

# **BYLAWS OF THE PROFESSIONAL LAND SURVEYORS OF OREGON, INC.**

Adopted 4/24/2004

## **ARTICLE I - CORPORATE SEAL**

SEC. 1 - The seal of this Corporation shall be an impression stamp with the following inscription-  
"Professional Land Surveyors of Oregon, Inc. Corporate Seal - Oregon".

## **ARTICLE II - REGISTERED OFFICE**

SEC. 1 - The registered office of this Corporation shall be at such location as determined by the Board of Directors.

## **ARTICLE III - MEMBERS AND AFFILIATES**

### **SEC. 1 - CORPORATE MEMBERS**

A. Only persons who are duly registered to engage in the profession of Land Surveying with the State of Oregon shall be eligible to be admitted or to be continued as Corporate Members of this Corporation. [Amended 10/23/1999]

B. All paid-up Corporate Members admitted prior to January 1, 1963 shall also be known as Charter Members.

C. Corporate Members shall be the only persons eligible to vote on corporate business or to hold office as Chapter President or President-elect. Either Corporate or Associate Members may hold the office of Chapter Secretary and/or Treasurer.

### **SEC. 2 - AFFILIATES**

The affiliates of this Corporation shall include Associate Members, Student Members, Special Members, Retired Members and Special Members-at-large.

A. Only persons who are employed under the direction of a registered Professional Land Surveyor and who are working toward qualification as a Professional Land Surveyor shall be eligible to be admitted as affiliates under the classification of Associate Member.

B. Only persons enrolled as full-time students in an approved surveying curriculum shall be eligible to be admitted as affiliates under the classification of Student Member.

C. Associate Members may hold the office of Chapter Secretary or Treasurer and only acting in such capacity may vote on chapter business.

D. Those persons who do not meet the qualifications for Corporate Member, Associate Member or Student Member but who, by virtue of their employment, service or training, have a particular interest in, or association with, the profession of land surveying, shall be eligible to be admitted and continued as affiliates of this Corporation under the classification of Special Member. This category shall also include persons who are registered to practice Land Surveying in states other

than Oregon, or persons registered to practice Land Surveying in Oregon but by virtue of residency issues are unable to participate in activities of this Corporation. [Amended after 10/94]

E. Corporate Members who have voluntarily retired their license to practice as Professional Land Surveyors may request of their chapters that they be considered as Retired Members. A Retired Member of this Corporation shall have all the rights and privileges of a Special Member. The application for Retired Member status shall be made in writing to the Member's Chapter, and may be accepted only by a majority vote of the Chapter at its next regular meeting. The granting of Retired member status shall be in recognition of active participation in this Corporation during a minimum of 10 continuous years of membership in this Corporation immediately prior to retirement of their license. [Amended 5/19/90]

### SEC. 3 - LIFE MEMBERSHIP

A. Life membership status shall be granted only in recognition of distinguished service to this Corporation and to the profession. Life Membership may only be approved by a vote of the Board of Directors. The member shall retain Corporate membership status held at the time of Life Membership approval. Such Life Membership shall be conferred at the Annual Meeting.

B. Nominations for Life Membership by an individual or group shall be presented to the Board. Nominations shall include a record and biographical sketch in writing. Nominees must have satisfied all of the following minimum requirements to qualify for Life Membership:

1. Career long service to the profession and PLSO.
2. Served as a Chapter President.
3. Is currently and has been a Corporate Member of PLSO for ten (10) years prior to nomination.
4. Approval vote by two-thirds (2/3) of the Board of Directors by secret ballot.

### SEC. 4 - SUSTAINING MEMBERSHIP

A. Surveying related businesses are eligible to be admitted to this corporation as Sustaining Members. This membership receives acknowledgment within PLSO publications as Sustaining Members of PLSO.

### SEC. 5 - APPLICATION FOR MEMBERSHIP

A. Applications for membership shall be submitted to the Executive Secretary and shall be accompanied by an application fee as spelled out below and by the dues then payable. The new member shall be entered immediately onto the rolls. Dues shall be prorated by the months left in the year up through September of the year during which the application is submitted. After September a full year's dues shall be paid and membership granted through December of the following year. Dues for reinstatement shall be paid as spelled out in Article X, Section 2,C. . Application for membership will be considered for approval by the PLSO Board of Directors.

B. Application for Sustaining Membership shall be submitted to the Executive Secretary and shall be accompanied by an application fee and the dues then payable, as set by the Board of Directors under Article X, Section 1. Membership as a Sustaining Member will be voted on by the Board of Directors at the next board meeting.

C. The Executive Secretary of this Corporation shall promptly report such application to the Board of Directors.

D. Applications for membership shall be in such form as the Board of Directors may from time to time determine.

E. Persons licensed to practice in Oregon but residing more than 100 miles outside the State of Oregon and submitting an application for affiliation as Special Members shall:

1. Submit their application along with the appropriate fee directly to the Executive Secretary of PLSO and will be listed as a Special Member-at-large. Upon request a Special Member may be associated with a chosen chapter. All applications for Special Members will be considered for approval by the PLSO Board of Directors.

F. Any Member who, for any reason, submits to the Executive Secretary of this Corporation a written request of resignation from Corporate Membership in this organization shall be removed from membership status. Said Member shall not be entitled to any return of paid dues or assessments.

