

**CONSTITUTION AND BYLAWS**  
of the  
**ORANGE COUNTY CHAPTER**  
of the  
**CALIFORNIA LAND SURVEYORS ASSOCIATION**

**PREAMBLE**

Recognizing that the true merit of a profession is determined by its service to society, the Orange County Chapter of the California Land Surveyors Association does hereby dedicate itself to advancing the profession of land surveying because of its social and economic contributions to the welfare of community, state, and nation.

**ARTICLE I**

**Name and Location**

Section 1. The name of this organization shall be the Orange County Chapter , hereinafter referred to as the "Chapter" of the California Land Surveyors Association, hereinafter referred to as the "Association".

Section 2. The Chapter shall be located at such location as determined by the Board of Directors.

**ARTICLE II**

**Objectives**

The purpose of the Chapter shall be to further the common good of its members in their practice of land surveying, to encourage and maintain high standards of professional ethics and practices, to promote professional uniformity, to foster the public's trust of land surveyors, and to encourage its use of their services.

**ARTICLE III**

**Defined**

The Chapter shall be non-partisan and non-sectarian in its activities and membership. The Chapter is a subsidiary organization of the California Land Surveyors Association, which has been chartered as provided in these Bylaws. Except in the case of student chapters, each chapter shall have ten or more members who are also Corporate members of the Association.

**Scope**

The chapter shall meet all requirements imposed upon the chapter by the Articles of Incorporation and the Association Bylaws. The chapter shall not take any action or publicly espouse any position contrary to any provision of the Articles of Incorporation, the Association Bylaws, or any position or resolution of the CLSA Board of Directors. Nothing in this section shall be construed to prohibit a chapter from directing any Chapter Representative from proposing and debating actions or positions at any Board of Directors meeting.

## **ARTICLE IV**

### **Membership and Dues**

**Section 1.** The Chapter membership shall be as provided in the Association's Bylaws. Applications for membership shall be submitted to the Chapter on a form approved by the Chapter. No person shall be eligible for membership in a chapter unless such person is eligible for membership in the State Association.

**Section 2.** A Chapter member in good standing is a person whose dues and assessments are current in conformance with these bylaws and who is not currently suspended by the Chapter.

**Section 3.** The Chapter annual dues and all assessments shall be recommended by the Chapter Board or Executive Board and approved by a majority of those voting at a Chapter meeting. Dues shall be due on the first day of January of each year. Assessments shall be due and payable as specified in the motion establishing them. The Treasurer shall notify those whose dues or assessments are three (3) months in arrears. The Chapter membership of any person whose dues and assessments are not paid within fourteen (14) days thereafter shall be automatically terminated.

**Section 4.** Each Chapter member shall become an Association member within one year following their admission to the Chapter (*as provided in Section 8.07 of the Association's bylaws*). The Chapter membership of any person who fails to become an Association member, as described above, shall be automatically terminated and all dues and assessments paid to the Chapter shall be forfeited.

**Section 5.** Association admission, dues, and assessments are separate and controlled by the Association.

**Section 6.** A member may be expelled or suspended from the Chapter for willfully disregarding the Association's or Chapter's principles and purposes, or for conduct that is detrimental to the Association's or Chapter's welfare. Expulsion or suspension from the Chapter shall require a two-thirds majority of those voting at a Chapter meeting. Thirty (30) days notice shall be given to the alleged offending member so he/she may be present and heard, if he/she chooses, at the discussion of such action.

## **ARTICLE V**

### **Chapter Meetings**

**Section 1.** A Chapter meeting is a meeting of the general membership at which Chapter business may be discussed and voted upon.

**Section 2.** All Chapter members in good standing shall have equal voting privileges except that only those Corporate Association members shall vote on Association business who are eligible to vote upon such business under the Association bylaws.

**Section 3.** A regular Chapter meeting shall be held at such time and place specified by the Chapter Board or Executive Board. In advance of each regular Chapter meeting, the Secretary shall notify in writing each member of the time and place of the meeting.

