

## **Bylaws**

### **BYLAWS OF THE IDAHO SOCIETY OF PROFESSIONAL LAND SURVEYORS, INC. (“ISPLS”), an Idaho non-profit corporation**

Adopted May, 1981 (Except as noted)

Revised March, 2014

Revised March, 2017

Revised February 2019

Revised February 2022

## **ARTICLE 1**

### **MEMBERSHIP**

Section I. The members of ISPLS shall be divided into voting and non-voting members. Non-voting members can vote and hold offices at the Geographical Section level but cannot vote or hold offices at the state level. (3/10/2010) (3/17)

Section II. The criteria of membership classes are as follows:

1. Voting Members: (3/10/2010), (3/14) (3/17)

\* A. Licensed Member: Any person who holds a valid license as a professional land surveyor and upon approval by the Board of Governors, said person may become a voting member of ISPLS.

2. Non-Voting Members: (3/10/2010) (3/14)

\* A. Unlicensed Member: Any person who does not hold a valid license as a professional land surveyor may, upon approval by the Board of Governors become a non-voting member of ISPLS.

\* B. Institutional Affiliate Memberships: Professional or technological organizations with objective interests kindred to ISPLS in advancing the profession of surveying may, upon approval by the Board of Governors become a non-voting member of ISPLS.

Section III. Admission (3/14) (2/19)

1. Election of Members: Any qualified person interested in becoming a member of the ISPLS shall submit a written and signed application in a form approved by the Board of Governors, to the Executive Secretary of the ISPLS. Qualified applicants shall become members of ISPLS upon payment of the required dues.

2. Membership Committee: Until further action or cancellation of this provision, the Board of Governors shall serve as the membership committee.

3. Expulsion: ISPLS reserves the right to expel any member if, in the opinion of the Board of Governors, expulsion is in the best interests of ISPLS. Thirty (30) days notice shall be given to the offending member, in order that they may be present at a hearing on such action.

4. Transfer of Membership: membership is not transferable or assignable to any other person; however, any member in good standing may request that his own membership be transferred to another of the ISPLS's geographical sections by written application to that section.

Section IV. Dues (3/10/2010) (3/14) (2/19)

1. The Board of Governors may request changes in the amount of annual dues payable to ISPLS by members of each class. Any changes shall be adopted by a majority of the voting members at any meeting, special meeting or by special ballot, and shall be in effect at the beginning of the next fiscal year.

2. Payment of the dues shall be payable the second day of January in each calendar year.

3. When any member of any class is in default in the payment of dues for a period of six (6) months, from the beginning of the period in which said dues became payable, the membership of the offending member may thereupon be terminated by the Board of Governors.
4. Members shall, in a timely manner, pay all fees and assessments levied by ISPLS in such amount and such intervals as may be prescribed by the Board of Governors. Non-payment of fees or assessments shall be grounds for immediate termination of membership.
5. New members joining the ISPLS after July 1 of any year, shall be assessed one-half (1/2) of the regular dues for their membership category for the current fiscal year.

#### Section V. Certificate of Membership (2/19)

1. The Board of Governors shall provide for the issuance of certificates evidencing membership, which certificates shall be in such form as may be determined by the Board of Governors. It shall be signed by the President and attested by the Secretary and shall be sealed with the seal of ISPLS. If any certificate is lost, mutilated or destroyed, a new certificate may be issued on such terms and conditions as the Board of Governors may determine.
  2. When an individual or institution has paid the dues required, together with such charge for the certificate of memberships as the Board of Governors shall determine, a certificate shall formally be issued and the same delivered to such member by the Executive Secretary.
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## ARTICLE II

### ADMINISTRATION (3/17) (2/19) (2/22)

**Section I. Board of Governors: The affairs of ISPLS shall be managed by a Board of Governors. The Board of Governors shall consist of: (i) the President; (ii) the Vice President; (iii) the Treasurer; (iv) one (1) Geographical Director from each qualifying geographical section; (v) the elected representative for the National Society of Professional Surveyors; (vi) the acting Editor of the Gem State Surveyor; (vii) the elected representative for the Young Surveyors Network; (viii) any ex-officio directors as may be provided for by the Board of Governors, and (ix) the immediate Past President of ISPLS.**

