

## MISSOURI SOCIETY OF PROFESSIONAL SURVEYORS CONSTITUTION

For the orderly conduct and management of its affairs according to the laws of the State of Missouri, under which it holds its Charter, the Missouri Society of Professional Surveyors (MSPS) adopts and shall hereafter be governed by the following Constitution, to wit:

### ARTICLE I - NAME

**Section A.** This Society shall be known as the Missouri Society of Professional Surveyors. Hereinafter the organization will be referred to as the "Society."

### ARTICLE II - LOCATION

**Section A.** Headquarters of the Society shall be in Jefferson City, Cole County, Missouri.

### ARTICLE III - PURPOSE

**Section A.** The purpose of the Society is to represent the interests of and be a primary spokesman for the surveying profession in Missouri; to elevate the standards of the surveying profession in Missouri, thereby benefitting the general public; to insure that the general public and offices of records receive superior land surveying that bring about an upgrading of land records; to sponsor legislation and educational programs beneficial to the public and land surveyors; and to improve the professional recognition of the surveying profession by the public and by other related professions.

### ARTICLE IV - MEMBERSHIP

**Section A.** Membership in the Society may be divided into such classifications for annual membership dues, or for the selection of directors, or for such other purposes as the By-Laws of the Society may prescribe, or as the Board of Directors may from time to time designate.

### ARTICLE V - ANNUAL MEETING

**Section A.** There shall be one annual membership meeting of the Society. The date, time, and place may be designated by the Board of Directors.

### ARTICLE VI - AFFILIATION

**Section A.** The Society may elect to affiliate formally or informally, with an existing organization for more effective legislative effort or public relations, and/or educational purposes. Said affiliation shall be approved by a majority of the members of the Society.

**Section B.** Chapters.

1. The Society, with approval of its Board of Directors, may authorize and charter local chapters, consolidate chapters, or revoke chapter charters for good cause. Chapters shall be coextensive in geographical area. Application for the charter of a chapter shall be in writing, signed by not fewer than ten Members or more, in good standing, and shall be submitted to the Board of Directors of MSPS for its approval.

2. Such local chapters shall provide for their internal government and regulations by By-Laws which shall not be in conflict with the By-Laws of the Society and which shall be submitted to the Board of Directors of the Society for its approval.

3. Voting chapter membership shall be determined by the chapter Constitution/By-Laws with the restriction that any chapter votes that directly affects the operations or policies of MSPS shall be limited to those chapter members that are also voting members of MSPS in good standing.
4. Chapter Presidents and Vice President or President Elect shall be voting members in good standing.
5. Any education session sponsored by a MSPS Chapter exceeding four (4) hours or four (4) PDUs must be coordinated with the MSPS Board of Directors.

#### **ARTICLE VII - AMENDMENTS**

**Section A.** Amendments to this Constitution may be proposed by the Board of Directors of the Society, by a written or email request of not fewer than ten members in good standing.

**Section B.** Proposed Amendments shall be submitted to the members in good standing, by letter or email ballot, and shall pass by a 2/3 majority of the members voting within thirty (30) days of said mailing.

#### **ARTICLE VIII - BOARD OF DIRECTORS**

**Section A.** The management, affairs, business and concerns of the Society shall be vested in the members. However, all details of management, affairs, business and concerns of the Society are delegated to a Board of Directors, except for the power of amending the Constitution or By-Laws of the Society.

**Section B.** The number of directors which shall constitute the whole Board shall be fixed by, or in a manner provided in the By-Laws of the Society.

#### **ARTICLE IX - BY-LAWS**

**Section A.** The Society shall have power to make By-Laws for the further governing of the Society. Such By-Laws shall be consistent with the laws of the United States of America, the laws of Missouri, or with the provisions of this Constitution.

# Missouri Society of Professional Surveyors

## BY-LAWS

### ARTICLE I - FISCAL YEAR

**Section A. The Fiscal Year.** The fiscal year of this Society shall be the calendar year.

### ARTICLE II - OFFICERS

**Section A. Elected Officers.** The elected officers of the Society shall be a President, a President-Elect, a Vice-President, and a Secretary-Treasurer to be elected by the voting membership at the Annual Meeting and to serve until their successors have been duly elected and assume office. The President-Elect shall automatically succeed to the Presidency.