#### SEC. 6 - REQUIREMENTS

A. All applicants for membership shall agree to support and abide by the code of professional ethics adopted by this Corporation and in force at the date such application for membership is submitted. The Code of professional Ethics shall be printed on the application form.

B. Every Member is responsible to furnish the Executive Secretary of this Corporation with a mailing address to which notices of meetings and all other notices may be mailed or served, and in default thereof shall have no further redress concerning non-receipt of such mailings.

#### SEC. 7 - VOTING REQUIREMENTS

A. All motions, seconds, and votes on PLSO corporate business, whether at annual, special or chapter meetings of the Corporation, shall be made by Corporate members only. Prior to any vote, the Chair or Chapter President shall announce to all members present whether the measure under consideration is Corporate or Chapter business. When there is a negative vote cast the vote shall be by a show of hands unless by secret ballot. When the vote involves Corporate business the Chapter Secretary or Executive Secretary shall record the number of Corporate Member vote for and against. These numbers are to appear in the minutes of the meeting.

B. All Corporate votes taken by mail shall be sent to Corporate Members only.

### ARTICLE IV - STATE MEETINGS

#### SEC. I - ANNUAL.

A. The Annual Meeting of the Members of this Corporation shall be held each year at such time and at such place as the Board of Directors may determine for the purpose of transacting such business as is legally brought before the meeting.

#### SEC. 2 - SPECIAL

A. Special meetings of the Corporate Members of this Corporation shall be called by the Executive Secretary of this Corporation on the request of the Chair of this Corporation, the Board of Directors or by Corporate Members having one tenth of the votes entitled to be cast at such meeting.

B. The notice for the special meeting will state the reason for the meeting, and no other business shall be considered at such special meeting.

#### SEC. 3 - NOTICE

A. Notices of state meetings of this Corporation shall be given by the Executive Secretary of this Corporation by mail at least ten (10) days, and not more the fifty (50) days, prior to the day on which such meeting is to be held, and the deposit of such notices in the post office and addressed to each Member, with postage fully prepaid, shall be deemed a legal notice, and such notice shall be deemed given when so deposited.

#### SEC. 4 - QUORUM

A. Those Corporate Members present at any state "Annual" or "Special" meeting consisting of not fewer than ten (10) percent of the Corporate Members shall constitute a quorum for the transaction of business. Each Corporate Member present shall be entitled to one vote and there shall be no voting by proxy. The vote of a majority of the votes cast shall be necessary and sufficient for the adoption of any matter voted upon by the Corporate Members unless otherwise provided by law or provided by the Articles of Incorporation of the Corporation or herein.

### **ARTICLE V - CHAPTER MEETINGS**

#### SEC. 1 - REGULAR

A. Chapter meetings may be held once a month at a time and place decided by the chapter Corporate Members, but not less than four times per year. A quorum at chapter meetings for conducting official business shall consist of the number of Corporate Members as designated by the chapter.

#### SEC 2. - SPECIAL MEETINGS

A. Special meetings may be called by the Chapter President. Written requests by Corporate Members for special meetings must be directed through the Chapter President.

B. Verbal or written notice of such special meeting must state the reason for such meeting, and no other business will be considered at such meeting.

### **ARTICLE VI - BOARD OF DIRECTORS**

#### SEC 1 - DIRECTORS

A. The business and affairs of the Corporation shall be managed and controlled by a Board of Directors equal to twice the number of active chapters of the Corporation at any time. The Chapter President and Chapter President-elect of each chapter, during their term of office, shall be members of the Board of Directors of this Corporation, and there shall be no other directors of

this Corporation. Membership on the Board of Directors by any individual will be limited to four (4) years in any six (6) year period.

B. In the event that the Chapter President or Chapter President-elect is unable to attend a scheduled Board of Directors meeting, each or both may choose an alternate to represent them at the meeting, provided said alternate is a past member of the Board of Directors and has been briefed on current chapter and Board activities. The alternate shall be designated in writing. The designated alternate shall have all the rights and privileges due to a regular member of the Board.

## SEC 2 - VACANCIES

A. Should a vacancy occur during the term of any member serving on the Board of Directors it will be filled in accordance with the procedure outlined under Article XI, Section 16.

## **ARTICLE VII - BOARD OF DIRECTORS MEETING**

### SEC 1 - QUORUM

A. One half of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the majority vote of the Directors present at a meeting shall determine any issue except as otherwise provided by law, by the Articles of Incorporation of this Corporation or herein.

### SEC 2 - EXTRA-ORDINARY MEETING

A. An Extra-ordinary meeting shall be held for the sole purpose of electing the Chair-elect of the Corporation for the year the voting Board members hold office.

B. This meeting shall normally take place during the Annual State Meeting of Members, but in no instance later than December 31 immediately preceding the calendar year of Board of Directors membership.

### SEC 3 - REGULAR MEETINGS

A. Regular meetings of the Board of Directors shall be held in January of each year and thereafter as often as deemed necessary by the Board for the conduct of the business of the Corporation.

B. Notification of regular meetings shall be mailed to each Director by the Executive Secretary no less than ten (10) days prior to the meeting.

