

MASSACHUSETTS ASSOCIATION OF LAND SURVEYORS AND CIVIL ENGINEERS, INC.

BYLAWS

(November 1, 2018 Draft)

ARTICLE I -NAME, HEADQUARTERS, PURPOSE

- Section 1** **Name:** The name of this non-profit organization is Massachusetts Association of Land Surveyors and Civil Engineers, Inc., hereinafter referred to as MALSCCE. MALSCCE is registered as a 501(c)(6) non-profit organization organized as a corporation under Massachusetts General Laws, Chapter 180.
- Section 2** **Headquarters:** The headquarters of MALSCCE shall be located in Metropolitan Boston, Massachusetts, or at such other place, as permitted by law and the Articles of Organization, as may be determined by the Board of Directors (“Board”). The address of such Headquarters shall be public and the records of the corporation shall be maintained there. These Bylaws are intended to facilitate the regulation and management of the corporation.
- Section 3** **Purpose:** MALSCCE was formed to:
- a) promote the general recognition and acceptance of the practice of land surveying and survey engineering (civil) as a profession separate, distinct from, and in no way subordinate to any other profession;
 - b) maintain and promote adherence to the technical and procedural standards for the practice of land surveying in the Commonwealth and to the rules of professional conduct for the greater protection of the public, in accordance with the rules and regulations of the Board of Registration;
 - c) assist in the discipline of unworthy members of the profession or persons assuming its functions, and to this end, in its corporate name, to institute action, suit, or other proceeding which may be undertaken by any natural person;
 - d) establish a medium for the exchange of professional knowledge and practices, and to promote continuing education;
 - e) stimulate a greater interest in public problems affecting the profession, to seek a solution to them, and to enhance the value of the surveying profession to the community;
 - f) cultivate social intercourse among professionals;
 - g) raise and appropriate sums of money for the purposes of offering scholarships or other incentives to deserving students in pursuit of careers in the profession;
 - h) acquire, by purchase or otherwise, offices and/or buildings to house the office of MALSCCE, and to do whatever may be incidental or necessary to carry out the purposes aforementioned;

- i) To recognize the aims and objectives of the National Society of Professional Surveyors.

ARTICLE II - MEMBERSHIP

Section 1 Eligibility for Membership: Membership may be granted only after completion and receipt of a membership application and applicable dues, if required. All memberships shall be granted upon a majority vote of the Board or Executive Committee. Continuing membership shall be contingent upon timely payment of all applicable membership dues. The amount of the annual dues for each membership classification, and the date by which said dues must be paid by each member, shall be established by the Board.

Section 2 Membership Classification: The following are the classifications of membership in MALSCCE. Each member shall be placed in a membership classification that best matches that member's eligibility. All members must pay all applicable dues unless otherwise stated for their classification. The Board may make policies concerning the classification of members, the eligibility requirements for each classification, and the benefits and privileges of each such classification. The Board may make exceptions to its own policies for any given member. The Board shall decide the final classification of each member. Each Member shall notify the Board of an address at which that Member elects to receive notices, and the Board may make any policies concerning the giving of electronic notice or other forms of written notice to members.

- a) **Registered Member** is limited to an individual registered under the laws of the Commonwealth either as a Professional Land Surveyor or as a Professional Engineer (civil). A Registered Member shall enjoy full voting privileges and shall be entitled to hold any office in MALSCCE, as hereinafter provided, while so classified.
- b) **Associate Member** is an individual interested in the advancement of surveying and mapping who does not otherwise qualify under any other membership classification. An Associate Member shall enjoy full voting privileges. An Associate Member shall not hold the office of MALSCCE President, Vice-President, Treasurer, or Clerk ("or Secretary") while so classified.
- c) **Student Member** is a student enrolled in a full-time undergraduate degree program of an accredited school, college or university, which institution is also recognized by the Board, who has a sincere interest in land surveying. A Student Member shall have no voting privileges and may not hold office in MALSCCE while so classified. A Student Member shall not be required to pay any applicable dues while so classified.
- d) **Complimentary Member** is an individual who is not presently a member in any classification, and who, upon becoming registered as a Professional Land Surveyor or as a Professional Engineer (civil), and upon completion of the appropriate application, may be granted

complimentary membership without dues. Such complimentary membership shall be in effect until the end of the fiscal year. Complimentary members shall have full voting privileges and may not hold office in MALSCE while so classified.

