

# **Bylaws of Minnesota Surveyors and Engineers Society**

## **Article I – Name and Corporate Seal**

Section 1.     Name. The name of the nonprofit corporation shall be Minnesota Surveyors and Engineers Society (hereinafter “Corporation”).

Section 2.     Corporate Seal. Corporation may, but need not, have a corporate seal, and the use or nonuse of a corporate seal shall not affect the validity, recordability, or enforceability of a document or act. If Corporation’s Board of Directors adopts a corporate seal, the use of the seal is not required. The seal need only include the word “Seal,” but it may also include, at the discretion of the Board, such additional wording as is permitted by Chapter 317A. The seal shall be intellectual property owned by Corporation.

## **Article II – Location**

Section 1.     Registered Office. The registered office of Corporation is the place designated in the Articles of Incorporation as the registered office. Corporation may change its registered office in accordance with Chapter 317A, Minnesota Statutes, as amended from time to time (hereinafter, “Chapter 317A”). As of the date these Bylaws were adopted, the registered address of Corporation was c/o Legal for Good PLLC, 5354 Parkdale Dr., Suite 103, St. Louis Park, MN 55416. The corporate records shall be stored at Corporation’s registered office.

Section 2.     Mailing Address. Corporation’s mailing address is P.O. Box 283, Hudson, WI 54016.

Section 3.     Other Offices. Corporation may maintain other offices and places of business, within or outside the State of Minnesota, as the Board may from time to time designate or the business of the Corporation may require.

## **Article III – Mission, Goals, and Purpose**

Section 1.     Mission. The mission of Corporation is to invest in Minnesota transportation infrastructure professionals. Corporation ensures continued excellence, innovation, integrity, and

leadership in the Minnesota transportation infrastructure industry by engaging all professionals, from students to retirees, in both public and private sector fields.

Section 2.     Goals. Corporation has three (3) strategic goals:

- A. *Attracting and Building Tomorrow's Leaders.* The Annual Scholarship Program awards scholarships to deserving college students who demonstrate strong academic performance along with an interest in working in the Minnesota transportation infrastructure industry.
- B. *Connecting and Engaging Professionals.* Corporation values the importance of connecting industry professionals through a variety of networking, social, and educational events offered annually.
- C. *Developing and Growing Meaningful Relationships.* Corporation members improve their current industry effectiveness through camaraderie fostered by active event participation, volunteer service, and fundraising opportunities.

Section 3.     Purpose. Corporation is organized and shall be operated primarily for the purposes of conducting a trade association, which will promote the common business interests of its members in accordance with Section 501(c)(6) of the Internal Revenue Code. Specifically, Corporation shall support the transportation infrastructure industry, including but not limited to surveyors, engineers, planners, technicians, sales representatives, contractors, and construction personnel. This support includes but is not limited to: 1.) attracting and building tomorrow's industry leaders; 2.) encouraging innovation by providing resources for research, writing, training, and advancement in the field; 3.) establishing industry standards and guidelines as well as recognizing achievements; and 4.) connecting and engaging professionals with an eye toward improving industry effectiveness, camaraderie, and integrity. Corporation shall also have all of the powers afforded to it by the provisions of the Minnesota Nonprofit Corporation Act, Minn. Stat. Chapter 317A, and as amended.

## **Article IV – Membership**

Section 1.     Eligibility for Membership. Application for membership shall be open to any person engaged in a profession relating to the transportation infrastructure industry (including, but not limited to, surveyors, engineers, planners, technicians, sales representatives, contractors, and construction personnel) as well as students enrolled in transportation related fields, who support the mission, goals, and purpose of the organization, files an application with Corporation, and pays the annual dues/fees/assessments as set by the Board of Directors.

Section 2. Classes of Membership. The Board of Directors has the authority to establish and define classes of voting and non-voting membership, and these classes may be changed from time to time. Corporation shall have the following classes of membership:

- A. *Professional Members:* A Professional Member is any individual, aged eighteen (18) years or older, who is actively engaged in a profession relating to the transportation infrastructure industry. Each Professional Member who wishes to be involved with Corporation and meets the eligibility requirements as stated above shall enjoy all benefits of membership, be allowed one (1) vote, and be eligible to hold office in Corporation.
  
- B. *Student Members:* A Student Member is any individual, aged eighteen (18) years or older, who is enrolled as an undergraduate student actively pursuing a degree and/or professional certification related to the transportation infrastructure industry. Student Members are exempt from the payment of annual dues/fees/assessments. Each Student Member who wishes to be involved with Corporation and meets the eligibility requirements as stated above shall enjoy all benefits of membership and be allowed one (1) vote; however, Student Members are not eligible to hold office in Corporation.
  
- C. *Lifetime Members:* A Lifetime Member is any individual, aged eighteen (18) years or older, who has maintained a Professional Membership for at least thirty (30) years. Lifetime Membership may also be secured through a one (1)-time financial donation to Corporation. The donation amount to secure a Lifetime Membership shall be established from time to time by the Board of Directors, pursuant to the recommendation of the Treasurer and Executive Director. Lifetime Members are exempt from the payment of annual dues/fees/assessments. Each Lifetime Member who wishes to be involved with Corporation and meets the eligibility requirements as stated above shall enjoy all benefits of membership, be allowed one (1) vote, and be eligible to hold office in Corporation.
  