### SEC 4 - SPECIAL MEETINGS

A. Special meetings of the Board of Directors shall be called by the Chair of the Board of Directors. Notification of such meetings shall be given by the Executive Secretary to each Director not less than three (3) days prior to each special meeting. Such notice may be by telephone, telegraph, oral message or in writing delivered to each Director personally, or at his residence or usual place of business. Special meetings of the Directors may be held at any time or place at which a quorum of members of the Board consent thereto.

### SEC5 - E-MAIL VOTING REQUIREMENTS

A. E-mail Voting on PLSO Board of Directors business may be conducted only on items that need immediate board action before the next PLSO board meeting. All votes must be initiated at a Board of Directors meeting by a motion and second. A period of 5 days for E-mail discussion shall pass before voting. The starting date for the discussion period shall be set in the above motion. Each member of the PLSO Board shall be notified of the motion, second and all discussion by E-mail. After the discussion period, an E-mail vote is conducted. A majority vote of the quorum responding to the Executive Secretary is required to pass/defeat the motion.

## **ARTICLE VIII - STATE OFFICERS**

### **SEC 1 - GENERAL**

A. The officers of this Corporation shall be a Chair, Chair-elect and Executive Secretary. The Chair and Chair-elect shall be elected for a term of one calendar year in the manner hereinafter provided, except that the Chair-elect shall automatically succeed to the office of Chair during the calendar year following the term as Chair-elect, and the Executive Secretary shall be appointed by the Board of Directors to whatever term it deems appropriate  
[Amended 5/19/90]

B. Only persons who have previously served as President of an active Chapter of this Corporation shall be eligible to be elected to, or continue as, Chair or Chair-elect of this Corporation. Incumbent Chapter Presidents and Presidents-elect are not eligible to serve as Chair-elect. Nominations for Chair-elect shall be by a Nominating Committee appointed by the Chair and/or by written presentation by a Corporate Member in good standing. All nominations shall be accompanied by a brief written biography of the nominee and shall be submitted no later than twenty-four (24) hours prior to the Extra-ordinary meeting to the Executive Secretary for printing and transmittal to the appropriate Directors prior to said Extra-ordinary meeting.

C. The Chair, Chair-elect and Executive Secretary of this Corporation shall serve at the pleasure of the Board of Directors and may be removed by majority vote of the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby. A vacancy in said offices for any cause may be filled by the Board of Directors for the unexpired portion of the term by a majority vote of those members in attendance at the next regular meeting of the Board.

D. The Chair shall automatically succeed to the position of Immediate Past Chair and shall serve as an ex-officio member of the Board of Directors during the calendar year immediately following the term as Chair.  
[Amended 4/11/92]

### **SEC. 2 - DUTIES OF THE CHAIR**

A. The Chair of this Corporation shall be the chief executive officer and head of the Corporation and shall, subject to the control of the Board of Directors, have the general and active management of its business and affairs. The Chair shall be an ex-officio member of all committees.

B. The Chair shall preside at all meetings of the Board of Directors and at the Annual Meeting unless otherwise ordered by the Board.

C. The Chair shall sign on behalf of the Corporation all deeds, contracts, mortgages, bonds and promissory notes unless otherwise expressly directed by the Board of Directors. The Chair shall also have general supervision over all property, business and interests of the Corporation as well as over its officers, employees and agents.

D. The Chair shall make annual reports showing the condition of the affairs of the Corporation, making such recommendations as the Chair thinks proper and submit the same to the Board of Directors at the meeting next preceding the Annual Meeting of the Members. The Chair shall, from time to time, bring before the Directors such information as may be required relating to the business and property of the Corporation.

E. The Chair shall not vote on Board affairs except in the event of a tie vote of the Board members.

### SEC. 3 - DUTIES OF THE CHAIR-ELECT

A. The Chair-elect shall have the same powers and shall perform all the duties of the Chair in the absence of the Chair or in case of the Chair's disability or inability to act or his refusal to act. The Chair-elect shall not automatically succeed to the office of Chair in the event such office becomes vacant for any cause prior to the end of the term of the office. As a member of the Board of Directors he shall attend meetings of the Board of Directors.

### SEC. 4 - DUTIES OF THE EXECUTIVE SECRETARY

A. The Executive Secretary of this Corporation shall keep a fair and correct record of all meetings of the Corporation and the Board of Directors and shall give notice of all official meetings as provided herein.

B. The Executive Secretary shall be responsible for maintaining files on all minutes and other documents relating to the meetings of the Corporation and the Board of Directors, specifically including copies of correspondence or reports relating to elections, resignations and appointments. The Executive Secretary shall be responsible for maintaining files on all official papers, contracts and other documents relating to the conduct of business between the Corporation and other bodies, public or private.

C. The Executive Secretary shall have the custody of the Corporate Seal and it shall be his duty to affix the seal to all deeds, leases, contracts and other documents executed by the Corporation through its officers, and to attest to such contracts or other documents.

D. The Executive Secretary shall keep accurate accounts of all receipts and disbursements and shall render an annual report in writing as to the financial condition of the Corporation, and such other reports as the Board of Directors may direct, and shall perform such other duties in connection with the administration of the financial affairs of the Corporation as the Board of Director may direct. The Executive Secretary shall have supervision and custody of all bonds, stock and other securities owned or controlled by the Corporation. The Executive Secretary shall also bring to the attention of the Board of Directors any and all measures which, in the judgment of the Executive Secretary, are necessary and proper to be taken for the preservation and renewal of such securities and for the enforcement of rights secured thereby.

