

2016 Proposed BYLAWS
of the
CENTRAL VALLEY CHAPTER
of the
CALIFORNIA LAND SURVEYORS ASSOCIATION, INC.

ARTICLE 1
NAME & LOCATION

SECTION 1.01 CHAPTER DEFINED

The official name of this chapter is "Central Valley Chapter, hereinafter referred to as the "Chapter" of the California Land Surveyors Association," hereinafter referred to as the "Association."

SECTION 1.02 PRINCIPAL OFFICE

The principal office of the Chapter for the transaction of its business is the office of the Secretary, or such other location as determined by the Chapter Executive Committee.

SECTION 1.03 AUTHORITY OF ASSOCIATION OVER CHAPTER

Each chapter is a subsidiary organization of the Association. The chapter shall meet all requirements of the Association Articles of Incorporation and Bylaws. No chapter shall take any action or publicly espouse any position contrary to any provision of the Association Articles of Incorporation, Bylaws, or any resolution or motion of the Association Board of Directors.

The chapter's charter is subject to the authority of the Association. Copies of all contracts shall be submitted to the Association office. Copies of the books and records of the Chapter, including all financial records, shall be made available to the Association at any reasonable time, and the Chapter shall cooperate fully with the Association in preparing and filling tax returns and other documents as may be required by law.

ARTICLE 2
MEMBERSHIP

SECTION 2.01 CLASSES OF MEMBERSHIP

No person shall be eligible for membership in the Chapter unless such person is eligible for membership in the Association.

The classes of membership in the Chapter shall be as follows:

(a) A Corporate Member is a member having the right to vote on matters of the Association when a vote of the members is required. Each Corporate Member shall be a member of one of four subclasses:

1. A Regular Corporate Member may be any person licensed as a Land Surveyor or Photogrammetric Surveyor in the State of California, but not fulfilling all requirements of a Life Corporate Member.

2. A Life Corporate Member may be any person who is licensed as a Land Surveyor or Photogrammetric Surveyor in the State of California, has had at least twelve years continuous membership in the Chapter, who has achieved a level of distinction in the land surveying

profession due to his or her dedicated service to the Chapter, widely recognized achievements furthering the good of the profession, or other significant accomplishments in the profession of land surveying deserving of a special tribute. Life Corporate memberships must be approved by the Chapter.

3. A Retired Corporate Member may be any a person who is licensed as a Land Surveyor or Photogrammetric Surveyor in the State of California, has had at least ten years continuous membership in the Chapter, has retired from active practice, and is either at least sixty-two years of age or is permanently disabled.

4. A CE Corporate Member may be any person who is a Registered Civil Engineer who is authorized to practice land surveying, pursuant to Article 3, Section 8731 of the Professional Land Surveyors Act. A CE Corporate Member must be actively practicing land surveying and show sufficient proof thereof.

(b) An Associate Member may be any person holding a valid certificate as a Land-Surveyor-in-Training but not licensed as a Land Surveyor or Photogrammetric Surveyor by the State of California.

(c) An Affiliate Member may be any person interested in the field of surveying but not licensed as a Land Surveyor or Photogrammetric Surveyor by the State of California and not holding a valid certificate as a Land Surveyor in Training, who in their profession or vocation relies upon the fundamentals of land surveying.

(d) A Student Member may be any student who at the time of membership attends a junior college, college or university, in either a part or full-time capacity and who expresses an interest in surveying and does not qualify for membership in any other classification.

(e) An Honorary Member may be any person who is not eligible to be a Corporate Member, but whose professional attainments in surveying or closely associated fields have gained a broadly acknowledged eminence, or who has given special service to the Chapter or its objectives.

(f) A Sustaining Member may be any person, company, or corporation who through their interest in the land surveying profession desires to support the purposes and objectives of the Chapter. Acceptance of a Sustaining Member is not a Chapter endorsement of any products or services offered by the Sustaining Member

SECTION 2.01.1 MEMBERSHIP OBLIGATION

Membership in the Chapter shall be conditioned upon agreement by the member to abide by the Chapter Bylaws, resolutions and/or approved motions of the Chapter. Nothing in this section prohibits a member from proposing changes to the Chapter Bylaws.

SECTION 2.02 MEMBERSHIP IN ONE CLASS AND TERM OF MEMBERSHIP

Membership may be only in the highest classification available for which the member qualifies. Each member may belong to only one class and, if applicable, subclass of membership. The term of each membership shall be for a one-year period commencing on the first day of January and ending on the last day of December except that the term of a Life Corporate or Honorary Membership is, subject to the requirements set forth in these bylaws, for life. If a member is admitted by the Chapter to a different class of membership than that member previously held, the membership in the previous class shall be automatically terminated.

