensing, and related spatial sciences, manufacture/sale of surveying/spatial sciences instruments/equipment, or reproduction/compilation of maps and charts are eligible for membership as a Sustaining Member. Sustaining members shall not be eligible to vote or hold office.

Ratified by General Membership – April 15, 2014

- (5) Affiliate Member: Any organization or association that is granted Membership through Article VII Institutional Affiliation of the Bylaws of the National Society of Professional Surveyors Inc.

Ratified by General Membership – April 15, 2014

Ratified by NSPS General Membership – October 19, 2018

Section 2. Application for Membership. Membership in NSPS as a Member, Life Member, Associate Member, Student Member, Sustaining Member, or Affiliate Member shall be by submittal of a completed application in such form as the Board of Directors shall 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 application for membership. NSPS membership in the Member or Associate member categories may also be attained by way of an individual's membership in an affiliated institution participating in the NSPS Affiliate Institution 100% Membership Program. Applicants will be notified in writing of their membership status. Upon satisfaction of the stated qualifications in Section 1 of Article II of these by-laws a Member may be granted Fellow and/or a Life membership in NSPS.

Ratified by General Membership – April 17, 2004

Ratified by General Membership – April 15, 2014

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 membership dues for all classes of membership shall be determined and become payable at such a date as approved, from time to time, by a majority vote of the Board of Directors present at any regular meeting or as stated in a written agreement between any institutional affiliate, as defined in Article VII, Section I of these Bylaws, and NSPS. The Board of Directors may establish different dues amounts for members of the same or 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.

Ratified by General Membership – April 17, 2004

Ratified by General Membership - April 15, 2014

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

Ratified by General Membership - April 15, 2014

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. The Board of Directors may, by resolution, provide for the holding of additional regular membership meetings.

Ratified by General Membership - April 17, 2004

Ratified by General Membership – April 15, 2014

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 prior to the meeting date in the manner set forth in Section 2 of Article X of these Bylaws.

Ratified by vote of the Membership – December 31, 2017

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. Vote by 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 ballot. An official ballot shall be delivered by the U.S. Postal Service and/or electronically through a secure internet website or voting service to each Voting Member. Returned ballots postmarked by the U.S. Postal Service or electronically cast after the announced voting 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.

Ratified by General Membership-April 15, 2014

**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 the following: The President, President-Elect, Vice President, Immediate Past President, Secretary and Treasurer, as ex officio directors, At Large Directors elected by the representative membership as defined in Article VIII of these Bylaws and State Directors representing the State Affiliate Institutions participating in the Affiliate 100% Membership Program. The State Executives Forum will elect two (2) members of their Forum to serve as advisory members of the NSPS Board of Directors. All non-advisory members of the Board of Directors must be Voting Members of NSPS.

Ratified by General Membership-April 13, 2013
Ratified by General Membership-April 15, 2014
Ratified by General Membership-April 16, 2015

Section 3. Election and Term of Office. The President, President-Elect, Vice President, Immediate Past President, Secretary and Treasurer, shall serve on the Board of Directors for as long as they hold their respective positions. At Large Directors shall be elected in accordance with the procedure set forth in Article VIII of these Bylaws and limited to two consecutive three-year terms. A State Director's selection and length of term shall be as determined by the State Affiliate Institution. 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 Directors of the Association, shall serve as Directors of NSPS until the next regular election of the Directors.

Ratified by General Membership-March 30, 2003
Ratified by General Membership - April 17, 2004
Ratified by General Membership-April 13, 2013
Ratified by General Membership – April 15, 2014
Ratified by General Membership-April 16, 2015

Section 4. Duties of the Directors. The Directors shall assist 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 Directors to bring action items directly from their representative membership to the Board of Directors for action and to attend State Affiliate meetings. They shall, at the Annual Meeting, select members of the Board of Directors to serve on the Executive Committee. The selection process shall be determined and approved, from time to time, by a majority vote of the Board of Directors at a regular meeting and made part of NSPS Policy.

Ratified by General Membership - March 1, 1998

Ratified by General Membership-March 30, 2003

Ratified by General Membership-April 13, 2013

Ratified by General Membership – April 15, 2014

Section 5. Resignation. Any At Large Director may resign at any time by giving written notice to the President of NSPS. A State Director may resign upon meeting the requirements of their State Affiliate Institution and sending notification to 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 or the State Affiliate Institution.

Ratified by General Membership – April 15, 2014

Ratified by General Membership-April 16, 2015

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 shall effectively also be removed 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, and in the case of a State Director a duplicate notice shall be sent by certified or registered mail to the President and Board of Directors of the State Affiliate Institution (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.

