

AMENDED AND RESTATED

BYLAWS

OF

UTAH COUNCIL OF LAND SURVEYORS

A UTAH NONPROFIT CORPORATION

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BYLAWS
OF
UTAH COUNCIL OF LAND SURVEYORS

These amended and restated bylaws (the “*Bylaws*”) are adopted for the governance of Utah Council of Land Surveyors, a Utah nonprofit Corporation (herein referred to as the “*Corporation*”).

ARTICLE I

REGISTERED OFFICE

The registered office of the Corporation required by Title 16, Chapter 6a Utah Code Annotated 1953, as amended (the “*Act*”) shall be 270 East Main St., Santaquin, Utah 84655. The registered office is subject to change from time to time by the Board of Directors, by the officers of the Corporation, or as otherwise provided by the Act.

ARTICLE II

MEMBERS

Section 2.1. Voting Membership. The Corporation shall have one class of voting Members referred to as “Licensed Members,” as set forth more particularly below. Nothing in this Article II shall be construed as limiting the right of the Corporation to refer to persons associated with it as “Members” even though such persons are not members within the meaning of the Act, and no such reference shall constitute anyone a member within the meaning of the Act.

Section 2.2. Classes of Membership. Only the following classes of persons (as defined below) are eligible for consideration and acceptance as Members (each a “Member”):

(a) Licensed Members. Licensed Members must be individuals who are licensed as land surveyors in accordance with the laws of the State of Utah and who otherwise have met the membership requirement set forth herein and/or modified by the Board of Directors from time to time. Only Licensed Members shall have the rights of voting members under the Act;

(b) Associate Members. Associate Members must be employed by a licensed land surveyor or employed by a firm or agency engaged in the practice of land surveying and must intend to make their livelihood in the land surveying profession;

(c) Affiliate Members. Affiliate Members must be employed by a private firm or public agency that is engaged in an activity related to the surveying profession. Affiliate Members are those persons who do not desire to become registered land surveyors but are interested in being associated with the land surveying profession;

(d) Student Members. Student Members must be enrolled in a college or university in pursuit of a major in surveying or a related field;

(e) Retired Members. Retired Members must (i) be or have been Licensed Members or Associate Members of the Corporation in the past, (ii) be over the age of 60, and (iii) no longer be participants in the business of land surveying;

(f) Out-of-State Members. Out-of-State Members must have their full-time residence outside of the State of Utah and desire to receive the informational benefits of the Corporation;

(g) Sustaining Members. Sustaining Members must be individuals or entities that are engaged in the (i) manufacture or distribution of surveying instruments or equipment, (ii) compilation or reproduction of maps, or (iii) performance of services for land surveyors from a commercial standpoint.

Any questions or disputes that arise concerning Membership Categories shall be resolved by the Executive Committee.

Section 2.3 Admission to Membership. Persons qualifying for membership in the Corporation as set forth in Section 2.2 above may become Members of the Corporation upon (a) completing the necessary application form, (b) paying all required dues and (c) approval by the Board of Directors or its designee, all as determined by the Board of Directors of the Corporation.

Section 2.4. Dues. The Board of Directors shall determine the amount of annual dues for Members. Dues are non-refundable. Dues shall be due and payable at such time or times as may be established by the Board of Directors.

Section 2.5. Privileges of Membership. Although only Licensed Members shall have the rights of voting members under the Act, all Members may serve on committees, receive member discounts to activities, benefit from special advertising privileges and receive newsletters and announcements from the Corporation.

Section 2.6. Renewal. Membership will be renewed annually or at such other time or times as may be established by the Board of Directors.

Section 2.7. Termination of Membership. Any Member may voluntarily terminate its membership in the Corporation by submitting written notice to the Corporation. The Board of Directors, by affirmative majority vote, may suspend or expel a Member in the event (a) the Member fails to pay dues as and when due for a period of six (6) consecutive months or (b) the Member fails to maintain eligibility as set forth in Section 2.2 above. If for any reason the Department of Commerce of the State of Utah suspends a Licensed Member's land surveying license, that Member's status as a Licensed Member shall automatically terminate.