SECTION 2.03 APPLICATION FOR MEMBERSHIP

All applications for membership shall be submitted by the applicant on a form approved by the Chapter Executive Committee. Each application shall clearly prove that the applicant fulfills the requirements for the class of membership for which the application was filed.

SECTION 2.04 APPROVAL OF MEMBERSHIP

All applications shall be examined by the Chapter Secretary. If an application is deemed correct and complete, the Chapter Secretary shall approve the application and the member shall be admitted.

Complete and correct renewal applications are deemed automatically approved upon timely receipt of the application and dues.

SECTION 2.05 APPROVAL OF LIFE AND HONORARY MEMBERSHIP

Life membership must be approved by the Chapter. A resolution approving each Life Corporate Member must be passed by a majority vote of the Chapter. Upon receiving Life Membership from the Association, the Chapter will automatically grant Life Membership in the Chapter.

An Honorary Membership may be granted to a person fulfilling the requirements for such membership by resolution of the Chapter approved by a two-thirds majority. The Chapter Secretary shall notify the Honorary Member of such action unless it is to be presented at a ceremony.

SECTION 2.06 FEES AND DUES

The Chapter annual dues and all assessments shall be recommended by the Chapter Executive Committee and approved by a majority of those voting at a Chapter meeting. Dues shall be due on the first day of January of each year. Assessments shall be due and payable as specified in the motion establishing them. If dues for the renewal of membership are not paid by the first day of January, the member shall be carried on the roles as a member not in good standing until paid or until the first day of July or as set forth under provisions for terminating membership described below.

SECTION 2.07 NUMBER OF MEMBERS

There shall be no limit to the number of members that the Chapter may admit except that only one Honorary Member may be admitted each year.

The Chapter shall maintain a minimum of 10 Corporate members in order to maintain their charter.

SECTION 2.08 ASSOCIATION MEMBERSHIP

Each Chapter member shall become an Association member within one year following their admission to the Chapter as provided in Section 8.07 of the Association's bylaws. The Chapter membership of any person who fails to become an Association member, as described above, shall be automatically terminated and all dues and assessments paid to the Chapter shall be forfeited. Nothing in this section shall prohibit a member from having membership in more than one chapter.

SECTION 2.09 ADMISSION TO THE ASSOCIATION

Association admission, entrance fees, dues, and assessments are separate and controlled by the Association. The Chapter shall not be responsible for making application to the Association on behalf of a Chapter member, nor for the notice to a Chapter member of the status of any Association membership application.

SECTION 2.10 SUSPENSION AND EXPULSION

A member may be suspended, or expelled for cause by the Chapter. Cause shall include a failure, in a serious degree, to (1) observe the Bylaws and rules as prescribed by the Chapter, (2) abide

by the lawful decisions of the Chapter or to engage in any conduct which is deemed by the Chapter contrary or prejudicial to the interests and/or purposes of the Chapter.

Suspension or expulsion shall require a two-thirds vote of the total number of voting members of the Chapter. The discipline shall occur only after the Chapter Secretary provides at least fifteen days prior written notice of the charges pending against the member. Notice shall be sent by first-class or registered mail to the last address of the member shown on the Chapter records. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing, by the Chapter or its designee. The Chapter or its designee shall determine whether cause exists and the appropriate discipline, if any.

SECTION 2.11 TERMINATION OF MEMBERSHIP AND REINSTATEMENT

Any person's membership in the Chapter shall automatically terminate upon:

- (a) failure to pay dues as outlined in Section 2.06
- (b) receipt of a written or electronic resignation by the Chapter Secretary. Such resignation shall not relieve the member so resigning of the obligation to pay any dues and other charges previously accrued but not paid.
- (c) revocation of the license, registration or certificate that qualified the person to attain Corporate Membership or Associate Membership in the Chapter.
- (d) the expulsion of the member from the Chapter.
- (e) the death of the member.

No dues shall be refunded to any member whose membership terminates for any reason.

Any member whose membership is terminated as provided in subsections (a) through (d), above, may be reinstated on such terms as the Chapter Executive Committee may deem appropriate.

ARTICLE 3 CHAPTER MEETINGS

SECTION 3.01 CHAPTER MEETINGS

A Chapter meeting is a meeting of the general membership at which Chapter business may be discussed and voted upon. Chapter meetings shall be held regularly, a minimum of ten times per year, at such time and place determined by the Chapter Executive Committee. In advance of each regular Chapter meeting, the Secretary shall notify, in writing or electronically, each member of the time and place of the meeting. Only that business specified in the notice of the meeting shall be transacted at any Chapter meeting.

