

# **BYLAWS of the SAN FRANCISCO CHAPTER of the CALIFORNIA LAND SURVEYORS ASSOCIATION, INC.**

## **ARTICLE 1 - NAME & LOCATION**

### **SECTION 1.01 CHAPTER DEFINED**

The official name of this chapter is “San Francisco 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 filing tax returns and other documents as may be required by law.

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## **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 Association, 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. A Life Corporate Member may also be any person who has served honorably as a President of the Chapter.

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 applied for and approved by the Chapter. Application for Life Membership shall be made on a form approved by the Chapter Executive Committee or by nomination by a member in good standing. After an application for Life Corporate Member is determined to be complete and correct, and that the applicant fulfills all prerequisites for a Life Corporate Member, the Chapter Secretary shall place a resolution on the agenda of the next regular meeting of the Chapter. A resolution approving each Life Corporate Member must be passed by a majority vote of the Chapter. The Chapter Secretary shall notify the member of approval or denial by 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 rolls 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 four 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, and 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 LIMITS OF OFFICERS & DIRECTORS**

The President, Vice-President, Secretary, Treasurer, and Director(s) shall be filled no more than two consecutive years by any one member.

### **SECTION 4.04 NOMINATIONS**

A Nominating Committee, as set forth in these bylaws, shall nominate one or more candidates for each office to be filled by election. The Nominating Committee's proposed slate of candidates shall be noticed to Chapter members a minimum of 15 days prior to the August Chapter meeting. Additional nominations via write-in nomination and nominations from the floor at the August meeting will be added to the slate of candidates.

The final slate of candidates shall be noticed to Chapter members a minimum of 15 days prior to the September meeting at which an election will take place.

If no August meeting is scheduled, the nominating process, as described above, shall take place at the Chapter meeting preceding August.

### **SECTION 4.05 ELECTIONS**

Elections shall be held at the September Chapter meeting. Elections shall be by ballot unless there is an uncontested slate, in which case a unanimous ballot is cast. The Chapter shall notify the Association during the month of September, the names of persons elected as Chapter Officers and Directors.

#### **SECTION 4.06 VACANCY OF OFFICE**

If a vacancy occurs in an Office other than the Presidency, the vacancy shall be filled for the remainder of the term by majority vote of the Chapter Executive Committee. If a vacancy occurs in the Presidency, the Vice-President shall succeed the President for the remainder of the term. 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 ballot to all Corporate members or by a motion at the next chapter meeting at which elections are taking place and a quorum of Corporate members in good standing is present. 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. When 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 shall be entitled to one (1) Director for each twenty (20) Corporate members, or fraction thereof, who are confirmed by the Association to be in good standing. The Chapter may also elect up to two (2) Alternate Directors, if it so chooses.

#### **SECTION 4.08 PRESIDENT DUTIES AND POWERS**

The President shall be the executive officer of the Chapter and shall preside at Chapter meetings and Chapter Executive Committee meetings. The President shall appoint all required committee chairpersons and shall serve as an ex-officio member with the right to vote, on all standing and special committees except the Nominating Committee. 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 to prepare or sign correspondence. 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 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 of those arrangements preceding each Chapter meeting. The Vice-President shall preside over the Chapter meetings in the absence of the President. The Vice-President shall carry out the duties of the Secretary and/or Treasurer in the absence of the Secretary or Treasurer.

Should a vacancy occur in the office of the President, the Vice-President shall succeed the President for the remainder of the term.

#### **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 the meeting notice 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. If the Chapter has more than one Alternate Director, the President may determine the Alternate Director who shall act in the place of an absent Director.

### **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 President. The President 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 three (2) Chapter members. The Chapter President shall appoint Chairs to be ratified by the Chapter, for the following standing committees.

1. Bylaws Committee 2. Education / Recruitment Committee 3. Membership Committee 4. Nominating Committee 5. Encroaching Industries Committee, §8726 protection and enforcement

### **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 (or by written or electronic ballot), 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.