

# **BYLAWS OF THE MARYLAND SOCIETY OF SURVEYORS**

As Amended Through July 16, 2024

## **ARTICLE I - NAME OF THE CORPORATION**

The name of the corporation shall be the "Maryland Society of Surveyors, Incorporated," (hereinafter, the "Society").

## **ARTICLE II - OBJECTIVES OF THE CORPORATION**

The objectives of this corporation shall be:

- A) To operate a nonprofit, benevolent organization for the advancement of the science of Surveying and Mapping in the furtherance of the public welfare and in the interests of both those who use maps and surveys and those who make them.
- B) To educate the public as to the necessity and importance of our profession.
- C) To develop standards for the accomplishments of land surveying tasks which represent the minimum acceptable level of effort to perform the work in a professional manner, and to communicate these standards to all Society members.
- D) To promote the general welfare, efficiency and service of its members.
- E) To promote high ethical standards and professionalism among surveyors.
- F) To advocate and foster better relations among surveyors, the public, other design professionals, and City, County, State and Federal governing agencies.
- G) To enforce a code of ethics as prescribed by the Maryland Department of Labor, Licensing and Regulation (DLLR) and adopted by the Society for all members.
- H) To promote other nonprofit and benevolent purposes beneficial to its membership.
- I) To operate without profit and that no part of the income of this organization shall inure to the benefit of any individual member.
- J) To work with the Maryland State Board for Professional Land Surveyors on issues important to the surveying profession.

## **ARTICLE III - LOCATION OF THE OFFICE**

The location of the principal office shall be the address of the Executive Director, or in the event there is no Executive Director the principal address will be the address of the Secretary holding office, both subject to the approval of the Board of Directors.

#### **ARTICLE IV - CORPORATE SEAL**

The corporate seal shall have inscribed on the border the name of the Corporation and in the center the words: INCORPORATED 1948 MARYLAND, an impression of which appears on the margin thereof.

#### **ARTICLE V - BOARD OF DIRECTORS**

##### *SECTION 1 - DIRECTORS*

A) The Corporation shall be managed and controlled by a Board of Directors.

B) The Board of Directors shall consist of the following members:

1. Immediate Past President
2. President
3. President-elect
4. Vice President
5. Treasurer
6. Secretary
7. National Society of Professional Surveyors Director
8. Chairperson of each Chapter or the Chapter Chairperson's designee
9. The Chairperson of each Standing Committee
10. Regional Director

C) The Board of Directors, by a vote of two-thirds of the entire Board, may adjust the number of Directors to a number not less than seven, and by a like vote, fill the vacancies created by any increase in the number of Directors.

D) The Board of Directors, by a vote of two-thirds of the entire Board, may fill any vacancy on the Board of Directors.

E) The presiding Officer of the Board of Directors shall be the President, or a member of the Board appointed by the President.

F) The Board of Directors, by a vote of two-thirds of the entire Board, may remove a Director.

#### *SECTION 2 - GENERAL POWERS OF DIRECTORS*

The Board of Directors, in addition to the powers expressly conferred upon it by these bylaws and by the laws of Maryland, may exercise all such powers and do all such acts and things exercised or done by membership corporations.

### **ARTICLE VI - OFFICERS AND DIRECTORS**

#### *SECTION 1 - TERMS OF OFFICE*

A) The Officers of the Corporation shall consist of an Immediate Past President, President, a President-elect, a Vice President, a Secretary, a Treasurer, the National Society of Professional Surveyors Director, the Regional Director and such other Officers as may from time to time be elected.

B) The terms of office of the Immediate Past President, President, President-elect, Vice President, Secretary, and Treasurer shall be one year or until their successors are duly elected and qualified. The terms of office shall begin on October 1st of each year.

C) The Regional Director and the National Society of Professional Surveyors Director shall be elected in odd numbered years and shall hold offices for two years or until their successors are duly elected and qualified. The terms of office shall begin on October 1st of odd numbered years.

#### *SECTION 2 - DUTIES OF THE PRESIDENT*

A) The President shall be the Chief Executive Officer of the Society.

B) The President shall appoint all committee members and designate the Chairpersons of each committee, except as may be otherwise defined in these Bylaws.