- D. *Honorary Members:* An Honorary Member is any individual, aged eighteen (18) years or older, after annual recommendation and approval of the Board of Directors. Honorary Members are exempt from the payment of annual dues/fees/assessments. Each Honorary Member who wishes to be involved with Corporation and meets the eligibility requirements as stated above shall enjoy all benefits of membership, be allowed one (1) vote, and be eligible to hold office in Corporation.

Section 3. Annual Dues/Fees/Assessments. The Board of Directors shall determine the annual dues and all other fees and/or assessments owed by members, and these dues, fees, and assessments may be changed from time to time. The Board of Directors shall publish the costs of the membership dues, fees, and/or assessments on an annual basis to all members and prospective

members. A portion of annual dues may be deposited in the Scholarship Fund or other investment account at the discretion of the Board of Directors.

“Good standing” and continued membership is contingent upon being current on payment of dues, fees, and/or assessments, which shall be due at Corporation’s annual meeting. Failure to pay a fee or assessment shall subject members to removal unless special arrangements are made with the Board of Directors.

Section 4. Rights of Members. Each voting member in “good standing” shall be eligible to cast one (1) vote in the annual meeting of the voting membership as well as one (1) vote in any periodic vote involving the voting membership. Members must vote in person, U.S. mail, or e-mail when authorized by Board action. Voting by proxy is NOT permitted. *Voting members shall not be permitted to vote or participate at Board of Director meetings.* Additional benefits of membership shall include:

- A. Recognition in Corporation publications;
- B. Receipt of members-only announcements and a Corporation Membership Directory (if applicable);
- C. Member event registration rates;
- D. Automatic subscription to the Corporation distribution list to be used to promote Corporation news, events, information; and
- E. Other such benefits as the Board of Directors may determine from time to time.

No member shall be responsible for any financial obligation of the Corporation.

Section 5. Membership Duration. Once registered as a Corporation Member, Membership shall continue (so long as he/she is in “good standing”) for one year starting in February, or as determined by resolution of the Board.

Membership in Corporation shall not be assigned nor transferred in any manner.

Section 6. Resignation and Suspension, Expulsion, and Sanctions. All rights, privileges, and benefits of voting membership shall cease for a member upon any of the following:

- A. Voluntary resignation by the member with the Corporation (thirty (30) days’ notice is required);
- B. Death of the member;
- C. Expiration of the membership duration;

- D. Failure of the member to pay dues/fees/assessments in a timely manner unless special arrangements are made with the Board;
- E. Expulsion, suspension, and/or sanctions may be imposed upon a member for “good cause shown” by:
  - 1. A majority vote of the Board of Directors confirmed by a majority vote of eligible voting members;
  - 2. A two-thirds vote of the Board of Directors; or
  - 3. A two-thirds vote of the voting membership.

“Good cause shown” may include acts detrimental to the Board and its work on behalf of the organization and/or acts detrimental to the Corporation and its purpose/mission. This could include violation of Corporation’s Articles, Bylaws, Code of Conduct, Policies & Procedures, other rules, state/federal laws, misappropriation of Corporation assets, and/or actions/omissions in contravention to the mission and values of Corporation.

Pursuant to Minn. Stat. § 317A.411, any member being terminated must be given reasonable notice and the opportunity for a hearing, if requested by the member in writing.

- F. Dissolution of the Corporation.

The expulsion, suspension, or termination of a member does not relieve the member from obligations the member may have to Corporation for dues/fees/assessments, or for charges for goods or services.

Section 7. Reinstatement of Membership. Former members of Corporation whose termination occurred, and who, during such absence, have maintained positive and active support of Corporation’s purposes, shall be permitted to seek reinstated membership. The terminated member must submit an application to the Board of Directors. Corporation may reinstate the terminated membership by approval of a majority of the Board of Directors.

## **Article V – Meetings of Members**

Section 1. Record Date and Membership Roll. The Board of Directors shall fix a date not more than sixty (60) days, or shorter than ten (10) days, before the date of a voting members meeting as the date for determining which persons are entitled to notice of and entitled to vote at

the meeting. When the date is fixed, only voting members in “good standing” on that date are entitled to notice of and permitted to vote at the upcoming voting members meeting. After the Board of Directors has fixed a record date for determining the membership roll, the Secretary shall prepare an alphabetical list of member names with addresses who are entitled to receive a notice and vote. This list shall be approved and adopted by the Board of Directors as the official membership roll for mailing notices for that particular meeting. The same list will be available at the meeting and used for voting member verification.

Section 2. Notice. Written notice, including the date, time, and place of the meeting, shall be provided to each member listed on the official membership roll, at least five (5) calendar days in advance of the meeting. Notice shall not be provided more than sixty (60) calendar days in advance of the meeting. This notice shall be given personally, by mail, e-mail, telephone, school announcement, or facsimile.