**Section 4.** A special Chapter meeting may be called by the President or the Executive Board. The purpose of the special Chapter meeting shall be stated in the call. Only matters enumerated in the call for a special meeting shall be discussed at the special meeting. Except in an emergency, at least seven (7) days notice shall be given.



**Section 5.** A quorum for a Chapter meeting shall be ten percent (10%) of the Chapter members in good standing.

## ***ARTICLE VI***

### **Officers and Elections**

**Section 1.** The Chapter officers shall be a President, a Vice-President (or President-Elect), a Secretary, a Treasurer, and as many Chapter Representatives as permitted by the Association's bylaws (Section 8.11). The officers shall perform the duties prescribed in these bylaws and in the parliamentary authority adopted by the Chapter. Any corporate member of the Chapter in good standing who is also a member of the California Land Surveyors Association shall be eligible for nomination and election to any elective office of this Chapter.

**Section 2.** The officers shall be elected to serve a one (1) year term except the Chapter Representatives who shall serve a two (2) year term as provided in the Association's bylaws. Installation of the new officers shall be conducted at the first regular meeting in January following the election.

**Section 3.** During the month of July, the Chapter shall submit to the Association, a list of Chapter members in good standing with the Chapter. The chapter will be entitled to one representative on the Association Board of Directors, for each 20 Corporate members, or fraction thereof, confirmed by the Association to be in good standing with the Chapter and the Association.

**Section 4.** At the regular Chapter meeting in August, the Nominating Committee, as set forth in these bylaws, shall nominate candidates for Chapter officers.

**Section 5.** Elections shall be held at the regular Chapter meeting in September. At that Chapter meeting, but before the election, additional nominations from the floor shall be permitted. Elections shall be by ballot. The Chapter shall notify the Association during the month of September, the names of persons elected as Chapter officers.

**Section 6.** If a vacancy occurs in an office other than the presidency, the vacancy shall be filled for the remainder of the term by majority vote of the Chapter Board or Executive Board. If a vacancy occurs in the presidency, the Vice-President (or President-Elect) shall succeed the President for the remainder of the term.

## ***ARTICLE VII***

### **Duties and Powers of Officers**

**Section 1.** The President shall be the executive officer of the Chapter and shall preside at Chapter meetings and Chapter Board or Executive Board meetings. The President shall appoint all required committee chairpersons and shall serve as an ex-officio member with the right to vote, on all standing and special committees except the Nominating Committee.

**Section 2.** The Vice-President (or President-Elect) shall have such powers and duties as may be prescribed by the President and the Executive Board. Unless otherwise specified, the Vice-President (or President-Elect) shall arrange the program and place for each Chapter meeting and shall notify the Secretary of those arrangements at the Chapter Board or Executive Board meeting preceding each Chapter meeting. Should a vacancy occur in the office of the President, the Vice-President (or President-Elect) shall succeed the President for the remainder of the term. The Vice President shall also serve as the Chapter representative.



**Section 3.** The Secretary shall notify the members before each Chapter meeting as prescribed in these bylaws. The Secretary shall announce the time and place for the next Chapter Board or Executive Board meeting at each Chapter meeting. The Secretary shall attend each Chapter meeting and Executive Board meeting and duly record the proceedings. The Secretary shall conduct the Chapter's correspondence and keep a full record thereof.

**Section 4.** The Treasurer shall receive all monies, dues, and assessments, and shall deposit them in the Chapter's name. The Treasurer shall pay Chapter obligations and shall report on the treasury at each Chapter and Executive Board meeting. The Treasurer shall make an annual report to the Association at the end of the calendar year. The Treasurer shall also serve as a Chapter representative.

**Section 5.** The Chapter Representatives shall be the Chapter's liaison with the Association's Board of Directors. They shall represent the Chapter at Association Board of Directors' meetings, cast the Chapter's votes, and report thereon at the next Chapter meeting. The President shall name alternates to fulfill their duties during their absence.

