

**Certificate of Incorporation of  
Virginia Association of Surveyors, Incorporated**

THIS IS TO CERTIFY that we do hereby associate ourselves to establish a corporation under and by virtue of Chapter 151, Code of Virginia 1919, and acts amendatory thereof, for the purpose and under the corporate name mentioned, and to that end we do, by this, our certificate, set forth as follows:

(a) **NAME:**

The name of the Corporation is to be  
VIRGINIA ASSOCIATION OF SURVEYORS, INCORPORATED

(b) **PRINCIPAL OFFICE:**

Its principal office to be Richmond, Virginia

(c) **PURPOSES:**

The purposes for which it is formed are: To promote the practice of surveying; to maintain the honor and dignity of the profession; to uphold and elevate the standards of the profession; to discipline unworthy members of the profession or persons assuming its functions, and to this end, in its corporate name, to take, institute and prosecute any action, suit, or other proceeding which may now be undertaken by any natural person; to establish a medium for the exchange of surveying knowledge and practices; to stimulate a greater interest among surveyors in public problems affecting the profession to the community; to cultivate social intercourse among surveyors; to acquire, by purchase or otherwise, buildings to house the office of the corporation; and to generally do whatever may be incidental or necessary to carry out any of the purposes aforesaid. This Corporation is not organized for profit.

(d) **BOARD OF DIRECTORS:**

The affairs of the Association shall be managed by a Board of Directors composed of the President, First Vice-President, Second Vice-President, Secretary-Treasurer, the immediate Past President, four regional directors, NSPS Governor and one director from each of a number of chapters of this Association which may be established from time to time in accordance with the By-Laws of this Corporation.

The President, First Vice-President, Second Vice President, Secretary-Treasurer, and NSPS Governor shall be elected annually from among the voting members of the Association and shall serve until their successors are elected and installed. The four regional directors shall be elected from among the voting members of the Association for two year terms each, one director being elected on the alternate year from the other director, and each such director shall serve until a successor is elected and installed. Each chapter shall elect one director every two years from among its members to serve on the Board of Directors until a successor is elected and installed. All elections of this Association for officers and directors shall occur annually in the same month, however, each chapter may hold its own elections at the time and place that it desires and the elected director from that chapter will take office at the same time as those officers and directors who are elected from among the voting members of this Association. A quorum of the Board of Directors shall consist of a majority of its members being present. The President, or in his/her absence the First Vice-President, or in his/her absence the Second Vice-President, shall be chairman of the Board of Directors.

(e) **MEMBERS:**

The Members in this Corporation shall be limited to Surveyors who are currently licensed by the Virginia State Board of Architects, Professional Engineers, Land Surveyors, and Certified Landscape Architects. The Corporation may make such other rules for the admission of members, or associate members, as it may desire.

(f) **DURATION:**

The period for the duration of the Corporation is unlimited.