(3/10/2010), (3/14) (3/17) (2/19)

1. The President must be an ISPLS voting member and shall serve for a term of two (2) years to commence at the annual meeting and shall be succeeded by the elected Vice President.
2. The Vice President must be an ISPLS voting member and shall be elected by the membership-at-large for a term of two (2) years whose term shall commence at the annual meeting, and without further election, shall, upon completion of their term, become President.
3. The Secretary may be an ISPLS voting member and shall be selected by the incoming President, subject to the approval of the Board of Governors.
4. The Treasurer must be an ISPLS voting member, and shall be elected by the membership-at-large for a term of three (3) years to commence at the annual meeting.
5. Each Geographical Director must be an ISPLS voting member and shall be elected by each qualifying Geographical Section as defined under Article V, Section II of these Bylaws for a term of three (3) years.

Section II. Election of the President, Vice President, Treasurer, NSPS Representative, Young Surveyors Network Representative, and WestFed Representative (3/10/2010) (3/14) (2/19) (2/22)  
As required to fill office vacancies, at the winter Board of Governors meeting, prior to the annual meeting, the President, shall call for nominations from the Board of Governors, for the office of Vice President, Treasurer, NSPS Representative and/or Young Surveyors Network Representative and/or WestFed Representative, as needed.

1. The Executive Secretary shall prepare a ballot for the voting members at least thirty (30) days before the annual meeting, listing candidates for Vice President, Treasurer, NSPS Representative

and WestFed Representative as needed. The Young Surveyor's Network Representative shall be elected by the Young Surveyor's Group as needed, per Article II, Section II, 3. In the event that the Vice President shall be unable to assume the office of President, the Executive Secretary shall also list candidate(s) for the office of President.

2. Nothing in this Article shall preclude the right of any voting member to vote for a write in candidate.

3. All ballots cast shall be received by the Executive Secretary the Saturday prior to the annual meeting, at which meeting they shall be counted by a Tellers Committee. The President shall call for a Tellers Committee to count all ballots prior to the Annual Meeting. The Tellers Committee shall consist of three (3) members, two (2) of which shall be members of the Board of Governors. The person receiving the majority of the votes cast shall be declared elected.

4. In the event that no person shall receive a majority of the votes cast, the voting members present at the annual meeting shall ballot upon the two (2) candidates receiving the highest number of votes, and the person receiving the majority of such votes shall be declared elected.

5. In the event that the Vice President resigns during their term, a special election shall be held within thirty (30) days of notification to the Board of Governors. The Executive Secretary shall list on the ballot the candidate(s) for the office of Vice President.

### Section III. ISPLS Board of Governors Duties and Powers. (3/10/2010), (3/14) (3/17) (2/19)

1. The regular meeting of the Board of Governors shall be held without any other notice than these Bylaws, concurrently and at the same place as the annual meeting of the members. The Board of Governors may provide, by Resolution, the time and place for holding additional regular meetings without other notice or resolution.

2. Special meetings of the Board of Governors may be called by the President or any two (2) Directors, and shall be held at the principal office of the ISPLS or such place as the Directors or President may determine. Notice of any special meeting of the Board of Governors shall be given at least two (2) days prior to the Directors of the Board of Governors. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of affecting the transaction of business because the meeting is not lawfully called. The business to be transacted at any meeting shall be specified in the notice or waiver of notice.

3. A majority of the Board of Governors shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Board of Governors present at a meeting at which a quorum is present shall be an official act of the Board of Governors, unless the act of a greater number is required by law or by these Bylaws.

4. Any action required by law to be taken by ISPLS, may be taken without a formal meeting with the consent, in writing, setting forth the actions so taken, signed by a majority of the Board of Governors.

5. The duties, power and functions of the Board of Governors may be delegated to an Executive Committee, consisting of Directors serving on the Board of Governors and elected by the Board of Governors. The minimum numbers of such Executive Committee shall be three (3), with total membership to be an odd number.

6. The Board of Governors may at its discretion hire an Executive Secretary to manage ISPLS's office, and whose duties and compensation will be determined by the Board of Governors, such Executive Secretary shall not, under any circumstances, be a Director on the Board of Governors.

