

BY-LAWS
 OF THE
 MISSISSIPPI ASSOCIATION OF PROFESSIONAL SURVEYORS
 ADOPTED JANUARY 15, 1971
 REVISED JANUARY, 1976
 REVISED APRIL, 1985
 REVISED APRIL, 1988
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 REVISED March 1, 2014
 REVISED February 6, 2019

BY-LAW I - MEMBERSHIP

Section 1 - Any person, when he becomes a member of the Mississippi Association of Professional Surveyors, hereinafter called the Association, shall agree to abide by the Constitution, By-Laws, and Code of Ethics of the Association and any such member whose license lapses or is revoked for any reason whatsoever shall immediately cease to be a member of the Association.

Section 2 - Charter members of the Association shall be those Professional Surveyors and those Professional Engineers who were engaged in the practice of Professional Surveying in the State of Mississippi, who in the opinion of the original elected Board of Directors, were active and who were voted to membership in the Association by the originally elected Board of Directors.

BY-LAW II - DUTIES OF OFFICERS

Section 1 - PRESIDENT. The President shall:

- a. Perform duties contained in Section 1, Article V of the Constitution.
- b. Conduct the business of the Association under direction of the Board.
- c. Appoint chairmen of certain committees.
- d. Assign supervision and operational responsibility of certain committees as authorized by the Board.
- e. President may ask for resolution to an issue by electronic vote. Executive Director shall distribute the information pertain to the issue and president shall ask for response after 24 hour has elapsed. Resolution will be added to the next minutes.

Section 2 - PRESIDENT-ELECT. The President-Elect shall:

- a. Serve in the absence of the President.
- b. Familiarize himself with the operation of the Association.
- c. Perform other duties assigned by the President.
- d. Succeed to office of President for the next administration.

Section 3 - SECRETARY-TREASURER. The Secretary-Treasurer shall:

- a. Keep accurate records of the proceedings of the Association and the Board.
- b. Submit a complete written report on the year's business of the Association at each annual meeting.
- c. Perform other duties assigned by the President, as authorized by the Board.
- d. Oversee the Executive Director of his or her duties as stated in the Constitution or as directed by the board including but not limited to: Inform the President and Board from time to time of duties to be performed. Issue all calls, notices, etc., as directed by the President and Board. Conduct the correspondence of the Association and have custody of all books, records, papers, and documents. Maintain a complete record of all members together with office held and major assignments performed. Maintain a set of books showing receipts and

disbursements of the Association and the account of each member. Receive all money due the Association and deposit same in the name of the Association in such a depository as may be selected by the Board. Approve payments of all bills against the Association by drawing checks on the Association depository. Send each member during the month of December a notice of dues for the subsequent year and dues in arrears, if any

Section 4 - IMMEDIATE PAST-PRESIDENT. The Immediate Past-President shall:

- a. Serve as a member of the Board of Directors.
- b. Serve as a member of the Nominating Committee.
- c. Serve as a member of the Membership Committee.
- d. Serve as counsel to the President, other officers and Directors.
- e. Perform other duties assigned by the President or as authorized by the Board.

BY-LAW III - BOARD OF DIRECTORS

Section 1 - THE BOARD OF DIRECTORS shall:

- a. Serve as Finance Committee of the Association.
- b. Hear, consider and decide all questions brought before it affecting the right, the standing, the conduct of members, including those of an ethical nature. Membership in the Association may be cancelled by a three-fourths affirmative vote of the entire membership of the Board.
- c. Be empowered to create a reserve fund and invest such funds by a majority vote of the full membership of the Board.
- d. Fix the expense allowance of members when attending to the Association's business.
- e. Enforce the Constitution and By-Laws of the Association. No By-Law shall be adopted that is in conflict with the Constitution.

BY-LAW IV - TERMS OF OFFICE

Section 1 - The election of new officers and Directors by ballot shall be held prior to November 1. Their terms of office shall begin with their investiture at the end of the Association's annual meeting, which should be held in the First Quarter of the Year of each year.

BY-LAW V - COMMITTEES

Section 1 - DIVISION OF COMMITTEES. Committees of the Association shall be:

- a. Standing Committees
- b. Special Committees

Section 2 - APPOINTMENT - TERM OF OFFICE. Each committee shall consist of at least three (3) members including the chairman. The number of members on each committee shall be determined by the President, except those specified by the Constitution and By-Laws. Each committee member shall be appointed for a one-year term, but in order to secure the benefits of continuity of service, any committee member may be reappointed from year to year.

Committee appointments shall be designated within one month after the President assumes office, except the Nominating Committee, which shall be appointed by the President prior to July 1.