C) The President shall have supervision over all matters pertaining to the Corporation; shall see that harmony is preserved and the Bylaws enforced; and shall perform other such duties as may be required of him or her in the Bylaws.

D) The President or his or her delegate, shall, when possible, represent the Society at meetings of regional, national or international organizations which are of interest to the Society.

E) The President shall provide an annual evaluation of the performance of the Executive Director.

F) The President, at his or her discretion, may select a Chapter to be the recipient of the Chapter of the Year award, to be presented at the Society's Fall Conference.

G) The President shall serve on the Finance Committee.

#### *SECTION 3 - DUTIES OF THE PRESIDENT-ELECT*

A) The President-elect shall assist the President in the performance of the duties as above stated; shall act for him or her in his or her absence; and shall be invested at such time with the full powers and prerogatives of the President and subject to the prescribed duties.

B) The President-elect or his/her designee shall attend all meetings of the Maryland State Board for Professional Land Surveyors and report back to the Board of Directors.

C) The President-elect shall be the Chairperson of the Fall Conference Committee.

D) The President-elect shall serve on the Strategic Planning Committee.

E) The President-elect shall serve on the Finance Committee.

F) The President-elect shall be the Chairperson of the Bylaws Committee.

#### *SECTION 4 - DUTIES OF THE VICE PRESIDENT*

A) The Vice President shall assist both the President and the President-elect in the performance of their duties as above stated; shall act for them in their absence; and shall be invested at such time with full powers and prerogatives of the President or President-elect and subject to the prescribed duties.

B) The Vice President shall be the Chairperson of the Strategic Planning Committee.

C) The Vice President shall be the Chairperson of the Ethics and Professional Practice Committee.

D) The Vice President shall serve on the Finance Committee.

#### *SECTION 5 - DUTIES OF THE SECRETARY*

A) The Secretary shall ensure that the minutes of all regular and special meetings of the Society membership and of the Board of Directors are documented and, when approved by the Board of Directors, are made available to the Society membership. The Executive Director may assist the Secretary in his or her duties, but in no way relieve the elected Secretary of his or her responsibilities. In the absence of the secretary from a meeting, the presiding Officer shall appoint a substitute.

B) The Secretary shall be responsible for keeping a record of:

All correspondence concerning the Society activities (excluding any inter-committee correspondence); and

Notices of all General Membership meetings, elections and other business of the Society being sent as outlined in these Bylaws or as directed by the Board of Directors.

C) The Secretary shall be the Chairperson of the Survey Standards and Practice Committee.

D) The Secretary shall serve on the Public Relations and Publications Committee.

E) The Secretary shall serve on the Finance Committee

#### *SECTION 6 - DUTIES OF THE TREASURER*

A) The Treasurer shall keep all of the financial records of the Society, including the various chapters, disburse all funds, collect all dues, contributions, assessments and other income and file a report at the Board of Directors and General Membership meetings. He or she also shall file any annual reports required by law. The Executive Director may assist the Treasurer in his or her duties, but in no way relieve the elected Treasurer of his or her responsibilities.

B) The Treasurer shall be the Chairperson of the Finance Committee.

C) The Treasurer shall serve on the Membership Committee

#### *SECTION 7 - DUTIES OF THE EXECUTIVE DIRECTOR, OR OTHER AGENTS*

A) An Executive Director or other agents may be contracted by the Board of Directors.

B) The Executive Director shall serve as the Administrative Officer of the Society. He or she shall perform the duties and responsibilities delegated to him or her by the Board of Directors and all other functions usual to such office.

#### *SECTION 8 - DUTIES OF THE NATIONAL SOCIETY OF PROFESSIONAL SURVEYORS DIRECTOR*

A) The National Society of Professional Surveyors Director, or such other person that the Board of Directors may designate, shall represent the Maryland Society of Surveyors on a national level and keep the Society informed by reports from each national or regional meeting.

B) The National Society of Professional Surveyors Director shall serve on the Trig Star Committee.

#### *SECTION 9 - DUTIES OF THE IMMEDIATE PAST PRESIDENT*

A) The Immediate Past President shall be the Chairperson of the Nominations/Tellers Committee.

B) The Immediate Past President shall serve on the Finance Committee.

C) The Immediate Past President may, at his or her discretion, prior to the end of his or her term, select the recipient of the Surveyor of the Year award, the Lifetime Achievement Award and the Friend of the Society Award to be presented at the Society's Fall Conference.