Section 3. Annual Meetings. An annual meeting shall take place **in first quarter of the calendar year**, the specific date, time, and location of which will be designated by the President of the Board. If the President fails to select a place for the annual meeting, it shall be held at Corporation’s registered office. The annual meeting shall be held for the purpose of electing the Board of Directors and the Officers of Corporation, as well as the consideration of any other business that may be properly brought before the Board. This shall include, but not be limited to, Board reports regarding Corporation activities and financial position; review of the annual information return submitted to the IRS; approval of policy/procedures, Articles of Incorporation and Bylaws changes; and input toward the direction of the Corporation for the coming year. Annual meetings may occur through remote communication pursuant to Sections 317A.231, 317A.431, and 317A.450 of the Minnesota Statutes, if desired.

Section 4. Special Meetings. Special meetings of the members may be called by the President of the Board, a simple majority of the Board of Directors, or a petition signed by ten percent (10%) of the of the members entitled to vote. Business transacted at a special meeting is limited to the purposes stated within the notice of the meeting.

Section 5. Quorum. A quorum of the members is ten percent (10%) of the members entitled to vote at that meeting. If a quorum is not present, the meeting may be adjourned and recalled with five (5) days written notice provided prior to the new date.

Section 6. Voting. All issues to be voted upon shall be decided by a simple majority of those present at the meeting in which the vote takes place unless specified in these Bylaws. All eligible voters may cast one (1) vote. Voting by proxy is NOT permitted. The following decisions shall require approval of the voting membership:

- Election of Directors and Officers;
- Dissolution, merger, consolidation, or other dissipation of a majority of the Corporation's assets; and
- Ratification/rejection of amendments to the Articles of Incorporation and Bylaws.

Section 7. Meeting Procedures. All questions of order with respect to any meeting or action of Corporation, its Board of Directors, or any committee appointed hereunder shall be resolved in accordance with Robert's Rules of Order Newly Revised, as modified from time to time, or in such another orderly manner that is deemed appropriate by the Board of Directors.

Section 8. Meeting Decorum. Corporation shall follow best and lawful practices for conducting business at Board and membership meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Board of Directors reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members.

## **Article VI – Board of Directors**

Section 1. Number and Qualifications. Corporation's Board of Directors shall be composed of not less than three (3) nor more than fifteen (15) persons who are broadly representative of the industry's interests, possesses applicable professional experience, or who has an expressed concern for the charitable purposes of Corporation. Directors shall be natural persons, over the age of eighteen (18), who are members "in good standing" of Corporation.

Section 2. Governing Powers. Pursuant to the Minnesota Nonprofit Corporation Act, Chapter 317A et seq. of the Minnesota Statutes, The Board of Directors shall have all the duties and powers necessary and appropriate for the overall direction of Corporation, including but not limited to:

- A. To utilize all funds raised by or in the name of Corporation for the organization's legal and business benefit;
- B. To perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, the Bylaws, the Policies & Procedures;
- C. To appoint and remove, employ and discharge, and, except otherwise provided in these Bylaws, prescribe the duties and fix compensation, of all Officers, agents, employees, independent contractors, and/or committees of Corporation;

- D. To manage and oversee the affairs and activities of Corporation, and to make policies and procedures;
- E. To enter into contracts, leases, and other agreements which are, in the judgment of the Board of Directors, necessary or desirable in pursuing the purposes of promoting the interests of Corporation;
- F. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of such property;
- G. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;
- H. To indemnify and maintain insurance on behalf of any of its Directors, Officers, agents, employees, or independent contractors for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of Minn. Stat. Chapter 317A or other law/equity;
- I. To follow these Bylaws, including meeting regularly; and
- J. To register their addresses with the Corporation, and have Corporation notices sent to them at such addresses. Corporation notices shall be valid so long as they are sent within the proper legal timeframe.

The Board of Directors may engage in such acts that are in the best interests of Corporation and that are not in violation of Minnesota Statutes, specifically, Chapters 309, 317A, 501B, and federal law. No Director shall have any right, title, or interest in or to any property of Corporation. There shall be no cumulative voting among Directors.

Section 3.     Ex Officio Nonvoting Board Member(s).     In addition to voting members of the Board of Directors, Corporation may choose to create *ex officio* nonvoting director positions. As such, Corporation's Executive Director may sit as an *ex officio* nonvoting member of the Board of Directors.

Section 4.     Terms. All Directors shall serve a one (1)-year term that begins and ends at the conclusion of Corporation's annual meeting. In no case shall a director serve more than five (5) consecutive terms.