In the event any Member violates any provision of these Bylaws or the Code of Ethics of the Corporation or undertakes any activity or conduct that, in the opinion of the Board of Directors, is improper and/or prejudicial to the best interest of the Corporation and/or the land surveying profession, the Board of Directors may commence proceedings to terminate such Member's membership. In such case, the Board of Directors shall hold a meeting at which the termination of such Member's membership will be discussed and will provide at least 10 days prior written notice of the date, time and place of such meeting to the Member. If so determined by the Board of Directors, the Board of Directors may recommend by written ballot to the Members of such Member's Chapter that such Member's membership be terminated. If seventy-five percent (75%) of the returned ballots are in favor of expulsion, such Member's membership shall be terminated. Alternatively, if the Board of Directors determines that termination is not warranted, the Board may take other disciplinary action as it deems appropriate.

Upon withdrawal or termination of a membership, the withdrawing or terminated Member shall have no further rights or interest in or to the Corporation.

Section 2.8. Amendments to Membership Requirements and Privileges. The membership provisions of these Bylaws may be altered from time to time in accordance with the Act, the Articles of Incorporation of the Corporation, and these Bylaws to provide for, supplement, modify and/or reduce the classification, qualifications, privileges and manner of appointment of Members, as may be determined by the Board of Directors.

Section 2.9. Annual Meetings. The annual meeting of the Members of the Corporation shall be held each year at such time and place as may be determined by the Board of Directors. The annual meeting of Members shall be for the election of Directors and for the transaction of such other business as may properly come before it. Only Licensed Members shall have the right to vote at Annual Meetings of the Members.

Section 2.10. Special Meetings. Special meetings of the Members may be called by the State Chair or any three (3) members of the Board of Directors and shall be held at such time and place as may be determined by the Board of Directors. Only Licensed Members shall have the right to vote at Special Meetings of the Members.

Section 2.11. Notice and Conduct of Meetings. The Corporation shall give to the Licensed Members written notice stating the place, the date, and hour of each meeting of Members and, in the case of a special meeting, the purpose(s) for which the meeting is called and the name of the person(s) by whom or at whose direction the meeting is called. Such notice shall be delivered not less than five (5) nor more than sixty (60) days prior to the date of the meeting, via personal delivery, mail, telephonic, electronic or facsimile notice (and the method of notice

need not be the same as to each Licensed Member). If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Licensed Member at his or her address as it appears on the membership records of the Corporation, with postage thereon prepaid. If transmitted electronically or by facsimile, such notice shall be deemed to be given when the transmission is completed.

The State Chair shall conduct meetings of the Members. If the State Chair is unavailable or otherwise unable to conduct any meeting of Members, the Chair-Elect shall conduct meetings of the Members or, alternatively, the Board of Directors shall appoint a Director to conduct such meeting or meetings of Members.

Section 2.12. Voting. At any meeting of the Members, each Licensed Member present at such meeting shall have one (1) vote on any matter.

Section 2.13. Action by Written Ballot. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting by written ballot if the Corporation delivers a written ballot to every Licensed Member entitled to vote on the matter and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting of Members and otherwise in accordance with Section 709 of the Act. Written ballots approved in that manner shall have the same force and effect as the affirmative vote of a majority of the Licensed Members at a duly noticed meeting of Members at which a quorum was present.

Section 2.14. Meetings by Conference Telephone. Licensed Members may participate in a meeting by conference telephone or similar communications equipment, so long as all persons participating in such meeting can hear one another. Participation in a meeting through telephonic means shall constitute presence in person at such meeting.

Section 2.15. Quorum. The Licensed Members present at any meeting of the Members shall constitute a quorum for the transaction of business of the Members.

Section 2.16. Manner of Acting. Unless a greater number of votes is required by these Bylaws as to a specific action, the act of a majority of the Members present at a meeting at which a quorum is present is the act of the Members. Any tie in a vote among the Members shall be broken by a vote of the Executive Committee. Voting by proxy shall be permitted.

Section 2.17. Presumption of Assent. A Licensed Member of the Corporation who is present at a meeting of the Members at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless (s)he shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. No Licensed Member may dissent regarding an action for which such Member voted in favor.