**Section B. Eligibility.** Any voting member in good standing shall be eligible to be nominated and elected to any elective office of the Society.

**Section C. Nomination and Election of Officers.** The President shall appoint a Nominating Committee of at least three voting members who shall propose and submit to the membership at least thirty (30) days before the Annual Meeting at least one nomination for the offices of President-Elect and Vice President and at least two nominations for the office of Secretary-Treasurer. Any person so nominated shall have given their prior consent to nomination and election as an officer. Additional nominations may be made from the floor for any office.

1. The nominee for each office receiving a majority vote shall be selected to that office.
2. Should no one receive a majority on the first ballot for each office, then the two nominees receiving the most votes for each office shall then be voted upon by the voting membership until a majority vote is received by one of the two nominees.

**Section D. Term of Office.** Each elected officer shall serve for a term of one (1) year or until his successor is duly elected. Each officer shall serve concurrently as a member of the Board of Directors.

1. No elected officer except the Secretary-Treasurer, having served one full term shall be eligible for re-election to the same office, until at least one year shall have elapsed.
2. The Secretary-Treasurer may be re-elected to the same office for three full terms.

**Section E. Vacancies-Removal.** Vacancies in any elective office may be filled for the balance of the term thereof by the Board of Directors at any special or regular meeting. The Board of Directors in its discretion, by a two-thirds vote of all of its members, may remove any officer from office for cause.

### ARTICLE III - DUTIES OF OFFICERS

**Section A. President.** The President shall serve as chairman of the Board of Directors. He shall also serve as a member, in ex-officio, with right to vote on all committees except the Nominating Committee. He shall make all required appointments of standing and special committees with the approval of the Board of Directors.

**Section B. The President-Elect.** The President-Elect shall succeed to the presidency. The President-Elect shall perform the duties of the President in the event of his inability to serve.

**Section C. Vice-President.** The Vice President shall perform the duties of the President in the event of his and the President-Elect's inability to serve. The Vice President shall be responsible for such duties as are assigned by the President with the

approval of the Board of Directors. The Vice President shall serve as ombudsman for the membership - questions and problems concerning members and MSPS will be directed to him.

**Section D. Secretary-Treasurer.** The Secretary-Treasurer shall be in charge of the Society's funds and records. As Treasurer he shall collect all member dues and/or assessment; shall have established proper accounting procedures for the handling of the Society's funds and shall be responsible for the keeping of the funds in such banks, savings and loans and/or investments as are approved by the Board of Directors. He shall report on the financial condition of the Society at all meetings of the Board of Directors and at other times when called upon by the President.

1. At the end of each fiscal year, as Treasurer, he/she shall prepare an annual report which shall reflect an audit. At the expiration of his term of office, he shall deliver over to his successor all books, money, and other property in his charge.
2. As Secretary of the Society, he/she shall be responsible for the proper and legal mailing notices to members. He shall see to the proper recording of proceedings of meetings of the Society, Board of Directors and all committees; and carry into execution all orders, votes and resolutions, not otherwise committed. He shall see that accurate records are kept of all members. He shall keep the seal of the Society.
3. Such duties of the Secretary-Treasurer as may be specified by the Board of Directors may be delegated to the Executive Director.

#### **ARTICLE IV - BOARD OF DIRECTORS**

**Section A. Authority and Responsibility.** The governing body of the Society shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Society, its committees and publications; shall determine its policies of changes therein; shall actively pursue its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate its authority.

**Section B. Composition.** The Board of Directors shall consist of the President, President-Elect, Vice-President, Secretary-Treasurer, the Immediate Past-President, and six (6) voting members who shall be elected as herein provided.

**Section C. Manner of Election and Term.** Directors shall be elected for a three (3) year term. The nominees receiving the most votes shall be elected for each vacant seat. Each voting member is entitled to cast one vote for each vacant seat.

**Section D. Re-Election.** No member who has served a full three (3) year term shall be eligible for re-election until at least one (1) year shall have elapsed.

**Section E. Nomination.** The nominating committee shall present to the membership at least thirty (30) days before the Annual Meeting at least two (2) nominations for each seat on the Board which is vacant or is about to expire. Additional nominations may be made from the floor at the Annual Meeting.