E. Upon request of the Board of Directors the Executive Secretary shall give a bond for the faithful discharge of the Executive Secretary's duties in such sums and with such security or

surety as the Board of Directors shall determine, the premium for which bond shall be an expense of the Corporation.

F. The Executive Secretary shall perform such other duties and functions as may be requested or directed by the Board of Directors or the Chair of the Corporation.

G. The Executive Secretary shall not have a vote in Board affairs.

#### SEC. 5 - DUTIES OF THE IMMEDIATE PAST CHAIR

A. The immediate Past Chair shall serve as an advisor to the Board of Directors and shall be entitled to all of the benefits of the Board of Directors. The Immediate Past Chair, while serving in that capacity, shall have no vote in Board affairs. In the event of the absence or incapacity of both the Chair and Chair-elect, the Immediate past Chair shall assume the position of Interim Chair until the return of the Chair or Chair-elect or the vacancy to the office of Chair has been duly filled, at which time the Immediate Past Chair shall return to the prior position.

[Amended 4/11/92]

### ARTICLE IX - STATE COMMITTEES

#### SEC. 1 - STANDING COMMITTEE CHAIRS

A. There shall be such number of Standing Committees of this Corporation performing such functions as the Board of Directors, from time to time, may determine.

B. Standing Committee Appointments:

Each Chapter President shall present to the incoming Board Chair at the annual meeting a list of Corporate Members from their individual Chapters that are willing to serve on one or more of the Standing Committees of PLSO. Lists not delivered at this meeting will permit the Board Chair or Committee Chairs to select Committee members from the rolls of the Chapter or PLSO at large in the event that selected Chapter Members decline to serve.

C. The Chair will select and appoint a Chair and Vice Chair from different Chapters for each Standing Committee. Where the Chapter does not present enough Corporate Members names to fill all The Standing Committee offices, a chapter member may be appointed to more than one committee. Chapter Member lists not delivered at the annual meeting will permit the Board Chair or Committee Chairs to select Committee members from the rolls of the Chapter or PLSO at large in the event that selected Chapter Members decline to serve.

D. The Committee Chair and Vice Chair will select a committee member from each of the remaining Chapters not represented by the Chair and Vice Chair. The intent being that each committee will be open to one member from each PLSO Chapter. The Board Chair and Chair elect may at their option attend and participate in all committee meetings as non-voting members. The Chairs of such committees shall serve at the pleasure of the Chair of the Corporation.

### ARTICLE X - CORPORATE FINANCES

## SEC. 1 - DUES

A. Annual dues shall be paid by all Members to this Corporation on a calendar year basis in such amount as the Board of Directors may from time to time determine, provided that the amount of such dues shall be determined prior to the commencement of the calendar year for which such dues are payable and shall not be modified during such calendar year. The annual increase in dues, which may be approved by the Board of Directors, shall not exceed five-percent (5%) rounded to the nearest dollar. No annual increase in dues shall be greater than the aforementioned without the approval of a majority vote of the Corporate Members present at the annual business meeting subject to Article IV, Section 4. In the event that the Board of Directors fails to establish the amount of annual dues for any specific calendar year the amount of such dues shall be same amount as was payable during the preceding calendar year.

B. The annual dues payable by each Member to the Corporation shall be remitted to the Executive Secretary on or before January 1 of each calendar year.

C. The Executive Secretary will inform Chapter Treasurers by February 1 of each year of chapter Members whose dues are in arrears.

## SEC. 2 - PENALTIES

A. On February 1 of each calendar year the Treasurer of each chapter of this Corporation shall notify all Members of this Corporation who are affiliated with such chapter, and whose dues are not paid for the current calendar year, that their dues are in arrears. All Members whose dues to this Corporation are not paid by March 1st for the current calendar year shall be automatically suspended from membership or affiliation without further notice or action by this Corporation.

B. By March 15 of each calendar year the Executive Secretary shall notify the Chapter Presidents of all non-paid Members. Any Member who fails to pay dues and or assessments as of the date prescribed by this Section, or as otherwise prescribed by the Board of Directors, shall be removed from membership status.

C. Reinstatement of such Members shall be upon such terms as the Board of Directors may determine and shall include payment of a full years dues.

D. The right of a Corporate Member to vote or to be elected to or hold office in this Corporation and the right of any Member to participate in the affairs of this Corporation shall cease during any time while said Member's dues to this Corporation remain unpaid.

[Amended 5/15/93]

## SEC. 3 - COMPENSATION

A. Directors, officers or members shall not receive compensation for services performed in the capacity of director, officer or member, excepting the Executive Secretary of this Corporation, whose compensation shall be set from time to time by the Board of Directors.

B. This provision shall not be construed to prevent the payment of compensation to any director, officer or member for valuable services performed in any other capacity.

C. The actual expense incurred, or to be incurred, by any person in serving the Corporation may be advanced or be paid, upon approval or ratification by the Board of Directors.

