



NEW MEXICO PROFESSIONAL SURVEYORS CONSTITUTION

ARTICLE I – NAME

Section 1. The name of this nonprofit membership corporation shall be the New Mexico Professional Surveyors, hereinafter referred to as the “Association”. As appropriate, the name may be referred to in the abbreviated form as NMPS.

ARTICLE II – OBJECTIVES

Section 1. The objectives of the association shall be to enhance and protect the interests of the Surveying profession, promote professionalism and increase public awareness of professional Surveyors, establish a central source of reference and education, and encourage and promote the professional development of its membership.

Section 2. The Association shall maintain an affiliation with the American Congress on Surveying & Mapping through the National Society of Professional Surveyors and encourage and promote membership in said organizations. The Association will also extend cooperation to other national, state, and local professional societies and related groups.

ARTICLE III – MEMBERSHIP

Section 1. All membership grades shall be consistent with the membership grades established by the New Mexico Professional Surveyors, and as defined under the Bylaws of Association.

ARTICLE IV – CHAPTERS

Section 1. The Association, through its Board of Directors, shall authorize and charter Chapters and establish their respective local boundaries in the State. All Chapters and their members shall be governed by the Constitution and Bylaws of the Association.

Section 2. The Constitution and Bylaws of the Association shall be interpreted to serve also as the Constitution and Bylaws for each of the chartered Chapters. However, each Chapter may establish, subject to the approval of the Board of Directors, supplementary Bylaws, which shall be in essential conformance with the Constitution, and Bylaws of the Association.

Section 3. Each Chapter should adopt the same administrative form as that of the Association. The President, Vice President, Treasurer and the Immediate Past President shall serve as the Executive Committee of each chapter. At minimum, each Chapter shall have a President and a Treasurer. Section 4. Only those of voting Member grade may hold any elective office of a Chapter, with the requirement that all Chapter officers shall be members of the Association.

ARTICLE V – DUES AND ASSESSMENTS

Section 1. Dues and assessments and the collection thereof shall be as provided in the Bylaws.

ARTICLE VI – PECUNIARY GAIN

Section 1. At all times, and notwithstanding merger, consolidation, reorganization, termination or dissolution of this Association, voluntary or involuntary, or by operation of law, or any other provisions hereof;

a. This Association shall not possess or exercise any power or authority, either expressly, by interpretation, or by operation of law, that will or may prevent it at any time from qualifying, and continuing to qualify, as a corporation described in Section 501(c) 6 of the Internal Revenue Code of 1954 (hereinafter referred to as “the Code”), nor shall it engage directly in any activity which might cause the loss of such qualification.

b. No part of the assets or net earnings of the Association shall ever be used, nor shall this Association ever be organized or operated, for purposes that violate the objectives of the Association.

c. This Association shall never be operated for the primary purpose of carrying on a trade or business for profit.

d. No substantial part of the activities of this Association shall consist of carrying on political activities. The Association shall participate in these activities only to the extent that they serve to advance the objectives of the Association.

e. At no time shall this Association intentionally engage in any activities which are unlawful under the laws of the United States of America, State of New Mexico, or any other jurisdiction where its activities are carried out.

f. No compensation, loan, or other payment shall be made or paid to any officer, committee member, incorporator, or organizer of this Association, or substantial contributor to it, except as reasonable compensation for services rendered, and/or as a reasonable allowance for authorized expenditures incurred on behalf of this Association; and no part of the assets or net earning, current or accumulated, of this Association shall ever be distributed to, or divided among, any such persons, or inure, be used for, accrued to, or benefit, any such person or private individual.

Section 2. No solicitation or contribution to this Association shall be made, and no gift, bequest or devise to this Association shall be accepted, upon any condition or limitation which, in the opinion of the Association, may cause the Association to lose its federal income tax exemption.

Section 3. Any reference herein to any provision of the Internal Revenue Code of 1954 shall be deemed to mean such provision as is now, or hereafter, existing, or amended, supplemented, or superseded as the case may be. Private property of the Officers, Directors, Executive Director, committee members, or incorporators of the Corporation shall not be subject to payment of corporate debts to any extent whatsoever.

ARTICLE VII – ADMINISTRATION

Section 1. There shall be a Board of Directors, hereinafter, called the Board, which shall consist of the President, President-Elect, Vice President, Treasurer, the immediate Past President and the Chapter Directors herein provided.