**Section F. Quorum of the Board.** At any meeting of the Board of Directors, no less than six (6) members of the Board shall constitute a quorum for the transaction of the business of the Society and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present.

**Section G. Voting.** Voting rights of a Director shall not be delegated to another nor exercised by proxy.

**Section H. Voting by Mail or Email.** Action taken by a mail or email ballot of the members of the Board of Directors, in which at least a majority of such Directors, in writing, indicate themselves in agreement shall constitute a valid action of the Board if reported at the next regular meeting of such Board.

**Section I. Absence.** Any elected officer or director who shall have been absent from two (2) consecutive regular meetings of the Board of Directors during a single administrative year shall automatically vacate the seat on the Board of Directors and the

vacancy shall be filled as provided by these By-Laws; however, the Board of Directors shall consider each absence of an elected officer or director as a separate circumstance and may expressly waive such absence by affirmative vote.

**Section J. Vacancies and Removal.** Any vacancy occurring by a Director between Annual Meetings shall be filled by the Board of Directors. A director so elected to fill a vacancy shall serve the unexpired term of his predecessor.

The Board of Directors may in its discretion, by affirmative vote of two-thirds of its members, remove any director for cause.

## ARTICLE V - COMMITTEES

**Section A. Standing Committees.** The President shall appoint standing committees having the following functions:

1. Legislative: Review and recommend positions to the Board of Directors on any state legislation affecting land surveyors. Draft, have introduced, and promote legislation of interest and benefit to land surveyors and the public.
2. PAC: Make contributions to members of the Missouri House of Representatives and Senate, coordinate the determination of the recipients and the amount of the contributions with the MSPS lobbyist, and seek the means of raising funds for same.
3. Technology: A long-range planning committee to look into the future to try to see where surveying, the surveyor and this Society is headed; conceptualize ideas, opinions, plans, etc., for the future direction and goals of this organization; suggest areas of study for both standing and special committees.
4. Nominating: See "Article II - Section C" and "Article IV - Section E" of these bylaws.
5. History and Archives: Establish and maintain a MSPS archive providing a historical record of MSPS, its officers and members, surveying in Missouri, survey equipment, etc., and provide for display of same. Provide official photographer for MSPS events.
6. County Surveyors: Liaison between MSPS and Missouri Association of County Surveyors.
7. Awards: Select the MSPS member to be honored as Surveyor of the Year, Robert E. Myers Service Award and coordinate any special awards as may be in order and as directed by the Board of Directors. Seek suggestions from local chapters for award candidates.
8. Handbook: Assemble and maintain a MSPS Handbook with provisions for insertable revisions. Revisions should be made available annually or as required at a nominal fee to provide members with a current handbook without the expense of purchasing a complete new handbook. Alternatively, insertable revisions may be published in the newsletter or distributed at MSPS events.
9. Education: Provides for the education of MSPS' members and other survey-related professionals. The Education Committee should be organized into subcommittees as follows:
  - a. Seminar: Plan and produce seminars that are of value and interest to MSPS members.
  - b. College: Disseminate information on course availability in and around Missouri to members, perspective surveyors, students, etc. Provide information on the surveying profession's educational needs to schools planning survey programs.
  - c. PDU'S: Coordinate seminars for PDU purposes, recommend suitable seminars to the State Registration Board for PDU accreditation, and oversee PDU record keeping, etc.
10. Scholarship: Establish the guidelines by which an individual is considered for the scholarship, evaluate the candidates

who have applied for the annual scholarship and make a final selection of the recipient. The committee, through the Board of Directors, must ensure that the scholarship trust is maintained.

11. Public Relations:

- a. Media/Public Awareness: Promote a good, professional and positive image of the profession of Land Surveying and MSPS to the general public and to related professions through all available media and means by use of press releases, speakers bureau, public appearances, liaison to other professional organizations.
- b. Sales: Administer the procurement, cataloging and sales of materials such as MSPS handbooks, shirts, hats, accessories, and other items of interest to members.
- c. State Land Surveyors Week: Arrange with the proper state and local officials to have proclaimed the designated week as State Land Surveyors Week each year. Coordinate with the Public Relations Committee to maximize the public relations potential of this event. The Vice President shall serve as Chairman of this committee.

