



# Pennsylvania Society of Land Surveyors

## Bylaws

As of March 7, 2025

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# Pennsylvania Society of Land Surveyors

## Bylaws

### ARTICLE I

#### THE PENNSYLVANIA SOCIETY OF LAND SURVEYORS

The Pennsylvania Society of Land Surveyors being a statewide professional organization of individuals or certain firms having an interest in the practice of land surveying, whom under the Laws of Pennsylvania were incorporated on May 6, 1969 as a non-profit corporation with the purposes as set forth in their Articles of Incorporation as recorded in the Recorder of Deeds Office in Delaware County, Commonwealth of Pennsylvania, in Book 2, Page 611 and by said Articles, this corporation became to be known as "The Pennsylvania Society Of Land Surveyors" hereinafter referred to as the "Society".

The incorporators of the Pennsylvania Society of Land Surveyors were Howard W. Doran, R.S.; John B. Yerkes, Jr., R.S.; Nicholas T. Moran, R.S.; Earl S. Bauder, R.S.; Ralph M. Pidcock, R.S. and Thomas R. Gibbons, R.S.

### ARTICLE II

#### MISSION STATEMENT

The Pennsylvania Society of Land Surveyors (PSLS) is committed to safeguarding life, health, and property while focusing to enhance the surveying profession and community through outreach, advocacy initiatives, and continual learning opportunities.

### ARTICLE III

#### MEMBERSHIP

##### Section 1 - Qualification of Members

The membership of the Society shall consist of individuals meeting the requirements of Section 1, 1.1 - 1.7 and Section 2, 2.1 - 2.3 below.

##### 1.1 Member

A Member of the Society shall be an individual licensed to perform land surveying in the Commonwealth of Pennsylvania. Any such individual shall have high professional repute and ethical standards. Members shall have full voting rights as to any matter concerning the Society, shall have the right to hold any office within the Society (subject to compliance with the Qualifications for that office), and shall receive notice of, and shall be entitled to attend all General Membership Meetings of the Society.

##### 1.2 Associate Member

An Associate Member shall be an individual of good character who has scientific or technical knowledge in the field of land surveying and who is not a licensed professional land surveyor in the Commonwealth of Pennsylvania. An Associate Member may also be an individual with technical knowledge in the fields of mapping or GIS. Associate Members will have no voting rights as to any matter concerning the Society and shall not have the right to hold Executive Board office, but shall receive notice of, and shall be entitled to attend all General Membership Meetings of the Society.

##### 1.3 Sustaining Member

A Sustaining Member shall be any person or firm engaged in providing instruments, equipment, tools, supplies, software, hardware or non-land surveying services to the surveying profession and who wishes to support the activities of the Society. A Sustaining Member will have no voting rights as to any matter concerning the Society and shall not have the right to hold office, but shall receive notice of, shall be entitled to attend all General Membership meetings of the Society, and receive correspondence and notifications from the Society.

##### 1.4 Affiliate Member

An Affiliate Member shall be an out-of-state resident who is a member in good standing of the State Society representing licensed land surveyors in the State where the member resides. An Affiliate Member will have no voting rights as to any matter concerning the

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Society and shall not have the right to hold office, but shall receive notice of, and shall be entitled to attend all General Membership Meetings of the Society.

##### 1.5 Student Member

A Student Member shall be an individual of good character who is a student at any school inside or outside of the Commonwealth of Pennsylvania enrolled in a course or program in surveying and/or related subjects or a graduate student enrolled in a formal graduate surveying program. A Student Member will have no voting rights as to any matter concerning the Society and shall not have the right to hold office except in a Student Chapter of the Society. A Student Member shall receive notice of and shall be entitled to attend all General membership Meetings of the Society.

##### 1.6 Retired Member

A Retired Member shall be an individual of good character who has retired from active practice, and whose license has been placed on retired status by the State Board of Registration. Retired Members shall have full voting rights as to any matter concerning the Society, shall have the right to hold any office within the Society (subject to compliance with the Qualifications for that office), and shall receive notice of, and shall be entitled to attend all General Membership Meetings of the Society.

##### 1.7 Auxiliary Member

An Auxiliary Member shall be the spouse or significant other of any member of the Society. Auxiliary Members will have no voting rights as to any matter concerning the Society and shall not have the right to hold office, but shall receive notice of, and shall be entitled to attend all General Membership Meetings of the Society.

##### Section 2 - Special Recognition by the Society

##### 2.1 Life Member

Life Members shall be Members whose active participation in the land surveying profession have been substantially reduced or terminated by reason of illness, injury or normal retirement and are found deserving by the Society Board of Directors. Nominations for Life Members shall only be accepted from any Chapter Board of Directors. Life Members shall be elected by the Society Board of Directors by a majority vote. Life Members shall have the right to hold any office within the Society (subject to compliance with the qualifications for that office), and shall receive notice of, and shall be entitled to attend all General Membership Meetings of the Society and no payment of dues or assessments will be required.

## 2.2 Fellow Member

An individual may be chosen from the membership, by the Society Board of Directors, to become a Fellow Member after having rendered outstanding service to the land surveying profession and/or the Society. The Fellow-Grade of membership shall be available only to an individual who has been a Member or a Life Member of the Society for at least five years.

