

BYLAWS

Triangle Chapter of the North Carolina Society of Surveyors, Inc.

Adopted

Date

January 14, 2009

ARTICLE I

Anti-Trust

The North Carolina Society of Surveyors, Inc. and its local chapters are a not-for-profit organization. The Society is not organized to and shall not play any role in the competitive decisions of its members or their employees, nor in any way restrict competition among members or potential members. Rather it serves as a forum for a free and open discussion of diverse opinions without in any way attempting to encourage or sanction and particular business practice.

The Society provides a forum for exchange of ideas in a variety of settings including its annual meeting, educational programs, committee meetings and Board meetings. The Board of Directors recognizes the possibility that some could view these activities as an opportunity for anti-competitive conduct. Therefore, this policy statement clearly and unequivocally supports the policy of competition to comply strictly in all respects with all laws.

While recognizing the importance of the principle of competition served by the antitrust laws, the Society also recognizes the severity of the potential penalties that might be imposed on not only the Society but its members as well in the event that certain conduct is found to violate the antitrust laws. Should the Society or its members be involved in any violation of federal/state antitrust laws, such violation can involve both civil and criminal penalties that may include imprisonment as well as fines plus attorney fees. In addition, damage claims awarded to private parties in a civil suit are tripled for antitrust violations. Given the severity of such penalties, the Board intends to take all necessary and proper measures to ensure that violations of the antitrust laws do not occur.

In order to ensure that the North Carolina Society of Surveyors, Inc. and its members comply with antitrust laws, the following principles will be observed:

- Do NOT discuss prices, fees or rates, or features that can impact (raise, lower or stabilize) prices such as discounts, costs, terms and conditions of sale, warranties or profit margins. Note that price fixing may be inferred by involvement in price related discussions – whether or not an agreement was made among competitors.
- Do NOT agree with competitors to uniform terms of sale, warranties or contract provisions.
- Do NOT exchange data concerning fees, prices, production, sales, bids, costs, customers' credit, or other business practices unless the exchange is pursuant to a well considered plan approved by legal counsel.
- DO NOT agree with competitors to divide up customers, markets or territories.
- DO NOT agree with competitors not to deal with certain suppliers or others.
- Do NOT try to prevent a supplier from selling to your competitor(s).
- Do NOT discuss your customers with your competitors.

- Do NOT agree to any membership restrictions, standard setting, certification, accreditation, or self-regulation programs without the restrictions or programs having been approved by association's legal counsel.
- DO insist that meeting minutes properly reflect the actions taken at the meeting.
- DO insist on leaving any meeting (formal or informal) where improper discussions are held that might border on antitrust violations. Tell everyone why you are leaving.
- Do ensure that staff sends out all correspondence and those officers, directors, committee members, or other members do not hold themselves out as speaking or acting with authority when they do not, in fact, have such authority.
- Do ensure that if questions arise about legal aspects or your own individual responsibilities under the antitrust laws, you seek advice and counsel from your own counsel or from the staff and counsel of the association.

ARTICLE II

Name and Objective

1. The name of this organization shall be the Triangle Chapter of the North Carolina Society of Surveyors, Inc.
2. The abbreviated form of this name shall be Triangle and may be used where appropriate in place of the full name.
3. The objectives of this chapter shall be:
 - a. To protect the public welfare by encouraging members of the surveying profession to adopt and adhere to the highest standards of ethical and professional behavior;
 - b. To encourage its members to provide a professional service to the public based on unique qualifications and to maintain those qualifications through continuing education, professional association and the use of current technology;
 - c. To provide for active liaison and affiliation with other professional societies with similar or related interests;
 - d. To promote public faith and confidence in the services rendered by members of the surveying profession;
 - e. To investigate and present practical and technical methods of surveying;
 - f. To encourage the enactment of laws and regulations beneficial to the surveying profession;
 - g. To support and to actively participate in the North Carolina Society of Surveyors, Inc.