12. Annual Meeting: Plan and present the MSPS Annual Meeting after site has been selected by the current President. This includes selecting topics and speakers for the program portion of the meeting. Assist Executive Director with exhibits and exhibitors and appoint an Exhibitor Chairman. Serve as hosts at the Annual Meeting and assist with other details as necessary.

13. Membership: Motivate interested persons and companies to join MSPS and to keep the membership enthusiastic about the Society in order to maintain their membership.

14. Standards:

- a. Review existing and proposed standards of practice for the survey profession, i.e., such as ALTA/ACSM, Missouri Standards for Property Boundary Surveys, etc.
- b. Participate in the preparation of new standards with state government agencies, i.e., such as the Department of Agriculture and the Missouri Registration Board for Architects, Professional Engineers, Professional Land Surveyors and Landscape Architects.
- c. Make recommendations on surveying standards to the MSPS Board of Directors and the membership at large.

**Section B. Special Committee.** The President with the approval of the Board of Directors shall appoint such other committees, sub-committees, or task forces as necessary. The duties of the Special Committee shall be prescribed by the Board of Directors upon their appointment.

**Section C. Committee Continuity.** In order to maintain continuity from year to year in each committee's work, the following procedures shall be followed:

1. Maintain a detailed description of each committee's function and goals and provide each committee member a copy of same.
2. The Executive Director is to establish and maintain a permanent file for each committee. Each committee will provide the Executive Director with a copy, for inclusion in these files, of all minutes, reports, correspondence and other material necessary to document and continue the committee's work.
3. Retiring Chairman should be encouraged to remain active in a committee for at least one year after ending their chairmanship.
4. Selection of Committee Members.

- a. All committee members should consent to serving on a committee before being assigned.
- b. New chairmen should be selected from existing committee members if possible. The President-Elect shall select the chairman prior to the annual meeting.
- c. Reappoint as many of the active and/or existing committee members who wish to remain on the committee as possible.
- d. Encourage the membership to submit their names as volunteers for committee work at each annual meeting.
- e. Appoint as many new committee members from the volunteer list as possible.
- f. Make the committee member selections prior to or during the annual meeting so members can be informed as to what committee they are on while at the annual meeting.
- g. A committee roster should be distributed to each member of a committee prior to the committee's first meeting.

## ARTICLE VI - DUES

**Section A. Establishment of Dues.** Dues and admission fees, if any, for all classes of membership shall be established by the Board of Directors.

1. The Board of Directors is granted permission to increase membership dues. Such increase is limited to 10% of the previous year's dues.
2. Any dues increase greater than 10% shall be submitted to the members in good standing, by letter or email ballot, and shall pass by a majority of the members voting within thirty (30) days of said mailing.

**Section B. Delinquency and Cancellation.** Any member of the Society who shall be delinquent in dues for a period of thirty (30) days from the time dues become due shall be notified of such delinquency and suspended from further services. If payment of dues is not made within the next succeeding thirty (30) days, the delinquent member shall be dropped from the rolls and thereupon forfeits all rights and privileges of membership, unless such suspension, at the request of the member, is waived by affirmative action of the Board of Directors.

**Section C. Refunds.** No dues shall be refunded to any member whose membership terminates for any reason.

## ARTICLE VII - MEMBERSHIP

**Section A. Classes of Membership.**

1. **Regular Member.** Any person who is a Professional Land Surveyor in the State of Missouri, and whose license is in full effect shall be eligible to be a Regular Member of MSPS. Voting Member.
2. **Associate Member.** Any person engaged in the profession of Land Surveying, who is not a Professional Land Surveyor in the State of Missouri, shall be eligible to be an Associate Member of MSPS. Non-Voting Member.
3. **Student Member.** Any person currently enrolled in a post elementary school and considered to be a full time student by his/her institution and who has an interest in Land Surveying shall be eligible to be a Student Member of MSPS. Non Voting Member.
4. **Corporate Member.** Any company, partnership, or corporation who practices surveying in the State of Missouri, and

whose license is in full effect shall be eligible to be a Corporate Member of MSPS. Non Voting Member.