## 2.3 Honorary Member

An Honorary Member shall be an individual who by reason of outstanding devotion and contribution to the Land Surveying Profession is found deserving by the Society Board of Directors. Nominations for Honorary Members may only be made by a majority of the Society Board of Directors or by a majority of any Chapter Board of Directors. Honorary Members shall be elected by the Society Board of Directors by a majority vote. Honorary Members must continue to meet all the requirements of a Member in the Society. The Honorary Member will have no voting rights as to any matter concerning the Society and shall not have the right to hold office, but shall receive notice of, and shall be entitled to attend all General Membership Meetings of the Society and no payment of dues or assessments will be required.

## Section 3 - Application for Membership

### 3.1 Application

An individual, company or corporation making application for membership in any of the several classes of membership shall furnish such evidence as is required by the Society Board of Directors to aid in determining their qualifications for membership. Upon application, it will be necessary to signify which Chapter affiliation is desired. All applications shall be accompanied by the designated fees.

### 3.2 Procedure

After receiving the application, the Society shall immediately place the applicant on the mailing list and a copy of the application shall be forwarded to the appropriate Chapter's Secretary. The Society Board of Directors shall at their next scheduled meeting vote on approving the applicant for membership provided the application is received at least seven calendar days prior to said meeting. Approval requires a majority quorum vote. If necessary, the Society Board of Directors may table such action if additional information is needed.

### 3.3 Rejection

In the event that the applicant is not accepted for membership, all fees submitted shall be returned to the applicant.

### 3.4 Acceptance

If the applicant is accepted for membership, the applicant shall be enrolled as a member in the applicable classification after which the applicant and the Secretary of the Chapter affiliation shall be notified of such favorable action.

## Section 4 - Withdrawal, Reassignment, and Expulsion

### 4.1 Membership Withdrawal

Any member of any category or class may terminate their membership in the Society by giving thirty (30) days written notice to the Society's Executive Vice President. Any voluntary termination shall not relieve a member of obligations to the Chapter and the Society existing at the date of termination. All fees paid to the Society will be forfeited by the member. Any office or directorship held by a member shall be declared vacant upon withdrawal.

### 4.2 Reassignment of Chapter Affiliation

Any member may change their Chapter affiliation upon thirty (30) days written notice to the Society's Executive Vice President who shall forward a copy to the Secretaries of the Chapters involved.

### 4.3 Expulsion

A member of any class may be expelled from membership in the Society on the grounds that their conduct or policies advocated are detrimental to the honor or interest of the Society and its objectives. Expulsion on these grounds shall be by at least 80% vote of the Society Board of Directors constituting a quorum attending the meeting of the Society Board of Directors, with the exception of any member of that Board whose expulsion is under consideration, but only after the member has had the opportunity to be heard by the Society Board of Directors. Any member of the Society Board of Directors appearing before the Society Board of Directors due to conduct or policies advocated that are detrimental to the honor or interest of the Society and its objectives shall not participate in any vote concerning their expulsion from the Society. The action of the Society Board of Directors shall be final. The member waives any claim against the Chapter or Society, its members, directors, officers, and employees for damages or otherwise arising out of any hearing or expulsion proceeding under this paragraph. Anyone expelled may petition the Board of Directors for reinstatement. They can be reinstated by at least 80% vote of the Society Board of Directors constituting a quorum attending the meeting of the Society Board of Directors.

If a board member has their Pennsylvania surveying license suspended or revoked, they must notify the Executive Committee within 30 days.

### 4.4 Suspension

Any member that fails to pay Society dues or Special Assessments within sixty (60) days following the due date shall, upon the expiration of such sixty (60) day period, be automatically suspended until all amounts owed have been paid to the Society. During this suspension period, the member will cease to receive all benefits and publications offered by the Society.

## ARTICLE IV

### BOARD OF DIRECTORS OF THE SOCIETY

#### Section 1 - Responsibility and Authority

The business of the Society shall be conducted by the Society Board of Directors in the best interest of the membership.

#### Section 2 - Board of Directors

##### 2.1 Members

The Board of Directors of the Society shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, two Directors from each Chapter and the Pennsylvania Delegate to the Board of Directors of the National Society of Professional Surveyors, Inc. if the Pennsylvania Delegate to the Board of Governors is a Member in good standing of the Pennsylvania Society of Land Surveyors.. The Society President, President-Elect, and Secretary shall be the Chairperson, Chairperson- Elect, and Secretary, respectively of the Society Board of Directors. Each member of the board, provided that they hold a current professional land surveyors license in Pennsylvania, may cast one vote per action brought before the board. Proxy votes will not be accepted on behalf of an absent member of the board. An alternative director may be named by the chapter to assume the same duties as that of the absent director. Said alternative shall announce their name and state that they are representing their chapter during role call and upon completion of roll call shall be ratified by the majority of the board to serve as director for that particular meeting.

##### 2.2 Executive Committee

The Executive Committee shall be comprised of the President, President-Elect, Vice President, Secretary, Treasurer and Immediate Past President and the Delegate to the Board of Directors of the National Society of Professional Surveyors.