Section 2.18. No Transfer or Assignment. No Member of the Corporation may transfer or assign its membership interest in the Corporation or any right arising therefrom to any other

party nor shall any Member attempt to transfer its membership interest or any right arising therefrom to any personal representative, heir, devisee, successor or assign, as may be applicable.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, except as otherwise provided in the Act, the Articles of Incorporation or these Bylaws. The Board of Directors may also be referred to as the “State Executive Board.”

Section 3.2. Number, Election, Tenure and Qualifications.

(a) The number of directors of the Board of Directors shall not be less than three (3).

(b) Those persons who serve as Chapter Presidents and Chapter Representatives shall serve as directors of the Corporation for the term of their Chapter office. In addition to these individuals, five additional directors (the “Directly-Elected Directors”) shall be elected for terms and capacities set forth more particularly in Section 3.20 to succeed those whose terms expire. Despite the expiration of a director’s term, the director shall continue to serve until the election and qualification of a successor or until there is a decrease in the number of directors, or until such director’s earlier death, resignation or removal from office. The Licensed Members shall elect the Directly-Elected Directors from the slate of nominees selected by the Nomination Committee to fill each of the director positions which become open from time to time.

(c) All directors must be Licensed Members.

Section 3.3. Resignation. Any director may resign at any time by giving written notice to the State Chair. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.4. Removal. The Board of Directors or a majority of all Licensed Members may remove one or more directors by majority vote at a Regular or Special Meeting called for that purpose if notice has been given that a purpose of the meeting is such removal. The removal may be with or without cause.

Section 3.5. Vacancies. Any vacancy occurring in the Board of Directors may be filled by an appointment approved by the affirmative vote of a majority of the remaining members of the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of such director’s predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by an appointment approved by the affirmative vote of a

majority of the current members of the Board of Directors; a director so chosen shall hold office until the end of the term designated for the position so created and thereafter until the director's successor shall have been elected and qualified, or until the director's earlier death, resignation or removal.

Section 3.6. Standards of Conduct. A director shall discharge his or her duties as director:

- (a) In good faith;
- (b) With the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and
- (c) In a manner the director reasonably believes to be in the best interest of the Corporation.

Section 3.7. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Board of Directors, for the purpose of transaction of such business as may come before the meeting. The Board of Directors may provide by resolution the time and place, either within or outside the State of Utah, for the holding of regular meetings. No additional notice of meetings held pursuant to a resolution of the Board of Directors, other than the resolution itself, is required.

Section 3.8. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the State Chair or any two directors. The individual or individuals authorized to call special meetings of the Board of Directors may fix any place as the place, either within or outside Utah, for holding any special meeting of the Board of Directors called by them.

Section 3.9. Annual Meetings. One of the regular meetings of the Board of Directors described above in Section 3.7 shall be designated as the Annual Meeting for the purposes of organization, election of officers and the transaction of other business.

Section 3.10. Notice. Notice of each meeting of the Board of Directors (other than regular meetings held pursuant to a resolution of the Board of Directors under Section 3.7 above) stating the place, day and hour of the meeting shall be given to each director at the director's business address at least ten days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least five business days prior thereto by personal delivery of written notice or by telephonic, electronic or facsimile notice (and the method of notice need not be the same as to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If transmitted electronically or by facsimile, such notice shall be deemed to be given when the transmission is completed. Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, unless the director, at the beginning of the meeting or promptly upon later arrival, objects to holding the meeting because of lack of notice or defective notice, and after objecting, the director does not vote for or assent to action taken at the meeting with respect to the purpose. If special notice was required for a particular purpose, the director must object to the purpose for which the special notice was required,

and after objecting, refrain from voting for or assenting to the action taken at the meeting with respect to the purpose, or the director's attendance will constitute a waiver of notice.

Section 3.11. Quorum and Voting. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 3.12. Proxies. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be considered to be present at a meeting and to vote if the director has granted a signed written proxy:

(a) to another director who is present at the meeting and authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy; or

(b) to a person who is not a director if the proxy authorizes such person to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy.

