

UNITED SURVEYORS OF ARIZONA, INC.

BY-LAWS

AS ADOPTED 01/01/2016

BY-LAWS OF THE UNITED SURVEYOR'S OF ARIZONA, INC.

ARTICLE I

Name, Location and Objective

SECTION 1 The Name of the Association shall be United Surveyors of Arizona, Inc., hereinafter referred to as the Association. The principal office of the Association, identified as "US of AZ State Office" or similar designation, is located in Phoenix, Arizona or as elsewhere determined by the Board of Directors.

SECTION 2 United Surveyors of Arizona, Inc., incorporated under the laws of the State of Arizona, is a not for profit organization whose objectives shall be:

- A. To advance the sciences and art of the Land Surveying Profession and related fields;
- B. To protect the public welfare by encouraging members of the surveying profession to adopt and adhere to the highest standards of ethical and professional behavior;
- C. To uphold the Arizona Land Surveyors Minimum Standards, State Statutes, Administrative Code and Substantive Policies;
- D. To provide for active liaison with other professional societies with similar or related interests;
- E. To promote public faith and confidence in services rendered by members of this organization;
- F. To monitor state laws and regulations affecting the profession of surveying; providing information and assistance to Legislators to encourage enactment or modification of such laws and regulations where they affect the Land Surveying Profession and the public welfare;
- G. To encourage its members to provide a professional service to the public based on unique qualifications and to maintain those qualifications through continuing education, professional association, and the use of current technology;
- H. To honor the leaders in the surveying profession and related fields;
- I. To support a program of public information and publications that will represent the professional and technical interests of surveying.

This organization, in its Activities and in its membership shall be non-political, non-sectarian, and statewide in its scope.

ARTICLE II

Membership

SECTION 1 The membership of the Association shall consist of five (5) classes, as follows (Only Active and Life members may vote in the Association on the State level).

- A. Active Member: Any person engaged in a Business or Profession related to Land Surveying and interested in the advancement of the Land Surveying Profession shall be eligible to apply for membership in the Association as an Active member.
- B. Life Member: A person of acknowledged eminence in Land Surveying who has rendered outstanding service to the Land Surveying Profession and who is an

Active, Retired Active or Retired Inactive member in good standing of the Association may be elected as a Life member of the Association by a two-thirds (2/3) vote of the Official Board of Directors. Life members are not required to pay dues.

- C. Honorary Member: Any person of distinction who is not an Arizona Professional Land Surveyor but who has rendered significant service to the profession or Association may be elected as an Honorary member of the Association by a two-thirds (2/3) vote of the Official Board of Directors. Honorary members are not required to pay dues.
- D. Student Member: Any full-time student with a sincere interest in surveying shall be eligible to apply for membership in the Association as a Student member.
- E. Supporting Member: Any person, firm, organization, or agency that is actively engaged in a business or profession related to Land Surveying, and is interested in the advancement of the Land Surveying Profession, shall be eligible to apply for membership in the Association as a Supporting member.

SECTION 2 Each member is entitled to continuing membership only as long as they continue to fulfill all obligations, requirements and qualifications of their membership classification.

SECTION 3 The Board of Directors may enter into joint membership agreements with affiliated organizations. Identification of any such joint membership will be specified on membership applications, along with associated fees, if any. Any such joint membership agreements will be defined in a separate "Memorandum of Understanding" or similar contract approved by the Board of Directors and duly executed by the Association. Any such joint membership does not constitute a partnership and will be revocable by action of the Board of Directors. Additional fees for such joint membership, if any, will be collected and processed with regular membership dues by the US of AZ State Office.

ARTICLE III
Dues and Fees

SECTION 1 Dues shall be payable by the member to the US of AZ State Office, annually in advance.

SECTION 2 Dues for the various classes of membership are established by the Board of Directors and shall be shown on the official membership renewal form.

