

**BYLAWS OF THE
SONOMA COUNTY CHAPTER
OF THE
CALIFORNIA LAND SURVEYORS ASSOCIATION**

Recognizing that the true merit of a profession is determined by the value of its services to society, the Sonoma County Chapter of the California Land Surveyors Association does hereby dedicate itself to the promotion and protection of the profession of Land Surveying as a social and economic influence vital to the welfare of society, community, and county.

ARTICLE 1

Name and Location

Section 1.01

The name of this Chapter shall be the "Sonoma County Chapter," hereinafter referred to as the "Chapter" of the California Land Surveyors Association, hereinafter referred to as the "Association."

Section 1.02

The headquarters of this chapter shall be the office of the chapter secretary.

ARTICLE 2

Section 2.01 Objectives

The purpose of this Chapter shall be to promote the common good and welfare of the profession of Land Surveying, to promote and maintain the highest possible standards of professional ethics and practices, to promote professional uniformity, to promote public faith and confidence in Professional Land Surveyors and their profession, and to support the California Land Surveyors Association.

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.

ARTICLE 3

Definitions and Limitations

Section 3.01

This Chapter, in its activities and in its membership shall be non-partisan and non-sectarian. The Chapter is a subsidiary organization of the California Land Surveyors Association, and has been chartered as provided in the Association Bylaws.

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.

The Chapter shall have ten or more members who are also Corporate members of the Association.

Section 3.02 Limitation

The Chapter shall meet all requirements imposed upon the Chapter by the Articles of Incorporation and the Association Bylaws. The Chapter shall not take any action or publicly espouse any position contrary to any provision of the Articles of Incorporation, the Association Bylaws, or any position or resolution of the CLSA Board of Directors. Nothing in this section shall be construed to prohibit the Chapter from directing any Chapter Representative to propose and debate actions or positions at any Board of Directors meeting.

ARTICLE 4

Membership and Dues

Section 4.01

The application for membership shall become valid upon notification by the Chapter of acceptance of the application.

Application for membership shall be in a form prescribed by the Board of Directors, said application being the same, current form as used for annual dues and informational update. The membership committee shall verify the qualifications of the applicant and recommend action to the Board of Directors.

The classes of membership of the Chapter and the prerequisites for each shall be as follows:

A. CORPORATE MEMBER: A member having the right to vote on matters of this Association when a vote of the members is required or allowed by the Articles of Incorporation or these Bylaws. Each Corporate Member shall be a member of one of four subclasses:

(A.1) REGULAR CORPORATE MEMBER: Any person who is licensed as a Land Surveyor or Photogrammetric Surveyor in the State of California and who is a Corporate member of the Parent Association, shall be eligible for membership in this Chapter as a Corporate Member. Only Corporate members shall have the right to vote on issues of the Parent Association.

(A.2) A LIFE CORPORATE MEMBER: 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.

Life Corporate Memberships must be nominated by the Board of Directors and approved by the Chapter at a regular meeting.

(A.3) A RETIRED CORPORATE MEMBER: 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.

(A.4) CE CORPORATE MEMBER: 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. ASSOCIATE MEMBER: Any person who holds a valid certificate as a Land Surveyor in Training shall be eligible for membership in this Chapter as an Associate Member.

C. AFFILIATE MEMBER: Any person, interested in the field of surveying, but not licensed as a Land Surveyor or Photogrammetric Surveyor or does not hold a valid certificate as a Land Surveyor in Training, who in their profession or vocation relies upon the fundamentals of land surveying shall be eligible to apply for membership in this Chapter as an Affiliate Member. Such applications must be endorsed by a Corporate Member.

D. SUSTAINING MEMBER: Any individual, company, or corporation who by their interest in the Land Surveying profession is desirous of supporting the purposes and objectives of this Chapter shall be eligible for membership in this Chapter as a Sustaining Member. Acceptance of a sustaining member is in no way an Official Corporation endorsement of the products or services offered by the sustaining member.

E. **STUDENT MEMBER:** Any person who is a student in a College or University and is actively pursuing a surveying education may be eligible for membership in this Chapter. The application for membership must be endorsed by a Chapter Member.