**By-Laws for  
Virginia Association of Surveyors, Incorporated**

**Article I—Members**

1. The Classification of membership for the Virginia Association of Surveyors shall be of eight types, as follows:
  - a. **REGULAR:** A regular member shall be any Land Surveyor as defined in the Certificate of Incorporation who has made satisfactory application for such membership and who has paid the admission fee and current dues as hereinafter prescribed.
  - b. **AFFILIATE:** An affiliate member shall be an individual representing any company or corporation which has made satisfactory application for such membership and whose business falls into one of the following categories: (1) Selling or manufacturing of surveying equipment or supplies used by the surveyor in their profession; (2) a service company dealing with reproduction or printing or computing or legal work or instrument repair, etc.; or (3) any other category that in the judgement of the Board of Directors of this Association would be beneficial to the advancement of the surveying profession. An affiliate member shall have no vote in the business of this Association, and it shall be understood that this Association will make no endorsement of the products and/or services of any of the affiliate members.
  - c. **HONORARY:** An honorary member shall be an individual who, in the judgement of the Board of Directors, has made an outstanding contribution to the profession of Land Surveying in the State of Virginia. Each nomination for honorary membership shall be made by a regular member in good standing, and such nomination shall include in writing a complete statement of the qualifications of such nominee prior to its consideration. The Board is not required to grant such membership during each year, and may not in any event grant more than one such membership in any one calendar year.
  - d. **RETIRED:** A retired member shall be a regular member in good standing who has attained the age of 57 and who, in the judgement of the Board of Directors, has retired from the active practice of Land Surveying; or any regular member in good standing who prior to reaching the age of 57 has ceased the active practice of Land Surveying due to any physical or mental disability, and whose status as such has been recognized by the Board of Directors. No member shall be eligible for retired member status unless he or she has been a regular member of this association for the immediately preceding period of five or more continuous years. Each nomination for retired membership shall be made by a regular member in good standing, and such nomination shall include in writing a complete statement of the qualifications of such nominee. Each member of the Board of Directors shall be given due notice of any such nomination prior to its consideration. A retired member shall have a vote in the business of this Association.
  - e. **ASSOCIATE:** An associate member shall be an individual who successfully completed the first section of the Virginia Board examination for Land Surveyors, i.e., 54.1-400 who has made satisfactory application for such membership and who has paid the current dues as prescribed hereinafter. An Associate member shall have no vote in the business of this Association. An Associate member will be terminated at the issuance of a 54.1-400 license.
  - f. **STUDENT MEMBER:** Any high school, vocational school, adult education or college student in the State of Virginia or any student or graduate who is a member of an ACSM Student Chapter shall be eligible for Student membership. A Student member shall have no vote in the business of this Association. Each application shall be reviewed by the local Chapter of VAS and submitted to the Board for approval.
  - g. **CORRESPONDING:** An individual licensed in another state who is not licensed as a land surveyor in Virginia. A corresponding member shall have no vote in the business of this association.
  - h. **NON-COMMERCIAL AFFILIATE:** A Non-Commercial Affiliate shall be an organization, group, or institution of higher learning which, in the judgement of the Board of Directors of this Association, provides service and/or education beneficial to the surveying profession. The Board of Directors, by a two-thirds vote of those voting, shall approve application under this classification. A Non-Commercial Affiliate member shall have no vote in the business of this Association.
2. Each application received for regular and associate membership shall be circularized by the Secretary among all of the members of the Board. In the event no adverse comment pertaining to any such application is received within ten days as a result of such circularization, the President and the Secretary are empowered to approve such application; in the event adverse comment is received, such application shall be referred to the next Board meeting for consideration and disposition. (The requirements of this paragraph shall not apply to any application for regular membership in VAS which is also an application for membership in a duly authorized Chapter of VAS, in which case the subject Chapter's regulations governing approval of such applications shall prevail.)

3. A member shall be dropped from membership in the Association for nonpayment of dues on April 1st of the year in which they become due. A member may be expelled for just cause by a two-thirds majority of those voting, by ballot sent to all regular members of this Association provided such expulsion is first recommended by the Board of Directors.
4. An appropriate membership certificate will be issued to each member, on which their membership classification will be indicated.

### **Article II—Membership Meetings**

1. THE ANNUAL MEETING shall be held every year at a time and place to be determined by the Board of Directors, such meeting to be scheduled as near as possible during the month of January. It shall be the charge of the Convention Committee to propose for consideration by the Board of Directors the location of the Annual Meeting, including detailed cost data and availability data on the following: Hotel and/or motel rooms, meeting halls with seating capacities, exhibit space, luncheon and banquet menus and facilities, ballroom facilities, entertainment features, program for spouses and children, registration facilities, decorations, and all similar needs attendant to such Annual Meetings; provided further that such Convention Committee proposal be considered and voted upon by the Board of Directors no later than the Annual Meeting preceding that for which said proposal is made; and provided further that the Board of Directors shall first have reviewed said proposal and confirmed that the said proposal does satisfactorily meet all of the hereinabove requirements.
2. SPECIAL MEETINGS of the members may be held upon call of the Board of Directors or of 10% of the regular members at any time.
3. PREPARED NOTICE OF MEETING is required for each membership meeting, such notice to be mailed to the last known mailing address of each member of this Association not less than ten (10) days prior to the convening of said membership meeting. For special meetings such notice shall state all of the purposes of such meeting, and such special meetings shall be limited to the stated purposes.
4. A QUORUM for any membership meeting shall consist of at least 30 regular members present in person or by proxy. Unless otherwise provided in these By-laws, each decision shall be made by simple majority rule of those voting.

### **Article III—Board of Directors**

1. REGULAR AND SPECIAL MEETINGS as required of the Board of Directors will be held at a time and place determined best by the President or Secretary.
2. NOTICES of such regular or special meetings shall be mailed by the Secretary to each member of the Board, not less than ten days before any such meeting and notices of special meetings shall state the purpose thereof. This notice requirement may be waived by the President in situations where an emergency is deemed to exist, provided, however, that each member of the Board shall have received reasonable advance notification by some manner or means, or a bona fide effort for such notification shall have been made, and that all other provisions of this article shall apply.
3. A QUORUM for any Directors Meeting shall consist of a majority of the entire membership of the Board being present in person. Unless otherwise provided in these By-laws, each decision shall be made by simple majority rule of those voting.
4. DIRECTORS providing transportation shall be allowed mileage expenses at the rate of fifty-five (55) cents per mile for traveling to and from each Directors meeting of this Association. All claims shall be made in writing to the Secretary-Treasurer of this Association within 45 days of date when expense was incurred; late claims shall be referred by the Secretary-Treasurer to the Board of Directors for consideration and disposition.