Section 3 - GENERAL FUNCTIONS AND DUTIES OF COMMITTEES. Each committee shall:

- a. Familiarize itself with, and keep abreast of, developments in its particular field of responsibility.
- b. Develop and recommend Associational policy and procedure with respect to its particular field of responsibility.
- c. Interpret questions arising in connection with established policy and procedure.

- d. Take such action as the Board of Directors may direct with respect to approved policy and procedures, or in connection with specific studies and investigations requested by the President and/or the Board of Directors.
- e. Make timely and appropriate recommendations to the Finance Committee as to funds needed to execute plans approved by the Board of Directors.
- f. Make a written progress report to the Board of Directors outlining the work done by the committee up to that time, and reporting upon all communications and resolutions referred to it.
- g. Assume responsibility for any matter properly referred to it although it might overlap another committee's field of responsibility. Advise and cooperate with other committees in carrying out these overlapping responsibilities.

Section 4 - STANDING COMMITTEES.

1. LEGISLATIVE COMMITTEE. The duties of the Legislative Committee shall include:

- a. To examine existing and proposed State Legislation having a direct bearing on the economic, social or general well-being of the Professional Surveyor.
- b. To refer information on proposed legislation, or advise changes in existing legislation, to the Board of Directors and to appropriate functional sections or committees for study and recommendations.
- c. To draft, initiate and sponsor any proposed State Legislation approved by the Association.
- d. To confer with other professions and enlist their cooperation in legislative measures of mutual interest or concern.
- e. To solicit the assistance of sectional groups in sponsoring proposed legislation, which has been approved by the Association, and in contacting U.S. Representatives and Senators relative to National legislation.
- f. To assume other duties, as deemed advisable by this Committee in connection with existing or proposed legislation having direct bearing on the well-being of the Professional Surveyor.

2. NOMINATING COMMITTEE. The Nominating Committee shall consist of the immediate Past-President of the Association and one Board member from each of the three (3) districts. The Nominating Committee shall be selected prior to July 1 of each year and shall serve until its successor is appointed the following year. The President shall appoint one member of the Nominating Committee as Chairman.

The Nominating Committee shall select a slate of two persons for each elective office to be filled at the next election. The Nominating Committee shall determine that the nominees are eligible and willing to serve. The slate shall be presented to the Executive Director no later than August 15.

3. ETHICS AND PRACTICES COMMITTEE. The duties of the Ethics and Practices Committee shall include:

- a. To work through the Association membership toward the maintenance of a high standard of integrity and honor as regards all matters of professional practice.
- b. To strive to instill in the minds of members and nonmembers alike a fuller understanding and greater appreciation of what constitutes unprofessional conduct and why.
- c. To consider and report to the Board of Directors and to the Association on hypothetical questions of professional ethics.
- d. To receive from members written reports of alleged violations of the Code of Ethics by Association members; obtain information and otherwise investigate any such alleged violations and report to the Board of Directors the Committee's findings and recommendations on all such alleged violations.
- e. Upon approval from the Board of Directors, the President shall call a formal hearing to be held and arrange for same as follows:
 - (1) Notice of Hearing - Advance notice of two weeks, by registered letter from the chairman of the Committee, shall be given the accused. The notice shall include a full description of the complaint or charge against him, the time and place at which he may be formally heard.
 - (2) The Hearing - The Hearing will be held by this Committee. The accused shall be heard in his own defense and may be represented by legal counsel at the discretion of this Committee and the Association's Board of Directors.

- (3) After such hearing by the Ethics and Practices Committee, or upon refusal or failure of the accused to appear for a hearing, the Committee shall submit a final report to the Board of Directors who shall be responsible for determining any further action in the matter.
- f. To receive reports of alleged violations of Mississippi Statutes governing the practice of Surveying by members or nonmembers of the Association and to refer such reports, without recommendation, to the State Board of Licensure for Professional Engineers and Surveyors, after such action has been approved by the Board of Directors.
- g. To continue study of a proposed standard operating procedure for this committee and to submit a draft of same to the Board of Directors as soon as practicable.

4. MEMBERSHIP COMMITTEE. The Membership Committee shall consist of the Immediate Past-President, the President-Elect and the Secretary-Treasurer.

The duties of the Membership Committee shall include:

- a. Plan and execute a membership campaign each year.
- b. Receive applications from prospective members.
- c. Review the applications filed with the Association.
- d. Make recommendations to the Board of Directors as to necessary action on said applications.

Section 5 - SPECIAL COMMITTEES. Special Committees may be appointed by the President as required. These committees shall meet at the earliest possible date after appointment, analyze their special assignments and report promptly to the Board of Directors in accordance with the instructions from the President. The life of a special committee, unless discharged by the President, shall extend until its final report is submitted to the Board of Directors even though this may extend through all or parts of more than one administrative year.

