

**BYLAWS  
of the  
MASSACHUSETTS ASSOCIATION OF  
LAND SURVEYORS AND CIVIL ENGINEERS, INC.**

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**ARTICLE I: NAME**

The name of this non-profit organization is Massachusetts Association of Land Surveyors and Civil Engineers, Inc., hereinafter referred to as MALSCE. MALSCE is a 501(c)(6) non-profit organization.

**ARTICLE II: DEFINITIONS**

**Section 1 Board**

“The Board” refers to the MALSCE Board of Directors.

**Section 2 Board of Registration**

“The Board of Registration” refers to the Commonwealth of Massachusetts Board of Registration of Professional Engineers and Land Surveyors.

**Section 3 Commonwealth**

“Commonwealth” refers to the Commonwealth of Massachusetts.

**Section 4 Profession**

“Profession” refers to the “practice of land surveying” as defined in Chapter 112, Section 81D of the General Laws of the Commonwealth of Massachusetts.

**Section 5 Professional Engineer**

“Professional Engineer” refers to a “Professional Engineer,” as defined in Chapter 112, Section 81D of the General Laws of the Commonwealth of Massachusetts, who is registered in the discipline of Civil Engineering.

**Section 6 Professionals**

“Professionals” refers to Land Surveyors, Professional Engineers, Registered Architects, and other allied professionals.

**Section 7 Fiscal Year**

“Fiscal Year” refers to MALSCE’s Fiscal Year, which is July 1 to June 30.

**ARTICLE III: PURPOSES**

**The MALSCE purposes are:**

**Section 1 General**

To promote the general recognition and acceptance of the practice of land surveying and survey engineering (civil) as a profession separate, distinct from, and in no way subordinate to any other profession.

**Section 2 Standards**

To maintain and promote adherence to the technical and procedural standards for the practice of land surveying in the Commonwealth and to the rules of professional conduct for the greater protection of the public, in accordance with the rules and regulations of the Board of Registration.

**Section 3 Discipline**

To assist in the discipline of unworthy members of the profession or persons assuming its functions, and to this end, in its corporate name, to institute action, suit, or other proceeding which may be undertaken by any natural person.

**Section 4 Communication and education**

To establish a medium for the exchange of professional knowledge and practices, and to promote continuing education.

**Section 5 Public interest**

To stimulate a greater interest in public problems affecting the profession, to seek a solution to them, and to enhance the value of the surveying profession to the community.

**Section 6 Social activity**

To cultivate social intercourse among professionals.

**Section 7 Scholarships**

To raise and appropriate sums of money for the purposes of offering scholarships or other incentives to deserving students in pursuit of careers in the profession.

**Section 8 Miscellaneous**

To acquire, by purchase or otherwise, offices and/or buildings to house the office of MALSCE, and to do whatever may be incidental or necessary to carry out the purposes aforementioned.

**Section 9 Other Professional Organizations**

To recognize the aims and objectives of the American Congress on Surveying and Mapping and other organizations dedicated to the profession.

**ARTICLE IV: MEMBERSHIP**

**Section 1 Classification**

There shall be eight categories or classifications of membership in MALSCE as follows:

- a) Registered Member
- b) Associate Member
- c) Student Member
- d) Complimentary Member
- e) Life Member
- f) Honorary Member
- g) Out-of-State Member
- h) Sustaining Member
- i) Corporate Member

**Section 2 Eligibility and Privileges**

a) REGISTERED MEMBER:

The category of Registered Member shall be limited to an individual registered under the laws of the Commonwealth as either a Professional Land Surveyor or as a Professional Engineer (Civil). A Registered Member shall enjoy full voting privileges and shall be entitled to hold any office as hereinafter provided.

b) ASSOCIATE MEMBER:

The category of Associate Member of MALSCE shall include individuals who are interested in the advancement of surveying and mapping who do not otherwise qualify under any other membership category. Associate Members shall enjoy full voting privileges as hereinafter provided. Associate Members may not hold the office of President, Vice-President, Treasurer or Secretary of MALSCE. However, Associate Members from each MALSCE Chapter are eligible to serve as MALSCE Directors, to represent their Chapter, in addition to the number of Registered Member Directors from said Chapter, as provided in Article V of these Bylaws. Should an Associate Member become a Registered Member of MALSCE, he/she shall remain a Director until the end of the elected term.

c) STUDENT MEMBER:

A Student Member of MALSCE shall be a student enrolled in a degree program of a recognized school, college or university who has a sincere interest in land surveying. Student Members shall have no voting privileges and may not hold office in MALSCE.

d) COMPLIMENTARY MEMBER:

A Complimentary Member of MALSCE shall be an individual who is not presently a member in any classification, and who, upon becoming Registered as a Professional Land Surveyor or as a Professional Engineer, and upon completion of the appropriate application, shall be granted complimentary membership without dues. Such complimentary membership shall be in effect until the end of the Fiscal year. Complimentary members shall have voting privileges, and may not hold office in MALSCE.

e) LIFE MEMBER:

A Life Member of MALSCE shall be an individual who has attained the age of sixty-five, can demonstrate having been a MALSCE member for at least twenty years, has applied to the Board for life membership, and whose application has received the

approval of two-thirds of the entire Board. A recommendation must be accompanied by a written resume. Life Members shall enjoy full voting privileges and shall be entitled to hold any office as hereinafter provided. Life Members shall not be required to pay dues.

f) HONORARY MEMBER:

An Honorary Member of MALSCE shall be an individual of distinction, registered or non-registered, or an individual of acknowledged eminence in the profession, who, upon being recommended to the Board by a Registered Member or by a Chapter's Board, has received the approval of two-thirds of the entire Board. The Executive Director shall, upon approval, notify the individual of the attainment. Honorary Members shall have no voting privileges and may not hold office in MALSCE. Honorary Members may hold any other membership classification with all privileges attendant thereto; however, they shall not be required to pay dues in any member classification.

g) OUT-OF-STATE MEMBER:

An Out-of-State Member of MALSCE shall be an individual interested in land surveying, registered or non-registered, who is not residing in the Commonwealth and is not practicing Land Surveying full time within the Commonwealth. Out-of-State Members shall enjoy all MALSCE membership benefits except that they shall not have voting privileges and shall not be allowed to hold office. An Out-of-State Member shall be eligible for a 50% MALSCE state dues discount subject to the following provisions: the member must be an individual, registered or associate (or equivalent) member in good standing of his/her own state professional Surveying and/or Engineering Society; and said State Professional Society must have similar, reciprocal, Out-of-State Membership and/or dues discount provisions.

h) SUSTAINING MEMBER:

A Sustaining Member of MALSCE shall be:

1. Any commercial firm engaged in the manufacture, sales, and service of surveying and engineering equipment and supplies, or a firm supplying computing, reproduction or other services; or
2. Any institution of learning engaged in teaching surveying, mapping, or civil engineering.

Sustaining members shall have no voting privileges and may not hold office in MALSCE.

i) CORPORATE MEMBER

A Corporate Member of MALSCE shall be any professional firm engaged in surveying, mapping, or engineering having as its composition those individuals which may qualify under the these by-laws as a Registered or Associate Members. Corporate Members shall be entitled to membership under one of three categories established below:

1. Category A: Shall contain one (1) registered member and no more than four (4) associate members.
2. Category B: Shall contain two (2) registered members and no more than seven (7) associate members.
3. Category C: Shall contain three (3) registered members and no more than ten (10) associate members.

Corporate memberships shall be entitled to an unlimited number of complimentary and life members. Student Members are hereby not allowed membership under the Corporate Member category. MALSCE would invoice corporate members for individual chapter dues based on the type of individual membership and chapter designation. Membership Fees for the Corporate Member Category shall be established annually by the Board of Directors.

Corporate Members shall have no voting privileges and may not hold office in MALSCE; however their individual members may hold all the rights and privileges

afforded to there respective membership categories as delineated here else in these bylaws.