Section 2. The Board shall determine all matters of policy and shall administer the affairs of the Association under this constitution and the general provisions of the law under which it is incorporated.

Section 3. The Board shall direct the investment and the care of the funds of the Association and shall make appropriations for specific purposes.

Section 4. The Board shall prepare and adopt bylaws that shall govern all procedures under this constitution, including those of the Board and of committees. Adoption of such bylaws and any proposed amendments thereto shall require consideration by the Board at two successive Board meetings separated by at least forty-five (45) days. The vote for adoption or rejection shall be held at the second meeting.

Section 5. There shall be an Executive Committee of the Association composed of the President, President-Elect, Vice President, Treasurer and immediate Past President. Within the provisions of the constitution, the Executive Committee shall act for the Board between Board meetings, and shall report its interim activities at the next meeting of the Board. All acts of the Executive Committee shall be subject to ratification by the Board.

Section 6. The Executive Committee may retain or employ, at its discretion, an approved administrative executive to conduct the business of the Association. The title of such administrator shall be "Executive Director". The Executive Director shall perform such duties as assigned by the executive Committee and as provided in the bylaws.

Section 7. The President shall be chairman of the Board and of the Executive Committee.

Section 8. Each Member of the Board shall be entitled to one vote in the conduct of Board business.

ARTICLE VIII – OFFICERS

Section 1. The only elected officer of the Association shall be the Vice President. The Treasurer shall be appointed by the president and confirmed by the Board. The officers shall take office on January 1 following the election and shall hold office until the following December 31 or until their successors have been duly elected, qualified and installed. The Vice President shall become the President-Elect the next year after the election and President two years after the election.

Section 2. Each Chapter President shall be a Director during his/her term of office. Additional Directors shall be elected by Chapters on the basis of one additional Director for the first 50 voting members and a second additional director when the voting membership exceeds 99. There shall be a maximum of three (3) directors from each chapter as eligible. Each Chapter with a membership of less than 50 voting members shall be entitled to one Director, the Chapter President. Additional Directors shall serve for two years and should be elected as to provide for staggered terms. A Chapter may vest a Director with any number of its eligible votes. All Directors must be members of the Association.

Section 3. Only those of voting Member grade may hold the office of President, President-Elect, Vice President, or Treasurer of the Association.

ARTICLE IX – RECALL OF OFFICERS

Section 1. Any officer or director of the Association shall be subject to recall for not performing the duties of his or her office. The procedures for recall shall be as provided in the bylaws.

ARTICLE X – COMMITTEES

Section 1. The President, as provided by the Bylaws, shall appoint committees as may be desirable.

Section 2. The composition and duties of all committees shall be as provided in the bylaws.

ARTICLE XI – PRACTICE SESSIONS

Section 1. To further the objectives of the Association, establishment is authorized of Practice Sections as may be provided by the Board.

ARTICLE XII – ELECTIONS

Section 1. Elections shall be held and conducted as provided by the Bylaws.

ARTICLE XIII – RULES OF CONDUCT

Section 1. The Board shall have the authority to adopt a Code of Ethics and promulgate rules of good standing in the Association.

ARTICLE XIV – ANNUAL MEETING

The annual meeting of the Association shall be held at the time and place determined by the Board.

ARTICLE XV – HEADQUARTERS

The headquarters of the Association shall be located at such place in New Mexico as designated by the Board.

ARTICLE XVI – ARTICLES OF INCORPORATION

Section 1. The Board shall make any changes in the Articles of Incorporation, in accordance with the law, which may appear desirable or which may be made necessary by any change or amendment of the Constitution of the Association.

ARTICLE XVII – AMENDMENTS

Section 1. The Constitution may be amended by letter ballot; provided that such amendment first shall have been approved by a majority vote of the Board, and that it shall have been submitted to the Association membership for vote at least four weeks prior to the date set for the closing of ballots. A majority of the membership voting shall be required to amend this constitution or any part thereof.

Section 2. When a proposed amendment is presented to the Association in writing and signed by ten percent (10%) of the members in good standing, approval of the Board shall not be necessary before submission to the Association membership.

Section 3. Amendments to this Constitution shall become effective immediately upon approval.

ARTICLE XVIII – RATIFICATION

Section 1. This Constitution shall be ratified and accepted by the membership of the Association by the following procedure: The text of this Constitution shall be read in convention and those sections approved by a

two-thirds (2/3) majority of a standing vote at a regularly scheduled Board meeting shall be submitted to the membership as a whole for a letter ballot. A two-thirds (2/3) affirmative vote of the letter ballot, with at least fifty percent (50%) of the membership voting, shall be necessary for ratification.

