

**PROFESSIONAL LAND SURVEYORS  
OF  
WYOMING**



**BY-LAWS  
NOVEMBER 2017**

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By-Laws  
OF  
PROFESSIONAL LAND SURVEYORS OF  
WYOMING

Founded, 1980 - Incorporated, 1988

HISTORICAL HIGHLIGHTS

- First Meeting: ..... April 26, 1980
- Southeast Chapter: ..... May 1981
- Southwest Chapter: ..... May 1982
- South Central Chapter: ..... May 1983
- Northwest Chapter: ..... March 1984
- Northeast Chapter: ..... March 1988
- Central Chapter: ..... May 1991
- Upper Platte Chapter: ..... February 1995
- West Chapter: ..... February 2002
- Laramie Valley Chapter: ..... January 2008

The *Professional Land Surveyors of Wyoming* (PLSW) was incorporated on October 3, 1988, as a Wyoming Nonprofit Corporation; is an member/affiliate of the *National Society of Professional Surveyors*; and a member of the *Western Federation of Professional Surveyors* .

15 May 2015  
(original)

Date: 24 May 2017  
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date: 24 May 2017

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redactor: Herbert W. Stoughton, Ph.D., P.E., P.L.S., C.P.

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**BY-LAWS**  
  
**OF**  
  
**PROFESSIONAL LAND SURVEYORS**  
**OF WYOMING**  
  
**ARTICLE I**  
  
**ORGANIZATION, PURPOSES, OFFICES**  
**AND AGENT**

**SECTION 1. Name.**

The name of this corporation shall be *Professional Land Surveyors of Wyoming*, which is a non-profit corporation organized and existing under and by virtue of the statutes of the State of Wyoming.

**SECTION 2. Purposes.**

**The purposes for which this corporation is organized are as follows:**

In general to have and exercise any and all powers which corporations have and may exercise under the statutes of the State of Wyoming, as the same may be amended from time to time, except such powers as are inconsistent with the express provisions of these By-Laws or the Certificate of Incorporation of this corporation.

**Specifically the objectives of this corporation are as follows:**

1. To protect and promote the advancement of the public welfare and safety.
2. To cooperate with other organizations, public bodies, etc., in all matters of common interest which may arise from time to time.
3. To insure that the high ethical standards required of a Professional Land Surveyor are maintained in accordance with the Canon of Professional Ethics to be specified by this corporation and those printed in the Rules and Regulations of the Wyoming Board for Professional Engineers and Professional Land Surveyors.
4. To promote the professional welfare of the members comprising this corporation.
5. To act as a clearing house and information center between such Members and Affiliates on all matters of mutual interest and between Members and Affiliates and the general public and statutory/regulatory organizations.
6. To promote the professional development of the Professional Land Surveyors of Wyoming and their subordinates through educational seminars, special schooling,



1 and distribution of materials of professional and technical interest.

- 2 7. To advise and recommend the enactment of legislation on a state and national level  
3 in the interest of the public and the professional land surveyor, and to oppose all  
4 legislation, statutes, regulations, and administrative rules which are discriminating  
5 or inimical thereto, and to assist the members comprising this corporation in state  
6 or local matters which may have a bearing on the general interest of the  
7 Professional Land Surveyor and the general public.  
8 8. To improve public relations and to cultivate public appreciation of the work of the  
9 Professional Land Surveyor.

10  
11 **SECTION 3. Principal Office.**

12  
13 The principal office and place of business of the corporation in the State of Wyoming shall  
14 be located at the business office of the duly acting President of the corporation. The corporation  
15 may establish and maintain such other branch or subordinate offices within the State of Wyoming  
16 as the Board of Directors may designate or as the business of the corporation may require from  
17 time to time.  
18

19 **SECTION 4. Registered Office.**

20  
21 The address of the initial registered office of the corporation is 1816 Central Avenue,  
22 Cheyenne, Wyoming 82001. The registered office of the corporation shall be continually  
23 maintained in the State of Wyoming and may be, but need not be, identical with the principal  
24 office of the corporation in the State of Wyoming. The address of the registered office may be  
25 changed from time to time by the Board of Directors.  
26

27 **SECTION 5. Registered Agent.**

28  
29 The name of the initial registered agent for service of process is Becky J. Braman, whose  
30 address is 1816 Central Avenue, Cheyenne, Wyoming 82001. The registered agent for service of  
31 process shall be continually maintained in the State of Wyoming, and the address of the business  
32 office of said agent shall be identical with the address of the registered office of the corporation.  
33 The identity of the registered agent for service of process may be changed from time to time by  
34 the Board of Directors so long as the address of the registered agent and the address of the  
35 registered office of the corporation remain the same.  
36

37 **ARTICLE II**

38  
39 **MEMBERS AND AFFILIATES**

40  
41 **SECTION 1. Members.**

- 42  
43 A. Only those members duly licensed in the State of Wyoming to engage in the  
44 practice of professional land surveying shall be eligible to be admitted as Members

1 of this corporation.  
2

- 3 B. Life Membership may be conferred at the discretion of the Board of Directors on  
4 any Member who at the age of 65 has been a Member in good standing for a  
5 minimum of ten (10) previous consecutive years.  
6
- 7 C. All Members admitted prior to the first annual meeting, 26 April 1980, shall be  
8 known as Charter Members.  
9
- 10 D. Members in good standing, Honorary Members, and Life Members shall be the  
11 only persons eligible to vote on business at the Annual State Meeting or hold  
12 office as State President, State President-Elect, State Secretary/Treasurer, or  
13 Director.  
14
- 15 E. Members in good standing, Honorary Members, and Life Members shall be  
16 eligible to vote on all business at state meetings.  
17
- 18 F. An Honorary Member shall be defined as a person not less than fifty (50) years of  
19 age recognized as an individual of superior stature in professional land surveying  
20 or the fields closely related thereto and whose nomination has been approved by  
21 the Board of Directors.  
22

23 **SECTION 2. Affiliates.**  
24

25 Affiliates of this corporation shall include Associate Members, Special Members, Student  
26 Members, and Sustaining Members, as follows:  
27

- 28 A. Only those persons who are employed under the direction of a licensed  
29 Professional Land Surveyor and are working toward qualification as a licensed  
30 Professional Land Surveyor within the State of Wyoming shall be eligible to be  
31 admitted as an Affiliate under the classification of Associate Member.  
32
- 33 B. Associate Members and Special Members may hold office of Chapter  
34 Secretary/Treasurer and may vote on Chapter Business.  
35
- 36 C. Associate Life membership may be conferred at the discretion of the Board of  
37 Directors on any person who at the age of 65 has been an Associate Member in  
38 good standing for a minimum of ten (10) previous consecutive years.  
39
- 40 D. Those persons who do not meet the qualifications for a Member or an Associate  
41 Member by virtue of their employment, service, or training who have a particular  
42 interest in or association with the profession of land surveying shall be eligible to  
43 be admitted as an Affiliate of this organization under the classification of Special  
44 Member. This category shall also include persons licensed/registered to practice  
45 land surveying in a state other than Wyoming.  
46

- 1 E. A person pursuing a post secondary academic course of study and is currently  
2 enrolled in a minimum number of semester credit hours per annum as specified by  
3 the Board of Directors, shall be admitted as a Student Member.  
4
- 5 F. Those persons, institutions, or corporations who desire to assist financially in the  
6 work of this corporation shall be eligible to be admitted as an Affiliate under the  
7 classification of Sustaining Member.  
8