**Section 3 Enjoyment of Privileges**

- a) A member of MALSCE shall enjoy all privileges as limited by these Bylaws and in accordance with membership classification, provided the member is in good standing with MALSCE, verifiable by the records of the Treasurer.
- b) An Associate Member, upon becoming registered as a Land Surveyor or as a Professional Engineer, shall be elevated to the classification of Registered Member and enjoy all privileges attendant thereto without additional payment of dues until the next dues period. The Executive Director, upon being notified, shall inform the member of the change in membership classification.
- c) Student members, upon completion of a degree or upon cessation of enrollment in a degree program of a recognized school, college or university, shall, if not registered, be elevated to the classification of Associate Member; or, if registered as a Land Surveyor or as a Professional Engineer, be elevated to the classification of Registered Member. The member shall enjoy all privileges attendant thereto without additional payment of dues until the next dues period. The Executive Director, upon being notified, shall inform the member of the change in membership classification.
- d) A member must be in a membership classification that is equivalent to the member's eligibility, and may not be in a subordinate classification, except as provided in these Bylaws.
- e) Each member shall be issued an appropriate certificate of membership and the classification shall be indicated.
- f) Each member in good standing shall annually receive from the Executive Director a membership card indicating membership classification(s) and Chapter assignment(s).

**Section 4 Chapter Assignment**

All members, except Out-of-State Members and Sustaining members, will be assigned to the Chapter(s) as indicated on their applications or, in the absence of preference, to the Chapter in the Geographical area in which they reside.

**ARTICLE V: ADMINISTRATION AND OFFICERS**

**Section 1 Directors**

a) The business of MALSCE shall be conducted by the Board to be comprised of Directors selected by each Chapter on the following basis:

Total membership in Chapter	Number of Directors (includes all membership classifications) per Chapter
5-50 Members	3 Registered Members & 1 Associate Member.
51-100 Members	4 Registered Members & 1 Associate Member.
101-150 Members	5 Registered Members & 2 Associate Members.
151-200 Members	6 Registered Members & 2 Associate Members.
201-250 Members	7 Registered Members & 3 Associate Members.
251-Up Members	8 Registered Members & 3 Associate Members.

- b) Each year, the Secretary of each Chapter shall certify to the Executive Director and to the Secretary of MALSCE, within one month of the date of the election, the names, addresses and terms of Officers, Directors and Alternate Directors.
- c) Each Chapter shall include the Chapter President on its list of Directors to MALSCE.
- d) Chapters may elect Alternate Directors to serve as substitutes for their Directors at certain Board Meetings.

**Section 2 Officers**

The officers of MALSCE shall be elected annually by the Board from the members of the Board. There shall be a President, a Vice-President, a Treasurer and a Secretary. They shall have, but not be limited to, the following duties:

- a) The President shall:
  1. preside at all meetings of MALSCE;
  2. manage the affairs of MALSCE;
  3. see that all orders and resolutions of the members are effectuated;
  4. select and appoint all delegates, committees and committee chairmen as required, and fill any vacancies occurring therein, in accordance with these Bylaws;
  5. nominate Trustees;
  6. nominate Members to other boards of direction for election by the Board; and
  7. assume the duties of the Treasurer in the absence of the Treasurer and the Secretary.
  8. shall provide to the Publications Committee for each newsletter an open letter to membership.
- b) The Vice President shall:
  1. in the absence or disability of the President, assume the powers and duties as set forth herein for the President;
  2. aid and assist the President; and
  3. act as an ex-officio member of all committees.
- c) The Treasurer shall:
  1. keep full and accurate account of receipts and disbursements in the books of MALSCE and deposit all monies and other valuable effects to the name and credit of MALSCE in such depositories as from time to time shall be deemed proper. The Treasurer shall be bonded by MALSCE.
  2. file and maintain signature cards of the President, Treasurer and Secretary at such depositories;
  3. disburse the funds of MALSCE, taking proper vouchers for such disbursements;
  4. promptly render to the President and Board at each meeting such statements of the transactions and accounts of MALSCE as required;
  5. in a timely manner provide the Executive Director and Secretary with a list of members in good standing;
  6. forward Chapter dues to the respective Treasurer as required by these Bylaws;
  7. present an annual report; and
  8. serve on the Committee of Administration and Finance.
  9. provide to the Publications Committee a synopsis of each Board meeting's pertinent financial information within thirty days of Board approval of said information.
- d) The Secretary shall:
  1. keep and maintain the records of MALSCE, including all minutes, votes and proceedings of all Board and Executive Committee meetings;
  2. maintain a complete membership and mailing list, as verified by the Treasurer, including home and business addresses and telephone numbers;
  3. distribute all notices and petitions as required by these Bylaws;
  4. maintain the records of MALSCE in a convenient place for the inspection by any member, or members agent, for any proper purpose and at any reasonable time;
  5. in the absence of the Treasurer, assume the duties of the Treasurer; and
  6. notify the Executive Director of any expulsions, resignations, removals from office, and changes in Officers, Directors, or Alternate Directors.
  7. provide to the Publications Committee a synopsis of each Board meeting's minutes within thirty days of Board approval of said minutes.

### **Section 3 Executive Director**

The Board shall appoint an Executive Director, to serve at the pleasure of the Board and to aid in the business of MALSCE. The Executive Director shall not be a member of the Board. The Executive Director may be removed from this appointed position by two-thirds vote of the Board. The Executive Director or his/her staff designee shall:

- a) process membership applications from individuals wishing to join MALSCE.
- b) notify members of any change in membership classification;
- c) prepare and distribute membership cards to all members in good standing as required by these Bylaws;
- d) maintain a complete file of all MALSCE minutes and proceedings;
- e) maintain copies of Bylaws, minutes of meetings and proceedings of local Chapters;
- f) serve on the Convention Committee;
- g) serve on the Publications Committee;
- h) send dues notices to all members of MALSCE as applicable and required by these Bylaws;
- i) maintain an office with the necessary equipment and carry on the day-to-day business of MALSCE;
- j) prepare and distribute notices, minutes, and other pertinent information to certain members as required by these Bylaws;
- k) attend all meetings of the Board and of the Executive Committee; and
- l) perform any other duties which may be assigned by the Board.

**Section 4 Resignation**

Any officer or the Executive Director of MALSCE may resign by filing with the President, (or Vice-President in the case of the resignation of the President) a written resignation effective on being filed or at such time as may be specified therein.

**Section 5 Removal from Office**

Upon recommendation of the Executive Committee, or a written petition submitted to the Secretary by at least ten MALSCE members, any officer of MALSCE may be removed from office. A vote for said removal shall be two-thirds vote of the Board members at each of two consecutive Board meetings. A notice of intent to call for a vote “to remove a certain officer” at the stated meetings shall be sent to all Board members in accordance with these Bylaws.

**Section 6 Vacancies**

Any vacancy, in any office, may be filled by a vote of the majority of the Board at any meeting called, at least in part, for this purpose. All vacancies so filled shall be for the unexpired term of the predecessor in office.

**Section 7 Suspensions**

a) Suspension of a member for cause shall be considered, upon recommendation of the Executive Committee, or a written petition submitted to the Secretary by at least ten MALSCE members. The vote for suspension must be by a two-thirds vote of the Board members present at each of two consecutive Board meetings. A notice of intent to call for a vote “to suspend a certain member” at the stated meetings shall be sent by Registered Mail to said member and to all Board members in accordance with these Bylaws.

b) A member shall be suspended for non-payment of dues at the expiration of one calendar year. Re-instatement may be made at any time by rendering payment for all past and current dues.

c) The Board may re-instate members suspended for cause.

**Section 8 Expulsion**

Expulsion of a member for cause shall be considered upon recommendation of the Executive Committee, or a written petition submitted to the Secretary by at least ten MALSCE members. The vote for expulsion must be by two-thirds vote of the Board members present at each of two consecutive Board meetings. A notice of intent to call

for a vote “to expel a certain member” at the stated meetings shall be sent by Registered Mail to said member and to all Board members in accordance with these Bylaws.