ARTICLE XIX – DISSOLUTION

Section 1. Upon dissolution of the Association, all assets, if any, remaining after payments, or provision for payment, of all liabilities of the Association, shall be distributed to increase existing scholarship funds at educational institutions in New Mexico to benefit students in a surveying curriculum.

Accepted and approved by the New Mexico Professional Surveyors Board of Directors January 31, 2009

NEW MEXICO PROFESSIONAL SURVEYORS BYLAWS

In the following bylaws the New Mexico Professional Surveyors is referred to as the Association and the Board of Directors is referred to as the Board.

ARTICLE 1 – FISCAL AND ADMINISTRATIVE YEARS

Section A. The fiscal year of the Association shall be from January 1 through December 31.

Section B. The administrative year of the Association shall be from January 1 through December 31.

ARTICLE 2 – MEMBERSHIP AND DUES

Section A. The Association may collect state and Chapter dues.

Section B. Membership grades in the Association shall be designated and defined as:

- (1) Sustaining Member – A professional surveying company or organization or an individual who is a licensed Professional Surveyor in the State of New Mexico. This membership shall be considered as payment for one person in the company or organization if such person is otherwise qualified. This person, as a licensed Professional Surveyor in the State of New Mexico, shall have voting rights.
- (2) Regular Member – An individual who is a licensed Professional Surveyor in the State of New Mexico. Regular members have voting rights.
- (3) Surveyor Intern Member – An individual who is certified as a surveyor intern under the laws of the State of New Mexico. A surveyor intern member has no voting rights.
- (4) Associate Member – An individual directly associated with, or sincerely interested in the surveying profession and who does not qualify under any other membership category. An associate member has no voting rights.
- (5) Certified Survey Technician Member – An individual who has passed any level of the NSPS Survey Technician Certification Program. A certified surveyor technician member has no voting rights.
- (6) Corresponding Member – An individual licensed as a New Mexico Professional Surveyor who resides out of state. A corresponding member has no voting rights.
- (7) Retired Member – A retired New Mexico Professional Surveyor as defined by the New Mexico Board of Registration for Professional Engineers and Surveyors. Retired members have no voting rights.
- (8) Student Member – A full-time student enrolled in a surveying curriculum, sponsored and verified by the Chapter President. A student member has no voting rights.

- (9) Corporate Member – A surveying related company or organization or governmental entity, as approved by the Membership Committee.

Section C. All membership grades must hold their membership through a local Chapter of the Association, except that any member residing out of state may become a Member-At-Large.

Dues collected from the Member-At-Large category shall not be disbursed to any chapter but shall be deposited in the general fund of the Association.

Section D. Honorary memberships may be extended at the discretion of the board.

Section E. Except for Honorary membership, the annual dues for the association shall be as follows, plus Chapter dues as applicable.

- (1) Sustaining Member \$265.00
- (2) Regular Member \$150.00
- (3) Survey Intern Member \$115.00
- (4) Associate Member \$75.00
- (5) Certified Survey Technician Member \$115.00
- (6) Corresponding Member \$115.00
- (7) Retired Member \$115.00
- (8) Student Member \$0.00
- (9) Corporate Member \$825.00

Section F. Dues for less than a full year shall be apportioned as:

- (1) Prior to July 1 – 100%
- (2) July 1 or Later – 50%

Section G. Chapters of the Association may, if they so desire, collect any dues or assessments deemed necessary for Chapter activities and administration.

ARTICLE 3 – GOOD STANDING

Section A. Dues are payable in advance and are to be collected by the Executive Director. Renewal Statements will be issued in the month of November prior to the renewal year and if necessary a reminder will be issued in February. If the member has not responded by April 1st the member will be dropped from the membership rolls.

Section B. A member whose account is six months or more in arrears shall not be entitled to vote or remain in any chapter of State Office.

Section C. The board may waive the payment of Association dues of any member or group of members for just the worthy cause.

ARTICLE 4 – EXPULSION

Section A. Any member whose professional license has been revoked by the New Mexico State Board of Registration for Professional Engineers and Surveyors shall not hold membership in the Association unless such revocation has been reinstated.

Section B. Individuals holding membership categories not requiring a professional license may have their membership revoked for failure to exhibit good moral character and professionalism as determined by the Board.