9 **SECTION 3. Application for Membership or Affiliation.**

- 10
- 11 A. Application for Member or Affiliation shall be in such form as the Board of  
12 Directors may determine from time to time.  
13
- 14 B. Applications for Member or Affiliate Member shall be submitted to the  
15 Secretary/Treasurer of the corporation together with the dues then payable for the  
16 remainder of the calendar year as stipulated by the Board of Directors during  
17 which such application is submitted; or,  
18
- 19 C. If a Chapter has been established by the procedures herein provided an applicant  
20 shall submit such application for Member or Affiliation, together with the dues  
21 then payable for the remainder of the year during which such application is  
22 submitted to the Secretary/Treasurer of the Chapter governing the jurisdiction  
23 within which the applicant resides. Such application shall be presented at the next  
24 Chapter meeting for approval, which requires the affirmative vote of a majority of  
25 the Chapter Members and Affiliates in attendance. The Chapter  
26 Secretary/Treasurer shall then forward such application and dues tendered,  
27 together with a report of the recommendation of the Chapter to the  
28 Secretary/Treasurer of the corporation.  
29
- 30 D. All applications for Affiliation must be sponsored by one or more Members of the  
31 corporation.  
32
- 33 E. Applications for Member or Affiliation from nonresidents of the State of Wyoming  
34 shall be submitted to the Chapter nearest the applicant's residence, or the  
35 Secretary/Treasurer of the corporation.  
36
- 37 F. The Secretary/Treasurer of the corporation shall promptly submit all applications  
38 submitted in accordance with the foregoing provisions to the Board of Directors.  
39 An affirmative vote of a majority of the Board of Directors attending a regularly  
40 scheduled Board of Directors meeting shall be required to approve and accept any  
41 such application.  
42

43 **SECTION 4. Certificates of Membership or Affiliation.**

- 44
- 45 A. A Professional Land Surveyor of Wyoming membership certificate shall be issued  
46 to all Members and to all Affiliates, which shall be in such form as may be

1 determined by the Board of Directors.  
2

- 3 **B.** All Members and Affiliates shall receive annual identification cards showing their  
4 current dues status as Member, Associate Member, Life Member, Special Member,  
5 Student Member, Sustaining Member, Associate Life Member or Honorary  
6 Member, which cards shall be in such form as may be determined by the Board of  
7 Directors.  
8

9 **SECTION 5. Rules and Regulations.**

10  
11 The Board of Directors of this corporation shall adopt from time to time a Canon of  
12 Professional Ethics concerning the practice of professional land surveying in the State of  
13 Wyoming and Rules and Regulations concerning the privileges and duties of Membership and  
14 Affiliation in this corporation. All Members and Affiliates of this corporation, by becoming and  
15 continuing as such shall be presumed to have assented and agreed to, comply with, and be bound  
16 by the Certificate of Incorporation and By-Laws of this corporation, the canon of Professional  
17 Ethics, and all Rules and Regulations which may be adopted from time to time by the Board of  
18 Directors, Chapters, Committees, and Members of this corporation.  
19

20 **SECTION 6. Suspension or Termination of Membership or**  
21 **Affiliation.**  
22

23 After due notification and an appropriate hearing, the Board of Directors may reprimand,  
24 suspend, or expel any Member or Affiliate for cause, including, but not limited to the following:  
25 Failure to make timely payment of dues, as hereinafter set forth in Article III; violation of or  
26 failure to comply with the provisions of the Certificate of Incorporation, By-Laws, Canon of  
27 Professional Ethics, and Rules and Regulations of the corporation; becoming ineligible for  
28 Membership or Affiliation; conviction in any jurisdiction of any offense which is a misdemeanor  
29 involving moral turpitude or a felony; willful deceit or misconduct in such Member's or  
30 Affiliate's profession; commission of any act which would constitute grounds for revocation of  
31 such Member's Professional Land Surveyor's Certificate of licensure/registration under the  
32 statutes of the State of Wyoming; conduct prejudicial to the best interests of the corporation; and  
33 the like.  
34

35 **SECTION 7. Resignation of Membership.**  
36

37 Any Member or Affiliate may resign from this corporation by filing a written resignation  
38 with the Secretary/Treasurer and surrendering such Member's or Affiliate's Membership  
39 Certificate and Membership Card; but such resignation shall not relieve the Member or Affiliate  
40 so resigning from the obligations to pay any dues theretofore accrued and unpaid.  
41

42 **SECTION 8. Reinstatement of Members or Affiliates.**  
43

44 Upon written request signed by a former Member or Affiliate and filed with the  
45 Secretary/Treasurer, the Board of Directors may reinstate such former Member or Affiliate upon

1 such terms as the Board of Directors may deem appropriate.

2  
3 **SECTION 9. No Compensation to Members or Affiliates.**

4  
5 No Member or Affiliate of this nonprofit corporation shall be paid or receive directly or  
6 indirectly any profit or pecuniary advantage and no part of the net earnings of this corporation, if  
7 any inure to the benefit of any Member or Affiliate.

8  
9 **SECTION 10. Addresses of Members and Affiliates.**

10  
11 It shall be the duty of every Member and Affiliate to furnish the Secretary/Treasurer of this  
12 corporation with a current mailing address, which may be conclusively relied upon for the mailing  
13 of any notice to such Members and Affiliates.

14  
15 **ARTICLE III**

16  
17 **DUES**

18  
19 **SECTION 1. Annual Dues.**

20  
21 All Members and Affiliates of this corporation shall be obligated to pay annual dues to the  
22 corporation, which shall be remitted to the Secretary/Treasurer of this corporation on or before  
23 January 1 of each calendar year. The Board of Directors shall determine from time to time the  
24 amount of dues payable to the corporation by the Members and Affiliates, and shall give  
25 appropriate and timely notice thereof to the Members and Affiliates, provided that the amount of  
26 such dues shall be determined prior to the commencement of the calendar year for which such  
27 dues are payable and shall not be modified during such calendar year. No annual increase in dues  
28 shall be greater than five dollars (\$5.00) without the approval of a majority vote of a quorum of  
29 Members at the Annual State Meeting of Members. In the event the Board of Directors fails to  
30 establish the amount of annual dues for any specific calendar year, the amount of such dues shall  
31 be the same as were payable during the preceding calendar year.

32  
33 **SECTION 2. Non-Payment of Dues.**

34  
35 Unless otherwise provided by the Board of Directors, in the event any Member or Affiliate  
36 has failed to pay the annual dues by February 1 of each calendar year, the Secretary/Treasurer of  
37 this corporation shall notify such Member or Affiliate in writing that such dues are in arrears and  
38 payable immediately. Unless otherwise provided by the Board of Directors, in the event any  
39 Member or Affiliate has failed to pay such dues by March 1 of the current calendar year, the  
40 Board of Directors may suspend such Membership in the manner provided herein above in  
41 Section 6 of Article II of these By-Laws. Unless otherwise provided by the Board of Directors in  
42 the event any Member or Affiliate has failed to pay such dues for three consecutive years, the  
43 Board of Directors may terminate such Membership or Affiliation, in the manner provided herein  
44 above in Section 6 of Article II of these By-Laws. The right of a Member to vote or to be elected

1 to or hold office in this corporation and the right of a Member or Affiliate to participate in the  
2 affairs of this corporation shall be suspended during the time such Member's or Affiliate's dues to  
3 the corporation remain unpaid. Reinstatement of any such Member or Affiliate shall be in the  
4 manner provided herein above in Section 8 of Article II of these By-Laws.  
5

## 6 ARTICLE IV

### 7 STATE MEETINGS OF MEMBERS

#### 8 SECTION 1. Annual State Meeting.

9  
10 The first Annual State Meeting of the corporation shall be held on 3 February 1989.  
11  
12 Thereafter, said Annual State Meeting shall be held at such other time and at such place as shall  
13 be designated by the Board of Directors, for the purpose of electing Officers and transacting such  
14 other business as may legally come before the Annual Meeting. Failure to convene an Annual  
15 State Meeting of the corporation shall not work a forfeiture or dissolution of the corporation.  
16 However, if the Annual State Meeting has not been called and held within six months after the  
17 month of January in each year, any state officer or Member may call it.  
18  
19