Section 5. Election Procedures. Directors shall be elected at the annual meeting. Directors shall be elected by the voting members of Corporation according to the following procedures:

- A. **NOMINATION NOTICE:** The earliest Board of Directors' meeting in the fourth quarter of the calendar year shall serve as the nominating committee meeting unless the Board appoints a separate Nomination Committee, which would consist of no fewer than three (3) persons. If no Nominating Committee is appointed, Corporation shall send its Voting Membership correspondence informing them of opening Director, Officer, and other volunteer positions at least thirty (30) days before the nominating committee meeting of the Board of Directors. Voting Members interested in seeking election/re-election shall submit a resume or other indication of interest to the Board of Directors or before the nominating committee meeting of the Board of Directors. In addition, nominations for potential candidates, including self-nominations, will be accepted from the floor at the nominating committee meeting of the Board of Directors. Only persons nominated as candidates at the nominating committee meeting of the Board of Directors shall be eligible for election as Directors and Officers at the annual meeting in the first quarter of the following calendar year.
- B. **ELECTION:** Upon proper notice to each member of Corporation, an election shall be held at the annual meeting in the first quarter of each calendar year, at a specific date, time, and place determined by the Board of Directors. Outgoing Directors shall hold office until their successors have been elected and qualified. Unless elected to fill a vacancy, the term of office of a Director shall commence as indicated above.
- C. **BALLOT:** The election shall be conducted by written ballot by those present and qualified to vote. In the event the annual meeting is conducted through remote communication pursuant to Sections 317A.231, 317A.431, and 317A.450 of the Minnesota Statutes, the election shall be conducted by an on-line written ballot (i.e., Survey Monkey or the like) by those qualified to vote.
- D. **VOTES REQUIRED:** Each candidate is required to secure a majority of the votes cast in order to be declared elected.
- E. **RECOUNT:** A candidate may call for an immediate recount after the reading of the results, after which the results shall be final.

Section 6. Resignation, Termination, Leaves, and Absences.

- A. A Director may resign or request a leave of absence at any time by giving written notice to the Corporation. The resignation or request for leave of absence is effective immediately without acceptance, unless a later effective time is specified in the notice. If a resignation is effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor shall not take office until the effective date. If less than (3) Directors will remain after the resignation or leave of absence, the resignation or request for leave of absence is not effective until a successor is installed.
- B. A Director on leave shall be considered an inactive member of the Board of Directors.
- C. Any Director may be removed for reasonable cause, including excess unexcused absences, by an affirmative vote of:
  - 1. A majority of the voting membership; or
  - 2. A two-thirds (2/3) vote of the remaining Directors.
- D. The matter of removal may be acted upon at any meeting of the Board or any membership meeting, provided that notice of the intention to consider a Director's removal has been given to each Director and to the Director affected at least fifteen (15) days in advance of the meeting. A successive Director may then be elected to fill the vacancy thus created. Any Director whose removal will be proposed shall be given at least fifteen (15) days' notice of the intent to take such action and an opportunity to be heard at this meeting.

Section 7. Vacancies. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Directors. Each person so elected shall be an interim-Director until that person or a successor is elected at the next annual meeting. When a vacancy on the Board exists mid-term, the Corporation must receive nominations for new candidates from present Directors at least ten (10) days in advance of the Board meeting. These nominations shall be sent out to Directors with the regular Board meeting announcement, to be voted upon at the next Board meeting.

Section 8. Compensation. No compensation shall be paid to Directors of Corporation for their services, time, and efforts. Directors, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

Section 9. Annual Meetings. An annual meeting shall take place **in first quarter of the calendar year**, the specific date, time, and location of which will be designated by the President

of the Board. If the President fails to select a place for the annual meeting, it shall be held at Corporation's registered office. The annual meeting shall be held for the purpose of electing the Board of Directors and the Officers of Corporation, as well as the consideration of any other business that may be properly brought before the Board. This shall include, but not be limited to, Board reports regarding Corporation activities and financial position; review of the annual information return submitted to the IRS; approval of policy/procedures, Articles of Incorporation and Bylaws changes; and input toward the direction of the Corporation for the coming year. Annual meetings may occur through remote communication pursuant to Sections 317A.231, 317A.431, and 317A.450 of the Minnesota Statutes, if desired.

Section 10. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. If the Board fails to select a place for a regular Board meeting, it shall be held at Corporation's registered office. The Board of Directors shall meet at least quarterly, or four (4) times each year. Regular meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired. The agenda shall be:

- Call to Order
- Roll Call
- Approval of Agenda of current meeting
- Approval of Minutes of the preceding meeting
- Reports of Officers
- Reports of Committees
- Old and Unfinished Business
- New Business
- Adjournment

Section 11. Special Meetings. The Corporation shall call a special meeting upon the written request of either the President or one-third (1/3) of the Board. If the Board fails to select a place for the special Board meeting, it shall be held at Corporation's registered office. Special meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired.

Section 12. Notice. Written notice, including the date, time, and place of the meeting, shall be provided to each Director at least five (5) calendar days in advance of the meeting. Notice shall not be provided more than sixty (60) calendar days in advance of the meeting. This notice shall be given personally, by mail, e-mail, telephone, or facsimile.

Section 13. Quorum. At all meetings of the Board of Directors, fifty-one percent (51%) or greater of active Directors shall constitute a quorum for the transaction of all authorized business. If fifty-one percent (51%) or greater of active Directors are not present, no voting may commence. The acts of the majority of the Directors present at a meeting at which quorum exists shall be the acts of the Board of Directors of Corporation.