1. If any expense incurred or to be incurred by any person in serving the Corporation will exceed \$300.00, the Executive Secretary shall be notified before payment is made.
2. Any expense incurred by any person in serving the Corporation shall be submitted within 45 days of actual occurrence of such expense. Failure to meet the 45 day limit constitutes forfeiture of reimbursement for the expense.
3. Travel, meals, and miscellaneous expenses shall be reimbursed according to the current PLSO expense policy.

#### SEC. 4 - DISBURSEMENTS

A. Payment of budgeted Corporate expense shall be made by the Executive Secretary when due without any additional ratification or approval. Any disbursements due to excess of budgeted Corporate expenses must have the approval of the Board of Directors. All checks, drafts or withdrawals drawn upon Corporate funds for Corporate expenses shall be executed by the Chair or the Executive Secretary of this Corporation. Checks, drafts or withdrawals, drawn upon Corporate funds for Chapter expenses shall be executed as outlined in Article XI, Section 13 - Chapter Finances.

#### SEC. 5 - DEPOSITS

A. All monies generated by activities in behalf of this Corporation shall be deposited in the Corporate account. All monies of this Corporation shall be kept in such bank or banks or other depository or depositories as the Board of Directors shall from time to time designate. All deposits shall be reported on properly encoded deposit slips within 30 days of the deposit to the Executive Secretary.

#### SEC. 6 - BUDGET REQUESTS

A. All state, chapter and committee annual operations budgets shall be submitted to the Board of Directors at the Last Regular meeting of the Board of Directors after December 1. Final budget approvals shall be given at the first regular meeting of the Board of Directors after January 1, or by a special meeting of the Board of Directors, which special meeting shall be held no later than February 15.

#### SEC. 7 - SPECIAL ASSESSMENTS.

A. In addition to the annual dues payable to the Corporation by members and affiliates, the Board of Directors may make special assessments for necessary operating or special finances only after a special election with a majority of the votes cast being in favor of the assessment.

B. The time and procedure for such special election shall be determined by the Board of Directors, but in no event shall the period of time between the notification of election and the voting deadline be less than forty-five days.

C. The Executive Secretary shall be responsible for all mailing of ballots and for the final vote count and shall notify the Board of Directors of the voting result at the next regular meeting of the Board.

D. Voter approval shall cause the Board of Directors to determine the time and method of Special Assessment payments.

## ARTICLE XI - CHAPTERS

### SEC. 1 - GENERAL

A. This Corporation shall be organized into chapters, and Members and Affiliates of this Corporation, (except Special Member-at-Large) who shall be associated with one, and only one, chapter of this Corporation. The chapters of this Corporation shall be those shown on the records of the Corporation as of the date of the adoption of these Bylaws, and such chapters as are hereafter established in the manner herein provided.

B. Members at large may not be associated with a chapter while maintaining Member-at-Large status.

C. Current chapters of this Corporation are listed as follows:

1. Central
2. Midwest
3. Pioneer
4. Rogue River
5. South Central
6. Southwest
7. Umpqua
8. Willamette
9. Blue Mountain

### SEC. 2 - APPLICATION AND ADMISSION

A. An application for the establishment of a chapter of this Corporation may be submitted by ten (10) or more Corporate Members of this Corporation to the Board of Directors in such form as the Board of Directors may from time to time determine. Each such application shall designate the proposed geographic boundaries and the persons to serve as officers of the proposed chapter for the remainder of the calendar year during which such chapter is established.

B. Notice that such application will be considered by the Board of Directors shall be given to each director not less than thirty (30) days prior to the date of the meeting of the Board of Directors at which such application will be considered. The approval of such application shall require a two-thirds vote of all directors present at any meeting of the Board of Directors at which a quorum is present, provided that timely notice has been given to the directors as provided above.

C. Upon acceptance of such application by the Board of Directors, the Corporate Members who have signed such application, as well as all other Members residing within the new chapter boundaries, shall be deemed transferred from the chapter with which they were previously associated to the newly formed chapter without further action, except that the Executive Secretary of this Corporation shall promptly notify the Secretary of each chapter with which one or more Members were formerly associated.

D. Any group of 5 or more full time students who are Student Members of this Corporation attending the same school may petition the PLSO Board of Directors for organization as a Student Chapter of PLSO. This petition shall also be signed by the program instructor acknowledging the school's approval of the chapter. The chapter shall be known by the school name. The chapter shall be governed by the PLSO By-Laws with such modifications as may be approved by the Board of Directors at time of chapter approval. At anytime the membership of

the chapter falls below 5 Student Members the chapter shall be deemed inactive and can not be re-activated without a new petition to the PLSO Board of Directors.

### SEC. 3 - OFFICERS

A. The officers of each chapter shall be a President, a President-elect, a Secretary and a Treasurer, each of whom shall be elected from a term of one calendar year in the manner hereinafter provided, except that the President-elect shall automatically succeed to the office of President during the calendar year following his term as President-elect.

B. All officers of a chapter shall be Corporate Members or Affiliates of this Corporation and associated with the chapter at the time of their election to, and continuously during the term as chapter officers.

C. The offices of President and President-elect must be held by Corporate Members.

D. The offices of Secretary and Treasurer may be combined into one position of Secretary-Treasurer and may be held by an Affiliate Member.