**Section 6.** The immediate Past President shall be appointed as a Chapter representative for a term of two years.

**Section 7.** In the event that the Chapter is eligible for 5 or more representatives, additional representatives shall be appointed by majority vote of the Chapter Board or Executive Board.

## ***ARTICLE VIII***

### **Executive Board**

**Section 1.** The Chapter officers, including the Chapter Representatives, together with the Immediate Past President shall constitute the Executive Board. The Immediate Past President shall be the latest person, other than the current President, to have held the office of President before the close of a regular Chapter meeting in January.

**Section 2.** The Executive Board shall supervise the Chapter's affairs including exercising business and fiscal authority between Chapter meetings, fix the time and place for Chapter meetings, make recommendations to the Chapter, and perform such other duties as specified by these bylaws. The Executive Board shall be subject to the orders of the Chapter and none of its acts shall conflict with actions taken by the Chapter.

**Section 3.** The Executive Board shall meet once each month at a time and place specified by the President. The President shall inform the Executive Board members of their meeting time and place. One-half of the Executive Board members shall constitute a quorum.

## ***ARTICLE IX***

### **Committees**

**Section 1.** A Membership Chairman shall be appointed by the President promptly after the regular Chapter meeting in January. The Membership Chairman shall encourage membership and participation in the Chapter.

He/She shall assist the Treasurer in soliciting and collecting Chapter dues and assessments as described in these bylaws. Additional members may be appointed to a Membership Committee from time to time at the President's discretion. The Membership Chairman will chair this committee.

**Section 2.** An Education Chairman shall be appointed by the President promptly after the regular Chapter meeting in January. The Education Chairman shall encourage the continuing education



of the members, induce members to serve as teachers in educational programs, promote and present educational programs, and assist educational institutions. Additional members may be appointed to a Education Committee from time to time at the President's discretion. The Education Chairman will chair this committee.

**Section 3.** A Professional Practices Chairman shall be appointed by the President promptly after the regular Chapter meeting in January. The Professional Practices Chairman shall encourage a high ethical standard of practice in the land surveying profession, encourage compliance with the Professional Land Surveyors Act and other applicable laws, report to the Chapter or proper authorities any occurrences which may need their attention, and cooperate with other professional organizations in pursuing the above stated purposes. Additional members may be appointed to a Professional Practices Committee from time to time at the President's discretion. The Professional Practices Chairman will chair this committee.

**Section 5.** A Nominating Committee composed of at least three (3) members shall be appointed by the President at the regular Chapter meeting in July. The Nominating Committee shall solicit candidates for the offices to be filled by elections in September. It shall nominate candidates for Chapter officers at the regular Chapter meeting in August.

**Section 6.** Other chairmen or committees, standing or special, shall be appointed by the President as the Chapter or the Executive Board shall from time to time deem necessary to carry on the Chapter's work.

## ***ARTICLE X***

### **Fiscal Year**

The Chapter fiscal year shall be January 1<sup>st</sup> to December 31<sup>st</sup>, inclusive.

## ***ARTICLE XI***

### **Parliamentary Authority**

**Section 1.** The rules contained in the latest edition of Robert's Rules of Order shall govern the Chapter in all cases in which they are not inconsistent with these bylaws and any special rules of order the Chapter may adopt.

**Section 2.** The presiding officer of any meeting concerning Chapter business may appoint a parliamentarian to act as an advisor.

## ***ARTICLE XII***

### **Amendment to Bylaws**

These bylaws may be amended by a two-thirds majority of those voting at a Chapter meeting, provided that the amendment has been submitted in writing to each member at least fourteen (14) days in advance. All proposed amendments to the bylaws must be approved by the Association. In the event of conflict between the Chapter bylaws and the Association bylaws, the Association bylaws shall prevail.

## ***ARTICLE XIII***

### **Dissolution**

**Section 1.** On the dissolution or winding up of the chapter, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this chapter, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for scientific, educational or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

**Section 2.** If this chapter holds any asset on trust, such asset shall, on dissolution, be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the corporation has its principal office, on petition therefore by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.