### 2.3 Meetings

The first meeting each year of the Society Board of Directors shall follow the First General Membership Meeting. All other meetings of the Society Board of Directors shall be at the call of the Chairperson, or, in his/her absence, the Chairperson-Elect, after five (5) days written notice. A special meeting of the Society Board of Directors shall be called upon the written request of the majority of its members. There shall be no less than three (3) meetings per year of the Society Board of Directors.

### 2.4 Quorum

Thirty-three percent or more of the current Members of the Society Board of Directors shall constitute a quorum for the transaction of all business, and except as otherwise provided by these Bylaws, the acts of a majority of the Society Board of Directors present at a meeting shall be the acts of the Society Board of Directors.

### 2.5 Parliamentary Procedure

All proceedings and meetings of the Society Board of Directors shall be conducted under and pursuant to Robert's Rules of Order except as otherwise provided by these Bylaws or Board policy.

### 2.6 Installation

Society Directors elected by each Chapter shall be recognized and take office as Directors of the Society during the First General Membership Meeting following their election and immediately following the installation of the Officers of the Society. They shall continue to serve as Directors until the expiration of their terms or resignation or removal.

## ARTICLE V OFFICERS AND EMPLOYEES OF THE SOCIETY

### Section 1 - Officers

The officers of the Society shall consist of a President, a President-Elect, a Vice President, a Secretary, a Treasurer, and the Immediate Past President, the Delegate to the Board of Directors of the National Society of Professional Surveyors and such other officers as the Board of Directors may from time to time determine. No person shall simultaneously hold office in the Society and in any Chapter thereof with the exception of an Immediate Past President of a Chapter unless specifically waived by the Society Board of Directors upon specific request by the Executive Committee of a Chapter.

#### 1.1 Eligibility

Any party that is to be an Officer in the Society must be a current resident in Pennsylvania or have their principal employment or business establishment in Pennsylvania and have been a Professional Land Surveyor holding a Pennsylvania surveying license and a Member of the Society for at least 5 years.

No person against whom formal charges have been filed by any State Registration Board or by the Society Board of Directors which might result in revocation of their professional registration or in termination of their membership in the Society shall be eligible for election as an officer of the Society or any of its Chapters.

#### 1.2 Executive Director

The Executive Director shall be an employee of the Society or consultant to the Society and shall be selected by the Executive Committee of the Society Board of Directors with the approval of the majority of the Society Board of Directors. The Executive Director shall work under the direction of the Society President and report to the Executive Committee of the Society Board of Directors.

### Section 2 - Powers, Duties, and Responsibilities of Officers of the Society

#### 2.1 President

The President shall be the chief executive officer of the Society and he/she shall have the responsibility of general management of its affairs. He/she shall preside over all general membership meetings of the Society and over the Society Board of Directors meetings. He/she shall prepare the agenda for all general membership meetings and Society Board of Directors meetings. He/she shall appoint all committees and be an ex-officio member of all committees except the Leadership Development Committee and the Past Presidents' Council.

#### 2.2 President-Elect

The President-Elect shall act directly under the President as a president-in-training and shall assume the duties of the President in the President's absence. The President-Elect shall assume the office of president without election by the membership.

#### 2.3 Vice President

The Vice President shall be the direct liaison between the Society Board of Directors and the Chapters of the Society. The Vice President shall assume the duties of the President and President-Elect in the absence of the President and President-Elect.

#### 2.4 -Secretary

The Secretary shall be responsible for all records of the Society, minutes of all official meetings of the Society and the Society Board of Directors; have charge of the use of the corporate seal, be responsible for maintaining the membership roster and for all publications and mailings of Society meeting notices during his/her immediate tenure in office. Records of the society's meetings and actions shall be kept in safe storage for future reference. The functions of the Secretary may be performed by an employee of the Society, within budgetary limits, as approved by the Society Board of Directors.

#### 2.5 Treasurer

The Treasurer shall receive and disburse all funds of the society. The Treasurer shall be responsible for maintaining complete and accurate accounting records of all funds, receipts, and expenditures. At the direction of the treasurer, certain functions of the office may be delegated to selected individuals or consultants in order to provide for timely accomplishment of routine business functions on behalf of the society. The Treasurer shall provide adequate oversight of such activities to insure that the fiduciary interests of the society are protected.

The Treasurer shall be bonded in an amount to be determined by the board of directors. Premiums for such bond shall be paid by the society. This bonding requirement shall extend to any individual, consultant, or firm holding authority to sign checks, or otherwise has access to society funds. Any outside consultants or firms shall provide such bond at their own expense.

The Treasurer shall prepare interim reports of financial activities for presentation to the board of directors. Annually, the treasurer shall arrange for the preparation of a financial review by a certified public accountant (CPA) for presentation to the board of directors. Full audits shall be conducted only at the discretion of the board of directors.

The Treasurer shall prepare the annual budget for approval by the board of directors at the final board meeting of each fiscal year. All expenditures exceeding 10% of the annual budget amount, or not specifically authorized by formal board action, must receive approval by the Board of Directors. The duties of the Treasurer may be performed by an employee of the Society or a delegated individual or consultant, within budgetary limits, as approved by the Society Board of Directors. If necessary the offices of Secretary and Treasurer may be held by the same member.