### SEC. 4 - GENERAL ELECTION

A. All chapter officers except President shall be elected during the month preceding the month of the Annual State Meeting, their term commencing on January 1st of the following calendar year. A Nominating Committee, consisting of the President-elect and at least two (2) members of this Corporation who are associated with the chapter from which the officers are to be elected, will be appointed by the President not less than forty-five (45) days prior to the date of the Annual Meeting. The committee shall submit at the time of the annual chapter election at least two (2) nominees for each office to be filled. Any Corporate Member of this Corporation who is associated with such chapter may make additional nominations from the floor. Upon a majority vote, the chapter, at a regularly scheduled meeting, may suspend the need for a nominating committee and the need for (2) nominees. Nominations may be made from the floor by any Corporate Member of this Corporation who is associated with such chapter. The balloting for chapter officers shall be a secret ballot and a majority vote of those Corporate Members voting shall be required to elect any chapter officer.

### SEC. 5 - QUORUM

A. Those Corporate Members present at any meeting of the chapter shall constitute a quorum for the conduct of the business of such chapter.

### SEC. 6 - DUES AND ASSESSMENTS

A. In addition to the annual dues payable to the Corporation, each chapter may establish annual dues and periodic assessments upon the affirmative vote of a majority of the votes cast by the Corporate members of this Corporation associated with such chapter.

### SEC. 7 - PROXY VOTE

A. Each member of this Corporation associated with a chapter shall be entitled to one vote on all chapter matters coming before such chapter and there shall be no voting by proxy. Only Corporate Members are allowed to vote on Corporation business.

## SEC. 8 - DUTIES OF THE PRESIDENT

A. The President of each chapter shall be the chief executive officer and head of such chapter and shall have the general and active management of its business and affairs; subject at all times to the supervision and direction of the Board of Directors of this Corporation. The President shall preside at all meetings of the chapter and shall make annual reports to the chapter membership of the affairs of the chapter and shall make such recommendations as the President deems proper. As a member of the Board of Directors, the President shall attend all meetings of the Board of Directors.

## SEC. 9 - DUTIES OF THE PRESIDENT-ELECT

A. The chapter President-elect shall have the same powers and shall perform all of the duties of the chapter President in the absence of the chapter President or in the event of the chapter President's disability or inability to act or refusal to act. The President-elect will automatically succeed to the office of President in the event that such office becomes vacant for any cause prior to the end of the term of the office. As a member of the Board of Directors the President-elect shall attend all meetings of the Board of Directors unless a chosen alternate is sent per Article VI section B.

B. In the event the President-elect succeeds the President prior to the end of the term there shall be a special election held under the rules cited in Article XI Section 4 for a new President-elect. The chapter shall notify the Executive secretary of the election and the results within 10 days thereafter.

## SEC. 10 - DUTIES OF THE SECRETARY

A. The chapter Secretary shall be responsible for the maintenance of all records of the chapter, transcribe the minutes of all meetings, with fifteen (15) days forward a copy of these minutes to the Executive Secretary, be responsible for the chapter business communications and correspondence, prepare all contracts or written obligations for signature by the chapter President, maintain a current and complete roster of the chapter membership, submit the roster and revisions to the Executive Secretary and perform any other duties as directed by the chapter President.

## SEC 11 - DUTIES OF THE TREASURER

A. The chapter Treasurer shall maintain all financial records of the chapter, receive and deposit all incoming monies due to the chapter and pay all bills as directed by the chapter President.

B. Prepare an annual financial statement and submit same to the Executive Secretary within thirty (30) days after the end of the calendar year.

C. All deposits shall be reported on properly encoded deposit slips within 30 days of the deposit to the Executive Secretary.

## SEC 12 - IMPEACHMENT AND VACANCY

A. Any officer of a chapter may be removed as a chapter officer upon the majority vote of the Corporate Members associated with such chapter, provided that written notice that the removal of one or more officers will be considered as an item of business at a regular chapter meeting has been given to all Corporate Members associated with such chapter not less than ten (10) days prior to the date of such meeting.

B. A vacancy in any chapter office, for any cause, shall be filled by a special election held forthwith upon the occurrence of any such vacancy.

C. No person may hold more than one chapter office at any time.

D. In the event of a special election a person then holding a chapter office, except the office of President-elect, may be a candidate for the vacant office, and if elected to such office, the office previously held shall become automatically vacant at the time of such election.

E. When the office of Secretary is combined with the office of Treasurer and served jointly by one person, the Secretary-Treasurer shall be considered as one office.

#### SEC 13 - FINANCES

A. All disbursements in payment of the chapter expenses shall be approved or ratified by the chapter Corporate Membership. All checks, drafts or withdrawals drawn upon Corporate funds shall be executed by the President or Treasurer.

B. All monies collected by a chapter in the name of Professional Land Surveyors of Oregon, Inc. (PLSO) become a part of Corporation finances and must be accounted for in the annual chapter financial report.

#### SEC 14 - LEGAL OBLIGATIONS

A. The officers and members of a chapter shall not have the authority to bind or in any manner obligate the Corporation and shall not purport to act for or on behalf of the Corporation.

#### SEC 15 - COMMITTEES

A. The President of each chapter is encouraged to appoint a Professional Practice committee, and such other committees as the President may from time to time determine are needed; and shall appoint such other chapter committees as the Board of Directors of this Corporation may from time to time designate.