F. **HONORARY MEMBER:** 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 Association or its objectives.

Section 4.02 Good Standing

A Chapter member in good standing is a person whose dues and assessments are current in conformance with these bylaws and who is not currently suspended by the Chapter.

Section 4.03 Dues

The Chapter annual dues and all assessments shall be recommended by the Chapter Board of Directors 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. The Treasurer shall notify as soon as practicable those whose dues or assessments are three (3) months in arrears. The Chapter membership of any person whose dues and assessments are not paid within fourteen (14) days thereafter may be subject to termination as set forth below.

Section 4.04 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. However, a first-time applicant may have membership in the Chapter for the first year without Association membership, conditional upon attaining membership in the Association the following year. 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. However, chapter membership will be counted in only one chapter for the purpose of determining the number of chapter representatives.

Section 4.05 Admission to the Association

Association admission, 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 4.06 Suspension and Expulsion

A member may be expelled or suspended from the Chapter for willful disregard of the Association and Chapter principles and purposes or for conduct detrimental to the Chapter's

welfare. Expulsion or suspension shall require a three-fifths vote of the entire Board of Directors, and a majority vote of the Chapter members at the next available, scheduled Chapter meeting. Thirty day's notice shall be given the offending member in order that he may be present and heard at the hearing on such action.

Following suspension and a one-year absence from Chapter activities, a member may be reinstated by submission of a new application with acceptance by the Membership Committee and the Chapter Board of Directors, both by simple majority votes.

ARTICLE 5

Meetings

Section 5.02(a)

The Board of Directors shall arrange for regular meetings of the Chapter, to be not less than four times a year. Notice to be given to members, by e-mail, or E-Vite, or both, by Chapter Secretary, at least ten(10) days in advance.

Section 5.01(b)

Special meetings may be called by the President or Board of Directors when they shall deem it wise and expedient. Special meetings may also be called at the written request of six (6) Corporate members, which request shall state the purpose of such meetings. The call for any such special meetings shall be issued ten (10) days in advance, and shall state the purpose thereof; no other business shall be taken up at such meeting.

Section 5.02

The Board of Directors shall determine the program and nature of business of all meetings, unless otherwise provided in the constitution and by-laws.

Section 5.03

The latest edition of Robert's Rules of Order shall be accepted by the Chapter on all questions of parliamentary law. The President-Elect shall act as Parliamentarian.

Section 5.04

A report will be made to the membership within 60 days of all business transacted at all general and special meetings.

Section 5.05

A quorum at the annual, regular or special meetings shall be ten percent (10%) of the Chapter Members in good standing. A simple majority of Chapter Members, present at the

meeting, will be required to carry any motion unless otherwise specified in these bylaws.

ARTICLE 6

Officers and Elections

Section 6.01 Chapter Officers

The Chapter officers shall be a President, a President-Elect, a Secretary, a Treasurer, the Immediate Past President and as many Chapter Representatives as permitted by the Association's bylaws. The officers shall perform the duties prescribed in these bylaws and in the parliamentary authority adopted by the Chapter.

Each officer shall be an Association and Chapter Associate or Corporate member in good standing. The Chapter Representatives shall be corporate members of the Association. Each officer shall serve in consecutive succession, for one year per office. At least one new Chapter Representative shall be elected every two years.

Section 6.02 Office Terms

Each officer shall serve a one (1) year term, each in consecutive succession.

The Chapter Representatives shall serve a two (2) year term as provided in the Association's bylaws. Terms of office shall begin at the close of the regular Chapter meeting in December.

TERM LIMITS OF OFFICERS & DIRECTORS

The President, Vice-President (or President-Elect), Secretary, Treasurer (or Secretary/Treasurer), and Director(s) shall be filled no more than two consecutive years by any one member, unless voted on otherwise by majority vote at the chapter meeting at which the election is held..

Section 6.03 Nominations

At a regular Chapter meeting no later than August 31, the Nominating Committee, as set forth in these bylaws, shall nominate candidates for Treasurer. If no regular chapter meeting is held by August 31 the Board of Directors shall approve the nomination slate.

Section 6.04 Elections

Elections shall be held at the regular Chapter meeting in September. At that Chapter meeting, but before the election, additional nominations from the floor shall be permitted. Elections shall be by ballot unless there is an uncontested slate. The Chapter shall notify the Association during the month of September, the names of the Chapter officers.