#### 20 SECTION 2. Special State Meetings.

21  
22 Special state meetings of the Members, Honorary Members, and Life Members, for any  
23 purpose or purposes unless otherwise prescribed by the statutes of the State of Wyoming may be  
24 called at any time by the President, by a majority of the Board of Directors, or by not less than  
25 one-tenth of the Members, Honorary Members, and Life Members of the corporation is good  
26 standing, entitled to vote at the state meeting, or by such officers or persons as may be designated  
27 from time to time by the Board of Directors. Any call for a special state meeting by the Board of  
28 Directors shall be by Resolution duly adopted and entered in the minutes and records of the  
29 corporation. Any call for a special state meeting by the President, by the Members, Honorary  
30 Members, and Life Members or by any designated officers or persons, as provided above, shall be  
31 made in writing, signed by the person or persons making the same, and delivered to the  
32 Secretary/Treasurer to be duly entered in the records of the corporation. No business shall be  
33 transacted at any special meeting other than as is stated in the purpose of the call, which shall be  
34 specified in said Resolution or writing.  
35

#### 36 SECTION 3. Place of State Meetings.

37  
38 The Board of Directors may designate any convenient place within the State of Wyoming  
39 as the place of meeting for any annual or special state meeting of the Members, Honorary  
40 Members, and Life Members. A waiver of notice signed by all Members, Honorary Members,  
41 and Life Members entitled to vote at a meeting may designate any place within the State of  
42 Wyoming as the place for the holding of such state meeting.  
43

#### 44 SECTION 4. Notice of State Meetings.

1  
2           Written or printed notice stating the place, day, and hour of the Annual State Meeting and,  
3 in case of a Special State Meeting, the purpose or purposes for which the state meeting is called,  
4 shall be delivered not less than ten (10) or more than fifty (50) calendar days before the date of the  
5 state meeting, either personally by U.S. mail, by or at the direction of the President, the  
6 Secretary/Treasurer, or the officer or the person or persons calling the state meeting, to each  
7 member entitled to vote at such state meetings. If mailed, such notice shall be deemed to be  
8 delivered when deposited in the United States mail, addressed to the Member, Honorary  
9 Members, and Life Members at the individual's last known business or home address as it  
10 appears on the books and records of the corporation, with postage thereon paid.

11  
12 **SECTION 5.     Waiver of Notice.**

13  
14           Any Member, Honorary Member, and Life Member who is entitled to receive notice of a  
15 meeting may waive said notice of the state meeting, either before or after such state meeting by  
16 signing a written Waiver of Notice of such state meeting; and this waiver shall be deemed to be  
17 the equivalent of giving notice of such state meeting. Attendance at a state meeting shall  
18 constitute a Waiver of Notice of the state meeting unless said person attends for the express  
19 purpose of objecting to the transaction of business on the grounds that the state meeting was not  
20 lawfully called or convened. When all the Members of the corporation are present at any state  
21 meeting however called or notified, or if those not present sign in writing a waiver of notice of  
22 such state meeting, the business transacted at such state meeting shall be as valid as if a state  
23 meeting had duly been called and notice pursuant to these By-Laws and statutes of the State of  
24 Wyoming.

25  
26 **SECTION 6.     Voting by Mail.**

27  
28           The Board of Directors, in its sole discretion, may direct that Members, Honorary  
29 Members, and Life Members may vote by mail at any state meeting in such manner as the Board  
30 of Directors shall determine.

31  
32 **SECTION 7.     Voting Rights.**

33  
34           Each Member, Honorary Member, and Life Member in good standing shall be entitled to  
35 one vote on each matter submitted to a vote of the Members, Honorary Members, and Life  
36 Members.

37  
38 **SECTION 8.     Quorum and Voting Requirements.**

39  
40           A quorum at the state meeting shall consist of thirty (30) Members, Honorary Members,  
41 and Life Members. If a quorum is present or otherwise represented, the affirmative vote of a  
42 majority of the votes represented at the state meeting and entitled to vote on the subject matter  
43 shall be the act of Members, Honorary Members, and Life Members for all purposes except when  
44 otherwise provided by these By-Laws and the statutes of the State of Wyoming. The Members,  
45 Honorary Members, and Life Members present at a duly organized meeting may continue to

1 transact business until adjournment, notwithstanding the withdrawal of enough Members,  
2 Honorary Members, and Life Members to leave less than a quorum.

3  
4 **SECTION 9. Voting List.**

5  
6 The officer or other person or persons having charge of the books of the corporation shall  
7 make a complete list of the Members, Honorary Members, and Life Members entitled to vote at  
8 each state meeting arranged in alphabetical order, with the last known address of each Member,  
9 Honorary Member, and Life Member noted thereon. Said list, for a period of ten (10) calendar  
10 days prior to each of said meetings shall be kept on file at the principal office of the corporation  
11 and shall be subject to inspection by any Member, Honorary Member, or Life Member at any time  
12 during usual business hours. Such list shall be produced and kept open at the time and place of  
13 the state meeting and shall be subject to the inspection of any Member, Honorary Member, or Life  
14 Member during the whole time of the state meeting for the purposes thereof.

15  
16 **SECTION 10. Action Without a State Meeting.**

17  
18 Any action required to be taken at a state meeting of the Members, Honorary Members,  
19 and Life Members or any other action which may be taken at a state meeting of the Members,  
20 Honorary Members, and Life Members, may be taken without a state meeting if a consent in  
21 writing, setting forth the action so taken, shall be signed by a majority of the Members, Honorary  
22 Members, and Life Members voting with respect to the subject matter thereof; and such consent  
23 shall have the same force and effect as a majority vote of the Members, Honorary Members, and  
24 Life Members.

25  
26 **SECTION 11. Attendance by Affiliates.**

27  
28 The affiliates of this corporation may attend any state meeting of the Members, Honorary  
29 Members, and Life Members, but shall not be entitled to vote at such state meeting.

30  
31 **SECTION 12. Voting Contracts Invalid.**

32  
33 A written contract between two or more Members and/or Life Members of this  
34 corporation concerning the manner in which the parties thereto shall vote on any matter requiring  
35 membership action shall be invalid and unenforceable.

36  
37 **SECTION 13. Voting Trusts Prohibited.**

38  
39 Members and/or Life Members of this corporation shall be prohibited from creating voting  
40 trusts for the purpose of conferring upon a trustee or trustees the right to vote or otherwise  
41 represent their personal/individual voting rights.

42  
43 **SECTION 14. Conduct of State Meetings.**

44  
45 All state meetings shall be conducted pursuant to "Robert's Rules of Order" as revised



1 from time to time.  
2

## 3 ARTICLE V

### 4 BOARD OF DIRECTORS

#### 5 SECTION 1. Number of Directors.

6  
7  
8  
9 The business and affairs of this corporation shall be organized, managed, and controlled  
10 by a Board of Directors consisting of one (1) Director from each Chapter Area, as hereinafter  
11 described, in Article X, the President, the President-Elect, the Secretary/Treasurer, and the  
12 Immediate Past President of the corporation. The number of Directors may be increased or  
13 decreased from time to time by Amendment to these By-Laws; provided; however, that the total  
14 number of Directors shall never be less than three.  
15

#### 16 SECTION 2. Qualifications.

17  
18 All Chapter Area Directors of the corporation must be Members, Honorary Members, or  
19 Life Members in good standing of the corporation and reside in the Chapter Area they represent at  
20 all times during their term of office.  
21

#### 22 SECTION 3. Term of Office.

23  
24 Each Director shall hold office until a successor shall have been duly elected and  
25 qualified. No decrease in the number of Directors, as above, shall have the effect of shortening  
26 the term of any incumbent Director.  
27

#### 28 SECTION 4. Removal.

29  
30 At a state meeting of Members, Honorary Members, and Life Members called expressly  
31 for that purpose, any Director or the entire Board of Directors may be removed, with or without  
32 cause, by a vote of the majority of Members, Honorary Members, and Life Members then  
33 attending said state meeting entitled to vote at an election of officers.  
34