- e) **Life Member** is an individual who has attained the age of sixty-five, can demonstrate having been a MALSCE member for at least twenty years, has applied to the Board for life membership, and whose application has received the approval of two-thirds of the Board. A Life Member shall enjoy full voting privileges and shall be entitled to hold any office in MALSCE. A Life Member shall not be required to pay any applicable dues.
- f) **Honorary Member** is an individual of distinction or of acknowledged eminence in the profession, who, upon being recommended to the Board by the Nominating Committee, has received the approval of two-thirds of the entire Board. An Honorary Member shall have no voting privileges and shall not hold office in MALSCE. Notwithstanding the previous sentence, an Honorary Member may also hold any other membership classification and shall have all privileges attendant thereto, including any right to hold office and any voting privileges; however, he or she shall not be required to pay any applicable dues in any member classification.
- g) **Out-of-State Member** is an individual interested in land surveying, registered or non-registered, who is not residing in the Commonwealth and is not practicing land surveying full time within the Commonwealth. Out-of-State Members shall not have voting privileges and shall not be allowed to hold office in MALSCE while so classified.
- h) **Sustaining Member** is any commercial firm engaged in the manufacture, sales, and service of surveying and engineering- related products or services or any institution of learning engaged in teaching surveying, mapping, or civil engineering. Sustaining members shall have no voting privileges and shall not hold office in MALSCE, provided however, that any individual who is an owner of, or is an officer of, a Sustaining Member may also be a member within any classification open to individuals.

Section 3 **Chapter Assignment:** All members, except Out-of-State Members and Sustaining Members, shall be assigned to one or more Chapters of their choosing provided they pay applicable dues to each Chapter.

Section 4: **Resignation, Termination, and Expulsion:** Any member may resign by submitting a written resignation to the Secretary. Membership may be terminated for non-payment of membership dues. Expulsion of a member for cause may be considered upon recommendation of the Executive Committee to the Board, or a written petition submitted to the Secretary by at least ten MALSCE members in any classification. The vote for expulsion must be by two-thirds vote of the Board members present at each of two consecutive Board meetings, which shall include any special meeting of the Board. Any Member being considered for

expulsion shall have the right to reasonable notice of the recommended or requested expulsion, including the reasons for expulsion, and the right to appear in person before the Board prior to any vote on expulsion. The Board may make additional policies concerning the resignation, termination, and expulsion of Members.

Section 5 **Non-voting Membership:** The Board shall have the authority to establish and define nonvoting categories of membership not otherwise set forth in these bylaws, and for any such category may require or not require dues as the Board sees fit.

Section 6 **Powers of Members:** The Members shall have the power to amend the Articles of Organization, to adopt, amend, or repeal Bylaws, and to dissolve the corporation. An adoption, amendment, or repeal of the Bylaws must be by a vote of two-thirds of the Members present and eligible to vote, at a duly called Meeting of the Members, at which a quorum is present. An amendment or restatement of the Articles of Organization must be by a vote of two thirds of all members entitled to vote. A dissolution of the corporation must be by a vote of a majority of the members entitled to vote. Notice of any Meeting concerning the foregoing shall include prominent notice that an amendment or restatement of the Articles of Organization, adoption, amendment, or repeal of the Bylaws, or dissolution of the corporation, as the case may be, is to be voted upon. The Members shall also have the power to elect the Officers and the members of the Board and any other powers specifically designated as powers of the Members herein.