ARTICLE 5 – ELECTIONS

Section A. All elections of officers shall be by secret letter ballot.

Section B. The ballot will be prepared by the Executive Director and shall contain the names of those candidates selected by the Nominating Committee and named by petition of the members without differentiation. Space shall be provided for write-ins.

Section C. The ballot shall be mailed to each voting member in good standing by November 10 of each year.

Section D. The marked ballot shall be returned to the Executive Director by December 1 of each year.

Section E. The Executive Director shall report the results of the balloting in writing to the Board by December 15. The ballots will be retained by the Executive Director and made available to any Board member for a period of two years following the installation date of the new officers.

Section F. The Board shall declare the office results of the election. The Board shall have the results published in the State newsletter.

Section G. Election of officers shall be by a plurality of votes cast by letter ballots as counted and approved by the Executive Committee.

ARTICLE 6 – DUTIES AND POWER OF OFFICERS

Section A. The president shall preside at all meetings of the Association, Board and Executive Committee, and shall be an ex-officio member of all committees. The President shall have subject to the approval of the Board, general direction of the business of the Association.

Section B. The President-Elect and the Vice President, in that order, shall preside in the absence of the President. In the event of death or incapacity of the President, the President-Elect and the Vice President, in that order, shall assume the full duties and responsibilities of the President's office. In the absence of the President, President-Elect and Vice President, at a regular or special meeting of the Board or Association, the Treasurer shall call the meeting to order and call for nomination and election of a Chairman pro tempore.

Section C. The Treasurer, under the direction of the Board, is responsible for the maintenance of the financial records of the Association.

- (1) The Treasurer shall receive and approve a monthly financial summary prepared by the Executive Director. The Treasurer shall be authorized to be one of the two signatories of all certificates of deposit for the Association and may sign checks on the Association's checking accounts. The

Executive Director may be authorized to be one of the signatories on the Association's checking accounts. The Treasurer with the assistance of the Executive Director shall prepare the annual budget and present the budget to the Board by the last Board meeting of the calendar year. The Treasurer at the expiration of the term of office shall report the financial status of the Association at a regular Board meeting.

- (2) At the close of the fiscal year, the Treasurer shall present the financial records of the Association for an annual audit to be performed by a certified public accountant selected by the Board. The Treasurer shall report the results of said audit to the Board at the next Board meeting immediately following the completion of said audit.

Section D. The Board shall have general supervision of all matters pertaining to the Association, provided that no action shall be taken which will be inconsistent with the law, the Certificate of Incorporation and the Constitution and Bylaws.

Section E. When unable to attend a meeting of the Board, a Director may appoint any voting member in good standing of the Association as proxy, and such proxy shall enjoy all rights of a duly qualified member of the Board. Proxies shall be in writing and submitted to the presiding officer.

Section F. There shall be a Director's Handbook given to each member of the Board prior to or at the first meeting of the year. The Executive Director shall keep the Handbook up to date and shall submit revisions to the Board of approval. The handbook shall contain at least the following information:

- (1) List of State and Chapter Officers for the current year.
- (2) Duties of the Board of Directors, State Officers and Chapter Officers.
- (3) Names of Committees, Chairman and Committee responsibilities and reports.
- (4) Constitution, Bylaws and Articles of Affiliation with ACSM and/or NSPS.
- (5) Minutes of Board meeting for the previous year.
- (6) A calendar for the current year and list of proposed meeting dates.
- (7) Board Policy Decisions.

ARTICLE 7 – EXECUTIVE DIRECTOR

Section A. The Executive director shall act as secretary to the Board and to the Executive Committee.

Section B. An Executive Director will be retained by the Board to act as an administrator for the Association and to conduct its day to day business. The following Scope of Work contains the duties to be performed by the Executive Director.

- (1) Computerized membership database maintained, Mailing labels and lists provided as needed.
- (2) Membership cards and certificates sent to new and renewing members.
- (3) Delinquent members sent final notice in February.
- (4) Telephone and mail service – Answer inquiries and correspondence.
- (5) Quarterly NM Taxation & Revenue Report (gross receipts) prepared and filed.
- (6) Year-end Corporation Commission Report filed.
- (7) Submit monthly financial report to NMPS treasurer and assist treasurer in preparation of IRS form 990 and provide other financial assistance as requested.
- (8) Arrange and coordinate meeting location for quarterly board meetings.
- (9) Take minutes at NMPS board meeting. Distribute minutes and agenda to board members.
- (10) Type election ballots for state elections, mail and tabulate results.