#### 35 SECTION 5. Resignations.

36  
37 Any Director may resign at any time. Such resignation shall be made in writing and shall  
38 take effect at the time specified therein; and if no time specified, at the time of its receipt by the  
39 President or Secretary/Treasurer. The acceptance of the resignation shall not be necessary to  
40 make it effective. Any vacancy in the membership of the Board of Directors arising hereunder  
41 may be filled by the method provided for hereinafter in Section 6 of this Article.  
42

#### 43 SECTION 6. Vacancies.

1 Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a  
2 majority of the remaining Directors though less than a quorum of the Board of Directors. A  
3 Director elected to fill a vacancy shall be elected to hold office for the unexpired term of such  
4 Director's predecessor in office. Any directorship to be filled by reason of an increase in the  
5 number of Directors may be filled by the Board of Directors for a term of office continuing only  
6 until the next scheduled election of Directors by the Members, Honorary Members, and Life  
7 Members. If the corporation shall at any time have no Directors in office, by reason of death,  
8 resignation, or other cause, then any Member may call a special state meeting of Members,  
9 Honorary Members, and Life Members in accordance with the provisions of these By-Laws and in  
10 accordance with the statutes of the State of Wyoming for the election of Directors.  
11

12 **SECTION 7. Power of Directors.**

13  
14 In addition to the powers and authorities expressly conferred upon the Directors by these  
15 By-Laws and by the Certificate of Incorporation of this corporation, the Directors are hereby  
16 empowered to exercise all such powers and to perform all such acts as may be exercised or  
17 performed by the corporation pursuant to the statutes of the State of Wyoming, subject to any  
18 exceptions and restrictions contained in these By-Laws and the Certificate of Incorporation of this  
19 corporation.  
20

21 **SECTION 8. Duties of Directors.**

22  
23 All Directors shall perform their duties as Directors, as set forth herein and pursuant to the  
24 statutes of the State of Wyoming, including their duties as members of any committee of the  
25 Board upon which they may serve, in good faith, in a manner they reasonably believe to be in the  
26 best interest of the corporation and with such care as an ordinarily prudent person in a like  
27 position would use under similar circumstances. In performing their duties, the Directors may  
28 rely on information, opinions, reports, or statements, including financial statements and other  
29 financial data, in each case prepared or presented pursuant to the statutes of the State of  
30 Wyoming.  
31

32 **SECTION 9. No Compensation to Directors.**

33  
34 No Director of this non-profit corporation shall be paid or receive directly or indirectly any  
35 profit or pecuniary advantage; and no part of the net earnings of this corporation, if any shall issue  
36 to the benefit of any Director.  
37

38 **ARTICLE VI**

39  
40 **MEETINGS OF BOARD OF DIRECTORS**

41  
42 **SECTION 1. Regular Meetings of Board of Directors.**

1 An annual regular meeting of the Board of Directors shall be held, without other notice  
2 than these By-Laws, immediately after, and at the same place as, the Annual State Meeting of  
3 Members, Honorary Members, and Life Members. The Board of Director may provide, by  
4 Resolution or otherwise, the time and place within the State of Wyoming for holding additional  
5 regular meetings without other notice than said Resolution or other action. At such regular  
6 meetings, the Board of Directors shall transact such business as may legally come before the  
7 meetings.  
8

9 **SECTION 2. Special Meetings.**

10  
11 Special meeting of the Board of Directors, for any purpose or purposes, unless otherwise  
12 prescribed by the statutes of the State of Wyoming, may be called at any time by or at the request  
13 of the President or any Director. The person or persons calling a special meeting of the Board of  
14 Directors may designate any place at which quorum of the Board of Directors consent thereto.  
15

16 **SECTION 3. Notice of Meetings.**

17  
18 No notice of any regular meeting of the Board of Directors need be given other than that  
19 which is provided in these By-Laws or in the Resolution or other action of the Board of Directors,  
20 as set forth above. Notice of any special meeting shall be given at least three (3) days prior  
21 thereto by written or printed notice stating the place, day, and hour of such special meeting and  
22 the purpose or purposes for which such meeting is called, which shall be delivered to each  
23 Director, either personally or by U.S. mail. If mailed, such notice shall be deemed to be delivered  
24 when deposited in the United States mail addressed to the Director at the Director's business or  
25 home address as it appears on the books and records of the corporation, with postage thereon paid.  
26

27 **SECTION 4. Waiver of Notice.**

28  
29 Any Director who is entitled to receive notice of a special meeting may waive said notice  
30 of the meeting, either before or after such special meeting, by signing a written Waiver of Notice  
31 of such meeting; and this waiver shall be deemed to be equivalent of giving notice of such  
32 meeting. Attendance at a special meeting of the Board of Directors of a person entitled to such  
33 notice shall constitute a Waiver of Notice of the meeting unless said Director attends for the  
34 express purpose of objection to the transaction of business on the grounds that the special meeting  
35 was not lawfully called or convened. When all of the members of the Board of Directors of the  
36 corporation are present at any special meeting, or if those not present sign in writing a waiver of  
37 notice of such meeting, the business transacted at such special meeting shall be as valid as if had  
38 been transacted at a meeting duly called and noticed pursuant to these By-Laws and the statutes of  
39 the State of Wyoming.  
40

41 **SECTION 5. Quorum.**

42  
43 A majority of the number of Directors fixed by these By-Laws in Section 1 of Article V  
44 must be present to constitute a quorum for the transaction of business at any meeting of the Board  
45 of Directors. In the event a Director is unable to attend a scheduled meeting of the Board of

1 Directors such Director may choose an alternate to represent such Director at the meeting  
2 provided such alternate is a past Member of the Board of Directors and has been briefed on the  
3 current Board activities. The designated alternate shall have all the rights and privileges due a  
4 regular Member of the Board of Directors.  
5

6 **SECTION 6. Board Decisions.**  
7

8 At all meeting of the Board of Directors at which a quorum is present, all questions and  
9 issues shall be decided by the affirmative vote of a majority of the members of the Board of  
10 Directors present at such meeting; and the same shall be the act of the Board of Directors for all  
11 purposes except when otherwise provided by these By-Laws and the statutes of the State of  
12 Wyoming.  
13

14 **SECTION 7. Action Without a Meeting.**  
15

16 Any action required to be taken at a meeting of the Board of Directors, or any other action  
17 may be taken of the Board of Directors, may be taken without a meeting if a consent in writing,  
18 setting forth the actions so taken, shall be signed by a majority of the members of the Board of  
19 Directors; and such consent shall have the same force as a majority vote of all the members of the  
20 Board of Directors, provided that all Directors have been notified of the proposed action by U.S.  
21 mail, prior to the action being taken.  
22

23 **SECTION 8. Presumption of Assent.**  
24

25 All Directors of the corporation who are present at a meeting of the Board of Directors at  
26 which action on any corporate matter is taken are presumed to have assented to the action taken  
27 unless their dissent is entered in the minutes of the meeting or unless they file a written dissent to  
28 such action with the Secretary/Treasurer of the meeting before the adjournment thereof. The right  
29 to dissent does not apply to a Director who voted on the prevailing side.  
30

31 **ARTICLE VII**  
32

33 **OFFICERS OF THE CORPORATION**  
34

35 **SECTION 1. Qualifications.**  
36

37 All officers of the corporation must be Members in good standing, Honorary Members, or  
38 Life Members of the corporation at all times during their term of office.  
39

40 **SECTION 2. Number.**  
41

42 The officers of the corporation shall be a President, a President-Elect, a  
43 Secretary/Treasurer, each of whom shall be elected by the Members, Honorary Members, and Life  
44 Members of the corporation. Such other officers and assistant officers as may be deemed

1 necessary from time to time may be elected or appointed by the Board of Directors. Any two or  
2 more offices may be held by the same person, except the offices of President and Secretary/  
3 Treasurer.  
4

5 **SECTION 3. Election and Term of Office.**  
6

7 The officers of the corporation shall be elected by secret ballot for a term of one (1) year.  
8 Each officer shall hold office until a successor shall have been duly elected and qualified. The  
9 term of office for the officers shall commence at the Annual State Meeting of the corporation.  
10