Ratified by General Membership – April 15, 2014

Ratified by General Membership-April 16, 2015

Section 7. Vacancies. In the event of the inability of any At Large 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 representatives of the NSPS membership that the At Large Director represents, appoint a Voting Member of NSPS to the vacated position for the unexpired term. Should a State Director be unable to complete his or her term for whatever reason the position shall remain vacant until a replacement has been selected and reported to NSPS Secretary by the State Affiliate Institution. In the event an At Large Director is unable to take part in an NSPS Board of Directors meeting, a temporary replacement may be chosen by a majority of the NSPS Directors of the membership served to represent the membership for that meeting. Should an Affiliate Director be unable to take part in an NSPS Board of Directors meeting, a temporary replacement may be chosen for that meeting by the Affiliate Institution.

Ratified by General Membership-April 21, 2002

Ratified by General Membership - April 17, 2004

Ratified by General Membership-April 13, 2013

Ratified by General Membership – April 15, 2014

Ratified by General Membership-April 16, 2015

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 X 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.

Ratified by NSPS General Membership – October 19, 2018

Section 11. Quorum. A majority of the 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.

Ratified by General Membership – April 15, 2014

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 At Large or ex officio director to the extent provided by such resolution. Travel and Lodging expenses incurred by a State Director shall be the responsibility of the State Affiliate Institution.

Ratified by General Membership – April 15, 2014

Ratified by General Membership-April 16, 2015

ARTICLE V OFFICERS

Section 1. Officers. The officers of NSPS shall consist of a President, a President-Elect, a Vice President, a Secretary, a 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 simultaneously hold more than one office.

Ratified by General Membership-April 16, 2015

Section 2. Election of Officers. The Vice-President, Secretary, and Treasurer of NSPS shall be elected in accordance with the procedures described in Article VIII of these Bylaws.

By Membership vote December 21, 2016 in accordance with Bylaws Article III, Section 6

Section 3. Term of Office. The Vice President shall be elected in the manner described in Article VIII of these Bylaws for a term of four years, and shall serve the first year as Vice President, the second year as President-Elect, the third year as President, and the fourth year as Immediate Past President. The Secretary and Treasurer shall be elected for terms of two years each.

Ratified by General Membership - March 1, 1998

Ratified by General Membership-April 16, 2015

By Membership vote December 21, 2016 in accordance with Bylaws Article III, Section 6

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 continue in said position for the following term. The Vice-President shall serve the remaining term of the President-Elect and then shall continue in said position for the following term. 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 assume the position and fulfill the remaining unexpired term of President-Elect and advance to the position of President for the following term. In the event of a vacancy in the office of Secretary, or 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. The vacancy in any officer positions not addressed above shall be filled by election at the next regular election.

Ratified by General Membership-April 16, 2015

Ratified by NSPS General Membership – October 19, 2018

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 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

Ratified by General Membership-April 16, 2015

- 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 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 any proposed program for the Annual Meeting and at such other meetings of NSPS.

Ratified by the General Membership – April 15, 2014

- 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. The Secretary shall fulfill the duties normally attached to such office. 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; 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); and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Ratified by General Membership-April 16, 2015

Section 11. Treasurer. The Treasurer shall fulfill the duties normally attached to such office. These duties shall include, but not be limited to: assistance in the preparation of a detailed annual budget for presentation to the Board of Directors; having charge and custody of and 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 IX 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 Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Ratified by General Membership-April 16, 2015

Section 12. 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 13. 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.

Ratified by General Membership - April 17, 2004

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, and four Affiliate 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. A majority of the members of the Executive Committee, at least one of whom shall be the President or President-Elect, shall constitute a quorum of the committee.

Ratified by General Membership-March 30, 2003

Ratified by General Membership - April 17, 2004

Ratified by General Membership – April 15, 2014

Ratified by General Membership-April 16, 2015

Section 3. Standing Committees. The standing committees necessary for the operation of NSPS will consist of the following:

- (a) Admissions
- (b) Budget and Finance
- (c) Bylaws and Resolutions

- (d) Membership (includes Member Benefits)
- (e) Nominations
- (f) NSPS Joint Government Affairs

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. All other operational committees along with their composition, duties, etc. shall be as determined by the Board of Directors and made part of the NSPS Policy, Procedures and Operations Manual. In no event shall any committee 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

Ratified by General Membership – March 6, 2008

Ratified by General Membership – April 15, 2014

- Section 4. Nominations Committee. The Nominations committee, chaired by the Immediate Past President, shall consist of no less than five (5) nor more than six (6) Voting Members of NSPS from different geographic areas of the United States, 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 VIII of these Bylaws.