ARTICLE III - MEETINGS OF MEMBERS

Section 1 **General and Special Meetings:** There shall be no required general meetings of the entire membership of MALSCE, other than the annual meeting. However, a general meeting of the entire membership may be called by the President, the Executive Committee, or a simple majority of the Board, or upon receipt of written request signed by 10% of the members from any classification, submitted to the Secretary. Special meetings of the members may be called by the President, The Executive Committee or a simple majority of the Board, and shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application of members representing at least ten percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of members.

Section 2 **Annual Meeting:** The date of the annual meeting shall be set by the Board of Directors, which shall also set the time and place. No annual meeting may take place within eight months of the previous annual meeting nor within the same calendar year as the previous annual meeting.

Section 3 **Notice:** Notice of each annual, general, or special meeting, shall be sent to each member by electronic correspondence, not less than five days before the meeting, together with the agenda, if any, for such meeting. Notice of a special meeting shall state the reason for the meeting and any items to be voted upon.

Section 4 **Quorum:** Whenever twenty members are present and eligible to vote at any properly announced meeting that shall constitute a quorum. Voting shall be in person.

Section 5 **Procedures:** Meetings shall be conducted under simplified parliamentary procedure based on “Robert’s Rules of Order.”

ARTICLE IV - BOARD OF DIRECTORS

Section 1 **Board Role, Size, Composition, and Powers:** An elected Board of Directors is responsible for the overall policy and direction of MALSCE and delegates responsibility for day-to-day operations to support staff and committees. The Board shall be comprised of a President, Vice President, Treasurer, Secretary, immediate Past-President and a Director nominated by each Chapter. The Board shall have all specific powers as set forth herein and any other lawful powers, excluding the powers of the Members. The Board shall make public the address, electronic or otherwise, at which the Board may receive any notices or correspondence, as well as the addresses, electronic or otherwise, of each of the five Officers and the Directors.

Section 2 **Meetings:** The Board shall meet at least two times per fiscal year, at an agreed upon time and place.

Section 3 **Elections:** A Nominating Committee shall prepare a slate of Officers and Directors (the Directors being those persons nominated by each Chapter) for Board elections and shall report to the Board at a designated meeting. Board members shall be elected every two years by a simple majority of the voting members at the annual meeting. Members shall receive reasonable notice of the Nominating Committee’s slate.

Section 4 **Terms:** All board members shall serve two-year terms but are eligible for re-election for an unlimited number of consecutive terms.

Section 5 **Notice:** An official Board meeting requires that each Board member have notice at least five business days in advance.

Section 6 **Quorum:** A majority of the Board members is needed before business can be transacted or motions made or passed.

Section 7 **Alternative Voting:** If it is deemed necessary by the President, an electronic

communication to the Board of Directors may be used for voting. The action voted upon shall take effect upon the date of the conclusion of the vote.

Section 8 **Procedures:** Meetings shall be conducted under simplified parliamentary procedure based on “Robert’s Rules of Order.” Board meetings shall be open to all Members.

Section 9 **Officers and Duties:** There shall be five officers of the Board consisting of the President, Vice President, Secretary, Treasurer and the immediate Past President. Their duties are as follows:

- a) **The President** shall have general supervision of the affairs of MALSCCE and shall delegate duties to MALSCCE Officers. The President shall preside at the annual meeting as well as all general and special meetings of MALSCCE, and at all meetings of the Board and Executive Committee at which the President is present. The President may call Board meetings and Executive Committee meetings. The President shall assume the duties of the Treasurer in the absence of the Treasurer.
- b) **The Vice President** shall assist the President, assume the President’s powers and duties in the absence of the President, chair committees on special subjects as designated by the board, and act as an ex-officio member of all committees.
- c) **The Secretary** shall be responsible for keeping records of Board actions, including the taking of minutes at all Board and Executive Committee meetings, sending any notices required under these Bylaws or by the Board, and assuring that corporate records are maintained. The Secretary shall be responsible for maintaining records of member votes and other actions by members. The Secretary shall be a resident of the Commonwealth of Massachusetts.
- d) **The Treasurer** shall be responsible for the receipt of, and control over, all funds transmitted to MALSCCE, paying all bills or other indebtedness, and making a report at each Board meeting of the assets, liabilities, funds and accounts of the corporation. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and ensure that financial information is available to Board members, MALSCCE members, and the public.
- e) **The Past President** shall assist the Board by providing guidance and input regarding the operations of the association and performs other duties as assigned by the President.