Section 3.13. Presumption of Assent. A director who is present at a meeting of the board of directors when corporate action is taken is considered to have assented to all action taken at the meeting unless:

(a) (i) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting; and (ii) after objecting, the director does not vote for or assent to any action taken at the meeting; and

(b) the director contemporaneously requests that the director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or

(c) the director causes written notice of the director's dissent or abstention as to any specific action to be received by: (i) the presiding officer of the meeting before adjournment of the meeting; or (ii) the Corporation promptly after adjournment of the meeting.

The right of dissent or abstention as set forth above as to a specific action is not available to a director who votes in favor of the action taken.

Section 3.14. Compensation. Directors shall not receive any compensation for their services as such. Reasonable stipends and expenses for directors for attendance at Board of Director meetings may be paid or reimbursed by the Corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity.

Section 3.15. Committees. Subject to applicable provisions in these Bylaws, the Board of Directors, at any time and from time to time may establish one or more committees of Directors and/or advisors for any appropriate purposes and may dissolve any such committee. Without limiting the judgment and discretion of the Board of Directors, the Board shall consider from time to time the appointment of ad hoc committees to deal with particular projects, programs, organizational issues and/or other matters of current concern to the Board. A chair of each such committee shall be appointed or ratified by the Board and such chair shall preside at all meetings of the committee and generally supervise the conduct of the committee's affairs. Rules governing procedures for meetings of any such committee, including notices to be given of meetings, and for the conduct of such committee's affairs shall be established by the committee, consistent with the Bylaws. In the absence of any specific provision herein or a resolution of the Board to the contrary, each committee shall be composed of at least two Directors and shall be chaired by one of the Directors chosen by the Board or as otherwise set forth below.

Section 3.16 Standing Committees. The following standing committees shall be established and maintained.

(a) Executive Committee. This Committee shall consist of the State Chair and those members of the Board of Directors who are Chapter Presidents. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except that the Executive Committee shall not have the authority of the Board of Directors in reference to providing for the sale, lease or other disposition of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business, providing for a voluntary dissolution of the Corporation or a revocation thereof, or amending the Bylaws of the Corporation.

The Executive Committee shall meet at such times as shall be determined by the State Chair. Meetings of the Executive Committee may be called on two days' notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Executive Committee at his or her business address. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof and action of the Executive Committee must be authorized by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present.

The presiding officer of the Executive Committee shall be the State Chair. The Executive Committee may fix its own rules or procedure which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

(b) Legislation Committee. The principal duties of the Legislation Committee shall be to plan and pursue ideas for state legislation that is in the best interests of the public and the Corporation.

(c) Education Committee. The principal duties of the Education Committee shall be to plan, promote and implement formal surveying educational programs and to oversee the administration of the Corporation's scholarship program, as directed by the Board of Directors.

(d) Publication Committee. The principal duties of the Publication Committee shall be to prepare and mail newsletters and other announcements to the membership of the Corporation.

(e) Workshop and Convention Committee. The principal duties of the Workshop and Convention Committee shall be to plan, prepare and promote workshops, seminars and state conventions.

(f) Standards and Ethics Committee. The principal duties of the Standards and Ethics Committee shall be to review and act on all complaints from surveyors and the general public involving surveying or surveyors' ethics and to prepare and maintain a Standards of Practice manual.

(g) Testing Committee. The principal duties of the Testing Committee shall be to monitor and improve application and testing practices as they affect the licensing of land surveyors and to review complaints by surveying applications in connection with the state surveyor licensing process.

(h) Public Relations Committee. The principal duties of the Public Relations Committee shall be to plan and pursue methods and activities for improving the public image of the surveyor and the practice of land surveying.

(i) Historical Committee. The principal duties of the Historical Committee shall be to protect, collect, acquire and preserve the history and artifacts of the Corporation and the land surveying profession for display, reference and educational purposes; to establish a repository of records for land surveyors; to create a survey reference library for the membership of the Corporation; and to collect and maintain a digital and written history of the Corporation and the surveying profession.

(j) Membership Committee. The principal duties of the Membership Committee shall be to evaluate, implement and promote the benefits of membership in the Corporation; to maintain a current membership roster; to recognize achievements and events; to standardize continuing education units; to recruit qualified candidates for leadership positions; to conduct the oath of office for new officers; and to generate periodic salary and benefit comparisons.