5. Honorary Member. Any person of distinction who is not a Professional Land Surveyor but has rendered meritorious service to the profession or the Society may be elected as an Honorary Member of the Society by a two-thirds majority vote of the membership voting in said election. Non Voting Member.

6. Emeritus Life Member. Any Professional Land Surveyor who has been a member in good standing for at least 15 years and has attained the age of 72 years shall be eligible as an Emeritus Life Member subject to Board confirmation. Voting Member.

7. Sustaining Member. Any person or firm conducting business or service relating to Land Surveying and who is interested in the advancement of the Land Surveying Profession, shall be eligible to be a Sustaining Member of MSPS. Non Voting Member.

8. Special Member. Any voting member who has previously been recognized by the membership or Board of Directors for meritorious service. Voting Member.

9. Retired Member. A Professional Land Surveyor who is retired, who has attained the age of 62, who has been a member of MSPS for at least 10 years is eligible as a Retired Member. Voting Member.

#### **Section B. Expulsion.**

1. Any class of membership after due hearing by the Board of Directors may be expelled from the Society.

2. No publication shall be made of expulsions without giving the expelled member full opportunity to appeal for reinstatement. Said appeal shall act as a stay of publication until final action is taken by the Board of Directors.

3. Reinstatement of an expelled member shall be recommended by the Ethical Practices Committee and approved by a unanimous vote of the Board of Directors and proof of good standing on the records of the Board of Registration as a Professional Land Surveyor.

### **ARTICLE VIII - EXECUTIVE DIRECTOR AND STAFF**

**Section A. Appointment.** The Board may employ a salaried Executive Director whose terms and conditions of employment shall be specified by the Board.

**Section B. Authority and Responsibility.** The Executive Director shall be the chief executive of the Society responsible for all management functions. He/she shall manage and direct all activities of the Society as prescribed by the Board of Directors and shall be responsible to the Board. He/she shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Society and fix their compensation within the approved budget. As Executive Director, he/she shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall, in his/her judgment, be in the best interest of the Society.

### **ARTICLE IX - AMENDMENTS**

**Section A. Amendments.** These By-Laws may be amended or repealed by a two-thirds vote of the members present at any Annual Meeting of the Society duly called and regularly held, notice of such proposed changes having been sent in writing or email to the members thirty (30) days before such meeting, or by a two-thirds vote of the members voting by a thirty-day mail or email ballot. Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of any twenty-five (25) voting members addressed to the Board. All such proposed amendments shall be presented by the Board to the membership with or without recommendation.



## ARTICLE X - PARLIAMENTARY AUTHORITY

**Section A. Parliamentary Authority.** The rules contained in Roberts Rules of Order, Revised, shall govern this Society in all cases to which they are applicable, including meetings of the Members and Board of Directors, if not inconsistent with this Constitution and By-Laws, or other special rules which may be adopted by the Society from time to time.

## ARTICLE XI - INDEMNIFICATION OF DIRECTORS AND OFFICERS

**Section A. Indemnification of Directors and Officers.** Every person who is or has been a director or officer of the Society shall be indemnified by the Society against all expenses or proceedings to which he may be defendant or party defendant, or with which he may be threatened, by reason of or growing out of or in relation to his/her being or having been a director or officer of the Society.

**Section B. Expense.** The term "Expenses" includes amounts paid in satisfaction of judgments or in settlement, other than amounts paid to the Society itself.

**Section C. Negligence.** The Society shall not, however, indemnify any director or officer in relation to matters as to which he shall be adjudged liable for negligence or misconduct in the performance of his/her duties as such director or officer. Further, the Society shall not indemnify any director or officer in case of settlement unless such settlement shall be approved by, first, a majority of the directors of the Society then in office other than those involved, regardless of whether or not such majority constitutes a quorum, or, second, if there are not at least two directors then in office other than those involved, by a majority of a committee selected by the Board of Directors of two or more members of the Society who are not the directors or officers involved, as being in the interest of the Society that such settlements be made.

**Section D. Indemnification not Exclusive.** The foregoing right of indemnification shall not be exclusive but shall be in addition to any and all other rights and remedies to which any such director or officer may be entitled as a matter of law.