Section 14. Voting. During Board meetings, all matters, with the exception of amendments to the Articles of Incorporation and Bylaws, shall be decided by a majority vote of the Directors.

Section 15. Proxies. Voting by proxy shall NOT be permitted in meetings of Corporation's Board of Directors.

Section 16. Private Entity. While Corporation is a private entity not subject to open meetings law and government data practices pursuant to Minn. Stat. Chapters 13 and 13D, any person who expresses concern for the charitable purposes of Corporation may attend Corporation's Board of Directors' meetings.

Section 17. Meeting Procedures. All questions of order with respect to any meeting or action of Corporation, its Board of Directors, or any committee appointed hereunder shall be resolved in accordance with Robert's Rules of Order Newly Revised, as modified from time to time, or in such another orderly manner that is deemed appropriate by the President.

Section 18. Meeting Decorum. Corporation shall follow best and lawful practices for conducting business at Board and membership meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Corporation reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert's Rules of Order Newly Revised, the President has the sole responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members.

Section 19. Written Action. Pursuant to Minn. Stat. Chapter 317A, any action required or permitted to be taken at a Board of Director's meeting may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

## Article VII – Officers

Section 1. Designation. Principal Officers of Corporation shall be: President, Vice President, Secretary/Treasurer, Past President, Membership Chair, Emerging Professionals Chair, Scholarship Chair, and Events Chair. At the discretion of the Board of Directors, other Officers may be elected with duties that the Board shall prescribe.

Section 2. Election of Officers. Officers shall also be Directors of Corporation and must be elected at the annual meeting. Officers may be elected by the Board of Directors or the Voting Membership. Unless sooner removed by the Board, Officers shall serve for a term of one (1) year, or until their successors are elected. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint temporary acting Officers as may be necessary during the temporary absence or disability of the regular Officers.

Section 3. Terms. All Officers shall serve a one (1)-year term that coincides with their term as Director. Terms of office shall begin and end at the conclusion of Corporation's annual meeting as detailed further below.

Section 4. Resignation. An Officer may resign by giving written notice to Corporation. The resignation is effective without acceptance when the notice is given to the Board, unless a later effective date is named in the notice.

Section 5. Removal. Any Officer may be removed from his/her position for just cause by

- A. A majority of the voting membership; or
- B. A two-thirds (2/3) vote of the remaining Directors.

The matter of removal may be acted upon at any meeting of the Board or at any meeting of the Voting Membership, provided that notice of the intention to consider an Officer's removal has been given to each Director and to the Officer affected at least fifteen (15) days' in advance of the meeting.

Section 6. Compensation. No compensation shall be paid to Officers of Corporation for their services, time, and/or efforts. Officers, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

Section 7.     President.

A. *Duties:*

1. Subject to the direction and control of the Board, the President shall have general active management of the business of Corporation. When present, the President shall preside at meetings of the Board and of Committees.
2. The President shall see that the orders and resolutions of the Board are carried into effect, and, along with one other Officers of Corporation, shall sign and deliver in the name of Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or by the Board to another Officer or the Executive Director(s).
3. After the Board of Directors authorizes said committee, the President may appoint members. The President shall be a voting ex-officio member of all committees.
4. The President shall perform duties of other elected Officers in the event of their absence or inability to complete their duties.

B. *Term:* The President shall serve a one (1)-year term, following the conclusion of a term as Vice President. The President shall assume office at the conclusion of the annual meeting and serve until installment of the incoming President. After serving a full term, the President shall be ineligible to serve in the same office.

C. *Vacancy:* A vacancy in the office of President shall be filled for the unexpired portion of the term by the Vice President. If the Vice President is unable to fulfill the role, the Board of Directors may appoint an interim President for the remainder of the unexpired term.

Section 8.     Vice President.

A. *Duties:*

1. The Vice President shall act in the absence or disability of the President.
2. The Vice President shall assist the President as requested.
3. The Vice President shall compile and maintain a book of policies and procedures in collaboration with the Executive Director and organization's legal counsel.
4. The Vice President shall perform other duties as prescribed by the Board or by the President.

B. *Term:* The Vice President shall serve a one (1)-year term, following the conclusion of a term as Secretary/Treasurer. The Vice President shall assume office at the conclusion of

the annual meeting and serve until installment of the incoming Vice President. After serving a full term, the Vice President shall be ineligible to serve in the same office.

- C. *Vacancy*: A vacancy in the office of Vice President shall be filled for the unexpired portion of the term by the Secretary/Treasurer. If the Secretary/Treasurer is unable to fulfill the role, the Board of Directors may appoint an interim Vice President for the remainder of the unexpired term.

Section 9. Secretary/Treasurer.