#### SEC 16 - SPECIAL ELECTION

A. When a vacancy occurs, for any reason, in a chapter office, that chapter will call for a special election to fill the vacancy for the unexpired term of office. Special elections will be held at the next scheduled chapter meeting after the vacancy occurs and shall conform to the procedures of regular elections as outlined in Article XI, Section. 4, GENERAL ELECTION.

#### SEC 17 - CHAPTER BY-LAWS

A. With the approval of the Board of Directors, Chapters may establish their local bylaws, provided that they are not in conflict with the Corporation bylaws.

## **ARTICLE XII - DISCIPLINE**

### **SEC. 1 - GROUNDS FOR DISCIPLINE**

A. The Board of Directors shall have the power to reprimand, suspend or expel any member or affiliate of this Corporation for:

1. Conviction of a misdemeanor involving the practice of land surveying or engineering, or conviction of any felony.
2. Suspension or revocation for cause of a certificate or license issued by any state board governing registration of land surveyors or engineers.
3. Willful violation of the Bylaws or Code of Ethics of the Professional Land Surveyors of Oregon or violation of ORS 672.200.
4. Commission of an act or a course of conduct of such nature as would be reason for denial of membership or affiliation upon application.

### **SEC. 2. - PROCEDURE**

A. Any disciplinary complaint filed with the PLSO Board of Directors shall be in writing addressed to the Chair. The complaint shall specify the basis for the complaint in accordance with the specifications contained in Sec 1 GROUNDS FOR DISCIPLINE above. When a disciplinary complaint has been brought before the Board of Directors they shall hold a closed meeting and carefully set out the procedure they will follow in full accordance with the procedures contained herein. Unwillingness to follow these procedures on the part of PLSO Board will be cause for termination of the disciplinary complaint process.

B. Before any disciplinary hearing, the Board shall refer the matter to the Professional Practice Committee for investigation and recommendation of disciplinary action if deemed appropriate. The subject Member has a right to a hearing prior to imposition of any disciplinary action. Such hearing shall be at such time and place as may be designated by the Board of Directors.

C. The disciplinary hearing shall be held at a regular or a special business meeting of the Board as provided in Article VII, BOARD OF DIRECTORS MEETING. The subject Member shall be notified of the date, time, and location of the hearing and the charges by Certified Mail delivered to the US Postal Service not less than fourteen (14) days prior to the hearing date. Such letter shall be sent to the last address provided to the Corporation by the subject Member.

D. The hearing shall be closed to the public unless the respondent requests that it be open. The Board may proceed with the hearing and take disciplinary action if the subject Corporate Member or Affiliate Member, or designated representative fails to appear or respond by the hearing date.

E. The Board shall hear the allegations and the evidence against the subject Member and any evidence, rebuttal, extenuating or mitigating information presented on their behalf by the subject Member or representative. Following the hearing of any relevant material, the Board shall deliberate in closed session. A two-thirds (2/3) or greater vote of the PLSO Board members present shall be required to discipline the respondent and to determine the severity and duration of the disciplinary action. The Chair and Chair-Elect shall not have a vote in this disciplinary proceeding.

F. The subject Member shall be notified of the Board's decision in writing, and in person if present at the end of deliberations.

### SEC. 3. - REFERRAL TO THE OREGON STATE BOARD OF EXAMINERS FOR ENGINEERING AND LAND SURVEYING

A. Whenever the Board or any Member becomes aware of alleged conduct by a Member that may be subject to ORS 672.200, the Board or that Member shall notify the Oregon State Board of Examiners for Engineering and Land Surveying (OSBEELS) of such alleged conduct.

## ARTICLE XIII- APPOINTMENTS

### SEC. 1 - OSBEELS (Incumbents finishing their first term.)

A. The executive secretary of PLSO will place notice of any incumbents finishing their OSBEELS terms on the agenda of the next Board of Directors meeting upon being notified of such opening. The Board will discuss the record of the incumbent at that meeting. The importance of continuity on OSBEELS, and the role the incumbent may be playing in OSBEELS programs will be considered.

B. The Board of Directors may take the following action by secret ballot at the meeting:

- a. Vote to support the incumbent for a second term (no further action required)
- b. Vote to postpone a decision pending further investigation; or
- c. Vote to oppose the incumbent from holding a second term. In this case, the Executive Secretary will communicate the results of this vote, and the preceding discussion, to the governor's staff, and will endeavor to prevent the incumbent from being re-appointed.

### SEC. 2 - OSBEELS (vacancies caused by resignations, completion of second terms, or anticipated vacancies when the Board of Directors votes to oppose re-appointments)

A. The executive secretary of PLSO will publish the notice of vacancy in the next issue of the Oregon Surveyor immediately following announcement of the pending OSBEELS vacancy. Included will be information regarding the statutory and administrative processes for selection of OSBEELS members, and a summary of the PLSO nomination process.

B. The executive secretary of PLSO will contact chapter presidents, and request that notice of the vacancy and all information on the selection process be discussed at the chapter level.

C. Applicants for OSBEELS appointments may submit their resumes and brief statements to the executive secretary in electronic or written format. Support statements from the applicant's chapters' may also be submitted.