Ratified by General Membership – April 15, 2014

Ratified by vote of the Membership – December 31, 2017

- Section 5. 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 6. 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.

Ratified by General Membership - April 17, 2004

Section 7. 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 8. 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 9. 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
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 participating in the NSPS 100% membership program, shall select a Delegate to serve as a Director to the NSPS Board of Directors and assure the attendance of that Delegate, or an alternate to be designated in writing, at every meeting of the Board of Directors. Said Delegate shall be a Voting Member of NSPS and a member of the Affiliate Institution. The Delegate shall be someone other than an At Large Director.

Affiliate Institutions NOT participating in the NSPS 100% membership program, independently or collectively, may select a Delegate and send that Delegate, or an alternate to be designated in writing, as a Non-Voting Representative to the NSPS Annual Spring and Fall Business meetings for the purpose of bringing forth any issues that the Affiliated Institution feels should be addressed by NSPS. 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 an At Large 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 as outlined in Article IV Section 2 of these Bylaws.

Ratified by General Membership-March 30, 2003

Ratified by General Membership - April 17, 2004

Ratified by General Membership-April 16, 2015

Section 4. Responsibilities of Affiliate Delegate. The requirements, duties, and responsibilities of each Affiliate Delegate are as follows:

- (a) The Delegate shall be selected and notified and such selection shall be reported to the NSPS Secretary 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 NSPS Secretary 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 Directors 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 Directors 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

Ratified by General Membership-April 13, 2013

Ratified by General Membership-April 16, 2015

**ARTICLE VIII
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 Organizations or Voting Members. Nominees for each At Large Director position to be contested shall be selected from recommendations by Affiliated Institutions or Voting Members residing within that area and/or states to be represented by the At Large Director. If no nominations are received 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 and/or states to be represented by the At Large Director. A member's area and state shall be determined by his or her mailing address on the official records of NSPS.

Ratified by General Membership – April 15, 2014

Ratified by General Membership-April 16, 2015

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 At Large 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

Ratified by General Membership-April 16, 2015

Section 4. Areas Defined. The boundaries of the Areas to be served by an At Large Directors shall be established from time to time by the Board of Directors with recommendations of the membership-at-large and shall be reviewed as deemed necessary. The boundaries shall not divide any state or province. A Map, showing the outlines of each area represented by each At Large Director shall be prepared and updated as required.

Ratified by General Membership - April 17, 2004
Ratified by General Membership – April 15, 2014
Ratified by General Membership-April 16, 2015

Section 5. Election. The election of the President-Elect, the Vice President and the Secretary and Treasurer shall be conducted in the manner set forth in Section 6 of Article III of these Bylaws. A ballot shall be either delivered by the U.S. Postal Service and/or electronically through a secure internet website or voting service to all Voting Members of NSPS who shall be eligible to vote for the President-Elect, the Vice President, the Secretary and the Treasurer. Ballots shall be disseminated under the supervision of the Secretary at least forty-five days prior to the election. All ballots shall include a provision for write-in votes and shall be accompanied by the voting instructions under which such election is to be conducted. Each At Large Director shall be elected by votes cast by the NSPS Voting Members within that area to be represented. A plurality vote of the ballots cast for each office shall determine the candidate elected. Each State Director shall be selected as outlined in Article IV, Section 3 of these By-Laws. Terms of the newly elected officials shall begin with their investiture during the NSPS Annual 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
Ratified by General Membership-April 13, 2013
Ratified by General Membership – April 15, 2014
Ratified by General Membership-April 16, 2015

Section 6. Ballot Counting Procedures. Ballots delivered by mail shall be returned to NSPS. Properly returned mail ballots shall be turned over to a Tellers Committee appointed by the President to be counted. Ballots cast electronically through a secure website or voting service will be tallied by secure electronic means and the results delivered to the Tellers Committee. Election results shall be reported to the President, Secretary, and Executive Director of NSPS 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
Ratified by General Membership – April 15, 2014
Ratified by General Membership-April 16, 2015

**ARTICLE IX
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 Treasurer and countersigned by the President or a Vice President of NSPS.

Ratified by General Membership-April 16, 2015

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 X
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, or the Articles of Incorporation of NSPS, or statute, notice is required to be given to members, such notice shall be made through the NSPS official publication and delivered by any means accepted as standard service at the time of delivery.

Ratified by vote of the Membership – December 31, 2017

Section 3. Seal. The official seal 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 XI 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.

Ratified by General Membership - April 17, 2004

Ratified by NSPS General Membership – October 19, 2018

ARTICLE XII
AMENDMENTS TO BYLAWS

These Bylaws may be amended, 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 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

Ratified by General Membership – April 15, 2014