Section 6.05 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 Board of Directors. If a vacancy occurs in the presidency, the President-Elect shall succeed the President for the remainder of the term.

Section 6.06 Number of Chapter Representatives

During the month of July, the Chapter shall submit to the Association a list of Chapter members in good standing with the Chapter. The Chapter will be entitled to one Representative on the Association Board of Directors for each 20 Corporate members, or fraction thereof, confirmed by the Association to be in good standing with the Association. The Chapter may also elect up to two (2) Alternate Directors, if it so chooses.

ARTICLE 7

Duties and Powers of Officers

Section 7.01 President Duties and Powers

The President shall have general supervision of the affairs of the Chapter, shall preside at all meetings of the Chapter and of the Board of Directors at which the President may be present, shall select the chairman of all standing committees, and may appoint special committees, any and all of which he shall be ex officio member.

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 represent the Chapter upon official occasions.

The President shall prepare and sign any correspondence sent by the Chapter. In case the President is unavailable, the Board of Directors may authorize the Vice President (or President-Elect) 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 7.02 President-Elect Duties and Powers

The President Elect shall preside at the meetings of the Chapter or of the Board of Directors in the absence of the President and discharge the duties of the President in case of a vacancy in the office of the President. The President Elect shall succeed to the office of President, following the term of the President. The President-Elect shall serve as Parliamentarian at the meetings of the Chapter.

Section 7.03 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 Board of Directors meeting at each Chapter meeting or no less than 10 days prior to the meeting. The Secretary shall attend each Chapter meeting and Board meeting and duly record the proceedings. The Secretary shall conduct the Chapter's correspondence and keep a full record thereof.

The Secretary shall make a timely quarterly report to the Association Board of Directors on the Chapter's business and other matters of interest. 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.

The Secretary shall succeed to the office of President-Elect, following the term of the current President-Elect.

Section 7.04 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 Board meeting. The Treasurer shall make an annual financial report to the Association at the end of the calendar year.

The Treasurer shall provide information for annual tax report in appropriate timely fashion to the Association.

The Treasurer shall invest all funds not needed for current disbursements as shall be ordered by the Board of Directors. The Treasurer shall carefully examine all expenditures and use the Treasurer's best endeavor to secure economy in the administration of the Chapter. The Treasurer shall personally certify the accuracy of all bills and vouchers on which money is to be paid. All money drawn from the Treasury must be on orders approved by the President and signed by the Treasurer. The Treasurer may be bonded in such amount as the Board of Directors may require.

The Treasurer shall succeed to the office of the Chapter Secretary, following the term of the current Chapter Secretary.

Section 7.05 Chapter Representatives Duties and Powers

The Chapter Representatives shall be the Chapter's liaison with the Association's Board of Directors. They shall represent the Chapter at Association Board of Directors' meetings, cast the Chapter's votes, and report thereon to the Chapter at the next Chapter meeting.

Section 7.06 Alternate Chapter Representatives

At the meeting at which the Officer Elections are held as set forth in Section 6.05, the President may name or the Chapter may elect one Alternate Representative for each Chapter Representative allowed by the Association. If a Chapter Representative cannot fulfill his or her duties as set forth in Section 7.05 and Section 8.01, one of the Alternate Representatives shall complete those duties. If the Chapter has more than one Alternate Representative, the President may determine the Alternate Representative who shall act in the place of an absent Chapter Representative.

ARTICLE 8

Board of Directors

Section 8.01 Composition

The Chapter shall have as officers, a President, a President-Elect, a Secretary and a Treasurer. The Chapter representatives and the immediate past president are also officers. The officers shall be installed annually in January.

The President of the Chapter shall act as Chairman of the Board of Directors.

Section 8.02

The Board of Directors shall have the general management of the affairs of the Chapter in conformity to its bylaws. The Board of Directors shall be subject to the orders of the Chapter and none of its acts shall conflict with actions taken by the Chapter. The Board of Directors shall report its recommendations and actions at the next regular Chapter meeting for ratification by the members at that meeting. Directly, or through its committees, it shall direct the investment and care of the funds of the Chapter; make disbursements and special appropriations for specific purposes; act upon applications for membership and upon expulsions as provided in these bylaws; take measures to advance the interests of the Chapter; have charge and manage all properties of the Chapter; direct the publications of the Chapter; and fill vacancies in unexpired terms of Officers and Directors. It shall make an annual report to the Chapter and Parent Association. It shall certify to the Secretary of the Association, during July, the names of the Chapter members who are Corporate members in good standing. It shall file an Annual Report in September to the Parent Association. The Annual Report shall include the names of all Chapter officers, as well as the names of each Chapter member. It shall file a Financial Report by December 31 of each year.