## **ARTICLE VI: CHAPTERS**

### **Section 1 Names**

There shall be five Chapters of MALSCE. They shall be known as the Cape Cod Chapter, the Eastern Massachusetts Chapter, the Central Massachusetts Chapter, the Connecticut Valley Chapter, and the Berkshire County Chapter.

### **Section 2 Geographical Areas**

- a) The Cape Cod Chapter shall include the following Counties or Districts:
  1. Barnstable
  2. Dukes
  3. Nantucket
- b) The Eastern Massachusetts Chapter shall include the following Counties or Districts:
  1. Bristol
  2. Essex
  3. Middlesex
  4. Norfolk
  5. Plymouth
  6. Suffolk
- c) The Central Massachusetts Chapter shall include the following County or District:
  1. Worcester
- d) The Connecticut Valley Chapter shall include the following Counties or Districts:
  1. Franklin
  2. Hampden
  3. Hampshire
- e) The Berkshire Chapter shall include the following County or District:
  1. Berkshire

### **Section 3 Bylaws**

Subsequent to October 1, 1981, each Chapter shall be governed by Bylaws, which together with all amendments thereto, shall be approved by the Board in order to be valid. A Chapter may not promulgate nor establish policy, which conflicts with policy of MALSCE. Chapters will forward copies of the minutes of all Chapter meetings to the MALSCE Executive Director and will also communicate as much news as possible to ensure coordination of efforts and good public relations.

### **Section 4 Dues**

- a) Chapters may establish dues for their association, which will be billed, collected and forwarded by MALSCE, in accordance with these Bylaws.
- b) Chapters shall immediately notify the Executive Director of any changes in dues.

### **Section 5 Supremacy Clause**

In the event of a conflict between the MALSCE Bylaws and any Chapter Bylaws, the MALSCE Bylaws shall prevail, and the Chapter Bylaws shall be amended so as to remove the conflict.

## **ARTICLE VII: DUES AND MEMBERSHIP APPLICATION PROCEDURE**

### **Section 1 Dues**

- a) The annual dues for each membership classification shall be established by the Board no later than June 20 of each year for the following Fiscal Year.
- b) Dues notices shall be mailed by the Executive Director to the last known address of each member before July 1 and shall be due and payable within 30 days. The notice shall include both the MALSCE and the Chapter dues.
- c) Honorary, Complimentary and Life Members shall not be assessed dues.

- d) Those members who fail to pay dues within 60 days of the due date shall be notified of such delinquency. A member delinquent for a period of six months shall be suspended in accordance with these Bylaws.
- e) Each month the MALSCE Treasurer shall forward any Chapter dues received to the respective Treasurer.

**Section 2 Application Procedure**

- a) Applicants for membership shall submit a completed application form to the MALSCE office with the appropriate dues. In addition, new applicants shall be required to pay an initial fee, the amount of which shall be fixed by the Board.
- b) The MALSCE office shall forward a copy of the application to the Board and the appropriate Chapter President for their review and action.
- c) An individual whose application is disapproved shall have all application monies returned.
- d) Dues of applicants accepted as members after April first of any given year shall also be considered as payment of the next year's dues.
- e) A new member is accepted by an affirmative, simple majority, vote at a MALSCE Board or Executive Committee Meeting. If a written objection is received from the applicant's proposed Chapter, by the MALSCE President, prior to said MALSCE Board or Executive Committee Meeting, or a representative of the applicant's Chapter present at such meeting objects during review, said Application shall not be voted upon at that time and shall be held until the next MALSCE Board or Executive Committee Meeting, at which time it shall be acted upon. During the time which an application is being held, the Chapter shall conduct a further review and submit any concerns about the applicant, in writing, to the MALSCE Board or Executive Committee for their consideration. The MALSCE Board or the Executive Committee shall not hold any application for more than one meeting for Chapter review.
- f) The Executive Director shall notify the applicant and the Chapter's Secretary of the Board's action.