SECTION 3 Any person whose dues are not paid by the due date for the coming year shall be notified by the US of AZ State Office that their dues are in arrears, and all rights of membership are automatically suspended until payment of delinquent dues. Failure to fulfill this obligation shall be cause for termination of membership.

SECTION 4 Dues will not be refunded to any member who withdraws his or her membership or whose membership is terminated.

ARTICLE IV
Continuing Education

SECTION 1 All Active Members will pursue continuing education as part of their membership renewal. Individuals meeting the continuing education criteria set forth in this Article will

be recognized by the Board of Directors with a Continuing Education Endorsement in conjunction with their membership renewal(s).

SECTION 2 All Active Members must earn 10 professional development hours (PDHs) within the current 1-year renewal period. The following is a summary of approved activities and PDH conversions:

- A. College Course - Successful completion of college or university course in professional land surveying, related sciences or surveying ethics.
1 semester Hour = 15 PDHs
- B. Professional Surveying Courses - Successful completion of professional land surveying courses or programs in which professional development hours are earned.
50 minutes = 1 PDH
- C. Seminars & Workshops - Professional land surveying programs, seminars, tutorials, workshops, short courses, on-line courses or in-house courses.
50 minutes = 1 PDH
- D. Professional Meetings - Attending program presentations at related technical or professional meetings.
50 minutes = 1 PDH
- E. Teaching - Teaching or Instructing (does not apply to faculty in the performance of regular assigned duties). Only valid for teaching a course or seminar for the first time.
1 hour teaching = 2 PDHs
- F. Papers & Presentations - Authoring papers or articles that appear in nationally circulated journals or trade magazines. Only valid for publishing or presenting the article for the first time.
1 published article or presentation = 2 PDHs

SECTION 3 Professional development activities must be conducted by an acceptable provider and:

- A. Contribute to professional skills and/or scientific knowledge relevant to the practice of professional land surveying;
- B. Enhance the general or specialized practices and values of professional land surveying;
- C. Be developed and presented by persons with education and/or experience in the subject matter of the program.

SECTION 4 In order for the certified individual to be recognized with a Continuing Education Endorsement an individual must check the continuing education box on their renewal form and submit acceptable documentation of the training. Examples of documentation are: copies of the course material with the number of hours listed and a sign in sheet with the individuals name listed, or copies of certificates that have the individual's name, the name of the class, and the number of training hours. Training that occurs outside of the 1-year renewal period window will not be accepted.

ARTICLE V

Resignation, Misconduct and Expulsion

SECTION 1 Any member may resign by filing a written resignation with the Board of Directors;

however, resignation does not relieve a member from liability for dues, fees or charges accrued and unpaid as of the date of resignation.

SECTION 1 Any member may be expelled for adequate reasons by a two-thirds vote of the Board of Directors. Any member proposed for expulsion is given advanced written notice including the reason for the proposed expulsion, opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board's decision. Failure to pay dues or to meet the criteria for membership is presumed be adequate reason for expulsion and does not require advance notice to the member or specific deliberation or action by the Board.

ARTICLE VI Governance

SECTION 1 The business and affairs of the Association shall be managed and governed by the Official Board of Directors.

- A. The Official Board of Directors shall consist of the Executive Committee and six (6) Directors. The Official Board of Directors shall have vested in it the government of the Association and the control of the Association's property.
- B. The Official Board of Directors may employ an Association Manager to assist in the business affairs of the Association.
- C. The Executive Committee shall consist of the President, Vice President, Secretary-Treasurer, and six (6) Directors. The Immediate Past President and the Association Manager shall be ex-officio members of the Executive Committee without the right to vote. The Executive Committee is responsible for administering and expediting the business affairs of the Association as directed by the Official Board of Directors.
- D. Officers of the Executive Committee shall have an Association membership class of Active or Life in the Association. No person shall be allowed to serve as an officer or official member of the Executive Committee until they have been a member of the Association for the 2 consecutive years prior to serving after the date of adoption of these by-laws by the general membership.