BY-LAW VI - DUES AND ASSESSMENTS

Section 1 - ANNUAL DUES. The Executive Director shall issue annually during the month of November a bill to each member for dues and any assessments which have been voted on. The current annual distribution of dues shall be as follows:

<u>MEMBERSHIP CLASSIFICATION</u>	<u>DUES</u>
Member - In-State	\$160.00
Member - out-State	\$120.00
Associate Member	\$ 70.00
Student Member	\$ 20.00
Business Member	\$170.00
Honorary Member	
Life Member	-0-

Section 2 - REINSTATED MEMBERS. A former member who has been dropped for nonpayment of dues, or a member who resigned in good standing, may be reinstated upon payment of current dues. In such cases, a new starting date is created for the purpose of determining continuous membership. The new starting date is the day and year in which he reinstated his membership.

In order to retain his initial starting date, a member who has been dropped for nonpayment of dues, or a member who resigned in good standing, must pay all unpaid dues.

Section 3 - ASSESSMENTS. The Board may vote not more than ten dollar (\$10.00) per member per year for any cause without approval of the membership by ballot.

The notice of the Board meeting shall announce the assessments to be considered. In addition to the majority approval of the Board, two-thirds (2/3) approval of those voting shall be required vote in favor of any assessment of members per year.

Section 4 - WAIVER OF DUES. After ten years of continuous membership, an application for waiver of dues because of disability of a total and permanent nature may be made by a member in writing. Such

application shall be subject to approval of the Sectional Group (if any) and Board of Directors of the Association.

Section 5 - METHOD OF PAYMENT. Payment may be made by check or money order or board approved electronic method, made payable to the Association .

BY-LAW VII - SECTIONAL GROUPS

Section 1 - Local sections may be organized covering geographical areas such as districts, counties or towns. A signature petition of at least five (5) members all residents of the area will call for the President of the Association to consider authorizing the formation of a local section. If another section already exists in the locality specified, the matter will be resolved by negotiations with all interested parties.

Section 2 - A Chairman of the newly organized section will be appointed by the President of the Association to hold office only until actual organization of the section takes place, at which time the section will elect its own officers and determine the time and place of meetings.

Section 3 - The section will have the following officers:

- a. Chairman
- b. Chairman-Elect
- c. Secretary-Treasurer

Section 4 - The amount of dues to be assessed (if any) by a section will be decided by a vote of the membership of the section.

Section 5 - It shall be the duty of each sectional group to transmit promptly to the Association's headquarters, the names and addresses of newly elected or deceased members and notices of all meetings and elections.

Section 6 - Nonresident members of the Association may become a member of the sectional group of his choice.

Section 7 - The Board of Directors may dissolve any sectional group upon request of that group, or if it fails to comply with the Constitution and By-Laws or the policies of the Association.

BY-LAW VIII - GOOD STANDING

Section 1 - A member who has not paid his dues by February 15 shall become delinquent for non- payment and shall cease to be a member in good standing.

Section 2 - A member whose current financial obligations are not paid prior to February 15, shall automatically cease to be a member and shall be dropped from the membership rolls.

Section 3 - The Board may, for good cause, extend the period for payment of current financial obligations in individual cases.

BY-LAW IX - BALLOTS

Section 1 - For all balloting, the President shall select three members of the Association to act as tellers, one to be designated as chairman, to count the votes and report the results to the Executive Director of the Association.

BY-LAW X - ELECTIONS

Section 1 - Election of officers and directors shall be by ballot sent to the members of the Association not later than October 1 and returned or postmarked not later then November 1.

Section 2 - The Board shall canvass the returns of the election and the President shall declare the official results to the Association's membership in attendance at the Annual Meeting.

Section 3A - ELECTIONS. The schedule for events pertinent to elections is as follows:

<u>ITEM</u>	<u>ACTION BY</u>	<u>ACTION PRIOR TO</u>
Staffing of Nominating Committee	President	July 1
List of Nominees furnished the Board	Executive Director	August 15
Election ballots furnished membership	Executive Director	October 1
Return of ballots to the Association	Membership	November 1
Counting of ballots	Tellers	November 15
Announcement of elected officers	President	Annual Meeting
Installation of elected officers	President	Annual Meeting
Notification of elected officers	Executive Director	December 1

BY-LAW XI - BALLOTS OF THE BOARD

Section 1 - At any meeting of the Board attended by less than the full membership of the Board, in the event that the prevailing vote on any decision constitutes less than a majority of the full membership of the Board, it shall be the privilege of any member of the Board to call for a ballot of the entire Board. In such cases, the Executive Director shall submit the question to all members of the Board by ballot within one week of the date of the original action, and a majority of all votes received within two weeks of the mailing of the ballots shall decide the question, provided votes are received from the majority of the total number of members of the Board.