### **Article IV—Chapters**

1. LOCAL CHAPTERS, consisting of regular members of the Association, may be organized upon application to and approved by the Board of Directors. Boundaries of said Chapters shall be as designated on the official VAS Chapter Map.

2. EACH LOCAL CHAPTER shall be governed by a constitution and By-laws which, together with all amendments thereto, shall be approved by the Board of Directors of this Association in order to be valid. A Chapter may not promulgate nor establish policy which conflicts with policy of this Association.
3. LOCAL CHAPTERS will forward within seven days to the Virginia Association of Surveyors President and Secretary copies of the minutes of all chapters director meetings including any resolutions passed. They will also communicate as much news as possible to assure coordination of efforts and good public relations.

### **Article V—Duties of Officers**

1. THE PRESIDENT shall be responsible for the duties normal to such an office, including but not limited to the following: shall preside at all meetings of VAS; shall make an annual report to the members; shall call at least two Directors' Meetings during the year, the first such meeting in May or June and the second such meeting in October. The purpose of the first such meeting will be to ascertain that the affairs of the Corporation, including committee activities, are properly progressing and the second such meeting will be for the purpose of setting the time and place of the next Annual Meeting and the nomination of officers and directors for the year following; shall appoint necessary committees and see that they function promptly and with completeness of study and reporting; shall represent the Association as directed by the Board of Directors.
2. If for any reason the President is unable to perform said duties, the Vice-President next in rank shall occupy the position and perform the duties, having the same authority as the President.
3. If for any reason the office of the President shall become vacant, the Vice-Presidents shall succeed in office, according to their rank. Should a vacancy occur in the office of First Vice-President, the Second Vice-President shall advance to fill such vacancy. In the event of a vacancy in a Directorship representing a Chapter or region, such vacancy shall forthwith be filled by the affected Chapter or region in accordance with its constitutional procedures. In the event of a vacancy occurring in any other office (including Directorships), the Board of Directors shall forthwith appoint a regular member to fill such vacancy until a successor, who shall be elected at the next annual election, is qualified and installed.
4. THE SECRETARY -TREASURER shall perform such duties as are normal to such an office, including but not limited to the following; shall keep an accurate record of the membership and finances of the Association; shall insure that the secretaries of each Chapter shall collect proper dues from its members, forward monies due VAS, issue proper Chapter cards of membership to each currently paid member and send a copy of each of its Director Meetings to the Association President and Secretary and each Chapter President and Secretary; shall issue proper advance notices of meetings and keep the minutes of same; shall issue a report of the Annual Meetings, including the listing of current officers and directors, to each member; shall see that proper taxes and forms are forwarded each year to the Commonwealth of Virginia; shall prepare an accounting of finances for the Annual Meeting; shall mail by December 10th of the current year the ballots to each paid-up voting member of VAS along with a summary of the qualifications of the candidates for each office for the following year and see that said ballots are returned to him and counted by a tellers committee in time to include said new officers and directors on the program of the Annual Meeting; shall issue advance notice of the next Annual Meeting to the membership by December 10th of the current year; shall solicit membership of all licensed land surveyors in the VAS.
5. THE BOARD OF DIRECTORS may designate an Assistant Secretary-Treasurer, whose duties shall be to assist the Secretary-Treasurer in such fashion and to such extent deemed appropriate by the Board.

### **Article VI—Elections**

1. THE OFFICERS AND DIRECTORS shall be elected by ballot prior to the annual meeting of the membership. The Directors shall hold office as provided in the Charter and the Officers shall serve for one year or until their successors are elected and qualify. The terms of all newly elected officers and directors of this Association and of the Chapters shall commence immediately following the sessions at the Annual Meeting of this Association. All chapters are directed to report the results of the election of new chapter officers at least 60 days prior to each VAS Annual Meeting.

### **Article VII—Committees**

1. A NOMINATING COMMITTEE, having as its chairman the immediate past-President of the Association and consisting of all of the past-Presidents of the Association, shall hold a meeting prior to the traditional Fall Board of Directors meeting annually for purposes of making nominations (two or more for each office, if feasible) for all of the offices to be filled by election by the voting members of this Association. Additional nominations may be made by petition of ten (10) regular members in good standing no later than 30 days after the said traditional Fall Board of Directors meeting, and each such nomination petition shall certify the nominee's willingness to serve in the event he should be elected.
2. AN AFFILIATE MEMBER COMMITTEE, consisting of all of the affiliate members of this Association, shall elect its own chairman each year during the Annual Meeting of the Association. The said committee shall work cooperatively with and in conjunction with the Association with regard to all mutual interests. The Chairman of the said committee may be invited to attend the Board of Directors meetings in advisory capacity. Each application received for affiliate membership shall be circularized by the Affiliate Chairman among the Affiliate Committee. In the event no adverse comment pertaining to any such application is received within ten days as a result of such circularization, the President, upon notification by the Affiliate Chairman, is empowered to approve such application; in the event adverse comment is received, such application shall be referred to the next Board of Directors meeting for consideration and disposition.