7. The Board of Governors shall have the power and authority to adopt, publish, and revise administrative and professional policies for the purpose of clarifying and augmenting the ISPLS's constituent documents in order to promote administrative uniformity in ISPLS affairs.

### Section IV Compensation:

The Directors serving on the Board of Governors shall not receive any stated salaries for their services, but by resolution of the Board of Governors, a fixed sum for expenses in attendance, if any, shall be allowed for the attendance at any regular or special meeting of the Board of Governors.

Section V. Contracts, Checks, Deposits and Funds (3/14) (2/19) (2/22)

1. Contracts: The Board of Governors may authorize any officer or agent of the ISPLS to enter into any contract, execute and deliver any instrument, in the name of and on behalf of the ISPLS and such authority may be general or confined to specific instances.
2. Checks, Drafts or Orders: On all checks, drafts or orders pertaining to money, notes or other evidences of indebtedness issued in the name of the ISPLS, the Board of Governors may authorize the President, Vice President, Executive Secretary, the Treasurer and the Section Director where the State office of ISPLS resides, as signatories on checks. The Treasurer may authorize the Executive Secretary to sign checks less than five-thousand (\$5000) dollars. Expenses not budgeted and those expenses over five-thousand (\$5000) shall be signed by two (2) of the individuals authorized. Any purchase outside of daily operational expenses and any capital expense greater than five thousand dollars (\$5000) shall be pre-approved by the Board of Governors.
3. Deposits: All funds of the ISPLS shall be deposited from time to time to the credit of the ISPLS in such bank or trust company as a depository as the Board of Governors may select from time to time.
4. The Board of Governors may accept, on behalf of ISPLS, any contribution, gift, bequest or device for any purpose of the ISPLS.

**ARTICLE III**

**GENERAL MEMBERSHIP MEETINGS (3/14) (2/19)**

Section I. The annual meeting of the members shall be held on the call of the Board of Governors for the purpose of conducting business requiring participation of the general membership or for the transaction of such other business as may come before said meeting.

Section II. Special meetings of the members may be called by the President, the Board of Governors or of not less than ten percent (10%) of the members having voting rights, at such time and place within the State of Idaho as they may designate on the call of said special meeting.

Section III. Written or printed notice, stating the place, day and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting, not less than ten (10) and not more than thirty (30) days before the date of such meeting. In case of a special meeting, the purpose for which said meeting is called shall be stated in the notice.

Section IV. Any action required by law to be taken by any of the members, may be taken without a formal meeting with the consent, in writing, setting forth the actions so taken, signed by forty percent (40%) of all the members entitled to vote with respect to the subject matter thereof.

Section V. Ten percent (10%) of the total voting members shall constitute a quorum of such meetings. If a quorum is not present at any meeting, the majority of the members then present may adjourn the meeting to a new time without further notice.

Section VI. At any meeting, any member or members entitled to vote by proxy may do so, so long as said proxy is executed in writing by the principal voting member to the Executive Secretary prior to the start of any meeting.

## **ARTICLE IV**

### **COMMITTEES AND DUTIES (3/14) (2/22)**

The Board of Governors, by resolution adopted by a majority of the Directors, shall assign necessary tasks as they arise to one of the following committees:

- **ADMINISTRATIVE COMMITTEE:**

Duties include maintaining the Bylaws and Articles of Incorporation, financial administration, and ethical practice.

A sub-committee to be known as the “ISPLS Standards of Practice Sub-Committee” shall be formed by the Board of Governors at the Winter Board Meeting usually held at the Annual ISPLS Conference. Members shall serve a staggered five (5) year term beginning in 2022. The initial terms of appointment shall be lengthened or shortened to achieve staggered terms. The Committee makeup shall be as follows: The committee shall be made up of at least five (5) but not more than nine (9) licensed Idaho Professional Land Surveyors in good standing and one public member. Each active geographical section shall appoint or elect a licensed Professional Land Surveyor to serve on this sub-committee. The Board of Governors shall appoint the public member. The Chairman, Vice-Chairman and Secretary of this sub-committee shall be elected by the sub-committee. No more than one member may be from the same family, company or employer. If less than nine (9) members are available to serve, the Board of Governors may, at its discretion, appoint additional members. No more than two members may be from the same geographical section. The office of the Idaho Board of Licensure may appoint or assign a representative to be an ex-officio (non-voting) member of this sub-committee. Members of this sub-committee are not required to be a member of ISPLS. The duties, responsibilities and election process of this sub-committee may be contained in the ISPLS Policies.