- (11) Assist President Elect in convention organization, planning, and execution.
- (12) Ethical Practices Committee maintenance of records.
- (13) Collect and disseminate Board Reports.
- (14) Maintain checkbook and other financial records.
- (15) Other duties or special assignments that may be assigned by the Executive Committee.

Section C. The Executive Committee will direct and review the Executive Director and the terms of engagement.

ARTICLE 8 – RECALL OF OFFICERS

Section A. Any officer of the Association not performing the duties of his office shall be subject to recall upon the petition of ten percent (10%) of the members in good standing provided such officer accused shall be given a copy of the charges and provided that such recall action be approved by two-thirds of all Board members.

Section B. An officer or director, who shall fail to attend two consecutive regularly scheduled Board meetings without sending a written proxy, shall be notified by the Association President at least 30 days prior to the next Board meeting that they will be removed from office unless they justify their failure to perform their duties. After consideration of evidence, the removal from office must be approved by two-thirds of all Board members.

Section C. The Executive Director will notify the President of any officer or director whose membership dues are not received by March 31 of the renewal year. Unless stated, the Board has waived dues, the President will notify said officer or director in writing that the position held by that member is now considered vacant. The vacancy will be filled by decision of the Executive Committee.

ARTICLE 9 – COMMITTEES

Section A. Committees will be appointed as needed.

Section B. The President with the advice and approval of the Board may appoint the chairman and members of committees. The chairman of the respective committee may appoint members of the committee.

Section C. The president shall appoint a Nominating Committee annually not later than September 1. This committee shall prepare, from the list of eligible members of the Association a slate of candidates for the elective office of Vice President to be filled at the forthcoming election. Members must be active participants in a local chapter to qualify as candidates for State and chapter offices. The slate shall consist of one or more candidates for the office of Vice President. All such candidates shall be voting members in good standing at the time of their nomination. The Nominating Committee shall report its list of candidates no later than October 1 to the President and Executive Director.

Section D. The Executive Committee shall provide certified results of elections to the Board.

Section E. The Executive Committee shall prepare a Scope of Responsibilities for all Committees and Association Representatives to be submitted to the Board for approval.

ARTICLE 10 – MEETINGS

Section A. The Association may hold meetings, other than the annual meeting, at the direction of the Board or upon the written request of twenty-five (25) percent of the voting membership.

Section B. The Board shall meet not less than four times a year, at times and places determined by the Board.

Section C. The Board shall meet at the call of the President or at the written request of four (4) or more Board members or twenty-five (25) percent of the voting membership of the Association.

Section D. Each Chapter shall meet at least six times a year.

Section E. The order of business at all meetings of the Association and the Board should be as follows:

- (1) Roll call
- (2) Reading of minutes
- (3) Reading of communications
- (4) Reports of officers
- (5) Reports of committees
- (6) Unfinished business
- (7) New Business
- (8) Adjournment

Section F. Meetings of the Board shall be open to any member in good standing unless otherwise specifically ruled by the Chairman of the session. Such member(s) shall attend as an observer and may be accorded floor privileges at the discretion of the Chairman of the session.

Section G. For the purpose of transacting business by the Board or by the Executive Committee, a quorum shall consist of a majority of its members.

ARTICLE 11 – CORPORATE SEAL

Section A. The Corporate seal of this Association shall be a circular seal with the name of the Association around the border and the words “Corporate Seal” in the center. The Executive Director shall have custody of the seal. The Treasurer of the Association shall be the registered agent of the Corporation.

ARTICLE 12 – ACCESS TO RECORDS

Section A. Any member in good standing upon making arrangements with the Executive Director shall have access to all books and records of the Association or Board.

ARTICLE 13 – SUSPENSION OF BYLAWS

Section A. Any section or part thereof of these bylaws may be suspended for a specific purpose and for the duration only of the meeting at which such action is taken. Suspension shall require a two-thirds (2/3) affirmative vote of the members present at the meeting.

ARTICLE 14 – PARLIAMENTARY PROCEDURE

Section A. Robert’s Rules of Order, Newly Revised 9th Edition, or the most current edition, shall govern matters of parliamentary procedure at all meetings of the Board, executive committee and Association.

Accepted and approved by the New Mexico Professional Surveyors Board of Directors January 31, 2009.