(k) Nomination Committee. The principal duties of the Nomination Committee shall be to prepare a slate of nominees for the Directly-Elected Director positions which become open from time to time. The members of this committee shall consist of the Chapter Presidents and Chapter Representatives.

Section 3.17. Meetings by Telecommunication. Members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or committee by any means of communications so long as all individuals participating in the meeting can hear one another. Such participation shall constitute presence in person at the meeting.

Section 3.18. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every member of the Board of Directors in writing either (a) votes for the action or (b) waives the right to demand that action not be taken without a meeting and (i) votes against the action or (ii) abstains from voting. Action is taken under this section only if the affirmative vote for the action equals or exceeds the minimum number of votes that would be necessary to take the action at a meeting at which all of the directors then in office were present and voted. An action taken pursuant to this section will not be effective unless the Corporation receives writings describing the action taken, satisfying the above requirements, signed by all of the directors, and not revoked by any director.

Section 3.19. Advisory Boards. The Board of Directors may appoint such advisory commissions or boards as it may deem appropriate, consisting of directors or persons who are not directors, but such board shall not be deemed a committee of the Board and shall not exercise any powers of the Board. The Board shall select a chairman and such other officers of any advisory board as it may determine. Notice of, and procedures for, meetings of any advisory board shall be as prescribed by the chairman of such board, and meetings of any advisory board may be called by the President, the Board of Directors or the chairman of the advisory board.

Section 3.20. Specific Duties of Directly-Elected Directors.

(a) Chair-Elect. The Chair-Elect shall be elected from the Directly-Elected Directors by the Licensed Members. In the absence of the State Chair, or in the event of the State Chair's death, inability or refusal to act, the Chair-Elect shall perform the duties of the State Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the State Chair. The Chair-Elect shall perform such other duties as from time to time may be assigned to him or her by the State Chair or by the Board of Directors, including overseeing the selection of the Corporation's Surveyor of the Year, as directed by the Board of Directors. The Chair-Elect shall serve in this capacity for the term of one (1) year. The Chair-Elect shall become the State Chair upon the expiration of the current State Chair's term of office. \\\

(b) State Chair. The State Chair, who shall serve as the chairman of the Board of Directors, shall (i) preside at all meetings of the Board of Directors; (ii) see that all orders and resolutions of the Board of Directors are carried into effect; (iii) supervise and manage the activities of the Executive Committee of the Board, if any, and (iv) perform all other duties incident to the office of chairman of the Board of Directors and as from time to time may be assigned to the State Chair by the Board of Directors. The State Chair shall serve in this capacity for the term of one (1)

year. The State Chair shall become the Past Chair upon the expiration of the State Chair's term of office.

(c) Past Chair. The Past Chair shall perform the duties as from time to time may be assigned to him or her by the State Chair or by the Board of Directors. The Past Chair shall serve in this capacity for the term of one (1) year.

(d) National Society of Professional Surveyors Representative. The National Society of Professional Surveyors ("NSPS") Representative shall be selected from the Directly-Elected Directors by the Licensed Members. The NSPS Representative shall attend applicable NSPS meetings and report to the Corporation's Board of Directors about the results of such meetings. The NSPS Representative shall serve in this capacity for the term of four (4) years.

(e) Western Federation of Professional Surveyors Representative. The Western Federation of Professional Surveyors ("West-Fed") Representative shall be selected from the Directly-Elected Directors by the Licensed Members. The West-Fed Representative shall attend applicable West-Fed meetings and report to the Corporation's Board of Directors about the results of such meetings. The West-Fed Representative shall serve in this capacity for the term of four (4) years.

ARTICLE IV

OFFICERS AND AGENTS

Section 4.1. Number and Qualifications. The elected officers of the Corporation shall be a president and secretary-treasurer. The Board of Directors may also elect or appoint such other officers, assistant officers and agents, including one or more vice presidents, assistant secretaries and assistant treasurers, as it may consider necessary. One individual may hold more than one office at a time.

Section 4.2. Power/Duties. The Board of Directors may delegate to any officer of the Corporation or any committee of the Board of Directors the power to appoint, remove and prescribe the duties of other officers, assistant officers, agents and employees.