11 **SECTION 4. Removal.**  
12

13 At a state meeting of the Members called expressly for that purpose any officer may be  
14 removed, with or without cause, by vote of a majority of the Members, Life Members, and  
15 Honorary Members entitled to vote at an election of officers.  
16

17 **SECTION 5. Vacancies.**  
18

19 A vacancy in any office because of death, resignation, removal, disqualification, or  
20 otherwise, may be filled by the Board of Directors for the unexpired portion of the term.  
21

22 **SECTION 6. President.**  
23

24 The President shall be the principal officer of the corporation and, subject to the control of  
25 the Board of Directors, shall, in general, supervise and control all business and affairs of the  
26 corporation. The President shall, when present, preside at all state meetings of the Members and  
27 of the Board of Directors. The President may sign, with the Secretary/Treasurer or any other  
28 proper officer of the corporation so authorized by the Board of Directors, membership certificates  
29 and membership cards and deeds, mortgages, bonds, contracts, or other instruments which the  
30 Board of Directors may authorize to be executed, except in cases where the signing and execution  
31 thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other  
32 officer or agent of the corporation or shall be required by the statutes of the State of Wyoming to  
33 be otherwise signed or executed; and in general, shall perform all duties incident to the Office of  
34 President and such other duties as may be prescribed by the Board of Directors from time to time.  
35 The President may serve as a delegate to the Western Federation of Professional Surveyors and as  
36 governor/directors of the National Society of Professional Surveyors' Board of  
37 Governors/Directors .  
38

39 **SECTION 7. President-Elect.**  
40

41 In the absence of the President or in the event of the President's death, inability, or refusal  
42 to act, the President-Elect shall perform the duties of the President, and when so acting, shall have  
43 all the powers of and be subject to all the restrictions upon the President. The President-Elect  
44 may sign, with the Secretary/Treasurer membership certificates and membership cards, and shall  
45 perform such other duties as from time to time may be assigned to said President-Elect by the

1 President or the Board of Directors.

2  
3 **SECTION 8. Secretary/Treasurer.**

4  
5 The Secretary/Treasurer shall: (a) keep the minutes of the proceedings of the state  
6 meetings of the Members and all meetings of the Board of Directors in one or more books  
7 provided for that purpose; (b) see that all notices are duly given in accordance with the provisions  
8 of these By-Laws or as required by the statutes of the State of Wyoming; (c) be custodian of the  
9 corporate records and of the seal of the corporation and see that the seal of the corporation is  
10 affixed to all documents, the execution of which on behalf of the corporation under its seal is duly  
11 authorized; (d) keep a register of the post office address of each Member, which shall be  
12 furnished to the Secretary/Treasurer by such Member; (e) sign with the President or the President-  
13 Elect membership certificates and membership cards the issuance of which shall have been  
14 authorized by Resolution of the Board of Directors; (f) have general charge of the books of the  
15 corporation; (g) have charge and custody of and be responsible for all funds and securities of the  
16 corporation; (h) receive and give receipts for monies due and payable to the corporation from any  
17 source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust  
18 companies, or other depositories as shall be selected in accordance with the provisions of these  
19 By-Laws and in accordance with the statutes of the State of Wyoming; and (i) in general, perform  
20 all of the duties incident to the office of Secretary/Treasurer and such other duties as from time to  
21 time may be assigned to said Secretary/Treasurer by the President or by the Board of Directors. If  
22 required by the Board of Directors, the Secretary/Treasurer shall give a bond for the faithful  
23 discharge of these duties in such sum and with such surety or sureties as the Board of Directors  
24 shall determine.

25  
26 **SECTION 9. Delegation of Duties.**

27  
28 Whenever an Officer is absent, or whenever for any reason the Board of Directors may  
29 deem it desirable, the Board of Directors may delegate the power and duties of an officer to any  
30 other officer or officers, or to any Director or Directors.

31  
32 **SECTION 10. No Compensation to Officer.**

33  
34 No Officer of this non-profit corporation shall be paid or receive directly or indirectly, any  
35 profit or pecuniary advantage; and no part of the net earnings of this corporation, if any shall inure  
36 to the benefit of any Officer.

37  
38 **ARTICLE VIII**

39  
40 **TRANSACTION OF CORPORATE BUSINESS**

41  
42 **SECTION 1. Corporate Property.**

43  
44 The Board of Directors, through and on behalf of the corporation, shall have the power to

1 purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal  
2 in and with real or personal property, or any interest therein, wherever situated; and to sell,  
3 convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of the  
4 corporation's property and assets, subject to the limitations and conditions contained herein in  
5 Section 5 of Article VIII.

6  
7 **SECTION 2. Corporate Obligations.**

8  
9 The Board of Directors, through and on behalf of the corporation shall have the power to  
10 make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the  
11 Board of Directors may determine, issue notes, bonds, and other obligations in the name of the  
12 corporation, and secure any of the corporate obligations by mortgage or pledge of all or any part  
13 of the corporation's property, franchises, or income, subject to the limitations and conditions  
14 contained herein Section 5 of the Article VIII.

15  
16 **SECTION 3. Loans.**

17  
18 The Board of Directors, through and on behalf of the corporation, shall have the power to  
19 lend money for the corporate purposes, invest and reinvest its funds, and take and hold real and  
20 personal property as security for the payment of funds so loaned or invested.

21  
22 **SECTION 4. Charitable Donations.**

23  
24 The Board of Directors, through and on behalf of the corporation, shall have the power to  
25 make donations for the public welfare or for charitable, scientific, educational, religious,  
26 philanthropic, social, or fraternal purposes in the name of the corporation.

27  
28 **SECTION 5. Complete Disposition of Corporate Assets.**

29  
30 The sale, lease, exchange, mortgage, pledge, or other disposition of the property and assets  
31 of the corporation and capital expenditure in excess of Twenty-Five Thousand dollars  
32 (\$25,000.00) shall only be made upon such terms and conditions and for such considerations as  
33 may be authorized pursuant to the affirmative vote of at least two-thirds of the Members,  
34 Honorary Members, and Life Members of the corporation, given at a meeting of the Members in  
35 good standing, Honorary Members, and Life Members, duly called for that purpose, or when  
36 authorized by written consent of two-thirds of the Members, Honorary Members, and Life  
37 Members of the corporation.

38  
39 **SECTION 6. Execution of Instruments.**

40  
41 The Board of Directors may authorize any Officer or Officers to enter into any contract or  
42 to execute and deliver any instrument in the name of and on behalf of the corporation and such  
43 authority may be general or confined to specific instances. All checks, drafts, and other orders for  
44 the payment of money, notes, or other evidence of indebtedness issued in the name of the  
45 corporation shall be signed by such Officer or Officers of the corporation and in such manner as

1 shall from time to time be determined by Resolutions of the Board of Directors.  
2

3 **SECTION 7. Payment of Expenses.**  
4

5 Payment of budgeted expenses in amounts not exceeding an amount established by the  
6 Board of Directors may and shall be paid by the Secretary/Treasurer when due, without any  
7 additional ratification or approval of the Board of Directors. Any disbursements due in excess of  
8 amount established by the Board of Directors must have the prior approval of the Board of  
9 Directors. All disbursements and receipts by the Secretary/Treasurer of the corporation shall be  
10 reported at the next scheduled meeting of the Board of Directors.  
11

12 **SECTION 8. Deposit of Funds.**  
13

14 All funds of the corporation not otherwise employed shall be deposited from time to time  
15 to the credit of the corporation in such banks, trust companies, or other depositories as the Board  
16 of Directors may select, and in accordance with the statutes of the State of Wyoming.  
17

18 **SECTION 9. Fundamental Corporate Changes.**  
19

20 The following fundamental corporate changes shall only be made by the Board of  
21 Directors pursuant to the approval of the Members, Honorary Members, and Life Members of the  
22 corporation by the affirmative vote of at least two-thirds of the Members, Honorary Members, and  
23 Life Members of the corporation; (a) amendment to the Certificate of Incorporation; (b) merger of  
24 consolidation of the corporation; and (c) dissolution of the corporation.  
25