Section 10 **Vacancies:** Any vacancy on the Board may be filled by a vote of the majority of the Board at any meeting called, at least in part, for this purpose. All vacancies so filled shall be for the unexpired term of the predecessor in office.

Section 11 **Resignation, Removal, and Absences:** Resignation from the Board must be in writing and received by the President. Any such resignation so received shall be

effective immediately or as stated in the letter of resignation. The Board may remove a Board member without further notice in the event he or she is absent without excuse from three duly called Board meetings in a fiscal year. A Board member may be removed for other reasons by a two-thirds vote of the remaining Board Members.

Section 12 **Special Meetings:** Special meetings of the Board may be called upon the request of the President or a simple majority of the Board. Notice of any special meeting shall be sent to each member by electronic correspondence, not less than five days before the meeting, together with the agenda, if any, for such meeting.

Section 13 **Funds:** The funds of the corporation may be applied for any purpose consistent with the purposes of the corporation. The funds of the corporation or any chapter shall be held in a bank savings or checking account within the Commonwealth of Massachusetts, unless otherwise directed by the Board.

ARTICLE V – CHAPTERS

Section 1 **Chapters:** There shall be Chapters of MALSCCE corresponding to distinct geographical areas. MALSCCE Chapters are subsidiaries of MALSCCE and no Chapter shall be a separate corporation.

Section 2 **Configuration:** The number and geographic configuration of Chapters is subject to the approval of the Board and such other requirements as may be established by the Members of MALSCCE.

Section 3 **Governance:** Each Chapter shall have a governing body, known as the Chapter Board, whose Chapter-elected members must include at a minimum a President, Secretary and Treasurer, and shall notify the Secretary of the Board of MALSCCE of the identities and addresses of each Chapter Board member. One of these three members must also serve as a Director on the MALSCCE Board. Each Chapter may create other specific policies concerning governance.

Section 4 **Dues:** The MALSCCE Board may establish Chapter dues which shall be billed and collected along with other membership dues. Registered and Associate Members are required to pay Chapter dues. Honorary Members, Life Members, Student Members, Out of State, Sustaining, and Complimentary Members are not required to pay Chapter dues.

Section 5 **Funds:** Each chapter shall have a MALSCCE bank account that is tracked separately and accessible to the Chapter President and Treasurer.

Section 6 **Terms:** All Chapter Board members shall serve two-year terms on the Chapter Board but are eligible for re-election for an unlimited number of consecutive terms.

ARTICLE VI – COMMITTEES

- Section 1** **Committee Formation:** The Board shall have the sole power to create committees as needed. There shall be two standing committees: an Executive Committee and a Finance Committee. The President shall appoint all committee chairs. Committee chairs must be members of MALSCCE in any classification.
- Section 2** **Executive Committee:** The five officers of the Board shall serve as the members of the Executive Committee. Except for the power to propose changes to the Articles of Incorporation or Bylaws, or to dissolve the corporation, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors; provided however that any decision of the Executive Committee may be annulled, revised, rescinded, or ratified by the Board.
- Section 3** **Finance Committee:** The Treasurer shall be chair of the Finance Committee, which shall include no more than three other Board members. The Finance Committee shall be responsible for developing and reviewing fiscal procedures, creating a fundraising plan, and drafting the annual budget with the assistance of staff and other Board members. The Board shall approve an annual budget in each fiscal year, and all expenditures must be within the annual budget. Any change in the budget in excess of \$500.00 must be approved by the Board or the Executive Committee. The fiscal year shall begin on July 1 and end on June 30 of the following calendar year. The Treasurer shall submit an annual report to the Board showing income, expenditures and pending income. The financial records of MALSCCE shall be public information and shall be made available to the membership, Board members, and the public in the Headquarters of MALSCCE, at reasonable times and upon reasonable notice.