SECTION 2 The President shall be elected for a term of two years and will preside at all meetings of the Association membership, and meetings of the Executive Committee and Official Board of Directors. The President shall be the principal officer of the Association and with the Executive Committee shall guide its functions.

- A. The President shall appoint all standing and special committee chairmen with the advice and consent of the Executive Committee.
- B. The President shall be a member, with the right to vote, on all committees except the Nominating Committee.
- C. The President shall provide the President Elect, Secretary-Treasurer and the Association Manager with copies of all official Association correspondence conducted for the permanent records of the Association.
- D. A vacancy in the office of President shall be filled by the Vice President.

SECTION 3 The Vice President shall be elected for a term of two years. After completion of the second year and without further election, they shall serve as President of the Association.

- A. The Vice President shall have the general powers and duties of a Vice President and shall act as President of the Association in the case of the absence or disability of the President.
- B. The Vice President shall advise and assist the President when called on to do so, and shall have such other duties as may be required by the Executive Committee.
- C. In case the office of President becomes vacant, the Vice President shall become President of the Association.
- D. A vacancy in the office of the Vice President shall be filled by either the Secretary-Treasurer or one of the Directors selected by a majority of the Official Board of Directors.

SECTION 4 The Secretary-Treasurer shall be the official custodian of the correspondence, records, and books of the Association and shall account for the funds of the Association, and may act without bond. Any or all duties of the Secretary-Treasurer may be delegated to the Association Manager upon approval of the Official Board of Directors.

- A. The Secretary-Treasurer shall be elected for a term of two years, and after a second term of two years, shall not be eligible for re-election for a period of two years.
- B. The Secretary-Treasurer shall conduct the official correspondence of the Association under the direction of the Official Board of Directors and shall maintain a file of all such correspondence.
- C. The Secretary-Treasurer shall assure the proper recording of the proceedings and discussions of the meetings of the Executive Committee, Official Board of Directors, and the general membership of the Association and shall assure that copies of the minutes are promptly prepared and distributed to the appropriate officers and individuals.
- D. The Secretary-Treasurer shall serve as Comptroller of the Association and shall keep books and accounts of the receipts and expenditures of funds and may designate a person or persons to sign or countersign Association warrants.
- E. The Secretary-Treasurer shall prepare and submit to the Official Board of Directors a quarterly financial report of all receipts and disbursements and shall render a complete financial statement at the annual meeting of the Association.
- F. A vacancy in the office of Secretary-Treasurer shall be filled for the unexpired term by a Director selected by the majority of the Official Board of Directors.

SECTION 5 Directors of the Association shall be elected for a term of two years with one half of the terms expiring annually.

- A. Directors shall have general powers and duties of a Director and shall serve and perform duties delegated by the President and shall have such other duties as required by these By-laws.
- B. Each Director shall be assigned certain standing and special committees by the President. Each Director shall be a member of those committees assigned to them and shall act as the liaison between said committees and the Executive Committee.
- C. Directors unable to be present at a meeting of the Official Board of Directors may be replaced by a substitute designated in writing by the President prior to the meeting.

- D. A vacancy in the office of Director shall be filled for the unexpired term by a Delegate selected by a majority of the Official Board of Directors.

SECTION 6 The Vice President, Secretary-Treasurer and Directors shall be elected by electronic ballot prior to the Annual Meeting of the Association and shall hold office until their successors are elected and qualified at the next Annual Meeting or until their vacancy is filled in accordance with the Constitution of the Association.

SECTION 7 Directors shall take office and have voting rights on the Official Board of Directors at the first Official Board of Directors meeting following the annual meeting of the general membership.

SECTION 8 Delegates to the Official Board of Directors may be removed from their position for adequate reasons by a two-thirds vote of the Board of Directors or may be recalled by their Regional Chapter. Removal from a position as a delegate does not constitute expulsion from membership.