#### *SECTION 10 - DUTIES OF THE REGIONAL DIRECTOR*

A) The Regional Director will serve as the Maryland Society of Surveyors liaison to regional organizations representing Land Surveyors and other geospatial organizations that the Board of Directors determine shares a common interest with the Maryland Society of Surveyors (the regional organizations).

B) The Regional Director will collect and review correspondence from Board of Directors meetings, Membership meetings, and Board of Registration meetings of the regional organizations, as available and report to the Maryland Society of Surveyors Board of Directors on the regional organizations' activities and identify common pursuits, governmental issues, industry issues and organizational challenges for potential coordination.

#### **ARTICLE VII - ELECTION OF OFFICERS & DIRECTORS**

A) An Officer or Director must be a Regular Member in good standing.

B) Election shall be by a plurality vote of the regular members in good standing who vote. Voting shall be by ballot furnished by the Nominations/Tellers Chairperson or Executive Director. The election shall be conducted by a method approved by the Board of Directors. The ballots shall be distributed by June 15th of each year to all regular members in good standing. All properly marked ballots received prior to July 15th of each year shall be counted.

C) The President-elect and the Vice President shall be elected by ballot from a list of qualified members submitted by the Nominations/Tellers Committee or nominated from the floor at the Society's May General Membership meeting.

D) A candidate for President-elect must have previously served in a statewide elected office of the Society.

E) The President-elect shall automatically become President at the end of his or her term as President-elect.

F) The Secretary and Treasurer shall be elected by ballot from a list of qualified members submitted by the Nominations/Tellers Committee or nominated from the floor at the Society's May General Membership meeting.

G) The National Society of Professional Surveyors Director shall be elected from a list prepared by the Nominations/Tellers Committee and consisting of not more than three (3) members in good standing or nominated from the floor at the Society's May general membership meeting in odd numbered years.

H) The Regional Director shall be elected from a list prepared by the Nominations/Tellers Committee and consisting of not more than three (3) members in good standing or nominated from the floor at the Society's May general membership meeting in odd numbered years.

I) The list of nominations shall be read aloud at the Society's May General Membership meeting. The list of nominations, together with any nominations from the floor at the May General Membership meeting shall be distributed to all members in good standing by June 15th of each year. All properly marked ballots shall be counted.

J) With the exception of the Chairperson of the Young Surveyors Chapter, Chapter Chairpersons shall be elected by the Regular Members in good standing of the Chapter Membership by July 15th of each even numbered year. The Chapter Chairperson shall serve on the Board of Directors of the Society for a term of two years or until their successors have been duly elected and qualified, beginning on October 1st of each even-numbered year.

K) Chapter Chairperson of the Young Surveyors Chapter shall be elected by the Associate and/or Regular Members in good standing of the Chapter Membership by July 15th of each even-numbered year. The Chapter Chairperson shall serve on the Board of Directors of the Society for a term of two years or until their successors have been duly elected and qualified, beginning on October 1st of each even-numbered year.

## **ARTICLE VIII – MEMBERS**

### *SECTION 1 - CLASSES OF MEMBERSHIP*

There shall be five classes of membership:

#### **A) REGULAR MEMBER**

Any person holding an active license issued by the Maryland State Board for Professional Land Surveyors. This membership class has voting rights.

#### **B) HONORARY MEMBER**

Any person who has attained 65 years of age and has retired from active practice as a Professional Land Surveyor or Property Line Surveyor who has been a regular member in good standing for each of the nine years preceding and also in the year in which such age is attained, or has retired from active practice, whichever is later, may be elected an honorary member. Each nomination for honorary membership shall be made by a regular member in good

standing. Each member of the Board of Directors shall be given notice of any such nomination. A vote on the election shall be taken within 60 days of said notification. This membership class has voting rights.

#### C) SUSTAINING MEMBER

Individuals, corporations, companies and firms having a professional interest or concern in the activities of the Society and its members or being involved in a profession or business which is allied with the profession of land surveying, shall be eligible for the classification of a Sustaining member, subject to the verification of such interest by the Board of Directors. Sustaining members shall have all the rights of regular membership excepting the right to vote or hold office. Sustaining members shall also be entitled to sustaining member discounts on advertising in the Society's publication and exhibit space at Society functions and shall have access to Society membership lists for promotional purposes.