ARTICLE III

Membership

1. There shall be the following classes of membership:
 - a. Those eligible to vote and hold office if a member of NCSS
 1. Professional Member
Eligible to hold office and vote on NCSS related matters if a member of the NCSS
 2. Sustaining Member
Eligible to vote on NCSS related matters if a member of the NCSS
 3. Corporate Member
Eligible to vote on NCSS related matters if a member of the NCSS
 - b. Special Member Designations
 1. Honorary Member
 2. Professional Life Member
Eligible to hold office and vote on NCSS related matters if a member of the NCSS
 3. Student Member
2. The qualifications for membership classes are:
 - a. Professional Member – A Professional member is a member who is licensed to practice surveying in North Carolina.
 - b. Professional Life Member – A Professional Life member is a member in good standing having been a Professional member for at least 25 consecutive years and has reached the age of 75.
 - c. Sustaining – A sustaining member is a surveyor intern who has been certified by North Carolina Board of Examiners for Engineers and Surveyors. A sustaining member may also be a person who has an interest in the surveying profession and has a desire to participate in the activities of this chapter and is not currently licensed.
 - d. Honorary Member – An honorary member shall be a person who has rendered outstanding service and has made valuable contributions to the surveying profession and to the Triangle Chapter in particular, as determined by the Executive Committee of this Chapter.
 - e. Corporate Member – A Corporate member is a member, individual, partnership or corporation, who is engaged in the manufacturing or distribution of surveying instruments or equipment, in the compilation or reproduction of maps or in the performance of services for land surveyors.
 - f. Student Member – A student member shall be any person enrolled in a geomatics, surveying, mapping, earth science or mathematics program in a university, college or high school and does not qualify as another member classification.
3. Admissions
 - a. Professional, Sustaining or Corporate.
Any person desiring to become a Professional, Sustaining or Corporate member of this chapter must forward a completed application along with fees to the Secretary-Treasurer of the chapter.
 - b. Professional Life Member. Any Professional member who meets the qualifications may request that he/she be classed as a Professional Life member. Upon verification by the Secretary-Treasurer the request shall be presented to the Executive Committee for their consideration. If the request is approved by a favorable majority vote, then the Secretary-Treasurer shall make the requested change and notify the member of this change. If the request is given an unfavorable majority vote, then the Secretary-Treasurer shall notify the member of this action and shall inform him/her of the reason for the denial of his/her request.
 - c. Honorary Member. A request to confer honorary membership upon an individual must be by written petition, signed by at least 2 Professional members of the chapter and presented to the Secretary-Treasurer. The Executive Committee shall then review the petition. A two-thirds favorable majority vote by the Executive Committee is required to confer honorary membership on

an individual. The number of honorary members in the chapter shall not exceed ten percent of the combined of all other classes.

- d. Sustaining Member. Any individual, partnership or corporation qualified to become a Sustaining member of the chapter shall make such request in writing to the Secretary-Treasurer. The Executive Committee shall review the request. If the request is approved by a favorable majority vote, then the Secretary-Treasurer shall notify the applicant of the acceptance. If the request is given an unfavorable majority vote than the Secretary-Treasurer shall notify the applicant of this action and shall inform him/her of the reason for denial of the request.
- e. Student Member. A student member shall by any person enrolled in a geomatics, surveying, mapping, earth science or mathematics program in a university, college or high school and does not qualify as a regular member and who has applied for and been accepted to Student Membership.

4. Student Chapters

- a. Student Chapters – A Student Chapter may be created in the same area as a Local Chapter of NCSS, in accordance with these bylaws. Membership in a student chapter shall be limited to those persons holding the classification of student member. Each student chapter shall have at least one sponsor who must be a professional member of the Society.

5. Dues and Fees

Annual dues may be required of all classes of Members.

Annual dues for a calendar year shall be due and payable on January of such years. Dues that are unpaid after July 1st of such year shall be deemed delinquent and the member may be suspended. A member suspended from membership may be reinstated to full membership in the year of suspension upon payment of annual dues and any late charges.

Application fees for professional, sustaining, student, corporate and professional life membership may be set from time to time by the chapter leadership. There shall not be an application fee for Professional Life or Honorary membership.

6. Member Discipline: Removal, Suspension, and Reprimand

- a) Actions or conditions that may lead to membership discipline are listed as follows:

- 1. Being adversarial to the best interest of the Chapter and/or Society as expressed by the purposes and objectives in these By-Laws and Articles of Incorporation.
- 2. Acting or refusing to act in willful violation of the Chapter / Society's By-Laws, Articles of Incorporation, policies, or procedures.
- 3. Violating the rules of Professional Conduct as adopted by the North Carolina Board of Examiners for Engineers and Land Surveyors.
- 4. Being determined guilty of a crime or moral turpitude, or
- 5. Violating the standard of conduct for Directors and Officers of the Chapter / Society as described in Part 3 and Part 4 of Article 8 of NCGS, chapter 55A, where the member acts as an officer or Director of the Society.