SECTION 9 Delegates to the Official Board of Directors of the Association do not receive compensation for their services but may be reimbursed for expenses according to an established reimbursement policy.

ARTICLE VII

Advisory Council

SECTION 1 The Advisory Council will serve as an advising body for the Board of Directors; it will also serve as a network to the Association at-large; assess needs, trends and successes of the Land Surveying community and make the necessary recommendations for the betterment of the Association.

SECTION 2 The Advisory Council will consist of five (5) members if possible. Members shall have an interest in furthering the mission of the Association and supporting the Land Surveying community. Each member shall serve a term of 12 months (1 year), at which time; the Board of Directors can elect to ask the member to serve an additional 12 month (1 year) term. At the Board's discretion, members may serve up to five (5) consecutive terms.

SECTION 3 Responsibilities and Expectations

- A. Attend quarterly Board of Directors meetings. All meetings will be streamed live via the internet for convenience.
- B. Be knowledgeable about the Association's mission and support the growth of the organization.
- C. Review agenda and supporting materials prior to Board of Directors meetings.
- D. Serve on special committees or task forces and be available to provide assistance on special projects.
- E. Educate and inform others of the mission of the Association and network on behalf of the organization.
- F. Be aware of potential conflict of interest and confidentiality issues that could be

detrimental to the Association.

- G. Possess honesty, humility, sensitivity to and tolerance of differing views, a friendly, responsive, and patient approach, community-building skills, personal integrity, a developed sense of values and concern for the Association's development.

ARTICLE VIII

Association Meetings

SECTION 1 Annual Meetings

- H. The Annual Meeting of the General Membership of this Association 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.

SECTION 2 Special Meetings

- A. Special meetings of the General Membership of this Association shall be called by the Association Manager of this Association on the request of the President of this Association, the Board of Directors or by Association 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.

SECTION 3 Meeting Notice

- A. Notices of state meetings of this Association shall be given by the Association Manager of this Association by mail or email (address is listed on official website) 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.

SECTION 4 Quorum

- A. Those Active and/or Life Members present at any state "Annual" or "Special" meeting consisting of not fewer than ten (10) percent of the General Membership of this Association shall constitute a quorum for the transaction of business. Each Active or Life 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 Members unless otherwise provided by law or provided by the Articles of Incorporation of the Corporation or herein.

ARTICLE IX

Board of Directors Meeting

SECTION 1 Regular Meetings

- A. Regular meetings of the Board of Directors shall be held quarterly each year and thereafter as often as deemed necessary by the Board for the conduct of the business of the Association.
- B. Notification of regular meetings shall be sent via mail or email to each Board

Member by the Association Manager no less than ten (10) days prior to the meeting.

SECTION 2 Special Meetings

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

SECTION 3 E-mail Voting Requirements

- A. Electronic voting on US of AZ Board of Directors business may be conducted only on items that need immediate board action before the next US of AZ 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 US of AZ 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 Association Manager is required to pass/defeat the motion.

SECTION 4 Quorum

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

On all questions involving parliamentary rules not covered in the Constitution and By-laws of the Association, Robert's Rules of Order shall govern.

ARTICLE X

Amendments or Additions may be made to these By-Laws by submitting in writing the proposed Amendment or Addition to the Board of Directors for review. If approved by the Official Board of Directors, the Secretary-Treasurer shall prepare and email a standard voting form on the proposed Amendment or Addition to each Association voting member and instruct them to indicate their rejection or approval of the Amendment or Addition and return the ballot to the Secretary-Treasurer within thirty (30) days. Approval or rejection by majority of returned ballots shall control.

ARTICLE XI

Implementation and Interpretation of the Constitution

- SECTION 1** Upon approval by the Association membership, the Official Board of Directors shall have the authority to put these By-Laws into operation and to clarify the wording as required.