Section 2 - The Secretary shall record as a part of the minutes of the appropriate meeting, the data concerning the ballots, including the dates of the distribution and the return of the ballots. The Board shall be notified of the results within four weeks of the date of the original action.

BY-LAW XII - PARLIAMENTARY AUTHORITY

Section 1 - The rules of parliamentary procedure contained in Roberts' Rules of Order, Revised, shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws or other special rules of this Association. The President at his discretion may appoint a Parliamentarian to advise him on procedure during Board meetings and regular meetings of the Association.

BY-LAW XIII - BOARD OF LICENSURE NOMINATIONS

Section 1 - The Association will submit its recommended nominees to the Governor of the State of Mississippi, as required by the State Law and be licensed 10 years as Mississippi surveyor, relative to appointments to the Mississippi Board of Licensure for Professional Engineers and Surveyors.

Section 2 - The recommended nominees for appointment to the Mississippi Board of Licensure for Professional Engineers and Surveyors shall be selected by the Board of Directors and submitted to the Governor three months prior to the expiration of the appointed term.

BY-LAW XIV- RESOLUTIONS AND PETITIONS

Section 1 - Members desiring to present a resolution for action by the general membership of the Association shall first secure the sponsorship of at least 5 members of the Association. The resolution shall be submitted in writing at the next meeting of the Board of Directors of the Association.

The Board shall consider the resolution at its next regular meeting and record its recommendations concerning the resolution. Within six (6) weeks after this meeting, the Board shall present the resolution to the membership by ballot or at a general meeting of the Association. The Board shall include its own recommendations on the resolution.

Section 2 - Members desiring to present a petition to the Board shall present the petition in writing. It shall be signed by at least ten (10) members of the Association in good standing. The Board shall consider and act upon the petition at its next meeting.

BY-LAW XV - AMENDMENTS TO CONSTITUTION

Section 1 - Amendments to the Constitution shall be submitted to the membership as provided in Article XV (Amendments), Section 1, of the Constitution.

Section 2 - The Tellers Committee shall count the ballots and shall deliver its report to the Secretary within two (2) weeks after the close of the balloting.

Section 3 - The Board of Directors shall canvass the returns of the balloting and the President shall declare the official results to the membership.

BY-LAW XVI - AMENDMENTS TO BY-LAWS

Section 1 - These By-Laws may be amended in accordance with the procedure provided for in Article XVI, Section 1, of the Constitution.

BY-LAW XVII - CONSTITUTION

Section 1 - The Constitution shall become effective immediately if approved by the majority of the voting membership.

BY-LAW XVIII - DISSOLUTION OF THE ASSOCIATION

Section 1 - In the event of dissolution of the Association, these provisions shall be made:

- a. The Association's assets shall revert to some nonprofit society or foundation designated by the dissolving Board of Directors of the Association.

BY-LAW XIX - ORDER OF BUSINESS

Section 1 - The order of business at all meetings shall be as follows:

- a. Reading of the minutes of previous meetings and action thereon.
- b. Reports of President, President-Elect, Secretary-Treasurer and Committees.
- c. Unfinished business.
- d. New business.
- e. Installation of officers.
- f. Adjournment.

BY-LAW XX - Tax-Status As A Section 501(c)(6) Organization

Section 1 - PURPOSES. The purposes for which the Corporation is organized are:

- (a) To serve as a trade association for persons having a common business interest, namely, the profession of surveying, which limits its activities to work for such common interest and does not engage in a regular business of a kind ordinarily carried on for profit.
- (b) The advancement of public welfare and the professional, social, and economic interest of surveyors by promotion of education, legislation, and public relations through the establishment and maintenance of high ethical standards and practices.

- (c) To bring about coordination between surveying and engineering professions through close cooperation with representatives of organizations of professional engineers.
- (d) To create and advance public recognition of the professional status of the surveyor and the value of the functions, requirements and accomplishments of surveying.
- (e) The Corporation qualifies as an exempt organization under Section 501(c)(6) of the Internal Revenue Code which states that “business leagues . . . [and] boards of trade . . . not organized for profit and no part of the net earnings of which inures to the benefit of any private shareholder or individual” shall be exempt from taxation.
- (f) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these By-laws.
- (g) Notwithstanding any other provision of these By-laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, (b) by a Corporation, contributions to which are deductible under the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Mississippi pursuant to the provisions of Act.

Section 2. TERMINATION, DISSOLUTION OR WINDING UP OF THE CORPORATION. Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Court in the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.