#### D) ASSOCIATE MEMBER

Any person not meeting the qualifications of the regular membership class, and being employed in land surveying and/or being a student enrolled in curriculum approved by the Board of Directors; or any person who does not work or live in the State of Maryland, is not licensed as a Professional Land Surveyor or Property Line Surveyor in the State of Maryland, and who desires to receive Society communications. If said person attains registration as a Professional Land Surveyor, said individual must be reclassified as a regular member. The Associate member is not entitled to vote on Society business, with the exception of members of the Young Surveyors Chapter voting for Officers of the Young Surveyors Chapter, and, with the exception of the Chairperson of the Young Surveyors Chapter being a member of the Board of Directors, cannot hold office at the State level, but is qualified for the published member rates for any Society function.

#### E) RETIRED MEMBER

Any person who has a Retired Status License issued by the Maryland State Board for Professional Land Surveyors and/or is 65 years of age and has surrendered his or her license. Retired members shall have all the rights of regular membership excepting the right to vote or hold office.

### *SECTION 2 - ADMISSION AND EXPULSION*

A) Membership shall be by application. Applicants must be sponsored by a regular member, shall be of good character and reputation, agree to abide by the provisions of the Bylaws of this Society and its Code of Ethics, subscribe to the objectives of this Society, meet with the approval of the Board of Directors, and pay the appropriate membership fee.

B) Charges against any member violating the Charter, Bylaws, Code of Ethics or rules of this Corporation shall be presented to the Board of Directors for consideration of disciplinary action



of said member. The Board of Directors, upon recommendation from the Ethics and Professional Practices Committee and/or any other appropriate committee, shall notify the member of said disciplinary action, which could result in expulsion.

## **ARTICLE IX – CHAPTERS**

A) The Board of Directors, at its discretion, shall establish chapters throughout the State of Maryland to meet the needs of the General Membership. Membership in any chapter shall conform to Article VIII of these Bylaws. All Chapter operations shall be consistent with the guidelines and policies established or adopted by the Board of Directors.

B) Each chapter shall elect a Chairperson and a Vice Chairperson. Elections shall be in accordance with Article VII of these Bylaws.

C) With the exception of the Chairperson and Vice Chairperson of the Young Surveyors Chapter, the Chairperson and Vice Chairperson shall be regular members of the Society. The Chairperson and Vice Chairperson of the Young Surveyors Chapter shall be Associate or Regular members of the Society. The Chairperson or, in the Chairperson's absence, the Vice Chairperson, shall preside at all chapter meetings. In addition, the chapter membership, at their discretion, may elect, by a majority vote of those regular members present, any other Officers they deem necessary. The Young Surveyors chapter membership, at their discretion, may elect, by a majority vote of those associate and/or regular members present, any other Officers they deem necessary.

D) The Chairperson of the chapter, upon election, shall become a member of the Board of Directors and shall serve on the Board in accordance with Article V and Article VII of these bylaws.

E) In the event that the Chairperson position becomes vacant, the Vice Chairperson shall take his or her place and a new Vice Chairperson shall be elected. Furthermore, in the event that the Vice Chairperson position becomes vacant, a new Vice Chairperson shall be elected.

F) Chapters shall schedule a meeting at least quarterly and submit the minutes of the meeting, upon Chapter approval, in writing to the Secretary and Executive Director 7 days prior to the following meeting of the Board of Directors.

## **ARTICLE X – COMMITTEES**

### *SECTION 1 - APPOINTMENTS*

The President shall appoint the members of standing committees hereinafter designated, and such other committees as may, from time to time, be necessary. Except as specified elsewhere in these Bylaws, the President shall have the power to designate the Chairperson of each

committee and to make changes in the membership of any committee at any time. The Board of Directors shall authorize and define the duties and powers of the standing committees.

## *SECTION 2 - STANDING COMMITTEES AND DUTIES*

### A) MEMBERSHIP SERVICES

This committee shall attempt to retain all current members in good standing, shall seek to expand the membership of the Society, and shall make recommendations regarding additional services that may benefit the members of the Society.