- b) Summary, Removal from Membership – If a member's certificate of licensure as a Professional Land Surveyor or Surveyor Intern is revoked or renewal is refused by the North Carolina Board of Examiners for Engineers and Surveyors, then, upon verification to the Secretary by the North Carolina Board of Examiners for Engineers and Surveyors, such member shall be summarily removed from membership in which licensure is required in the Society effective upon receipt of written notice from the Society. A summarily removed member who is later recertified for licensure (or who's temporary suspension from practice is vacated) by the North Carolina Board of Examiners for Engineers and

Surveyors and who otherwise qualified for membership in the Society may reapply and be readmitted to membership.

c) **Resignation**— Any member may resign membership in the Chapter / Society by delivering by mail or otherwise a written, signed resignation to the Secretary or the Executive Director at the Society's office.

6. **Limitation on Member Rights**— The Chapter / Society may, from time to time, at the Board's discretion, and without obligation to the members, obtain or terminate one or more group insurance policies, or may make or terminate arrangements for affinity programs, to be generally available to the Society's membership to the extent allowed by such policies or programs. The Society is not obligated to provide to the members, to any particular class of member, or to all persons that are members, coverage or benefits under any group insurance policy, affinity program or other similar policy or program. While the Society endeavors to obtain group insurance policies that cover all members and that cover all members uniformly, the Society may find that it is not always possible or practical to do so. For example, some policies exclude persons with prior conditions and provide a reduced death benefit after certain ages.

No person that is a member of the Society has any right to coverage or benefits under any group insurance policies or affinity programs, and the Society does not guarantee any class of members, or any member, any coverage or benefits under such policies or programs. Any group insurance policy is intended by the Society to supplement, and not replace, a members' individual insurance policies and plans and all members are encouraged to review any group Professional Life policies and plans and to consult with their own insurance agents and advisers as to their insurance needs. The provision of group insurance policies is independent of a member's obligation to pay dues to the Society and no member is entitled to any reduction or credit of dues paid if coverage is not afforded to a member or if coverage or benefits differ from member to member. The foregoing clarifies and confirms the Society's policies and is intended to be retroactive to the fullest extent allowed by law.

ARTICLE IV

Chapter Responsibilities

1. Meetings

The Chapter shall meet at least once per quarter and shall provide a meeting report to the Society office at least (30) thirty days before each Board of Directors' Meeting. This report shall include a record of the number in attendance, the regular meeting place, time, date and location, the business and motions of the meeting. The Chapter shall also notify the Society, by means of this quarterly report, if there is an item that should be brought before the Board of Directors' for discussion.

2. Officers and their Duties

In the event a duly elected or appointed Director representing a Chapter, due to circumstances such as illness and other reasonable causes, cannot attend a duly noticed meeting of the Board of Directors, then the Chapter represented by such Director may elect or appoint a substitute Chapter Representative, via proxy in writing to the NCSS office, to attend such meeting. Such Chapter Representative shall be a Professional or Professional Life Member of the Society and shall have the Directors' written authority to represent such Chapter during the Director's temporary absence. The Chapter Representative will have no proxy voting rights on the Board of Directors.

Directors or their representatives shall attend any Board training sessions or Board retreats sponsored by the Society. Voting rights will be denied at the next Board of Directors meeting to any chapter not represented at the training session or retreat upon motion of any Board member and determination by the Board. The Executive Committee may reserve the right to waive this penalty in cases of extenuating circumstances. If a director misses more than two Board of Directors meetings without good cause and written notification of good cause, the Board may remove the Director from office or suspend their voting rights for a period of time such to be determined by the Board of Directors.