ARTICLE VII – PROPRIETORS’ COUNCIL

- Section 1** **Proprietors’ Council:** The Proprietors’ Council, an optional membership-based group, shall act as an advisory group to the Board.
- Section 2** **Members:** The Proprietors’ Council shall consist of any professional firms engaged in surveying, mapping or engineering, whose owners or employees are members of MALSCCE and which firm chooses to participate in the Council. Each Proprietor firm shall designate a MALSCCE member who is also an owner or employee of the firm to serve on the Proprietors’ Council as the firm’s representative. Proprietor firms must be current in their dues in order to enjoy the benefits of the Proprietors’ Council programs and privileges.
- Section 3** **Governance:** The Proprietors’ Council shall have a chair who shall preside over

periodic Council meetings. This chair shall be nominated by the MALSCE President to serve a two-year term, subject to approval by the Board. The Proprietors' Council Chair can serve an unlimited number of consecutive terms.

Section 4 **Dues:** Each Proprietors' Council member firm shall pay annual Board-approved dues, which shall be billed and collected along with other membership dues.

ARTICLE VIII – TRUSTEES

Section 1 **Trustees:** MALSCE may be required or deem it desirable to have trustees and other types of representatives from the membership of MALSCE serve on the governing boards of other like-minded organizations.

Section 2 **Appointments:** Trustees and other MALSCE representatives to various organizations shall be nominated by the President and have their appointment approved by the Board.

Section 3 **Procedures:** The powers, privileges, voting rights, and other rights and entitlements of any such Trustees or representatives when serving on the governing boards of other organizations shall be governed by the governing documents of the various other organizations, provided, however, that any such Trustees and representatives shall also be subject to and governed by any MALSCE policies adopted by the Board.

ARTICLE IX - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1 **Indemnification:** MALSCE shall, to the fullest extent permitted by law, defend, indemnify and hold harmless each member of the Board of Directors and each Officer from and against any and all expenses, liabilities, judgments, fines, settlements or other amounts actually and reasonably incurred in connection with any claim, action, suit or proceeding, whether civil, criminal, investigative or administrative, arising by reason of 1) the acts or obligations of MALSCE or of the Officers or Directors; 2) the fact that such member of the Board of Directors or Officer was or is a Director or Officer of MALSCE; or 3) any action in any capacity in which such member of the Board of Directors or Officer served at the request of MALSCE. The indemnification provided for herein shall not be deemed exclusive of any other rights to which a member of the Board of Directors or Officer may be entitled. MALSCE shall advance to each member of the Board of Directors and Officers expenses incurred in defending any claim, action, suit or proceeding to the maximum extent permitted by law. This indemnification shall not include acts or omissions not in good faith which include intentional misconduct or a knowing violation of law; any transaction from which the Officer or Director derived an improper personal benefit; or, any breach of the officer or director's duty of loyalty to the corporation.

ARTICLE IX - AMENDMENTS

Section 1 **Amendments:** The Board may propose adoption, amendment, or repeal of By-Laws, when necessary, by a two-thirds majority of the Board, subject to the vote of the MALSCE members, as set forth herein. Notice of any such proposed adoption, amendment, or repeal of Bylaws, stating the substance of such change, shall be submitted to the Secretary and shall be provided to the members as provided herein, but not later than the notice of the next annual meeting. Members shall not vote on any proposed adoption, amendment, or repeal of By-Laws until notice of the proposed action shall have been given at a previous meeting of the members.

ARTICLE X - DISSOLUTION

Section 1 **Dissolution of MALSCE:** In the event of dissolution of MALSCE, any remaining assets shall revert to the Trustees of the MALSCE Education Trust.