### B) ETHICS AND PROFESSIONAL PRACTICE

This committee shall periodically review and submit to the Board of Directors any recommended revisions or additions to the code of ethics for the members and shall recommend methods and means for maintaining them. The committee shall study the cases of all persons who are reported to the Society to be operating in violation of State laws, or ethics and professional practices, for possible recommendation to the Board of Directors for action.

### C) SURVEY STANDARDS AND PRACTICE

This committee shall periodically review the Minimum Standards of Practice and shall propose any revisions or additions to the Board of Directors for possible recommendation to the Maryland State Board for Professional Land Surveyors for action.

### D) GOVERNMENT AFFAIRS

This committee shall recommend actions on all legislation and regulations affecting surveyors and all other related professions. The Chairperson of the Government Affairs Committee shall represent the Society on the Maryland Council of Design Professionals.

### E) PUBLIC RELATIONS AND PUBLICATIONS

This committee shall recommend to the Board of Directors various methods of communicating the aims, activities, services and objectives of the Society for facilitating a better understanding and mutual interests of this Society and other related professional organizations. This committee shall also solicit articles for the "Maryland Surveyor" publication. The Chairperson of this committee or the Chairperson's designee shall serve as the editor of the "Maryland Surveyor" publication.

### F) EDUCATION

This committee is to actively provide ongoing educational programs for both professionals and technicians engaged in surveying and other related professions. This committee will also plan the spring conference.

#### G) NOMINATIONS/TELLERS

This committee shall have as its Chairperson the Immediate Past President and its duty shall be to select the slate of candidates for the next year's elections, issue and count the official ballots and report the results to the Board of Directors and Membership. The committee's duty shall include nominating a Successor Trustee to serve on the Maryland Society of Surveyors Educational Trust. The committee will notify the Board of Directors in writing of the proposed Successor Trustee before June 15th of every year. The Chairperson may select as many committee members as he or she shall see fit to assist him or her in this selection process.

#### H) BYLAWS

The Bylaws committee shall have as its Chairperson the President-elect. This committee shall have the responsibility for examining the Bylaws periodically, or at the direction of the Board of Directors, revising or amending the Bylaws to benefit the Society.

#### I) STRATEGIC PLANNING

This committee shall have as its Chairperson the current Vice President and its duty shall be to update the strategic plan to assist the Society in establishing and implementing its goals.

#### J) TECHNOLOGY

This committee shall have the responsibility for investigating and reporting on technologies, which might prove beneficial to the members of the Society.

#### K) FALL CONFERENCE COMMITTEE

This committee shall have the responsibility for planning the fall conference of the Society. This committee shall be chaired by the President-elect and include the Immediate Past President, Vice President, Secretary and Education Chair.

#### L) FINANCE COMMITTEE

This committee shall have as its Chairperson the current Treasurer and its duties shall include but not be limited to:

- Developing the operating budget for the Society
- Contracting for Executive Director services
- Performing a review of the finances of the Society
- Making recommendations on a financial strategy
- Making other recommendations to the Board with regards to finances

#### M) TRIG-STAR

This committee shall have the responsibility of promoting and coordinating the TRIG-STAR program. The vice-Chairpersons of each chapter shall serve on the Trig-Star Committee.

#### N) Internet Technology and Communications Committee

This committee shall assist the Executive Director or Assistant Executive Director in the design and maintenance and administration of Internet technologies and electronic communication, including the reporting of activities, monthly or as needed to the Board of Directors.

### *SECTION 3 – REPORTS*

Each committee Chairperson shall submit a written report to the Secretary and Executive Director at least seven (7) days prior to each regularly scheduled Board of Directors meeting.

## **ARTICLE XI – MEETINGS**

### *SECTION 1 - MEETINGS OF DIRECTORS*

A) Regular meetings of the Board of Directors shall be scheduled at least bimonthly, and at such other times as adopted by the Board or requested by the President.

B) Special meetings may be requested by the President or the Board of Directors. Notice of special meetings of the Board of Directors shall be given to each Director at least twenty-four (24) hours prior to the time set for such meetings by notifying him or her personally.

C) At the discretion of the President, meetings of the Board of Directors may be held by telephone or video conference, or by such other means that permits orderly conduct of the meeting.

D) Nine (9) Members of the Board of Directors shall constitute a quorum at all meetings of the Board of Directors but the members present, though less than nine (9), may adjourn the meeting from time to time. Use of proxies for absentees will not be permitted.