A. *Duties*:

1. Along with the Executive Director, the Secretary/Treasurer shall be responsible for maintaining all books, correspondence, committee minutes, paraphernalia, and papers relating to the business of Corporation. Copies of all documents shall be maintained at Corporation's registered office.
2. Along with the Executive Director, the Secretary/Treasurer shall keep, or cause to be kept, all financial records belonging to Corporation. All financial records shall be accurate and reliable. Copies of all documents shall be maintained at Corporation's registered office.
3. Along with the Executive Director, the Secretary/Treasurer shall have care and custody of monies belonging to Corporation and shall be responsible for such monies or securities of the organization.
4. Along with the Executive Director, the Secretary/Treasurer shall deposit (or cause to deposit) money, drafts, and checks in the name of and to the credit of Corporation in the banks and depositories designated by the Board; endorse for deposit notes, checks, and drafts received by the Corporation as ordered by the Board; make proper vouchers for deposit; and disburse (or cause to disburse) Corporation's funds and issue checks and drafts in the name of Corporation, as ordered by the Board.
5. Along with the Executive Director, the Secretary/Treasurer shall prepare (or cause to prepare) a proposed annual budget as well as present the budget and a report of the financial condition of the Corporation to the Board of Directors at the annual meeting, and will, from time to time, make such other financial reports to the Board of Directors as it may require. In conjunction with the Executive Director and Finance Committee, the Secretary/Treasurer shall also prepare (or cause to prepare) the annual Form 990, annual audit (if required), and other annual financial reports. These tasks may be completed in collaboration with Corporation's CPA/Accountant if so authorized by the Board of Directors.

6. Along with the Executive Director, the Secretary/Treasurer shall give, or cause to be given, all notices of Board of Directors meetings and other notices required by law or these Bylaws.
  7. Along with the Executive Director, the Secretary/Treasurer shall file any document required by any statute, federal or state, in collaboration with the organization's legal counsel.
  8. The Secretary/Treasurer shall perform other duties as prescribed by the Board or by the President.
- B. *Term*: The Secretary/Treasurer shall serve a one (1)-year term. The Secretary/Treasurer shall assume office at the conclusion of the annual meeting and serve until installment of the incoming Secretary/Treasurer. After serving a full term, the Secretary/Treasurer shall be ineligible to serve in the same office.
- C. *Vacancy*: A vacancy in the office of Secretary/Treasurer shall be filled for the unexpired portion of the term by the Board of Directors at the time of vacancy.

Section 10. Past President.

- A. *Duties*:
1. The Past President shall serve as an advisor to the President.
  2. The Past President shall assist the President and the Board of Directors as requested.
- B. *Term*: The Past President shall serve a one (1)-year term, following the conclusion of a term as President. The Past President shall assume office at the conclusion of the annual meeting and serve until a successor is installed.
- C. *Vacancy*: A vacancy in the office of Past President shall be filled for the unexpired portion of the term by the most recent Past President available and willing to serve.

Section 11. Membership Chair.

- The Membership Chair shall be responsible for engaging and recruiting new members with at fifteen (15) years of industry experience/post-grad or more, retaining existing members, and organizing regular industry networking events/opportunities.
- The Membership Chair shall serve as the Membership Committee Chair.
- The Membership Chair shall perform other duties as prescribed by the Board or by the President.



Section 12. Emerging Professionals Chair.

- The Emerging Professionals Chair shall be responsible for engaging and recruiting members with fifteen (15) years of industry experience/post-grad or less, and organizing regular Emerging Professionals networking events/opportunities.
- The Emerging Professionals Chair shall serve as the Emerging Professionals Committee Chair.
- The Emerging Professionals Chair shall perform other duties as prescribed by the Board or by the President.

Section 13. Scholarship Chair.

- The Scholarship Chair shall be responsible for facilitating all aspects of Corporation's scholarship program, including but not limited to following all provisions of Corporation's Scholarship Trust Agreement, program planning, program implementation, program promotion, solicitation of sponsorships and donations, scholarship application distribution, scholarship application collection, scholarship application review/scoring, and, after Board of Directors' approval, allocation of scholarship awards.
- The Scholarship Chair shall serve as the Scholarship Committee Chair.
- The Scholarship Chair shall perform other duties as prescribed by the Board or by the President.

Section 14. Events Chair.

- The Events Chair shall be responsible for facilitating all aspects of the annual Winter Event, Spring Golf Outing, Fall Outing, and any other regularly conducted events, and includes, but is not limited to event planning, event sponsorship, event promotion, and event execution.
- The Events Chair shall serve as the Regular Events Committee Chair.
- The Events Chair shall perform other duties as prescribed by the Board or by the President.

Section 15. Any Officer of Corporation, in addition to the duties and powers conferred upon him or her by these Bylaws, shall have such additional duties and powers as may be prescribed from time to time by the Board of Directors.

## **Articles VIII – Committees**

Section 1. Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the Board of Directors. Each committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors. Committee

members, other than the Committee Chair, need not be Directors or Officers of Corporation (i.e., they can be non-voting volunteers of Corporation).