26 **SECTION 10. Books, Records, and Financial Statement.**  
27

28 The Board of Directors, or such Officer or other person as they may designate, shall keep  
29 correct and complete books and records of accounts of the corporate business and affairs, and  
30 shall keep and present a financial statement at the Annual State Meeting of the corporation  
31 including any operating or profit and loss statements, together with an assessment of all assets and  
32 liabilities. Any books, records, and financial or other statements may be in written form or in any  
33 other form capable of being converted into written form within a reasonable time. An annual  
34 audit shall be conducted.  
35

36 **SECTION 11. Right of Inspection.**  
37

38 Any Member of the corporation in good standing, upon written demand stating the  
39 purpose thereof, shall have the right to examine, in person, or by agent or attorney, at any  
40 reasonable time or times, for any proper purpose, the corporation's books and records of account,  
41 minutes, and records of Members, Honorary Members, or Life Members, and to make extracts  
42 therefrom. Upon the written request of any Member, Honorary Member, or Life Member in good  
43 standing of the corporation, the Board of Directors, or such Officer or other person as they may  
44 designate, shall mail to such Member, Honorary Member, or Life Member the most recent  
45 financial statements of the corporation showing in reasonable detail the assets and liabilities and



1 the results of operations.  
2

## 3 ARTICLE IX

### 4 COMMITTEES

5  
6  
7 The Board of Directors may, by Resolution or otherwise, designate one or more  
8 committees, including but not limited to, an Audit-Finance Committee, a Membership  
9 Committee, a Nomination and Election Committee, a Standards, Ethics, and Professional Practice  
10 Committee, an Education Committee, a Legislation Committee, and a By-Laws Committee. Such  
11 committees and chairpersons shall consist of such number of Members, Honorary Members, Life  
12 Members, and Associate Members, and shall continue for such term and shall have such duties  
13 and powers as determined by the Board of Directors. All committees shall keep complete minutes  
14 and records of their actions and proceedings and shall report the same to the Board of Directors as  
15 required from time to time.  
16

## 17 ARTICLE X

### 18 CHAPTERS

#### 19 SECTION 1. Organization into Chapters.

20  
21  
22  
23 This corporation shall be organized into Chapters. Members, Honorary Members, Life  
24 Members, and Affiliates of this corporation shall be associated with only one Chapter of the  
25 corporation at any one time. The Chapters of this corporation shall be those which are hereinafter  
26 established in the manner herein provided.  
27

#### 28 SECTION 2. Chapter Areas.

29  
30 The areas encompassed by each Chapter Area on January 31, 2008, are:

31		
32	Central Chapter:	All of Fremont County.
33	Laramie Valley Chapter	All of Albany County.
34	Northeast Chapter	All of Campbell, Crook, Johnson, Sheridan, and Weston
35		Counties.
36	Northwest Chapter	All of Big Horn, Hot Springs, Park, and Washakie Counties
37		and Yellowstone National Park.
38	South Central Chapter	All of Converse and Natrona Counties.
39	Southeast Chapter	All of Goshen, Laramie, and Platte Counties.
40	Southwest Chapter	All of Sweetwater and Uinta Counties, and all of Lincoln
41		County lying south of the northerly parallel of Sweetwater
42		County extended westerly.
43	Upper Platte County	All of Carbon County.
44	West Chapter	All of Sublette and Teton Counties, and all of Lincoln

1 County lying north of the Northerly parallel of Sweetwater  
2 County extended westerly.  
3

4 **SECTION 3. Establishment of Chapters.**  
5

- 6 A. A new Chapter may be formed when there exists a significant geographical  
7 separation from existing Chapters. An application for the establishment of a  
8 Chapter of this corporation may be submitted by ten (10) or more Members,  
9 Honorary Members, or Life Members of this corporation residing in the designated  
10 Chapter area to the Board of Directors in such form as the Board of Directors may  
11 from time to time determine. If the proposed Chapter has an insufficient number  
12 of Members, Honorary Members, or Life Members [ten (10)] to sign the  
13 application, then accompanying the application shall be attached a petition by  
14 Members, Honorary Members, Life Members, and Affiliates in the geographical  
15 area requesting the Board of Directors to waive the ten (10) Member restriction.  
16 Also, accompanying and attached to the aforementioned application shall be a  
17 copy of a letter sent to the current Chapter encompassing the geographical region  
18 which formally notifies that Chapter of the pending application. Each such  
19 application shall designate the persons to serve as officers of the proposed Chapter  
20 for the remainder of the calendar year during which such Chapter is established.  
21
- 22 B. Notice that such application will be considered by the Board of Directors shall be  
23 given to each Director not less than thirty (30) calendar days prior to the date of the  
24 meeting of the Board of Directors at which such application will be considered.  
25 The approval of such application shall require a two-thirds vote of all Directors  
26 present at any meeting of the Board of Directors at which a quorum is present,  
27 provided that timely notice has been given to the Directors as provided above.  
28
- 29 C. Upon acceptance of such application by the Board of Directors the Members,  
30 Honorary Members, and Life Members who have signed such application, as well  
31 as all other Members, Honorary Members, Life Members, and Affiliates residing  
32 within the new Chapter's boundaries shall be deemed transferred from the Chapter  
33 or State organization with which they were previously associated to the newly  
34 formed Chapter without further action, except that the Secretary/Treasurer of this  
35 corporation shall provide prompt notice thereof to the Secretary/Treasurer of each  
36 Chapter with which one or more Members, Honorary Members, Life Members, or  
37 Affiliates were formerly associated.  
38

39 **SECTION 4. Chapter Meetings.**  
40

- 41 A. Regular Chapter meetings may be held once a month at a time and place as the  
42 Chapter Members, Honorary Members, Life Members, and Affiliates may  
43 designate, but not less than three times per year.  
44
- 45 B. Special Chapter meetings may be called by the Chapter President or upon written  
46 request of any Member, Honorary Member, or Life Member. Written requests for

1 a special meeting by a Member, Honorary Member, or Life Member must be  
2 directed through the Chapter President. Verbal or written notice of such special  
3 meeting must state the reason for such meeting and no other business shall be  
4 considered at such special meeting.  
5

6 **SECTION 5. Quorum and Voting Rights.**  
7

8 Those Members, Honorary Members, Life Members, and Affiliates present at any Chapter  
9 Meeting shall constitute a quorum for the conduct of business of such Chapter. Each Member,  
10 Honorary Member, Life Member, and Affiliate of this corporation in good standing with a  
11 Chapter shall be entitled to one vote on all Chapter matters coming before such Chapter. At all  
12 meetings, a Member or Affiliate may vote in person.  
13

14 **SECTION 6. Officers.**  
15

- 16 A. The Officers of each Chapter shall be a President, President-Elect, and  
17 Secretary/Treasurer, each of whom shall be elected for a term of one calendar year  
18 in the manner hereinafter provided.  
19
- 20 B. All Officers of a Chapter shall be Members, Honorary Members, Life Members, or  
21 Associates or Special Members of this corporation associated with the Chapter at  
22 the time of their election to, and continuously during their term as Chapter Officers  
23 and Director.  
24
- 25 C. The offices of President and President-Elect must be held by a Member, Honorary  
26 Member, or Life Member.  
27
- 28 D. The office of Secretary/Treasurer may be held by any Member, Honorary Member,  
29 Life Member, or Affiliate Member.  
30
- 31 E. All Chapters shall elect a Director to the Board of Directors. Such Director shall  
32 be a Member, Honorary Member, Life Member of this corporation and may also  
33 simultaneously hold the office of a Chapter President or Chapter President-Elect.  
34