1. The officers of this chapter shall consist of:
 - A. President
 - B. Vice President
 - C. Secretary/Treasurer
 - D. Board of Directors (executive committee)Shall be the following elected officers:
 1. President
 2. Vice President
 3. Secretary/Treasurer
2. President - The duties of the president shall include:
 - A. Presiding and maintaining order at all meetings of the Chapter and its Board of Directors (Executive Committee).
 - B. Putting all proper motions to a vote and announcing the results being fair and impartial in all actions.
 - C. Being absolutely fair and impartial in all actions.
 - D. Being an ex-officio member of all committees.
 - E. Appointing members and chairmen to all special committees.
 - F. Appointing members and chairman to all standing committees with the concurrence of the Board of Directors (Executive Committee).
 - G. Casting the deciding vote in case of a tie (or not voting at all).
 - H. Providing the Secretary with a copy of all official correspondence that he/she may conduct on behalf of the Chapter.
 - I. Attending all NCSS Board of Director meetings or assuring that an authorized representative is attending in his/her place.
 - J. Reporting to the NCSS at the Board of Director meetings the activities of this chapter.
 - K. Performing other duties consistent with this position and the objectives of this chapter.
3. Vice President – The duties of the Vice President shall include the following:
 - A. Performing the duties and exercising the powers of the President in his/her absence or disability.
 - B. Acquainting himself/herself with the duties of the President.
 - C. Meeting with the committee chairmen to become familiar with their activities.
 - D. Performing other duties that may be requested by the President.
 - E. Coordination and determination of chapter meeting programs for speakers, etc.
4. Secretary – (This officer’s duties may be combined with the Treasurer) the duties of the Secretary shall include the following:
 - A. Keeping minutes of all regular and special meetings and meetings of the Board of Directors (Executive Committee). Destroying any audio or video tape recordings of meeting minutes upon approval of the official written minutes of that meeting.
 - B. Being custodian of all the correspondence of the Chapter.
 - C. Keeping a current roster of all members of the chapter along with their address, telephone numbers, and other pertinent information.

- D. Conducting all correspondence necessary for the chapter.
 - E. Keeping NCSS posted as to current officers, members and meeting schedules.
 - F. Submitting any amendments to these By-Laws to the NCSS Board of Directors.
 - G. Performing other duties that are incidental to the office of Secretary.
5. Treasurer – (This officer’s duties may be combined with the Secretary) The duties of Treasurer shall include the following:
- A. Receiving and banking all monies received by the chapter.
 - B. Keeping accurate and current records of all financial transactions of the chapter.
 - C. Paying all authorized expenditures of the chapter.
 - D. Giving a statement of finances as requested by the President.
 - E. Performing other duties that are incidental to the office of Treasurer.
6. Board of Directors – The duties of the Board of Directors shall include the following:
- A. Reviewing and deciding upon applications when necessary.
 - B. Acting upon matters requiring decisions between meetings.
 - C. Conducting hearings.
 - D. Performing other duties as directed by the Chapter.

ARTICLE V

Chapter Relations with NCSS

Chapters are associations or organizations that are separate and apart from the Society, though they are affiliated with the Society with some common members and common general objectives. Chapters are permitted to use the name of the Society in connection with the Chapter’s name, to acknowledge affiliation with the Society and to use the logo of the Society in connection with their own name. Chapters are encouraged to formally incorporate, though they are not required to do so. A Chapter may have members that are not members of the Society. Chapters are not included within the tax returns and other related filings the Society is required to make and are responsible for their own tax returns and other related filings. Chapters are prohibited from using the Society’s tax identification number in all respects. A Chapter may maintain its own bank account(s) and shall keep its financial affairs separate and apart from those of the Society. Except as provided in these Bylaws, the Society does not control the operations or activities of Chapters. Chapters may set their own dues for their members and may establish and direct their own programs and activities independently of the Society all without approval of the Society. Neither the Society nor a Chapter shall be liable for any act, error, omission, debt or other liability of the other party. Chapters are liable for their own acts and omissions. Neither the Society nor any Chapter shall have the right to bind or obligate the other in any manner. No Chapter shall make or represent that it has the power or authority to make any contract, agreement, representation, or other obligation, express or implied on behalf of the Society. A Chapter and the Society are not agents for the other, the Society is not a partner or joint venture with any Chapter and at no time shall any Chapter or the Society represents itself to be acting in any of these capacities.

ARTICLE VI

Amendments

All adopted amendments to this set of bylaws shall be promptly forwarded to the secretary of NCSS for approval by the NCSS. Any adopted amendment disapproved by the NCSS shall be null and void. These By-Laws may be amended according to the following procedure:

Proposed additions/changes shall be presented to the members of the _____ Chapter of the North Carolina Society of Surveyors, Inc. If accepted by chapter majority vote, those revised bylaws shall be sent to the North Carolina Society of Surveyors, Inc. Upon approval by the NCSS Board of Directors, the chapter shall adopt the revised bylaws.


ACCEPTED by the Triangle Chapter of the North Carolina Society of Surveyors, Inc.

Date _____

APPROVED by the North Carolina Society of Surveyors, Inc.

NCSS President 

Date 11/8/08

Witness 

Date 11-8-08

ADOPTED by the Triangle Chapter of the North Carolina Society of Surveyors, Inc.

President 

Date 1/14/2009

Witness 

Date 1/14/2009