The Treasurer shall receive and review financial reports from each chapter upon formal request.

## 2.6 Immediate Past President

The immediate Past President shall serve in an advisory capacity to the Society Board of Directors and will have full voting privileges.

## 2.7 - Pennsylvania Delegate to the Board of Directors of the National Society of Professional Surveyors

The Pennsylvania Delegate to the Board of Directors of the National Society of Professional Surveyors (NSPS) shall be the direct liaison between the Society and the National Society of Professional Surveyors. The Delegate shall represent the interests of the Society at all meetings attended. The Delegate shall prepare timely reports of NSPS activities for presentation to the board of directors.

If, for some reason, the appointed Pennsylvania Delegate to the Board of Directors of the NSPS, is unable to complete the two-year term, a new Delegate shall be appointed from the Members of the Society, by the President of the Society, subject to the approval of the majority of the Society Board of Directors at the first meeting of the Society Board of Directors following a vacancy in the Delegate position.

## Section 3 - Election and Term of Officers

### 3.1 Election

The officers shall be elected to serve for a term of one (1) year or until their successors shall have been elected and qualified, with exception of the NSPS Director who holds a two (2) year term. The President-Elect shall assume the office of President, upon its vacancy, without the need for an election to the office by the membership of the Society. Elections may be held by any means permitted by law.

### 3.2 Nominations

The Society Leadership Development Committee shall prepare a list of nominees for Officers, shall obtain their acceptance and shall present the slate of nominees for the ensuing year to the Secretary no later than November 1. The slate shall include biographies which shall be available to the members prior to the Election. The Leadership Development Committee shall attempt to present a slate that reflects employments and geographic representation to ensure a broad and fair administration of the business of the Society.

### 3.3 Vacancies

In the event of a vacancy in the office of the President-Elect, the Vice President, the Secretary, or the Treasurer, the office shall be filled, for the remainder of their term, by appointment by the President subject to the approval of the Society Board of Directors. A vacancy in the office of President shall be filled by the President-Elect. If the President-Elect is unable to assume the Office of President, the Society Board of Directors shall elect a person to complete the term of the President from the voting members of the Society, by a majority vote.

### 3.4 Removal From Office

Any officer will be removed from office for non-attendance of 60 percent of the Society Board of Director's meetings or the absence from three consecutive Society Board of Director's meetings during any one calendar year upon a majority vote of the members of the Society Board of Directors at a regular meeting of the Society Board of Directors.

Any officer will be removed from office for blatant non-performance of the duties assigned to the officer by the pertinent sections of the Society Bylaws upon a majority vote of the members of the Society Board of Directors at a regular meeting of the Society Board of Directors.

## Section 4 - Purchased Services and Employees

The Society may, within budgetary limits, purchase professional, technical, and non-technical services or hire employees as approved by the Society Board of Directors.

## Section 5 - Compensation

Directors, Officers, and Committee Members shall serve without compensation, except that certain expenses may be reimbursed, within budgetary limits, as approved by the Society Board of Directors.

## ARTICLE VI CHAPTERS OF THE SOCIETY

### Section 1 - Chapters

The Society Board of Directors shall approve the organization of Chapters of the Society as may from time to time appear desirable. The Chapters shall organize and conduct local activities consistent with the objectives of the Society.

The Society Board of Directors shall establish the geographic limits constituting the boundaries of each Chapter area within the Commonwealth of Pennsylvania. Wherever practical, the boundaries should coincide with the boundaries of political jurisdictions such as county, township, city and borough lines.

Student Chapters affiliated with specific schools, colleges or universities may exist within the geographic limits of another Chapter as established by the Society Board of Directors.

The Chapter boundaries should be reviewed periodically by the Society Board of Directors to determine that the Chapter boundaries are realistic in view of the manner in which the Chapters are actually functioning.

An official map to be known as the Pennsylvania Society of Land Surveyors Chapter Geographical Boundary Map shall be prepared under the direction of the Society Board of Directors to reflect the official boundaries of the areas served by each individual Chapter and shall be revised from time to time as the need arises.

Chapters in existence at the time of the enactment of these Bylaws may remain as Chapters of the Society even though they may not have the full complement of members required for the establishment of a new Chapter. Every effort should be made to increase the membership of existing Chapters to the level of that required for the organization of a new Chapter.

### 1.1 New Chapter Organization

The organization of a new Chapter should be by a Committee of seven, consisting of five members of the sponsoring Chapter as designated by the President of that Chapter and two representatives from the Society Board of Directors as designated by the President of the Society.

The Society Board of Directors should establish the approximate geographical area from which the new Chapter should draw upon for membership or in the case of Student Chapters, the schools in which a student must be enrolled.

The Committee members should promptly select a Chairman from the five Members of the sponsoring Chapter to serve until such time as the new Chapter is recognized or rejected by the Society Board of Directors and officers of the Chapter are duly elected.