Section 4.3. Resignation. An officer may resign at any time by giving written notice of resignation to the Corporation. An officer's resignation shall take effect at the time specified in the notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.4. Appointment and Term of Office. The officers of the Corporation shall be appointed (or re-appointed, as the case may be) by the Board of Directors at each annual meeting, or, if the term of office exceeds one year, at the meeting which coincides with the conclusion of the given term. If the appointment of officers shall not be held at such meeting, such appointment shall be held as soon as convenient thereafter. Each officer shall hold office until the officer's successor shall have been duly appointed and shall have qualified, or until the officer's earlier death, resignation or removal.

Section 4.5. Removal. An officer, assistant, agent or employee may be removed, with or without cause, at any time: (i) in the case of an officer, assistant, agent or employee appointed by the Board of Directors, only by resolution of the Board of Directors; and (ii) in the case of any other officer, assistant, agent or employee, by any officer of the Corporation or committee of the Board of Directors upon who or which such power of removal may be conferred by the Board of Directors; but such removal shall be without prejudice to the contract rights, if any, of the individual so removed.

Section 4.6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.7. Compensation. The compensation of the officers shall be fixed from time to time by the Board of Directors based upon the fair value of services rendered by such officers.

Section 4.8. Authority and Duties of Officers. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) **President.** The president shall perform such duties as may be assigned to him/her by the Board of Directors and all duties normally performed by a chief executive officer or president of a corporation.

(b) **Secretary.** The secretary shall: (i) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (ii) be custodian of the corporate records and of the seal of the Corporation; and (iii) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the Board of Directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(c) **Treasurer.** The treasurer shall: (i) be the principal financial officer of the Corporation and oversee the care and custody of all its funds, securities, evidences of indebtedness and other personal property, and deposit the same in accordance with the instructions of the Board of Directors; (ii) supervise the process of receiving and giving receipts for moneys paid in on account of the Corporation (iii) supervise the paying of all bills, payrolls and other just debts of the Corporation of whatever nature upon maturity out of available funds; (iii) prescribe and supervise the methods and systems of accounting to be followed, see that complete books and records of account are kept, and prepare and file all local, state and federal tax returns and related documents, prescribe and supervise an adequate system of internal audit, and oversee the preparation of and furnish to the chairman of the Board of Directors and the Board of Directors statements of account showing the financial position of the Corporation and the results of its operations; (iv) upon request of the Board of Directors, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the chairman of the Board of Directors or the Board of Directors.

Section 4.9. Multiple Offices. An individual may hold more than one office of the Corporation; provided, however, no individual may serve both as the president and as the secretary of the Corporation.

Section 4.10. Surety Bonds. The Board of Directors may require any officer or agent of the Corporation to execute to the Corporation a bond in such sums and with such sureties as shall be satisfactory to the Board of Directors, conditioned upon the faithful performance of such individual's duties and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in such individual's possession or under such individual's control belonging to the Corporation.

Section 4.11. Standards of Conduct. An officer shall discharge his or her duties as an officer:

- (a) In good faith;
- (b) With the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and
- (c) In a manner the officer reasonably believes to be in the best interest of the Corporation.

ARTICLE V

CHAPTERS

Section 5.1. Scope & Purposes of Chapters As determined by the Board of Directors, Chapters of the Corporation may be established to cover specific geographic areas throughout the State of Utah. Chapters shall exist to organize, plan, facilitate and oversee local events and functions for Members that reside and/or work within such areas, including meetings, dinners, membership drives, etc. At present, the Chapters of the Corporation are as follows: Book Cliffs Chapter, Color Country Chapter, Golden Spike Chapter, Salt Lake Chapter and Timpanogos Chapter. Members of the Corporation shall be members of a Chapter. No Member of the Corporation may be a member of more than one Chapter.

Section 5.2. Organization of Additional Chapters Additional Chapters of the Corporation may be organized with the State of Utah subject to the following guidelines, as determined by the Board of Directors:

- (a) At least six (6) licensed land surveyors who reside and/or work in the geographic area desire to form the Chapter.
- (b) These licensed land surveyors must make a formal request in writing to the State Chair requesting permission to organize the Chapter. The request must include the names, license numbers and affiliated firms of the land surveyors.