E) Board members are required to attend a minimum of four (4) Board of Directors meetings annually.

F) Board members shall submit a written report to the Secretary and Executive Director at least seven (7) days prior to each regularly scheduled Board of Directors meeting.

### *SECTION 2 - MEETINGS OF MEMBERS*

A General Membership meeting shall be scheduled at least quarterly or as directed by the Board of Directors.

## **ARTICLE XII – FINANCES**

### *SECTION 1 - DUES*

The annual dues and the date payable shall be set by the Board of Directors for each class of membership. If not paid within 90 days of the date payable, the member shall forfeit his or her membership in this Society. Honorary members shall not pay dues.

### *SECTION 2 - SPECIAL ASSESSMENTS*

Special fund raising projects or assessments may be utilized to provide additional needed revenue. The Board of Directors shall have the power to enact special assessments based on a three-fourths vote of the entire Board. However, special assessments shall be subject to approval by the General Membership. The special assessments may be adopted by three-fourths of the members, present at the General Membership meeting at which action thereon is taken, providing that the need for the special assessment has been submitted in writing at a prior General Membership meeting, and that notice of the special assessment shall be distributed by the Secretary to each member not less than two weeks prior to the date of the meeting at which action thereon shall be taken.

### *SECTION 3 - OFFICER EXPENSES*

The Officers shall be reimbursed for expenses for travel and other items related to the affairs of the Society upon approval by the Board of Directors.

### *SECTION 4 - LENDING MONEY*

This Corporation shall not have the power to lend its funds.

### *SECTION 5 - COMMITTEE EXPENSES*

Members of this Society, whether serving upon committees or in their private capacity, shall not have the power to incur any expense in the name of, or for the account of the Corporation without first obtaining the consent of the Board of Directors. When bills against the Corporation shall result from the transaction of a committee, either standing or special, the items thereof shall, before being accepted by the Board of Directors, be approved by said committee and endorsed as correct.

### *SECTION 6 - CHECKS, DRAFTS, NOTES AND OBLIGATIONS*

All written instruments for the payment of money, negotiable notes, drafts or other obligations of the Corporation may be signed by any Officer or Officers designated by the Board of Directors of the Corporation. No check shall be signed in blank. The Board of Directors shall have the power by resolution to authorize such other person or persons as may be named in the resolution to sign and be made accountable for any of the above mentioned instruments.

## *SECTION 7 - APPROVAL OF DIRECTORS FOR PAYMENTS OF BILLS*

Payment of Corporation bills less than an amount approved by the Board of Directors and all bills for expenses included within the approved budget may be paid only by individuals authorized and designated by the Board of Directors. However, all invoices more than an amount approved by the Board, if not in the budget, must be approved by the Board of Directors.

## **ARTICLE XIII - ALTERATION OF BYLAWS**

These Bylaws may be altered, amended, repealed or new Bylaws may be adopted by an affirmative vote of three-fourths of the members at any duly called General Membership meeting thereof, provided that a notice and copy of any proposed amendment and a general statement of its nature shall be provided to each member not less than thirty days prior to the date of the General Membership meeting at which action thereon shall be taken.

## **ARTICLE XIV - ORDER OF BUSINESS AND RULES OF ORDER**

The rules contained in Robert's Rules of Order, Newly Revised shall govern the Society in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or the special rules of order of this society.

## **ARTICLE XV - MARYLAND STATE BOARD FOR PROFESSIONAL LAND SURVEYORS**

In nominating a member to the Maryland State Board for Professional Land Surveyors, the Board of Directors of the Society will conform to the nominating procedure as outlined in the "State Board for Professional Land Surveyors," Title 15 of the Business Occupations and Professions Article of the Annotated Code of Maryland, effective July 1, 1989, or as it may be amended from time to time.

## **ARTICLE XVI - TERMINATION OF THE CORPORATION**

In the event that the activities of the Corporation are terminated, the accrued funds in the treasury after all outstanding obligations have been paid, shall not be returned to the members of the Corporation but shall be given to the MSS Educational Trust, providing the MSS Educational Trust survives the Society, otherwise it shall be given to a nonprofit organization established for the benefit of the surveying profession, selected by the Board of Directors for the purpose of establishing a surveying scholarship or foundation.