Upon recognition of the new Chapter by the Society Board of Directors, the Committee members should enroll a minimum of 20 licensed, professional land surveyors as the nucleus of the new Chapter, while at least 20 members remain with the sponsoring Chapter, unless these numbers of members in the new Chapter and the sponsoring Chapter are waived by official action of the Society Board of Directors. A Student Chapter shall have one advisor who is a voting member of the Society or a faculty member in the surveying or engineering program.

## Section 2 - Bylaws

### 2.1 Development

Each Chapter shall adopt the standard Chapter Bylaws as approved by the Society Board of Directors.

Any suggested revisions to the standard Chapter Bylaws desired by a Chapter must be submitted to the Society Board, in writing with documentation as to the reasons for requesting the revisions, 10 days prior to a scheduled Board meeting.

The Society Board must at its first scheduled Board Meeting following the request, either approve the requested revisions, reject the requested revisions or table any action pending receipt of further information to justify the requested revisions.

### 2.2 Approval

Approval of the proposed Chapter Bylaws shall require the affirmative vote of a majority of a quorum of the Society Board of Directors. The Society Board of Directors shall approve only such Bylaws as, in their opinion, will uphold and advance the purposes for which the Society was formed.

### 2.3 Chapter Acceptance of Chapter Bylaws

The Bylaws of each Chapter must be approved by a majority vote of a quorum of the Board of Directors of the Chapter at a meeting duly called and advertised for such purpose.

Upon approval action by the Chapter Board of Directors, the Secretary of the Chapter shall execute the certification for such purpose found in the Standard Chapter Bylaws and submit it to the Secretary of the Society within 10 days of such Chapter Board of Directors approval.

## Section 3 - Membership

Each member of the Society shall select the Chapter with which affiliation is desired. A Student Member may be a member of a Student Chapter and a regional Chapter.

## Section 4 – Dues and Assessments

Chapter Boards of Directors shall use commonly accepted financial principals in all their financial management and raise funds necessary to be financially independent. The Chapter Board of Directors of each Chapter shall have the right to establish Chapter dues and assessments and the responsibility of collecting all Chapter dues and assessments from the members each year. Chapters can request funds from the Society during the annual budgeting process as needed. Not all requests may be funded.

Upon request, the chapters shall provide annual financial reports to the Society as directed by the Society Treasurer.

## Section 5 - Officers

The officers of each Chapter shall consist of a President, a Vice President, a Secretary, and a Treasurer, and the Immediate Past President, all of whom shall be voting members of the Society. It is preferable that no member shall hold more than one such office, with the exception of a combined office of Secretary/Treasurer, to be established at the option of the Chapter Board of Directors.

## Section 6 - Representatives to the Society Board of Directors

Each Chapter shall elect two (2) of its Chapter Members to serve on the Society Board of Directors. The term of each duly elected Director shall be two (2) years, except that the term of office of one of the initial Directors of each Chapter shall be one year.

## Section 7 - Chapter Board of Directors

The number of Chapter Directors shall be sufficient to serve the needs of the Chapter but should not be less than five (5) and shall be determined by the majority of the Members of the Chapter. The Chapter Board of Directors shall not be comprised of more than one person employed by the same employer. This restriction may be waived by the Society Board of Directors upon the request of the majority of the Chapter Board of Directors.

## Section 8 - Use of Society Name, Logo, Endorsements, Etc.

### 8.1 Chapter Use of Society Name, Logo, Endorsements, Etc.

Each chapter designated by the Society shall have the Pennsylvania Society of Land Surveyors as a part of its official Chapter name. Each Chapter may use the official name of the Pennsylvania Society of Land Surveyors and its logo on all official stationery, membership application forms, dues notices and minutes of meetings.

### 8.2 Member Use of Society Name, Logo Endorsements, Etc.

Utilization of the Society logo by Members of the Society will be authorized only upon approval of a completed contract (available from the Society Executive Vice President's) for Society logo use. Completed contracts are to be sent to the Executive Vice President of the Society. A violation of any of the terms of the contract for Society logo use will be cause for termination of the contract. This will not limit the Society to pursue other remedies in law or equity.

## ARTICLE VII

### FISCAL YEAR, ENTRANCE FEES, DUES AND ASSESSMENTS

#### Section 1 - Fiscal Year

The fiscal year of the Society and its Chapters shall be from June 1st to May 31st.

#### Section 2 – Dues

##### 2.1 Obligation to Pay Dues

Each member shall pay all yearly Society dues and assessments to the Society Office. The Society Directors will determine the total amount of Society dues and Society special assessments annually. The Board of Directors may waive the dues and assessment requirements of members for special purposes (e.g., promotion, membership crisis, military call-up, etc.)

##### 2.2 Notification and Time for Payment of Dues and Special Assessments

The Society Office shall notify the membership of the amount of Society Dues and Special Assessment to be paid by members not later than December 1 of each year. All dues are to be paid by January 1.

#### Section 3 – Assessments

##### **3.1 Definition of Assessments**

Assessments shall be an amount or amounts, in addition to dues, assessed upon the membership for use by the Society.

##### **3.2 Definition of Rebate**

A portion of yearly dues allocated to the individual Chapters by the Society Board of Directors to be used toward the operational expenses of the Chapters.