(c) After receipt of the formal request, the Board of Directors shall approve the request and issue a charter for the new Chapter or shall deny the request, in the Board of Directors' discretion. The approval or denial shall be made in writing to the applicant land surveyors.

(d) Upon the issuance of the charter, the new Chapter shall have sixty (60) days to organize as set forth herein. Failure to organize within this time frame shall result in the loss of the charter.

(e) Each Chapter shall select its name, subject to the approval of the Board of Directors. Each Chapter shall be known as the "Utah Council of Land Surveyors [Name of the Chapter] Chapter."

Section 5.3. Requirements for all Chapters

(a) Each Chapter must abide by the Code of Ethics and Bylaws of the Corporation. Failure to abide by the Code of Ethics and/or Bylaws of the Corporation may result in the revocation of a Chapter's charter or other disciplinary action, as determined by the Board of Directors.

(b) The Corporation may monitor the organization and activities of each Chapter. Notwithstanding any other provision of these Bylaws, each Chapter shall at all times be subject to the direction and control of the Board of Directors of the Corporation.

(c) Should the voting membership of a Chapter vote to disband the Chapter, the Board of Directors must be immediately notified. Upon disbandment of the Chapter, all funds, records, accounts and other relevant information must be turned over to the Board of Directors.

Section 5.4. Chapter Organization & Officers The officers of each Chapter shall consist of a President, Vice-President, Secretary-Treasurer and Chapter Representative (all of whom, together, shall comprise the Chapter Board). Officers shall be elected by the Licensed Members in each Chapter, provided, however, that the Chapter Board may fill any vacancies that occur prior to the end of the term of a particular office. The Chapter Board may organize Chapter committees to assist in conducting the business of the Chapter.

The Chapter officers shall hold the following duties:

(a) Chapter President. The Chapter President shall preside at all meetings of the Chapter. The Chapter President shall appoint all Chapter committee chairs, if any, and shall oversee and direct the activities of the Chapter. The Chapter President shall serve on the Board of Directors of the Corporation. The Chapter President shall serve in this capacity for the term of one (1) year.

(b) Chapter Vice-President. The Chapter Vice-President shall assume the duties of the Chapter President when the Chapter President is absent or is unable to perform his or her duties. The Chapter Vice-President shall serve in this capacity for the term of one (1) year.

(c) Chapter Secretary-Treasurer. The Chapter Secretary-Treasurer shall keep the minutes of all Chapter meetings, receive all monies paid to the Chapter and make disbursements

of Chapter funds, as approved by the Chapter Board. The Chapter Secretary-Treasurer shall serve in this capacity for the term of one (1) year.

(d) Chapter Representative. The Chapter Representative shall represent the Chapter at the Corporation's Board of Directors meetings and shall report the proceedings of these meetings to the Chapter Members. The Chapter Representative shall serve on the Board of Directors of the Corporation. The Chapter Representative shall serve in this capacity for the term of one (1) year.

Section 5.5. Chapter Meetings Each Chapter shall meet at least four (4) times each year to discuss Chapter business. Special meetings of each Chapter may be called by the Chapter President or upon the written petition of 30% of the Chapter membership. The Licensed Members present at any Chapter meeting shall constitute a quorum for the transaction of business of the Chapter. The act of a majority of the Licensed Members present at a Chapter meeting at which a quorum is present is the act of the Members of the Chapter.

ARTICLE VI

EXECUTION OF INSTRUMENTS

Section 6.1. Checks, Drafts, etc. All checks, drafts and orders for payment of money, and notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 6.2. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6.3. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.4. Conflicts of Interest. The directors of the Corporation may adopt by majority vote a conflicts of interest policy.

ARTICLE VII

INDEMNIFICATION

Section 7.1. Indemnification.

(a) Notwithstanding Section 7.1(b), and to the fullest extent allowed by relevant law, the Corporation shall indemnify any director or officer of the Corporation who is successful, on the merits or otherwise, in the defense of any proceeding or matter to which the director or officer was a party by reason of having served as a director or officer of the Corporation, or any claim, issue or matter in the proceeding to which the director or officer was a party because the director or officer is

or was a director or officer of the Corporation, against reasonable expenses incurred in the proceeding or matter, including reasonable attorney fees.