SECTION 3.02 VOTING PRIVILEGES

All Chapter members in good standing shall have equal voting privileges. Only Chapter members who are also Corporate members in good standing with the Association shall have the right to vote on chapter business concerning Association matters.

SECTION 3.03 SPECIAL MEETINGS

A special Chapter meeting may be called by the President, the Executive Committee, or at least ten percent (10%) of Corporate Members in good standing. The purpose of the special Chapter meeting shall be stated in the notice. Only that business specified in the notice of the meeting shall be transacted at any Chapter meeting. Notice of the meeting shall be given not less than ten days before the date of the meeting.

SECTION 3.04 QUORUM

A quorum for a Chapter meeting shall be ten percent (10%) of the Chapter members in good standing.

ARTICLE 4 OFFICERS & ELECTIONS

SECTION 4.01 CHAPTER OFFICERS & DIRECTORS

The Chapter Officers shall be President, Vice-President, Secretary, Treasurer, and Immediate Past President. The Officers shall perform the duties prescribed in these bylaws and in the parliamentary authority adopted by the Chapter.

The Chapter shall elect Directors, pursuant to Section 4.07 of these bylaws, and may also elect up to two (2) Alternate Directors, if it so chooses.

SECTION 4.02 QUALIFICATION OF OFFICERS & DIRECTORS

Each Chapter Officer shall be a Chapter and Association member in good standing. The President, Vice-President, and Director(s) shall be Corporate members.

SECTION 4.03 TERM OF OFFICE

The officers shall be elected to serve a two year term. Terms of office shall begin at the close of the regular Chapter meeting in December in each odd numbered year. Chapter Director's terms (if more than one) shall start in alternating years.

SECTION 4.04 NOMINATIONS

At a regular Chapter meeting held during August, the Nominating Committee, as set forth in these bylaws, shall nominate candidates for Chapter officers. If no regular chapter meeting is held by August 31st, the Executive Committee shall approve the nomination slate. A full slate of officers will be nominated in each odd numbered year.

Elections in even numbered years shall be of any alternating year Chapter Directors allowed under Association guidelines.

SECTION 4.05 ELECTIONS

Elections shall be held at the September Chapter meeting. The Chapter shall notify the Association during the month of September, the names of persons elected as Chapter Officers and/or Directors.

SECTION 4.06 VACANCY OF OFFICE

If a vacancy occurs in an Office the vacancy shall be filled for the remainder of the term by majority vote of the Chapter Executive Committee. Should a vacancy occur, the chapter shall provide the Association a revised list of Officers.

Any vacancy in the office of a Director or Alternate Director occurring during a term shall be filled for the duration of the unexpired term by majority vote of the Chapter Executive Committee. Name(s) of newly elected Directors or Alternate Directors must be submitted to the Association at least 30 days prior to the Board of Directors meeting which they will attend. Each Director shall be a Director of the Association with the full rights and privileges of a Director. While attending a Board of Directors meeting in lieu of a Director, the Alternate Director shall have the same rights and privileges as other Directors.

SECTION 4.07 NUMBER OF CHAPTER-ELECTED DIRECTORS

By the end of July, the Chapter shall certify to the Association the names of Chapter members who are Corporate Members in good standing. The Chapter will then be advised by the Association of the number of allowed directors. The Chapter may also elect up to two (2) Alternate Directors, if it so chooses.

SECTION 4.08 PRESIDENT DUTIES AND POWERS

President shall be the executive officer of the Chapter and shall preside at Chapter meetings and Chapter Executive Committee meetings. The President shall prepare and sign any correspondence sent by the Chapter. In case the President is unavailable, the Executive Committee may authorize the Vice President. The President shall report back to the Chapter all action taken on behalf of the Chapter outside of the Chapter meetings.

SECTION 4.09 VICE-PRESIDENT (OR PRESIDENT-ELECT) DUTIES AND POWERS

The Vice-President shall have such powers and duties as may be prescribed by the President and the Executive Committee. Unless otherwise specified, the Vice-President shall arrange the program and place for each Chapter meeting and shall notify the Secretary and Webmaster of those arrangements a minimum of 30 days preceding each Chapter meeting. The Vice-President shall preside over the Chapter meetings in the absence of the President.