##### **3.3 Assessments**

State assessments and Chapter assessments shall be authorized only by a vote of the voting members of the Society and/or the Chapter and must be approved by an affirmative vote of at least 2/3 of its voting members present at a meeting called for the purpose of voting on assessments.

## ARTICLE VIII

### MEETINGS OF THE SOCIETY

#### Section 1 - General Membership Meetings

A General Membership meeting of the Society for the installation of officers shall be held at the first General Membership meeting each year and at such place within the Commonwealth as may be determined by the Society Board of Directors. This may be done in conjunction with the annual conference.

#### Section 2 - Other General Membership Meetings

Other General Membership meetings of the Society may be held at the discretion of the Society Board of Directors on such a date and at such a place within the Commonwealth as may be determined by the Society Board of Directors.

#### Section 3 - Special Meetings

Special Meetings may be called by the President or by a quorum of the Members of the Society Board of Directors.

#### Section 4 - Notice of Meetings

All members of the Society will be notified of regular scheduled Society Board of Directors Meetings and General Society membership meetings.

#### Section 5 - Parliamentary Procedure

All proceedings and meetings of the Society shall be conducted under and pursuant to Robert's Rules of Order, except as modified by these Bylaws.

#### Section 6 - Voting at Meetings

Members shall be entitled to one vote which shall be cast in person or virtually or by proxy designated by them. A majority vote cast by a quorum upon any matter shall constitute the will of the membership, except as otherwise provided in these Bylaws or applicable law.

#### Section 7 - Quorum

All Members present at a General Membership meeting or responding in proper manner by mail will constitute a quorum.

ARTICLE IX  
COMMITTEES

Section 1 - Standing Committees

The following committees shall be considered the Standing Committees:

- . Budget and Finance
- . Business and Professional Relations
- . Bylaws
- . Education
- . Geospatial
- . Leadership Development
- . Legislative - Government Affairs
- . Membership
- . Past Presidents' Council
- . Public Relations
- . Special Recognition and Awards
- . Standards of Practice
- . Tellers

1.1 Members

The Chairpersons of the Standing Committees shall be appointed by the President not later than January 31st, except where specifically designated in 1.2 below. The other members of the Committees, not otherwise designated by the Bylaws, may be either appointed by the President or selected by the Chairperson with the President's approval. Each committee shall consist of at least two (2) Members in addition to the Chairperson except where specifically designated elsewhere in these Bylaws.

1.2 Duties

The specific duties of each committee shall be recommended by the President, approved by a majority vote by the Society Board of Directors, and given to each Chairperson when appointed. The constitutional general duties of the Standing Committees are as follows:

(a) Budget and Finance Committee

The Treasurer shall be the Chairperson of this Committee which shall prepare annual estimates of income and expenditures, and prepare a detailed annual budget for approval by the Society Board of Directors. This Committee shall also make recommendations to the Society Board of Directors concerning annual dues structure and Special Assessments.

(b) Business and Professional Relations Committee

The Immediate Past President shall be the Chairperson of this Committee which shall encompass the entire scope of improving the business and professional relations of the members of the Member Firm Sections in the Chapters in matters of: 1. Client Relations; 2. Employee Relations; 3. Inter-professional Relations.

The Chairperson and/or members of the Business and Professional Relations Committee shall meet with other individuals, groups, and organizations on matters of mutual interest. The Committee shall be comprised of one member from each Chapter who is a member of the Member Firm Section of each Chapter, so authorizing such a Section.

(c) Bylaws Committee

The Committee shall make a continuing study of the need for revisions to the Articles of Incorporation and Bylaws, and, on its own initiative or upon a majority vote of the voting members at any meeting of the Society, prepare amendments in proper form for consideration by the Society Board of Directors.

(d) Education Committee

The Committee shall investigate educational opportunities and curricula available to individuals interested in obtaining an education in the surveying profession.

Every effort should be made by the Chairperson to enlist faculty members of educational institutions within the Commonwealth involved with surveying programs to serve on the Committee.

The Committee shall assist in the preparation, organization and review of educational workshops and courses to be offered by the Society and/or Chapters of the Society.

(e) Geospatial Committee

The Committee shall monitor and report practices, activities and legislation as it pertains to geospatial services relative to the profession of land surveying.

Furthermore, the Committee shall promote the education of land surveyors, cartographers, photogrammetrists and those providing geographic and geospatial services.

(f) Membership Committee

The Committee shall endeavor to increase membership in the Society.

(g) Leadership Development Committee

The Chairman should be appointed by the Executive Committee of the Society. No Society Officer shall be a member of this Committee. This Committee shall be composed of three (3) Members, representative of separate geographical areas of the Commonwealth. The Committee shall endeavor to identify and assist Members who possess the desire to become more involved in the leadership of the Society.

(h) Legislative--Government Affairs Committee

This Committee shall study pending legislative proposals and inform the President and make recommendations for Society Board of Directors' action with respect to pending legislation. Also, this Committee shall make recommendations to the Society Board of Directors on needed Legislation relative to the practice of Land Surveying and if directed by the Society Board of Directors pursue initiating the needed legislation.