**ARTICLE VIII: MEETINGS**

**Section 1 Corporation Meetings**

There will be no regular meetings of the entire membership of MALSCE. However, a meeting of the entire membership may be called by a majority of the Board or upon written petition to the Secretary of at least fifty members entitled to vote.

**Section 2 Board Meetings**

a) Annual Meeting:

The Annual Meeting of the Board shall be held in September at such time and place as shall be designated by the Board. In the event the Annual Convention is not held in September, the Annual Meeting may be changed to coincide with said convention.

b) Other Meetings:

Additional meetings of the Board shall be held upon the call of the President or a majority of the Board.

c) Quorum:

1- A majority of the Board; or

2- A majority of officers of the Association plus at least one Director each, not a member of the Executive Committee, from a majority of chapters, shall constitute a quorum.

d) Notices:

Written notices of all meetings and notices of intent shall be forwarded by the Secretary to the Executive Director for distribution to the Executive Committee and to all Board members no less than one week prior to the meeting. Whenever any proposed

amendments to the Bylaws is/are to be voted at a meeting, the notice shall so state and be accompanied by a copy of the proposed amendment(s).

**Section 3 Annual Convention**

The Convention of the entire membership shall be held at such time, place and frequency as recommended by the Convention Committee and as voted by the Board.

**Section 4 Procedures**

Meetings shall be conducted under simplified parliamentary procedure based on "Robert's Rules of Order."

**Section 5 Minutes**

The Secretary shall prepare minutes of all meetings of the Board and the Executive Committee and forward copies to the Executive Director who shall distribute copies in accordance with these Bylaws.

**Section 6 Distribution**

Copies of the minutes of all Board and Executive Committee meetings will be distributed to all Directors, Alternate Directors, and Officers of the Chapters, and others, as determined by the Board.

**ARTICLE IX: COMMITTEES**

**Section 1 Eligibility**

- a) Any member of MALSCE may be appointed by the President or chosen by the Chair to serve on a committee.
- b) Individuals who are not members of MALSCE may be chosen by the President or the Chair as committee members. The total number of said individuals shall not constitute a majority, at any time, on said committee.
- c) The Presidents of each of the Chapters or their delegate(s) shall be members on all committees except as limited by these Bylaws.
- d) The Presidents of all the Chapters or their authorized delegates shall be members on all committees except as hereinafter limited.

**Section 2 Chair**

The Chair of any committee, except as hereinafter provided, shall:

- a) be a MALSCE member appointed by the President;
- b) carry out the charge of the committee; and
- c) report directly to the President as provided herein.

**Section 3 Standing Committees**

a) **ADVISORY COMMITTEE:**

The Advisory Committee shall consist of all MALSCE Past Presidents whose membership is in good standing with the association. The Chair, to be selected by the committee members, shall have the duty to meet with the Board as requested to provide guidance on important policy matters and to make recommendations on such matters.

b) **AWARDS COMMITTEE:**

The Awards Committee shall consist of the past five recipients of the "Surveyor of-the-Year" Award and be chaired by the earliest recipient. The Awards Committee shall have the duty to recommend recipients of various awards.

c) **ADMINISTRATION AND FINANCE COMMITTEE:**

The Administration and Finance Committee shall have the duty to: prepare and submit to the Board a balanced budget, and perform any other duties assigned. The Chair of the Committee shall be the Treasurer.

d) **CONVENTION COMMITTEE:**

The Convention Committee shall have the duty of making all necessary arrangements for the Annual Convention. The Chairs rotates among the chapters.

e) **EXECUTIVE COMMITTEE:**

The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, the Immediate Past President, and the five Chapter Presidents. The Executive

Committee shall conduct the business of MALSCE that can be properly conducted without action of the Board.

f) GEOGRAPHIC INFORMATION SYSTEM-LAND INFORMATION SYSTEM-GIS/LIS COMMITTEE:

The GIS/LIS Committee shall address issues involving automated data which is spatially referenced with particular emphasis on parcel based information systems. The Committee will have multiple functions including educational resources, clearing house formation, standards, policy and procedures development.

g) LEGISLATIVE COMMITTEE:

The Legislative Committee shall have the duty to develop and study legislation, recommend legislative positions to the Board, coordinate legislative activities with other organizations, and inform the membership about legislation having an effect on the surveying profession.

h) MEMBERSHIP COMMITTEE:

The Membership Committee shall have the duty to aggressively pursue the increase of membership and to oversee present membership in compliance with Article IV, Section 3, d.

i) NOMINATION COMMITTEE:

The Nomination Committee shall consist of the last three Past Presidents of MALSCE who are in good standing and accept the position, and shall be chaired by the most immediate Past President. The Nomination Committee shall prepare a slate of officers to be elected from the eligible membership of the Board and shall report to the Board at a designated meeting. No Nomination Committee member's name shall appear on said slate.

j) PROFESSIONAL DEVELOPMENT COMMITTEE:

The Professional Development Committee shall have the duty to further the education opportunities of the membership.

k) PUBLICATIONS COMMITTEE:

The Publications Committee shall have the duty to prepare, edit, and publish, at least four times per year, a newsletter entitled *The MALSCE Surveyor*. The Committee may prepare other publications as required.

l) PUBLIC AWARENESS COMMITTEE:

The Public Awareness Committee shall perform those duties, which will enhance MALSCE and the profession. The Chair shall serve on the TEC Public Awareness Committee.

m) REGISTRY OF DEEDS COMMITTEE:

The Registry of Deeds Committee shall maintain a liaison with the Registers of Deeds and make any recommendations for changes in the Registers' rules and regulations for preparation and recording of plans and documents or take any other action deemed appropriate.

n) SCHOLARSHIP COMMITTEE:

The Scholarship Committee shall consist of the Trustees of the MALSCE Education Trust and shall have the duty to raise funds, set eligibility requirements and select recipients. Funds raised shall not be co-mingled with other funds of MALSCE. The Trustees shall be governed by the Declaration of Trust as established on September 11, 1982 and follow the procedures as delineated in the "Bylaws for the administration of the Charles M. Anderson Memorial Scholarship" as approved by the MALSCE Board on February 12, 1972.

o) STANDARDS COMMITTEE:

The Standards Committee shall have the duty and responsibility to study existing standards of the practice of surveying and recommend changes in standards as deemed necessary for the improvement of the profession. All committee members must be Registered Professional Land Surveyors.

p) **ETHICAL AND PROFESSIONAL PRACTICES COMMITTEE:**

The Ethical and Professional Practices Committee shall consider and promote appropriate ethical guidelines for the profession; receive and investigate complaints; recommend corrective measures; consider methods to prevent ethically legally questionable activity; keep the Board apprised of problem areas; and, at the direction of the Board, pursue appropriate proceedings as required. All Committee members must be Registered members of MALSCE.

q) **PROFESSIONAL HISTORY AND HERITAGE COMMITTEE:**

The Professional History and Heritage Committee shall be the custodians of historic possessions of the Association which the Association may own, buy, sell, trade, display, or otherwise handle.

*The above Standing Committees, unless provided otherwise, shall consist of at least five members as provided in Article IX, Sections 1 and 2. The President may expand the duties of any committee as deemed necessary.*

**Section 4 Special Committees**

The President may designate, upon resolution adopted by a majority of Directors present at a meeting at which a quorum is present, a special or ad hoc committee to serve a specific short term need as provided in Article IX, Sections 1 and 2.

**Section 5 Reports**

Written reports shall be submitted by committee chairman to the President at a time appropriate for their dissemination to the membership at the Annual Convention, and other timely reports, written or oral, as deemed necessary.

**ARTICLE X: TRUSTEES**

Trustees from the membership of MALSCE may be required or deemed desirable from time to time.

**Section 1 Nomination**

These Trustees shall be nominated by the President.