D. After receipt of resumes or brief statements, the executive secretary of PLSO will forward all information received from the applicants to chapter presidents, and request that applications be discussed at the local chapters level.

E. The Board of Directors may take action on the applications at the next board meeting. At this meeting, the Board will deliberate on the applications, taking into account geographic location of the vacancy, the applicant's history of PLSO involvement and other considerations as deemed appropriate.

F. The Board of Directors by secret ballot may take the following actions at the meeting:

1. Vote to support one candidate per position;
2. Vote to support more than one candidate per position, or
3. Vote not to support any candidate.

G. The Executive Secretary will publish the results of the decision in the next issue of the Oregon Surveyor.

H. PLSO will notify the governor's staff of the decision.

**SEC. 3 – NATIONAL ORGANIZATIONS (incumbent representatives to National organizations finishing their first term)**

**A. SELECTION OF REPRESENTATIVES:**

One representative to NSPS, two representatives to WFPS, one being the NSPS representative and an alternate representative shall be selected by the Board Chair, and approved by vote of the PLSO Board of Directors annually. New candidates for the positions shall be invited by announcement at each annual meeting. All existing representatives shall be considered candidates unless they elect to remove themselves from consideration. New candidates shall be encouraged to make their wishes known to the PLSO Board. At a regular meeting of the PLSO Board of Directors and prior to selection of representatives for the year the Directors shall: host a discussion of the qualification of the proposed candidates; and evaluate representation being provided by existing representatives.

**B. ATTENDANCE AND PARTICIPATION:**

The representatives to NSPS and WFPS shall be expected to attend, all meetings of the NSPS Board of Governors, and WFPS Meeting attendance shall be as budgeted and approved by the PLSO Board at the first Board meeting of the new year. The PLSO Board Chair may excuse representatives unable to attend any meeting authorized by the PLSO BOARD.

**C. COMMUNICATION:**

Prior to attending any national meeting, the representatives shall attend a regular meeting of the Board of Directors and make a presentation regarding issues of concern to be addressed at the national meeting. The Chair may waive this requirement in the event of conflicts in schedules. The PLSO Board shall be polled to determine collective opinion on all issues. Following attendance at a national organization meeting, each representative shall make a report to the PLSO Board at the next Board meeting. The PLSO Chair may allow a written report where the representative is unable to attend the next PLSO Board meeting after the National meeting.

**D. REIMBURSEMENT OF EXPENSES:**

Actual expenses shall be reimbursed to the maximum extent possible by PLSO at rates established by the PLSO Board of Directors. The PLSO Chair and Budget Chair shall meet with the representatives and shall establish a schedule for attendance and an annual budget for expenses. The PLSO Board of Directors shall approve this schedule and budget prior to any reimbursement of expenses.

**ARTICLE XIV- AMENDMENTS**

**SEC. 1**

A. Subject to the requirement of Article XIV, Section 2, these bylaws may be altered, amended or repealed and new or revised bylaws adopted by a majority vote of the Board of Directors of this Corporation.

## SEC. 2

A. Proposals for changes in or additions to these bylaws may be made by any Corporate Member of this Corporation. The Board of Directors shall be required to take action regarding said proposal only if it is accompanied by a petition signed by at least ten (10) percent of the Corporate Members.

B. Proposals for changes in or additions to these bylaws shall be submitted in writing to the Executive Secretary at least twenty-one (21) days prior to the next regular or special meeting of the Board of Directors, and the Board shall consider said Proposal at that time.

C. In the event that the majority of the Board of Directors, or by petition ten (10) percent of the Corporate Members have determined that a change or addition to these bylaws may be warranted, the Board of Directors shall direct the Executive Secretary to notify in writing each Chapter President of the proposed change(s) or addition(s). The Chapters shall then, within forty-five (45) days of said notification, vote on acceptance or rejection of the proposed change(s) or addition(s) and shall deliver to the Executive Secretary the results thereof. If the Chapter does not inform the Executive Secretary of the results of the voting within the forty-five (45) day limit, the vote of the Chapter shall be considered to have been in favor of the proposed change(s) or addition(s). The forty-five (45) day limit may be extended by the Board of Directors.

D. The Board of Directors shall vote on said Proposal for change or addition to these bylaws at the next regular or special meeting of the Board following receipt by the Executive Secretary of the results of votes by the Chapters.

E. The results of the vote of each Chapter on the proposed change(s) or addition(s) shall be binding on that Chapter's members of the Board of Directors.

[Amended 5/19/90]

## **ARTICLE XV- OTHER**

### SEC 1 - SURVEYOR OF THE YEAR

A. A nomination for the PLSO Surveyor of the Year Award shall be presented to the Board at least 2 months prior to the annual meeting.

B. Only written nominations will be considered. The nomination shall be supported by 5 PLSO members in good standing. Accompanying the nomination shall be a brief biography, resume', photo suitable for publishing and the reasons the nominators are making the nomination.

C. The following are the minimum requirements that must be met to qualify for the Surveyor of the Year Award.

- 1.) Be a Corporate Member of PLSO for 5 or more years
- 2.) Have a demonstrated history of high competence, integrity, and professionalism.
- 3.) Assisted qualified and interested people in advancement within the profession.

4.) Career long service to the profession.