35 **SECTION 7. General Election.**  
36

37 All Chapter Officers and Directors shall be elected prior to December 31st, with their term  
38 to commence on January 1 of the following calendar year. A nominating committee shall consist  
39 of at least two Members, Honorary Members, or Life Members of this corporation who are  
40 associated with the Chapter for which the Officers are to be elected, who shall be appointed by the  
41 President no less than forty-five (45) calendar days prior to the date of the election, and shall  
42 submit at the time of the Chapter election at least two nominees for each office to be filled.  
43 Additional nominations may be made from the floor by any Member, Life Member, Honorary  
44 Member, or Affiliate Member of this corporation who is associated with such Chapter. The  
45 balloting for Chapter Officers and Director shall be by secret ballot and majority vote of those  
46 Members, Life Members, Honorary Members and Affiliate Members voting shall be required to

1 elect any Chapter Officer of Director.  
2

3 **SECTION 8. Duties of Chapter President.**  
4

5 The President of each Chapter shall be the chief executive officer and head of each  
6 Chapter and shall have the general and active management of its business and affairs, subject at  
7 all times to the supervision and direction of the Board of Directors of this corporation. The  
8 President shall preside at all meetings of the Chapter and shall make annual reports to the Chapter  
9 membership of the affairs of the Chapter and shall make recommendations as deemed proper.  
10

11 **SECTION 9. Duties of the Chapter President-Elect.**  
12

13 The Chapter President-Elect shall have the same powers and shall perform all the duties of  
14 the Chapter President in the absence of the Chapter President or in the event of the Chapter  
15 President's disability or inability to act or refusal to act.  
16

17 **SECTION 10. Duties of the Chapter Secretary/Treasurer.**  
18

19 The Chapter Secretary/Treasurer shall (a) be responsible for the maintenance of all records  
20 of the Chapter; (b) transcribe the minutes of all meetings and within fifteen (15) calendar days  
21 forward a copy of these minutes to the Secretary/Treasurer of this corporation; (c) be responsible  
22 for the Chapter business communications and correspondence, (d) prepare all contracts or written  
23 obligations for signature by the Chapter President; (e) maintain a current and complete roster of  
24 the Chapter membership and submit the roster and revisions to the Secretary/Treasurer of this  
25 corporation; (f) shall maintain all financial records of the Chapter; (g) receive and deposit all  
26 incoming monies due the Chapter and pay all the bills as directed by the Chapter President; (h)  
27 shall also prepare a financial statement and submit the same to the Secretary/Treasurer of this  
28 corporation within thirty (30) calendar days after the end of each calendar year; and (i) perform  
29 any other duties as directed by the Chapter President.  
30

31 **SECTION 11. Removal, Resignation, and Vacancy.**  
32

- 33 A. Any Officers or Director of a Chapter may be removed as a Chapter Officer or  
34 Director upon the majority vote of all Members, Honorary Members, Life  
35 Members, or Affiliate Members, associated with such Chapter, provided that  
36 written notice that the removal of one or more Officers or the Director will be  
37 considered as an item of business at a regular Chapter meeting has been given to  
38 all Members, Life Members, Honorary Members, and Associate Members  
39 associated with such Chapter not less than ten (10) calendar days prior to the date  
40 of such meeting.  
41
- 42 B. When a vacancy occurs, for any reason, in any Chapter Office, that Chapter will  
43 call for a special election to fill the vacancy for the unexpired term of office. The  
44 special election will be held within thirty (30) calendar days after such vacancy  
45 occurs and shall otherwise conform to the procedures of regular general elections

1 as outlined herein.  
2

- 3 C. No person shall hold more than one Chapter office at one time. Notwithstanding, a  
4 Chapter Officer may be the Director. In the event of a special election, a person  
5 then holding a Chapter office, may be a candidate for the vacated office and if  
6 elected to such office, the office previously held by such person shall become  
7 automatically vacant at the time of such election.  
8

9 **SECTION 12. Dues and Assessments.**

10  
11 In addition to the annual dues payable to the corporation by Members and Affiliates of this  
12 corporation, each Chapter may establish annual dues and periodic assessments, upon the  
13 affirmative vote of a majority of the Members, Life Members, Honorary Members, and Affiliate  
14 Members associated with such Chapter.  
15

16 **SECTION 13. Chapter Finances.**

17  
18 All monies held by a Chapter shall be kept in such bank or banks or other depositories as  
19 the majority of the Chapter Officers shall from time to time designate. All disbursement of the  
20 Chapter funds in payment of the Chapter expenses shall be proved or ratified by the Chapter  
21 membership. All checks, drafts, or withdrawals drawn upon the Chapter funds shall be executed  
22 by the Chapter President, the Chapter Secretary/Treasurer, or both.  
23

24 **SECTION 14. Chapter Legal Obligations.**

25  
26 The Officers, Members, Honorary Members, Life Members, and Affiliates of a Chapter  
27 shall not have the authority to bind or in any manner obligate the corporation and shall not purport  
28 to act for or on behalf of the corporation.  
29

30 **SECTION 15. Chapter Committees.**

31  
32 The Chapter President shall appoint a Practice, Welfare and Ethics Committee and such  
33 committees as they may from time to time determine and shall appoint such other Chapter  
34 committees as the Board of Directors of this corporation may from time to time designate.  
35

36 **SECTION 16. Chapter By-Laws.**

37  
38 With the approval of the Board of Directors, the Chapter may establish local Chapter By-  
39 Laws providing the Chapter By-Laws are not in conflict with the Certificate of Incorporation and  
40 the current By-Laws of this corporation.  
41

42 **SECTION 17. Dissolution of a Chapter.**

43  
44 In the event of a dissolution of a Chapter, and after payment of all just debts, the Chapter  
45 Secretary/Treasurer shall remand all remaining monies and funds and all Chapter records and

1 books to the Secretary/Treasurer of this corporation.  
2

3 **ARTICLE XI**

4  
5 **FISCAL YEAR**

6  
7 The fiscal year of this corporation shall begin on the first day of January and end on the  
8 thirty-first day of December in each and every year.  
9

10 **ARTICLE XII**

11  
12 **CORPORATE SEAL**

13  
14 The Board of Directors shall provide a corporate seal which shall be circular in form and  
15 shall have inscribed thereon the name of the corporation, Professional Land Surveyors of  
16 Wyoming, and the date of incorporation, Wyoming, and the words "Corporate Seal".  
17

18 \* \* \* \* \*

19  
20 **ARTICLE XIII**

21  
22 **AMENDMENTS**

23  
24 **SECTION 1. Implementation.**

- 25  
26 A. These By-Laws may be altered, amended, and new By-Laws be adopted by the  
27 affirmative vote of at least two thirds of the Members, Life Members, and  
28 Honorary Members of the corporation voting in the referendum.  
29  
30 B. The altered, amended, and new By-Laws shall be written and printed, stating the  
31 place, day, and hour of the vote and the proposed By-Law change or changes. The  
32 notice and proposed By-Law change or changes shall be delivered by United States  
33 mail to each Member, Life Member, and Honorary Member entitled to vote not  
34 less than ten (10) nor more than fifty (50) calendar days before the date of the vote.  
35 The mailing of this document shall be authorized by the President or  
36 Secretary/Treasurer of the corporation or the officer or the person calling the vote.  
37 The notice shall be deemed to be delivered when deposited in the United States  
38 mail, addressed to the Member, Honorary Member, or Life Member at the  
39 individual's last known business or home address as it appears in the books and  
40 records of the corporation, with postage thereon paid.  
41  
42 C. The changes to the By-Laws shall be approved with the affirmative vote of two-

1 thirds of the valid ballots. The chairman of the Nomination and Election  
2 Committee of the corporation shall verify as to the valid ballots and certify the  
3 results of the referendum.  
4

- 5 **D.** The By-Law changes shall take effect upon formal written notification of the  
6 Chapter Officers and the Board of Directors.  
7

8 **SECTION 2. Petition for Changes.**  
9

10 Request for changes or additions to these By-Laws shall be petitioned to the Board of  
11 Directors by a minimum of ten (10) percent of the Members, Honorary Members, and Life  
12 Members of this corporation.  
13

14 **SECTION 3. Board Action.**  
15

16 The Board of Directors shall consider all valid petitions at their next scheduled meeting  
17 and shall report to the membership at the next state meeting of the membership.  
18

19 **CERTIFICATION**

20 **The undersigned do hereby certify:**  
21

22 **That** we are the duly elected and acting President and Secretary/Treasurer of the  
23 Professional Land Surveyors of Wyoming, a Wyoming corporation, and

24 **That** the foregoing By-Laws constitute the amended By-Laws as amended of said  
25 corporation, as duly adopted at a meeting of the Board of Directors thereof, held on February 1st,  
26 1990.