**Section 2 Election**

These Trustees shall be elected by a majority of the Board.

**Section 3 Procedures**

These Trustees shall be governed by the trust documents of the various trusts. These Trustees shall also be governed by any MALSCE policies adopted by the Board.

**ARTICLE XI: PROPRIETORS' COUNCIL**

The Proprietors' Council shall act as an advisory group to the Board.

**Section 1 Eligibility**

The Proprietors' Council shall consist of any professional firm engaged in surveying, mapping or engineering, whose employer is a member of MALSCE in good standing. Proprietor firms shall designate any MALSCE member of the firm to serve on the Proprietors' Council as its representative. Proprietor firms must be current in their assessments in order to enjoy the benefits of the Proprietors' Council programs and privileges. Member firms with multiple branches may have multiple members of the Proprietors' Council provided separate annual assessments are paid for each branch.

**Section 2 Election**

The Council shall elect its own Chairman and Vice-Chairman. Elections of the Proprietors' Council shall be conducted by ballot at a Council meeting held during the MALSCE Annual Convention.

**Section 3 Terms of Office**

The terms of office for the Chairman and Vice-Chairman of the Proprietors' Council shall be for two years.

**Section 4 Procedures**

Reports and recommendations for activities, policies and other matters shall be brought before the Board. No monies shall be encumbered by the Proprietors' Council except

with the express approval of the Board, which may vote funds available to the Council for designated purposes.

**Section 5 Assessments**

Each member firm shall pay an annual assessment plus an additional amount for each technical employee of the firm, the amounts to be voted at the Council meeting held during the MALSCE Annual Convention. Assessments shall be forwarded with the firm's name, address and designated members name and address to the Treasurer by May 1st of each year after receipt of assessment notice.

**Section 6 Meetings**

The Proprietors' Council shall meet at least once a year during the MALSCE Annual Convention. Additional meetings may be called by the Chairman or any three members of the Council. Minutes of all meetings shall be filed with the Executive Director.

**Section 7 Powers**

The Proprietors' Council shall have no independent authority and shall act in an advisory capacity to the Board.

**ARTICLE XII: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS**

To the extent permitted by applicable Massachusetts Law, MALSCE may indemnify or partly indemnify any member or employee of MALSCE who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative. The decision will be made by the Board within ninety days of application for indemnity. All members of MALSCE understand that they shall have no right to indemnity, but understand that the Board shall act in accordance with the facts as it knows them, reasonable standards of fairness and the resources of MALSCE indemnify an actually adverse party to MALSCE in any action.

**ARTICLE XIII: SEAL**

The Corporate seal of MALSCE shall be approved by the Board.

**ARTICLE XIV: SEVERABILITY**

The invalidity of any section or provision of these Bylaws shall not invalidate any other section or provision.

**ARTICLE XV: WAIVER OF NOTICE**

Whenever any notice whatever is required to be given under the provisions of the *General not for Profit Corporation Act of Massachusetts* or under provisions of the *Articles of Incorporation*, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XVI: AMENDMENTS**

**Section 1 Executive Committee Proposals**

The Executive Committee may make proposals and recommendations for amending the Bylaws.

**Section 2 Member Proposals**

- a) Amendments to the Bylaws may also be proposed, upon written petition to the Secretary, by at least ten members.
- b) The Secretary shall distribute copies of the petition to the Executive Committee for review and recommendations. Said recommendations shall be submitted to the Board within sixty days of receipt.

**Section 3 Enactment**

- a) All proposed amendments shall be submitted to the Board at a specific meeting, after proper notification, in accordance with these Bylaws.

b) Any Bylaws amendment(s) must be approved by a two-thirds vote of the Board members present at each of two consecutive Board meetings.

**ARTICLE XVII: DISSOLUTION OF MALSCE**

In the event of dissolution of MALSCE, any remaining assets shall revert to the Trustees of the MALSCE Education Trust for Action in the Declaration of Trust (Paragraph 6) dated September 11, 1982.