(i) Past Presidents' Council

The Immediate Past President shall be the Chairperson of this Committee which shall be comprised of Past Presidents of the Society. This Committee shall be available for advice and counseling to any of the current officers of the Society. Also, this Committee shall recommend short term goals and long-term policies and programs. They should meet at the Annual Surveyors' Conference and additionally as needed.

(j) Public Relations Committee

This Committee shall evaluate the public relations aspects of all Society Activities and develop recommendations for public relations activities and programs in order to realize maximum public relations benefits. The Committee shall develop and recommend immediate and long range public relations goals for consideration by the Society Board of Directors.

(k) Special Recognition and Awards Committee

This committee shall solicit recommendations and information from all the Chapters of the Society concerning candidates for Surveyor of the Year and Distinguished Service Awards and any other special recognition and awards designated by the Society Board of Directors. The information gathered is to be presented in a timely manner to the Society Board of Directors for review and action.

(l) Standards of Practice

This Committee shall be responsible for developing or amending suggested standards of practice for all practicing Land Surveyors in the Commonwealth of Pennsylvania.

(m) Tellers Committee

The President shall appoint the members of the Tellers Committee on an as needed basis. This committee shall certify to the election of Officers and the decisions of the membership on other matters determined by balloting. It shall also develop and recommend improved balloting procedures.



### 1.3 Duties of Chairperson

It is the duty of each committee Chairperson to keep the President advised of their committee's activities and to submit a written report when requested, but not less than annually.

### Section 2 - Special Committees

The President or the Society Board of Directors may appoint other committees for special purposes as needed.

### Section 3 - Acting as Agent

No relationship shall exist between PSLs and the membership of any PSLs committee that would vest such committee or individual member thereof, with the authority to act as agent or give the appearance of so acting on behalf of the Society in any matter unless such committee or individual has been given a written grant of expressed authority from the Society Board of Directors.

## ARTICLE X DUTIES AND LIABILITIES OF THE BOARD OF DIRECTORS AND OFFICERS

### Section 1 - Board of Directors and Officers as Fiduciaries

A director or officer of the Society shall stand in a fiduciary relationship to the Society and shall perform his or her duties as a director or officer, including his or her duties as a member of any committee of the Board of Directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Society, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director or officer shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by one or more officers or employees of the Society whom the director or officer reasonably believes to be reliable and competent with respect to the matters presented, counsel, public accountants or other persons as to matters that the director or officer reasonably believes to be within the professional or expert competence of such person, or a committee of the Board of Directors upon which the director or officer does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director or officer reasonably believes to merit competence. A director or officer shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or officer of the Society or any failure to take any action shall be presumed to be in the best interests of the Society.

### Section 2 - Personal Liability of Board of Directors and Officers

A director or officer of the Society shall not be personally liable for monetary damages such as including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature including, without limitation, attorneys' fees and disbursements, for any action taken, or any failure to take any action, unless the director or officer has breached or failed to perform the duties of his or her office under these Articles, or applicable provisions of law and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The foregoing limitation of liability shall be retroactive to the fullest extent permitted by law. This exemption from liability shall not apply to the responsibility or liability of any person pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law. The provisions of this Article shall be deemed to be a contract with each director or officer of the Society who serves as such at any time while this Article is in effect, and such provisions are cumulative of and shall be in addition to any independent of any and all other limitations on the liabilities of directors or officers of the Society, as such, or rights of indemnification by the Society to which a director or officer

of the Society may be entitled, whether such limitations or rights arise under or are created by any statute, rule or law, by-law, agreement, vote of disinterested directors or otherwise. Each person who serves as a director or officer of the Society while this Article is in effect shall be deemed to be doing so in reliance on the provisions of this Article. No amendment to or repeal of this Article nor the adoption of any provision of these Articles inconsistent with this Article, shall apply to or have any effect on the liability or alleged liability of any director or officer of the Society for or with respect to any acts or omissions of such director or officer occurring prior to such amendment, repeal or adoption of an inconsistent provision. In any action, suit or proceeding involving the application of the provisions of this Article, the party or parties alleging the right of a director or officer to the benefits of this Article shall have the burden of proof. If the Pennsylvania Consolidated Statutes are hereafter amended to authorize the further elimination of the liability of Society fiduciaries, then the liability of a director or officer of the Society, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania Consolidated Statutes.