SECTION 4.10 SECRETARY DUTIES AND POWERS

The Secretary shall notify the members before each Chapter meeting as prescribed in these bylaws. The Secretary shall prepare or make arrangements to have the meeting notice prepared and shall announce the time and place for the next Chapter or Executive Committee meeting at each Chapter meeting or no less than 15 days prior to the meeting. The Secretary shall attend each Chapter meeting and Executive Committee meeting and duly record the proceedings. The Secretary shall conduct the Chapter's correspondence and keep a full record thereof.

The Secretary shall submit a quarterly report on the Chapter's business and other matters of interest to the Association no later than 30 days before the quarterly meetings of the Association Board of Directors. The Secretary shall submit the Chapter's annual report to the Association no later than December 31st of each year.

SECTION 4.11 TREASURER DUTIES AND POWERS

The Treasurer shall receive all monies, dues, and assessments, and shall deposit them in the Chapter's name. The Treasurer shall pay Chapter obligations and shall report on the treasury at each Chapter and Executive Committee meeting.

The Treasurer shall make an annual financial report to the Association on a form prescribed by the Association, no later than March 1st.

SECTION 4.12 DIRECTORS DUTIES AND POWERS

The duties of each Director includes reporting the view of their Chapter at Board of Directors meetings, reporting on such meetings to their Chapter, serving as a Director of the Association, and fulfilling the duties of a Director. However, each Director has a fiduciary duty to the Association, and shall act in the best interests of the Association with respect to all matters pertaining to the Association.

SECTION 4.13 ALTERNATE DIRECTORS

If a Director cannot fulfill his or her duties as set forth in Section 4.11, one of the Alternate Directors shall complete those duties.

ARTICLE 5 EXECUTIVE COMMITTEE

SECTION 5.01 EXECUTIVE COMMITTEE COMPOSITION

The Chapter Officers and the Directors shall constitute the Executive Committee.

SECTION 5.02 EXECUTIVE COMMITTEE AUTHORITY AND RESPONSIBILITY

The Executive Committee shall supervise the Chapter's affairs including exercising business and fiscal authority between Chapter meetings, fix the time and place for Chapter meetings, make recommendations to the Chapter, and perform such other duties as specified by these bylaws. The Executive Committee shall be subject to the orders of the Chapter and none of its acts shall conflict with actions taken by the Chapter or the Association. The Executive Committee shall report its recommendations and actions for ratification by the members at the next regular Chapter meeting.

SECTION 5.03 EXECUTIVE COMMITTEE MEETINGS

The Executive Committee shall meet at such time and place or in a manner specified by the majority of the Executive Committee. The Secretary shall inform the Executive Committee members of their meeting time and place or manner of conference. A majority of the Executive Committee members shall constitute a quorum.

ARTICLE 6 COMMITTEES

SECTION 6.01 STANDING COMMITTEES

Standing committees shall be composed of at least two (2) Chapter members. The Chapter shall appoint Chairs for the following standing committees:

1. Bylaws Committee
2. Education Committee
3. Membership Committee
4. Monument Preservation Committee
5. Newsletter Committee
6. Nominating Committee
7. Professional Practices Committee
8. Website Committee

SECTION 6.02 SPECIAL AND AD HOC COMMITTEE APPOINTMENTS

The Chapter shall have such other ad hoc and special committees as may be created from time-to-time by a majority vote of the Chapter. The Chapter President shall appoint Chairs for special and ad hoc committees, to be ratified by the Chapter. These additional committees shall act only in an advisory capacity to the Chapter.

ARTICLE 7 FISCAL YEAR

SECTION 7.01 FISCAL YEAR

The fiscal year of the Chapter shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE 8
PARLIAMENTARY AUTHORITY**

SECTION 8.01 RULES OF ORDER

The latest edition of Roberts Rules of Order shall be accepted by the Chapter on all questions of parliamentary law, insofar as such rules are not inconsistent with or in conflict with these bylaws and any special rules of order the Chapter may adopt.

**ARTICLE 9
AMENDMENT OF BYLAWS**

SECTION 9.01 AMENDMENT OF BYLAWS

These bylaws may be amended by a two-thirds majority of those voting at a Chapter meeting, provided that the amendment has been submitted in writing or electronically to each member at least fourteen (14) days in advance. All proposed amendments to the bylaws must be submitted to and approved by the Association. In the event of conflict between the Chapter bylaws and the Association bylaws, the Association bylaws shall prevail.

**ARTICLE 10
DISSOLUTION OF CHAPTER**

SECTION 10.01 DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon revocation of charge, dissolution, or winding up of the chapter, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Chapter shall be distributed to the Association.

Chapter Chartered – [date]

Current Bylaws amended and approved by Association Board of Directors – [date]

Current Bylaws amended and approved by Chapter - [date]