Section 2. Standing Committees. The standing committees established by the Board may include, but are not limited to:

- A. *Executive Committee.* The Board of Directors, by resolution adopted by a majority of the Board, may establish an Executive Committee to consist of the President, Vice President, Secretary/Treasurer, and Past President. The President will be the Chair of the Executive Committee. The designation of the Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it, as it is subject to the direction and control of the full Board. However, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, except for the power to amend the Articles of Incorporation and Bylaws. No individual shall continue to be a member of the Executive Committee after he or she ceases to be an officer of Corporation.
- B. *Finance Committee.* The Board of Directors, by resolution adopted by a majority of the Board, may establish a Finance Committee. The Secretary/Treasurer will be the Chair of the Finance Committee, which shall include, at minimum, the Vice President and Executive Director. The Finance Committee is responsible for developing and reviewing the fiscal procedures, fundraising plans, and the annual budget. The Board of Directors must approve the budget, and all expenditures must be within budget unless the budget is revised. Any major change in the budget must be approved by the Board of Directors. Annual reports must be submitted to the Board and reviewed at the annual meeting.
- C. *Membership Committee.* The Board of Directors, by resolution adopted by a majority of the Board, may establish a Membership Committee. The Membership Chair will be the Chair of the Membership Committee, which shall include at least two (2) other persons. The Membership Committee is responsible for recruiting new members, retaining existing members, and organizing regular industry networking events/opportunities.
- D. *Scholarship Committee.* The Board of Directors, by resolution adopted by a majority of the Board, may establish a Scholarship Committee. The Scholarship Chair shall be the Chair of the Scholarship Committee, which shall include at least two (2) other persons. The Scholarship Committee is responsible for facilitating all aspects of the annual scholarship program, including but not limited to following all provisions of Corporation's Scholarship Trust Agreement, program planning, program implementation, program promotion, solicitation of sponsorships and donations, scholarship application distribution, scholarship

application collection, scholarship application review/scoring, and, after Board of Directors' approval, allocation of scholarship awards.

- E. *Emerging Professionals Committee.* The Board of Directors, by resolution adopted by a majority of the Board, may establish a Emerging Professionals Committee. The Membership Chair shall be the Chair of the Emerging Professionals Committee, which shall include at least two (2) other persons both of which are Student Members in "good standing." The Emerging Professionals Committee shall support Corporation's efforts to engage and recruit members of with fifteen (15) years of industry experience/post-grad or less, and organize regular Emerging Professionals networking events/opportunities.
  
- F. *Regular Events Committee.* The Board of Directors, by resolution adopted by a majority of the Board, may establish a Regular Events Committee. The Events Chair shall be the Chair of the Regular Events Committee, which shall include at least four (4) other persons. The Regular Events Committee is responsible for facilitating all aspects of the annual Winter Event, Spring Golf Outing, Fall Outing, and any other regularly conducted events, and includes, but is not limited to event planning, event sponsorship, event promotion, and event execution.

Section 3. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Board President, or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5) business days and no more than sixty business (60) days' notice in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.

## **Article IX – Executive Director(s)/CEO(s), Employees, & Independent Contractors**

Section 1. Designation. The Board of Directors may select and employ an Executive Director/CEO and/or co-Executive Directors/CEOs. The Executive Director/CEO shall be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of Corporation and implement the policies and decisions of the Board of Directors. The Executive Director/CEO has no power or authority apart from that which is delegated to him/her by the Board of Directors, and the Board has the duty and responsibility to adequately monitor the performance of the Executive Director/CEO. The Executive Director/CEO shall be a non-voting ex officio member of all standing committees and shall attend and may participate in all meetings of the Board of Directors except when matters regarding his/her employment and compensation are under consideration. The Executive Director/CEO may also serve as a Director and/or Officer if permitted by the Board of Directors; however, strict adherence to the Conflicts of Interest policy

shall be necessary, the Executive Director/CEO shall only be compensated in his or her capacity as an employee or independent contractor (if appropriate), and the Executive Director/CEO shall not also serve as the Treasurer of Corporation.

Section 2. Compensation. Corporation may pay compensation to the Executive Director/CEO, employees, and other independent contractors for services rendered. The amount and frequency of payments shall be reasonable, determined from time to time by the Board, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

Section 3. Checks, Drafts, Petty Cash Fund. The Executive Director/CEO may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for Corporation. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

## **Article X – Volunteers**

Section 1. Designation. The Board of Directors shall establish policies and procedures to recruit, train, and utilize volunteers in the operation of its activities and fulfillment of its purpose and mission.

Section 2. Insurance Coverage for Volunteers. Corporation may maintain a special accident policy to cover those individuals serving the organization in a volunteer capacity.

## **Article XI – Management & Miscellaneous Provisions**

Section 1. Financial Year. The accounting year of Corporation shall be the calendar year. The accounting year shall begin on the first day of January and end on the last day of December.

Section 2. Books and Accounts.

- A. Corporation shall maintain appropriate checking, savings, and other accounts at a reputable bank or financial institution under the name “Minnesota Surveyors and Engineers Society.”
- B. In addition to the Executive Director/President/CEO, the Board of Directors shall appoint at least two (2) officers to act as authorized signatories on all Corporation financial accounts.