Section 8.03 Board of Directors Meetings

The Board of Directors shall meet or confer at such time and place or in a manner specified by the President. The President shall inform the Board members of their meeting time and place or manner of conference.

Four members of the Board shall constitute a quorum for the transaction of business, and their decision shall be governed by a simple majority vote, unless otherwise stipulated in the bylaws.

Section 8.04

No member of the Board shall receive a salary or compensation, except for expenses incurred in behalf of the Chapter and as approved by the Board. The members of the Board shall not be personally liable for the debts, liabilities, or other obligations of the Chapter.

ARTICLE 9

Committees

The Board of Directors shall appoint the following standing Committees, consisting of Corporate or Associate members of the Chapter, in the first meeting in January.

Section 9.01 Standing Committees

The Board of Directors shall appoint the following standing Committees, consisting of Corporate or Associate members of the Chapter.

- (a) Bylaws Committee
- (b) Education Committee
- (c) Membership Committee
- (d) Nominating Committee\

Special Committees

Section 9.02(a) President's Advisory Committee

The President's Advisory Committee shall consist of Past-Presidents of the Chapter, chosen by the current President to serve for the duration of that President's term, and in conjunction with the Board of Directors when called upon, constitute a Steering Committee for the purposes of aiding in the planning and contacting of speakers and presenters, as well as special events, other than those events conducted by other committees. When acting as a Steering Committee, members of the President's Advisory Committee do NOT vote on Board decisions, and do NOT contribute to the quorum.

Section 902(b) Membership Committee

The Membership Committee shall encourage membership and participation in the Chapter. It shall assist the Treasurer in soliciting and collecting Chapter dues and assessments as described in these bylaws. Additional members may be appointed to the Membership Committee from time to time at the President's discretion.

Section 902(c) Professional Practices Committee

The Professional Practices Committee shall encourage a high ethical standard of practice in the land surveying profession, encourage compliance with the Professional Land Surveyors Act and other applicable laws, report to the Chapter or proper authorities any occurrences which may need their attention, and cooperate with other local professional organizations in pursuing the above stated purposes. Additional members may be appointed to the Professional Practices Committee from time to time at the President’s discretion. The Professional Practices Committee shall follow the Chapter’s “Guidelines of the Professional Practices Committee.” The Guidelines of the Professional Practices Committee shall be reviewed on a regular basis to determine applicability and changes.

Section 9.03 Committee Appointments

Other committees may be appointed by the President as the Chapter or the Board of Directors, shall from time to time deem necessary to carry on the Chapter’s work.

ARTICLE 10

Fiscal Year

Section 10.01

The Chapter fiscal year shall be January 1 to December 31, inclusive.

ARTICLE 11

Amendments

Section 11.01

These bylaws may be amended from time to time. Any proposed amendment shall be submitted in writing at a regular meeting to the Board of Directors. They shall instruct the Secretary to prepare and mail or e-mail a copy of such to each CORPORATE MEMBER and instruct the CORPORATE MEMBER to indicate rejection or approval of such amendment and return same to the Secretary within 30 days. The adoption of said amendment shall require an affirmative vote of two-thirds of such votes cast. The Secretary shall notify each CORPORATE MEMBER by U.S. mail or e-mail. 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 12

Dissolution

Section 12.01 Distribution of Assets upon Dissolution

Upon 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 a non-profit fund, foundation or corporation which is organized and operated exclusively for scientific, educational or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Section 12.02 Distribution of Assets Held in Trust

If this chapter holds any asset in trust, such asset shall, on dissolution, be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the corporation has its principal office, on petition therefore by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

Chapter chartered--- Sept. 9, 1967

Current bylaws amended and approved-- 08/12/2015

Add to 8.02. February 23, 2012

Current Bylaws amended and approved by Association Board of Directors—_____.