- **EXTERNAL MARKETING COMMITTEE:**

Duties include lobbying and legislation on behalf of members, interaction with national professional surveying organizations, other professional organizations, and the community.

- **INTERNAL MARKETING COMMITTEE:**

Duties include membership benefits and recognition, professional development, election of board members, Gem State Surveyor publication, and section support.

- **EDUCATION COMMITTEE:**

Duties include promoting education in schools and universities and creating scholarships to promote surveying education.

- **INNOVATION COMMITTEE:**

Duties include researching developing technologies and next generation surveying technologies, exploring state and federal grants, and establishing criteria for the funding of survey related projects.

## **ARTICLE V**

### **GEOGRAPHICAL SECTIONS (2/19)**

Section I. In order to best represent the interests of the ISPLS members throughout the State of Idaho, members from the geographical regions outlined below may form a Geographical Section.

Four (4) or more ISPLS voting members from the respective geographical regions must exist to form and become members of the respective Geographical Section. Geographical regions with less than four (4) voting members shall be recognized as Inactive Geographical Sections and shall not have a Geographical Director and shall not have voting rights on the Board of Governors but are encouraged to attend Board of Governors meetings. ISPLS voting members may only participate in one Geographical Section.

The recognized geographical regions that may form Geographical Sections of the ISPLS shall be:  
(3/10/2010) & (3/17)

- \* NORTHERN - Kootenai, Shoshone and Benewah Counties.
- \* CLEARWATER - Latah, Clearwater, Nez Perce, Lewis Counties and that part of Idaho County lying north of 45°30' of latitude.
- \* HIGH COUNTRY - Idaho south of 45°30' latitude, Washington, Adams & Valley.
- \* SOUTHWEST - Payette, Gem, Boise, Canyon, Ada, Elmore and Owyhee Counties.
- \* MAGIC VALLEY - Gooding, Jerome, Lincoln, Twin Falls, Cassia and Minidoka Counties.
- \* EASTERN - Oneida, Franklin, Bear Lake, Power, Bannock, Caribou, Bingham, Bonneville, Teton, Madison, Jefferson, Butte, Clark and Fremont Counties.
- \* SAWTOOTH - Lemhi and Custer Counties.
- \* DAVID THOMPSON – Boundary and Bonner Counties
- \* BIG WOOD – Camas and Blaine Counties.

Section II. Each Geographical Section of the ISPLS shall elect one (1) Geographical Director, who shall serve on the Board of Governors, as provided in ISPLS's constituent documents.

Section III. Each Geographical Section shall elect a Director, a Chairman, a Vice Chairman, a Secretary and a Treasurer, or a Secretary-Treasurer. The election shall take place prior to the end of the calendar year. Notification of the results shall be given to the Board of Governors prior to the annual meeting. All section officers shall be elected by the section members in the following manner:

(3/10/2010) (3/14) (2/19)

1. The Geographical Section's Director must be an ISPLS voting member and shall be elected by the section members for a term of three (3) years. The first Director of the section may be elected for a shorter or longer time period, in order to rotate the election of said Directors so that not more than three (3) Directors within the ISPLS are elected per year.
2. The Geographical Section's Chairman must be an ISPLS voting member and shall be elected by the section members for a term of one (1) year, and shall be succeeded by the elected Vice Chairman.
3. The Geographical Section's Vice Chairman must be an ISPLS voting member and shall be elected by the section members for a term of two (2) years, the first year of which will be served as Vice Chairman; the second year, he shall, without further election, become Chairman. The section members shall elect a Vice Chairman each year as per section Bylaws.
4. The Geographical Section's Secretary must be an ISPLS voting member or non-voting member, and shall be elected by the section members for a term of one (1) year as per section Bylaws.
5. The Geographical Section's Treasurer must be an ISPLS voting member or non-voting member and shall be elected by the section members for a term of one (1) year as per section Bylaws.
6. A quorum for Geographical Section meetings shall consist of any two (2) of the section officers and ten percent (10%) of all members.