27 **IN WITNESS WHEREOF** we have hereunto subscribed our name and affixed the seal  
28 of said corporation this February 1st, 1990.  
29

30 **/s/ Scott R. Pierson**  
31 Scott Pierson, President  
32 Professional Land Surveyors of Wyoming  
33

34 **/s/ Becky J. Braman**  
35 Becky J. Braman, Secretary/Treasurer  
36 Professional Land Surveyors of Wyoming  
37

38 \* \* \* \* \*

39  
40 **AMENDMENTS**

41 **The following amendments have been passed/approved at various times (since 1990).**

42 **These amendments have been incorporated into the By-Laws of the corporation,**  
43 **but are reproduced herein as a matter of historical record. The date of**  
44 **amendment is the PLSW Annual Meeting of the Membership**  
45 **at which the ballot vote was announced.**  
46

- 1 **Art. II, Sec. 1.D.** **Change to read:** “Members in good standing, Honorary Members,  
2 and Life Members shall be the only persons eligible to vote on business at  
3 the annual state meeting or hold office as State President, Vice President,  
4 Secretary/Treasure, or Director.” [ Amended on 5 February 1998] **Note:**  
5 Subsequent to approval of this change, the office of “Vice President” was  
6 renamed to the office of “President-Elect”. Therefore, when this  
7 amendment was incorporated into the By-Laws, the name change for the  
8 office was changed. [Amended on 3 February 2011]  
9
- 10 **Art. V, Sec. 1.** **Change to read:** “The business and affairs of this corporation shall be  
11 organized, managed, and controlled by a Board of Directors consisting of  
12 one (1) Director from each Chapter Area, as hereinafter described, in  
13 Article X, the President, the President-Elect, the Secretary/Treasurer, and  
14 the immediate Past President of the corporation. The number of Directors  
15 may be increased or decreased from time to time by Amendment to these  
16 By-Laws; provided, however, that the total number of Directors shall never  
17 be less than three (3).” [Amended on 3 February 2011]  
18
- 19 **Art. VII, Sec. 1.** **Change to read:** “All officers of the corporation must be Members in  
20 good standing, Honorary Members, or Life Members of the corporation at  
21 all times during their term in office.” [Amended on 5 February 1998]  
22
- 23 **Art. VII, Sec. 2.** **Change to read:** “The officers of the corporation shall be a President,  
24 a President-Elect, a Secretary/Treasurer, each of who shall be elected by the  
25 Members, Honorary Members, and Life Members of the corporation. Such  
26 other officers and assistant officers as may be deemed necessary from time  
27 to time may be elected or appointed by the Board of Directors. Any two or  
28 more offices may be held by the same person, except the offices of  
29 President and Secretary/Treasurer.” [Amended on 3 February 2011]  
30
- 31 **Art. VII, Sec. 7.** **Change to read:** “In the absence of the President or in the event of the  
32 President’s death, inability or refusal to act, the President-Elect shall  
33 perform the duties of the President, and when so acting, shall have all the  
34 powers of and be subject to all the restrictions upon the President. The  
35 President-Elect may sign, with the Secretary/Treasurer, membership  
36 certificates and membership cards, and shall perform such other duties as  
37 from time to time may be assigned to said President-Elect by the President  
38 or by the Board of Directors.” [Amended on 3 February 2011]  
39
- 40 **Art. VII, Sec. 8.** **Change to read:** “(e) sign, with the President or the President-Elect,  
41 membership certificates and membership cards, the issuance of which shall  
42 have been authorized by Resolution of the Board of Directors;” [Amended  
43 on 3 February 2011]  
44
- 45 **Art VIII, Sec. 7.** **Change to read:** “Payment of budgeted expenses in amounts not  
46 exceeding an amount established by the Board of Directors may and shall



1 be paid by the Secretary/Treasurer when due, without any additional  
2 ratification or approval of the Board of Directors. Any disbursements due  
3 in excess of amount established by the Board of Directors must have the  
4 prior approval of the Board of Directors. All disbursements and receipts by  
5 the Secretary/Treasurer of the corporation shall be reported at the next  
6 scheduled meeting of the Board of Directors.” [Amended on 5 February  
7 2009]  
8

9 **Art. IX.**

**Change to read:** “The Board of Directors may, by Resolution or  
10 otherwise, designate one or more committees, including but not limited to,  
11 an Audit-Finance Committee, a Membership Committee, a Nomination and  
12 Election Committee, a Standards, Ethics, and Professional Practice  
13 Committee, an Education Committee, Legislation Committee, and a By-  
14 Laws Committee. Such committees and chairpersons shall consist of such  
15 number of Members, Honorary Members, Life Members, and Associate  
16 Members, and shall continue for such term and shall have such duties and  
17 powers as determined by the Board of Directors. All committees shall keep  
18 complete minutes and records of their actions and proceedings and shall  
19 report the same to the Board of Directors as required from time to time.”  
20 [Amended on 5 February 2009]  
21

22 **Art. X, Sec. 2.**

**Change to read:** “”The areas encompassed by each Chapter Area on  
23 January 31, 2008, are:  
24

25 Central Chapter	All of Fremont County.
26 Laramie Valley Chapter	All of Albany County.
27 Northeast Chapter	All of Campbell, Crook, Johnson, Sheridan, 28 and Weston Counties.
29 Northwest Chapter	All of Big Horn, Hot Springs, Park, and 30 Washakie Counties and Yellowstone 31 National Park.
32 South Central Chapter	All of Converse and Natrona Counties.
33 Southeast Chapter	All of Goshen, Laramie and Platte Counties.
34 Southwest Chapter	All of Sweetwater and Uinta Counties, and 35 all of Lincoln County lying south of the 36 northerly parallel of Sweetwater County 37 extended westerly.
38 Upper Platte Chapter	All of Carbon County.
39 West Chapter	All of Sublette and Teton Counties, and all of 40 Lincoln County lying north of the Northerly 41 parallel of Sweetwater County extended 42 westerly.

43 [Amended on 9 February 1995; 7 February 2002; and 31 January 2008]  
44

45 **Art. X, Sec. 3.A.**

**Changed to read:** “A new Chapter may be formed when there exists a  
46 significant geographical separation from existing Chapters. An application

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for the establishment of a Chapter of this corporation may be submitted by ten (10) or more Members, Honorary Members or Life Members of the Corporation residing in the designated Chapter area to the Board of Directors in such form as the Board of Directors may from time to time determine. If the proposed Chapter has an insufficient number of Members, Honorary Members, or Life Members [ten (10)] to sign the application, then accompanying the application shall be attached a petition signed by Members, Honorary Members, Life Members, and Affiliates in the geographical area requesting the Board of Directors to waive the ten (10) Member restriction. Also, accompanying and attached to the aforementioned application shall be a copy of a letter sent to the current Chapter encompassing the geographical region which formally notified that Chapter of the pending application. Each such application shall . . . [remainder of the Section is unchanged].” [Amended on 9 February 1995]

\* \* \* \* \*

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compiler: Herbert W. Stoughton, Ph.D., P.E., P.L.S., C.P.

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Chairman, PLSW By-Laws Committee: Herbert W. Stoughton, Ph.D., P.E., P.L.S., C.P.  
Review Committee: Mark Corbridge, P.L.S.  
S. Dennis Dawson, P.L.S.  
Rick L. Hudson, P.L.S.

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