## ARTICLE XI INDEMNIFICATION OF BOARD OF DIRECTORS, OFFICERS, ETC.

### Section 1 - Scope of Indemnification

Any director or officer who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding (hereinafter a "proceeding"), whether civil, criminal, administrative or investigative, including, without limitation, an action or suit by or in the right of the Society, by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Society or a Chapter Officer of the Society or is or was serving at the request of the Society as a director or officer of another subsidiary or related corporation, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as director or officer or in any other capacity, shall be indemnified and held harmless by the Society to the fullest extent and manner authorized or permitted by the laws of the Commonwealth of Pennsylvania, as the same exist or may hereinafter be amended (but, in the case of any such amendment, only to the indemnification rights that said law permitted the Society to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, penalties, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in Section 3 hereof, the Society shall indemnify any such person seeking indemnification in connection with a proceeding initiated by such person only if such proceeding was authorized by the Board of Directors of the Society. The right to indemnification conferred in this Article shall be a contract right and each person to whom this right to indemnification applies shall be a third party beneficiary of such right and shall be entitled to enforce against the Society all indemnification and other rights granted to such person by this Article. Such right shall include the right to be paid by the Society the expenses incurred in any such proceeding in advance of its final disposition; provided, however, that, if the laws of the Commonwealth of Pennsylvania require, the payment of such expenses incurred by a director or officer in advance of the final disposition of a proceeding shall be made only upon delivery to the Society of an undertaking, by or on behalf of such director or officer to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise. Each person who serves as a director or officer of the Society while this Article is in effect shall be deemed to be doing so in reliance on the provisions of this Article. The Society may, by action of its Board of Directors, provide indemnification to employees, agents, fiduciaries and other representatives of the Society

or to any person who is or was serving at the request of the Society as an employee, agent, fiduciary or representative of another subsidiary or related corporation, joint venture, trust or other enterprise, including service with respect to any employee benefit plan, with the same or lesser scope and effect as set forth herein and in the other sections of this Article. If and to the extent that the laws of the Commonwealth of Pennsylvania require that indemnification be provided in a given instance only if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Society, and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful, then termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Society, and, with respect to any criminal proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful. Termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself be a determination by a court that the act or failure to act giving rise to a claim for indemnification constituted willful misconduct or recklessness.

#### Section 2 - Circumstances Under Which the Right to Indemnification May Be Denied

Indemnification under Section 1 above shall be made by the Society unless a determination is reasonably and promptly made that indemnification of a director or officer is not proper in the circumstances because of grounds for denying indemnification under this Article or under applicable law. Such determination may be made only by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding ("disinterested directors") or (ii) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so direct, by legal counsel, in a written opinion.

#### Section 3 - Authorization for Payment of Expenses

Notwithstanding any other provisions of this Article, to the extent that a director or officer has been successful on the merits or otherwise in defense of any proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

#### Section 4 - Proceedings for Payment of Indemnification

If a claim under Section 1 of this Article is not paid in full by the Society within thirty (30) days after a written claim has been received by the Society, the claimant may at any time thereafter bring suit against the Society to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Society) that the claimant has not met the standards of conduct which make it permissible under the laws of the Commonwealth of Pennsylvania for the Society to indemnify the claimant for the amount claimed, but the burden of providing such defense shall be on the Society. Neither the failure of the Society (including its Board of Directors or legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the laws of the Commonwealth of Pennsylvania for the Society to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Society. Neither the failure of the Society (including its Board of Directors or legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the laws of the Commonwealth of Pennsylvania, nor an actual

determination by the Society (including its Board of Directors or legal counsel) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

#### Section 5 - Scope of Article

The rights to indemnification and the payment of expenses incurred in a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, by-law, agreement, vote of disinterested directors or otherwise.

#### Section 6 - Securing of Indemnification Obligations

The Society may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Society, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon other terms and conditions as the Board of Directors shall deem appropriate, at its expense, to protect itself and any director, officer, employee, agent, fiduciary or representative of the Society or another subsidiary or related corporation, joint venture, trust or other enterprise, against any expense, liability or loss, whether or not the Society would have the power to indemnify such person against such expense, liability or loss under the laws of the Commonwealth of Pennsylvania.

#### Section 7 - Interpretation

For purposes of this Article:

(a) References to "the Society" shall upon written resolution of the Board of Directors include, in addition to the Society, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors or officers, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director or officer of another corporation, shall for purposes of this Article be deemed to hold the same position in the Society as he or she held in such constituent corporation.

(b) A person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Society" as referred to in this Article.

#### Section 8 - Amendment or Repeal

This Article may hereafter be amended or repealed; provided, however, that no amendment or repeal shall reduce, terminate or otherwise adversely affect the right of a person who is or was a director or officer to obtain indemnification or advancement of expenses with respect to a proceeding that pertains to or arises out of actions or omissions that occur prior to the effective date of such amendment or repeal, which date cannot be retroactive.

ARTICLE XII  
AMENDMENTS

These Bylaws may be altered, amended or repealed by the Society Board of Directors. The affirmative vote of at least two-thirds of the Society Board of Directors attending a meeting at which the Bylaws are to be amended or repealed shall be necessary to take any such action, and all Directors shall have been advised of the action proposed to be taken in the notice of the meeting. The affirmative vote of at least two-thirds of the members eligible to vote at a meeting duly called for the purpose of amending or repealing the Bylaws shall be necessary to amend or repeal these Bylaws or change any such action of the Society Board of Directors.

Amended And Accepted  
December 6, 1991

Amended  
December 1, 1995

Amended  
September 10, 2004

Amended  
September 16, 2005

Amended  
September 26, 2008

Amended  
September 11, 2009

Amended  
December 4, 2009

Amended  
September 10, 2010

Amended  
October 12, 2012

Amended  
May 10, 2013

Amended  
October 11, 2013

Amended  
October 10, 2014

Amended  
December 10, 2016

Amended  
March 19, 2021

Amended  
March 7, 2025