## **ARTICLE VI**

### **RULES OF ORDER**

All membership meetings of the Society and the Board of Governors shall be conducted in accordance with Roberts' Rules of Order of Parliamentary Procedure.

## **ARTICLE VII**

### **FISCAL YEAR (3/17)**

The fiscal year of the Society shall be January 1 to December 31.

## **ARTICLE VIII**

### **SEAL**

The Board of Governors shall provide an ISPLS seal which shall be affixed to any official document of the Society. (3/10/2010)

## **ARTICLE IX**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the statutes of the State of Idaho, the current articles of incorporation or the Bylaws of ISPLS and waiver thereof is in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE X**

### **AMENDMENT OF BYLAWS**

These Bylaws may be amended, altered or repealed and new Bylaws adopted by a majority of the voting members at any meeting, special meeting or by special ballot, and shall be in effect if at least ten (10) days notice is given in writing with the intention to alter, amend or repeal, or adopt new Bylaws at such meeting.

## **ARTICLE XI**

### **BOOKS AND RECORDS (3/14)**

ISPLS shall keep books and records of account and shall also keep minutes of proceedings for its members and Board of Governors. Such records and minutes shall be kept at the principal office of the ISPLS. All books and records of the ISPLS may be inspected by any member or their agent or attorney, representing such member for any proper purpose at any reasonable time.

## **ARTICLE XII**

### **NOMINATIONS FOR MEMBERS OF THE BOARD OF PROFESSIONAL ENGINEERS AND PROFESSIONAL LAND SURVEYORS (BPEPLS) (3/14)**

Section I. One year prior to the completion of a Land Surveyors term on the BPEPLS, the President shall appoint a (3) three member panel consisting of, the Chairman of the External Marketing Committee and (2) two Regular Members of ISPLS to form the Professional Board Nomination Sub-Committee.

Section II. Qualifications for the position on BPEPLS are as stated in Section 54-1204 Idaho Code, and the nominee shall be a ISPLS voting member in good standing.

Section III. Professional Board Nomination Sub-Committee will determine qualified persons and contact them.

Section IV. Persons interested shall respond within 30 days or the time limit set by the Chairman of the Professional Board Nomination Sub-Committee whichever is longer, and shall submit requested information which may include:

- \* 1. Short biographical sketch
- \* 2. Recent photo
- \* 3. Presentation at a Board of Governors meeting, determined by the Chairman of the Professional Board Nomination Sub-Committee.
- \* 4. Other items deemed appropriate by the President of ISPLS.
- \* 5. The Professional Board Nomination Sub-Committee shall follow the Memorandum of Understanding with the other joint members in vetting the selection candidates.

Section V. The candidates will be presented to the ISPLS general membership by ballot. The nominee receiving the most votes shall be the first nominee and shall be presented to the Governor for appointment. If the Governor requests more than one nominee, alternate nominees shall be presented for appointment in order of preference according to the number of votes received.

Section VI. The ISPLS member appointed by the Governor of the State of Idaho to the BPEPLS shall be an ex-officio member of the Board of Governors. This member shall receive standard director per diem.

## **ARTICLE XIII**

### **REPRESENTATIVE TO THE NATIONAL SOCIETY OF PROFESSIONAL SURVEYORS**

There shall be a Representative to The National Society of Professional Surveyors, who must be an Idaho Professional Land Surveyor, voting member, and shall be elected by the membership-at-large for a maximum of two (2), four (4) year consecutive terms to commence at the annual meeting.

## **ARTICLE XIV (2/19)**

### **YOUNG SURVEYOR'S NETWORK REPRESENTATIVE**

There shall be a Young Surveyor's Network representative who may be a voting member or a non-voting member. If a non-voting member, this position will not count against the Board of Governors



establishing a quorum. The Idaho Young Surveyors Network Representative shall meet the definition of the NSPS Young Surveyor's Network and shall be elected by the Idaho Young Surveyor's Network for a term of two (2) years, for a maximum of three (3) consecutive terms to commence at the annual meeting.

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IN WITNESS WHEREOF, the undersigned Board hereby unanimously approves this Amendment as of the Amendment Date.

**BOARD OF GOVERNORS:**

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Attest:

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Executive Secretary