### **Article VIII—Dues & Admission Fees**

1. THE ANNUAL DUES (due and payable each April 1st) and the admission fees are established for the several membership classifications as follows:
  - a. REGULAR: The annual dues shall be \$185 and the admission fee shall be \$15, and each new member paying such admission shall receive at no additional cost the published VAS Standards of Practice Manual. See paragraph 5.
  - b. AFFILIATE: The annual dues shall be \$55, and no admission fee shall be levied.
  - c. HONORARY: No dues nor admission fee shall be levied.
  - d. RETIRED: The annual dues shall be \$10 and no admission fee shall be levied.
  - e. ASSOCIATE: The annual dues shall be \$35 and no admission fee shall be levied.
  - f. STUDENT: The annual dues shall be \$5 and no admission fee shall be levied.
  - g. CORRESPONDING: The annual dues shall be \$75 and no admission fee shall be levied.
  - h. NON-COMMERCIAL AFFILIATE: The annual dues shall be \$50, and no admission fee shall be levied. The annual dues may be waived by action of the Board of Directors.
2. For any new member, whose application to join the Association is approved after September 1st, the dues for the remainder of that calendar year shall be one-half the established annual dues.
3. The Board of Directors, by a two-thirds vote of those voting, may defer the payment of annual dues for any member of VAS provided that satisfactory evidence is presented to the Board to indicate a hardship would be imposed upon said member by the timely payment of said dues; provided further that the evidence shall as clearly as possible indicate the need as to the length of time for the deferral of said dues; and provided further that the aforementioned member is currently a member in good standing of VAS.
4. The Board of Directors, by a two-thirds vote of those voting, may terminate the deferral of dues when evidence indicates there is no longer a need for such deferral.
5. The Board of Directors, by a two-thirds vote of those voting, may adjust once yearly the dues of this Association by an amount not to exceed (10) percent.

### **Article IX—Ethics**

1. THE CANON OF ETHICS as adopted by the membership of this Association shall be the code of ethics for all of the regular members, and each applicant for regular membership shall pledge their intent to adhere to the said Canon of Ethics.

### **Article X—Seal**

1. THE CORPORATE SEAL of this Association shall consist of two concentric circles, between which is the name of the Association, and in the center shall be inscribed the word "SEAL".

## **Article XI—Trusts**

1. **SCHOLARSHIP AND EDUCATIONAL TRUST:** In order to implement the objectives of the Virginia Association of Surveyors, Incorporated as stated in the Certificate of Incorporation (Item(C) Purposes:) a separate educational trust fund has been established in accordance with a certain Trust Agreement recorded in the Clerk's office of the Circuit Court of the County of Henrico at deed book 2232 page 773. The administration of revenue and expenses for scholarships and other accounts as defined in the Trust Agreement shall be in accordance with the said Trust Agreement, as may be amended from time to time, until such time as the Trust Agreement is terminated by the Board of Directors.

## **Article XII—Amendments**

1. **THESE BY-LAWS** may be amended at any duly constituted Annual Meeting of this Association by a majority vote of those voting provided that the Board of Directors shall have previously considered the merits of the proposed amendment and that the said Board shall have recommended such amendment for consideration at the Annual Meeting except as stated in Article VIII, paragraph 5.
2. **THE BOARD OF DIRECTORS** may not consider the merits of or recommend consideration of any proposed amendment unless written notice of such proposed amendment shall have been mailed to each member of the Board at least ten (10) days prior to the meeting of the said Board.
3. No amendment shall be put to vote at an Annual Meeting unless written notice of such amendment shall have been mailed to the last known mailing address for each regular member at least twenty (20) days before the convening of the said Annual Meeting.

## **Article XIII—Regional Directors**

1. Four regions shall be established utilizing the existing boundaries of the Chapters included therein. Chapter boundaries shall be defined based on the official VAS map. As new chapters are established, the VAS Board of Directors may direct the Chairman of the Constitution and By-Laws Committee to prepare appropriate amendments to revise the regions.
2. The four regions shall be designated by chapters as follows until revised by the Board of Directors:
  - Region 1 – Bull Run and Mount Vernon
  - Region 2 – Central, Monticello, Rappahannock and Shenandoah
  - Region 3 – Peninsula and Tidewater
  - Region 4 – Appalachian, Southern and Western
3. Nominations for the Regional Directors shall be administered by the Past President's Committee.
4. Thirty days prior to the annual meeting, one director shall be elected by the membership from each region to serve for a term of two years on the VAS Board of Directors with full voting privileges.

*As of January 29, 2011*