(b) The Corporation may in its discretion indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee, fiduciary or agent of the Corporation or of any other corporation at the request of the Corporation, or by reason of any action alleged to have been taken, omitted or neglected as such director, officer, employee, fiduciary or agent against reasonable expenses incurred in connection with the proceeding, if:

- (i) the individual's conduct was in good faith;
- (ii) the individual reasonably believed that the individual's conduct was in, or not opposed to, the Corporation's best interests; and
- (iii) in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

(c) The Corporation shall not indemnify a director, or officer, employee, fiduciary, or agent in connection with a proceeding in which such individual was adjudged liable to the Corporation, or in connection with any other proceeding charging that the individual derived an improper personal benefit, whether or not involving action in the individual's official capacity, in which proceeding the individual was adjudged liable on the basis that the individual derived an improper personal benefit.

Section 7.2. Advances of Costs and Expenses. The Corporation may in its discretion pay for reasonable expenses incurred by a director, officer, employee or agent (in defending a civil or criminal action, suit or proceeding) who is a party to a proceeding in advance of final disposition of the proceeding if:

(a) the individual furnishes the Corporation a written affirmation of the individual's good faith belief that the individual has met the applicable standard of conduct described above in Section 7.1(b).

(b) the individual furnishes the Corporation a written undertaking, executed personally or on the individual's behalf, to repay the advance, if it is ultimately determined that the individual did not meet the standard of conduct; and

(c) a determination is made that the facts then known to those making the determination would not preclude indemnification.

Section 7.3. Insurance. By action of the Board of Directors, notwithstanding any interest of the directors in such action, the Corporation may, subject to Section 7.5, purchase and maintain insurance, in such amounts as the Board of Directors may deem appropriate, on behalf of any individual indemnified hereunder against any liability asserted against such individual and incurred by such individual in such individual's capacity of or arising out of such individual's status as an agent of the Corporation, whether or not the Corporation would have the power to indemnify such individual against such liability under applicable provisions of law. The Corporation may also purchase and maintain insurance, in such amounts as the Board of

Directors may deem appropriate, to insure the Corporation against any liability, including without limitation, any liability for the indemnifications provided in this Article.

Section 7.4. Right to Impose Conditions to Indemnification. The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the Board of Directors may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the individual to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the individual to be indemnified and to the Corporation; (b) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the individual to be indemnified; and (c) that the Corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified individual's right of recovery, and that the individual to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the Corporation.

Section 7.5. Limitation on Indemnification. Notwithstanding any other provision of these Bylaws, and except as otherwise provided by law, the Corporation shall neither indemnify any individual nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Corporation as an organization described in Section 501(c)(6) of the Internal Revenue Code (the "IRC").

Section 7.6. Limitation on Liability. The directors and officers of the Corporation shall not be liable to the Corporation for monetary damages for any action taken or any failure to take any action as a director.

ARTICLE VIII

LIMITATIONS

Section 8.1. Prohibition Against Sharing in Corporate Earnings. No director, officer or employee of or individual connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such individual of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such individual or individuals shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All directors of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, consistent with Article V of the Corporation's Articles of Incorporation.

Section 8.2. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a nonprofit corporation is or may hereafter be permitted by law to make, or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of tax exemption under any section of the IRC.

Section 8.3. Exempt Activities. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under IRC § 501(c)(6).

ARTICLE IX

MISCELLANEOUS

Section 9.1. Account Books, Minutes, Etc. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees. All books and records of the Corporation may be inspected by any director, such director's authorized agent or attorney, for any proper purpose at any reasonable time.

Section 9.2. Fiscal Year. The fiscal year of the Corporation shall be as established by the Board of Directors.

Section 9.3. Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed or encumbered by such officers of the Corporation as may be authorized to do so by the Board of Directors, and such authorized individuals shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.

Section 9.4. Loans Prohibited. No loans shall be made by the Corporation.

Section 9.5. Amendment. These Bylaws may be altered, amended, restated or repealed only upon the approval of the Board of Directors and the vote of seventy-five percent (75%) of the ballots that are returned by Licensed Members.

Section 9.6. Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 9.7. References to Internal Revenue Code. All references in these Bylaws to provisions of the Internal Revenue Code or “IRC” are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.