

MASSACHUSETTS ASSOCIATION OF LAND SURVEYORS AND CIVIL ENGINEERS, INC.

BYLAWS

(June 12, 2018 Draft)

ARTICLE I - NAME, 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 MALSCE. MALSCE is a 501(c)(6) non-profit organization.

Section 2 **Purpose:** MALSCE 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 MALSCE, 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 is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the Board or Executive Committee. Continuing membership is contingent upon being up-to-date on applicable membership dues. The annual dues for each membership classification shall be established by the Board.

Section 2 **Membership Classification:** A member must be in a membership classification that is equivalent to the member's eligibility and may not be in a subordinate classification.

There are the following categories of membership in MALSCE.

- 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 as hereinafter provided.
- b) **Associate Member** is an individual is interested in the advancement of surveying and mapping who does not otherwise qualify under any other membership category. An Associate Member shall enjoy full voting privileges. An Associate Member may not hold the office of MALSCE President, Vice-President, Treasurer, Secretary, or Chapter President.
- c) **Student Member** is a student enrolled in a full-time undergraduate degree program of a recognized school, college or university who has a sincere interest in land surveying. A Student Member shall have no voting privileges and may not hold office in MALSCE. A Student Member is not required to pay dues.
- 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, and upon completion of the appropriate application, shall be granted complimentary membership without dues. Such complimentary membership shall be in effect until the end of the Fiscal year. Complimentary members shall have voting privileges, and may not hold office in MALSCE.
- 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 enjoys full voting privileges and is entitled to hold any office. A Life Member is not required to pay 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 will have no voting privileges and may not hold office in MALSCE. An Honorary Member may hold any other membership classification with all privileges attendant thereto; however, he or she will not be required to pay 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 enjoy all MALSCE membership benefits except that they shall not have voting privileges and shall not be allowed to hold office.
- 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 may not hold office in MALSCE.

Section 3

Chapter Assignment: All members, except Out-of-State Members and Sustaining Members, are 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, or a written petition submitted to the Secretary by at least ten MALSCE members. The vote for expulsion must be by two-thirds vote of the Board members present at each of two consecutive Board meetings.
- Section 5** **Non-voting Membership:** The Board shall have the authority to establish and define nonvoting categories of membership.

ARTICLE III - MEETINGS OF MEMBERS

- Section 1** **General Meetings:** There shall be no required general meetings of the entire membership of MALSCE. However, a 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 voting members.
- Section 2** **Annual Meeting:** The date of the annual meeting shall be set by the Board of Directors who shall also set the time and place.
- Section 3** **Notice:** Notice of each meeting shall be given to each voting member by electronic correspondence, not less than five days before the meeting.
- Section 4** **Quorum:** The members present at any properly announced meeting constitutes a quorum.
- 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:** 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 is comprised of a President, Vice President, Treasurer, Secretary, immediate Past-President and a Director nominated by each Chapter.
- Section 3** **Meetings:** The Board shall meet at least two times per fiscal year, at an agreed upon time and place.
- Section 4** **Elections:** A Nominating Committee shall prepare a slate of Officers and Directors for Board elections and shall report to the Board at a designated meeting. Board members shall be elected every two years by the voting members at the annual meeting. Directors shall be elected by a simple majority of members present at the annual meeting.
- Section 5** **Terms:** All board members shall serve two-year terms, but are eligible for re-election for an unlimited number of consecutive terms.

- Section 6** **Notice:** An official Board meeting requires that each Board member have notice at least five business days in advance.
- Section 7** **Quorum:** A majority of the Board members is needed before business can be transacted or motions made or passed.
- Section 8** **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 shall be in effect upon the date of the conclusion of the vote.
- Section 9** **Procedures:** Meetings shall be conducted under simplified parliamentary procedure based on “Robert’s Rules of Order.”
- Section 10** **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 all general meetings of MALSCCE, the Board, and Executive Committee at which the President is present. 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** is responsible for keeping records of Board actions, including the taking of minutes at all Board and Executive Committee meetings and assuring that corporate records are maintained.
 - d) **The Treasurer** is responsible for the receipt of all funds transmitted to MALSCCE, paying all bills or other indebtedness, and making a report at each Board meeting. 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 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, Termination and Absences:** Resignation from the Board must be in writing and received by the President. A Board member shall be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a 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 shall be called upon the request of the President or a simple majority of the Board. Notices of special meetings must be sent out five business days in advance.

ARTICLE V – CHAPTERS

- Section 1** **Chapters:** There shall be Chapters of MALSCE corresponding to distinct geographical areas. MALSCE Chapters are subsidiaries of MALSCE.
- Section 2** **Configuration:** Chapter configuration is subject to the approval of the Board and such other requirements as may be established by MALSCE.
- Section 3** **Governance:** Each Chapter shall have a governing body, whose Chapter-elected members include at a minimum a President, Secretary and Treasurer. One of these three members must also serve as the Chapter’s representative on the MALSCE Board.
- Section 4** **Dues:** MALSCE 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 and Student Members are not be required to pay Chapter dues.
- Section 5** **Funds:** Each chapter shall have a MALSCE bank account that is tracked separately and accessible to Chapter Presidents and Treasurers.
- Section 6** **Terms:** All Chapter board members shall serve two-year terms, but are eligible for re-election for an unlimited number of consecutive terms.

ARTICLE VI – COMMITTEES

- Section 1** **Committee Formation:** The Board may create committees as needed. There shall be two standing committees - Executive and Finance Committees. The President appoints all committee chairs. Committee chairs must be members of MALSCE.
- Section 2** **Executive Committee:** The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, 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, subject to the direction and control of the Board of Directors.
- Section 3** **Finance Committee:** The Treasurer is chair of the Finance Committee, which includes up to three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget 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 year. An annual report is required to be submitted to the Board showing income, expenditures and pending income. The financial records of MALSCE are public information and shall be made available to the membership, Board members and the public.

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 firm engaged in surveying, mapping or engineering, whose representative is a member of MALSCE and chooses to participate in the group. Proprietor firms shall designate any MALSCE member of the firm to serve on the Proprietors' Council as its 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 is nominated by the MALSCE President to serve a two-year term and approved 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 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:** These Trustees and representatives shall be governed by the governing documents of the various organizations. These Trustees and representatives shall also be 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, 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.

ARTICLE IX - AMENDMENTS

Section 1 **Amendments:** These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

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.