- C. The Board of Directors and the Scholarship Committee shall ensure Corporation follows all aspects of its Scholarship Trust Agreement as well as communicates regularly with the established Trust company responsible for account management and disbursement of funds.
- D. Corporation's books and accounts (or an exact copy thereof) shall be kept at the registered office.
- E. All money collected in Corporation's name shall be deposited in Corporation's account and used for Corporation's charitable purposes according to Minnesota and Federal laws and rules.

Section 3. Examination by Directors and Members. Every Director, Officer, and Member of Corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time and for any proper purpose, and at the registered office, books and records of Corporation and make extracts or copies therefrom.

Section 4. Legal Instruments. All contracts, agreements, and other legal instruments executed by Corporation shall be issued in the name of Corporation, not the individual name of a Director or Officer. Legal instruments shall be signed by no fewer than two (2) Officers of Corporation – the President (if able), and one other Officer. While Directors and Officers have authority to sign official documents on behalf of Corporation, they may do so ONLY after proper consideration and approval by the Board of Directors. In the absence of approval by the Board of Directors, the individual Director or Officer is personally liable on the legal instrument.

Section 5. Loans. No loans shall be contracted on behalf of Corporation nor shall evidences of indebtedness be issued in its name unless in conformance with Section 317A.501 of the Minnesota Statutes and specifically authorized by resolution of the Board of Directors. Such authority shall be confined to specific instances.

Section 6. Periodic Reviews. To ensure Corporation operates in a manner consistent with charitable purposes, files all required paperwork, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to Corporation's written policies, are properly recorded, reflect reasonable

investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction;

- C. Whether Corporation is properly filing annual paperwork with the Minnesota Attorney General's Office, Minnesota Secretary of State, Internal Revenue Service, and other government entities. Corporation shall file the Form 990 with the IRS annually. In addition, Corporation shall file all required employer reports to agencies such as the Minnesota Unemployment Insurance Fund, the Minnesota Dept. of Revenue, the Minnesota Attorney General's Office, the Minnesota Secretary of State, the Social Security Administration, and provide employee tax documents by the required deadlines.
- D. Whether Corporation is properly engaging in Minnesota and Federal fundraising laws and rules.

Section 7.      Publication and Media.

- A. WEBSITE: The Corporation's official website shall be maintained monthly or as often as deemed necessary by the Board of Directors. The Webmaster shall coordinate with the Board of Directors with regard to website content. Corporation will be responsible for paying all costs associated with the domain name, hosting, SEO, and other related expenses related to maintaining Corporation's official URL. Content displayed on the Corporation's website shall be accurate and true in nature.
- B. NEWSPAPERS AND PRESS: Corporation shall always portray the organization and its Directors, Officers, members, employees, independent contractors, and other agents in the most positive nature possible. When internal and/or external crises arise, public relations matters may require immediate referral to a mediator, and/or advice from an attorney or PR professional. Appearances and interactions with the press by a member representing the Corporation shall require notification to the Board of Directors, with whom the event shall be coordinated.
- C. SOCIAL MEDIA: Social media content shall portray the organization in the most positive light possible. All content shall be actively managed by a member assigned by the Board of Directors. Information displayed on any of Corporation's social media pages shall be accurate and true in nature.

Section 8.      Affiliations. Corporation may maintain professional affiliations that benefit and strengthen the organization in its capacity to fulfill its mission.

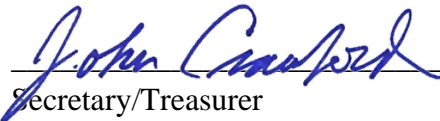
Section 9. Policies and Procedures. The Board of Directors should establish policies and procedures:

- To codify decisions made by the Board at regular meetings in one central location;
- Regarding internal financial controls;
- Regarding gifts and grants to other individuals/organizations;
- Regarding a code of conduct at meetings and organizational gatherings;
- Regarding employees and volunteers; and
- Regarding other topics that may become reasonable and necessary.

Section 10. Amending the Articles of Incorporation and Bylaws. Corporation shall have the power to amend the Articles of Incorporation and any Bylaws. Subject to restrictions imposed by Section 317A.133 of the Minnesota Statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of a majority of the voting membership at a properly called meeting of the voting membership as well as by the affirmative vote of a majority of all Directors at a properly called meeting of the Board of Directors. The amendment must be circulated to the voting membership at least fourteen (14) days prior to the voting membership meeting.

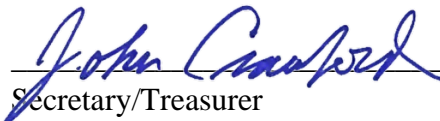
### Certification

The voting membership of Minnesota Surveyors and Engineers Society approved these Bylaws by a majority vote on this 7th day of February, 2020.

  
Secretary/Treasurer

2/7/2020  
Date

These Bylaws were approved at a meeting of the Board of Directors of Minnesota Surveyors and Engineers Society by a majority vote on this day of December 13, 2019.

  
Secretary/Treasurer

2/7/2020  
Date