

BYLAWS

of the

Land Surveyors' Association of Washington, Inc.

Adopted November 2, 1985 and last amended May 19, 2018.

ARTICLE 1: NAME AND OFFICES

- 1.1 **NAME:** The name of this nonprofit Corporation is LAND SURVEYORS' ASSOCIATION OF WASHINGTON, Inc. Hereinafter referred to as the "Corporation."
- 1.2 **OFFICES:** The principal office of the Corporation shall be designated by the Board of Directors. The Corporation may also have offices at such other places as the Board of Directors may from time to time designate or the purpose of the Corporation may require.

ARTICLE 2: MEMBERSHIP

- 2.1 **CLASSES OF MEMBERSHIP:** The classes of membership in the Corporation and the prerequisites for each shall be as follows:

A. A **Regular Member** is an individual having the right to vote on matters of this Corporation when a vote of the members is required or allowed by the Articles of Incorporation or these Bylaws. Regular Members shall have the right to hold office in the Corporation at the state and chapter level. Each Regular Member shall be a member of one of four subclasses:

1. **Member:** Any person who is licensed as a current Professional Land Surveyor by the state of Washington and resides in the state of Washington.

2. **Non-Resident Member:** Any person who is licensed as a current Professional Land Surveyor by the state of Washington that resides and works exclusively outside the state of Washington.

3. **Senior Member:** Any person who is licensed as a Land Surveyor by the state of Washington may request Senior Member status if they meet one of the following criteria:

a. Has been a Regular Member in good standing for at least ten (10) continuous years in the Corporation, has retired from active practice, and is either at least sixty-two (62) years of age or is permanently disabled.

b. Has been a Regular Member in good standing for at least twenty-five (25) continuous years in the Corporation and is at least sixty-five (65) years of age.

4. **Life Member:** Any person who is licensed as a Land Surveyor by the state of Washington, has been a Regular Member in good standing for at least ten (10) continuous years in the Corporation, who has achieved a level of distinction in the

land surveying profession due to his or her dedicated service to the Corporation, widely recognized achievements furthering the good of the profession, or other significant accomplishments in the profession of land surveying deserving of a special tribute. Nominations for Life memberships may be made by Chapters, Officers, or the Board of Directors and must be approved by the Board of Directors. Life Members are exempt from paying dues.

B. Associate Member: Any person interested in the field of surveying but not licensed as a Land Surveyor by the state of Washington. Members in this class shall have no right to vote or hold office in the Corporation at the state level.

C. Student Member: Any student who at the time of membership attends a junior college, college or university, in either a part or full-time capacity and who expresses an interest in surveying and does not qualify for membership in any other classification. A valid student body card or other ID as may be approved by the Board shall be deemed proof of eligibility. Members in this class shall have no right to vote or hold office in the Corporation at the state level.

D. Sustaining Member: Any person, company, or corporation who through their interest in the land surveying profession desires to support the purposes and objectives of the Corporation. Acceptance of a Sustaining Member is not a Corporation endorsement of any products or services offered by the Sustaining Member. Members in this class shall have no right to vote or hold office in the Corporation.

E. Honorary Member: Any person who has achieved a level of distinction in the land surveying profession due to his or her dedicated service to the Corporation, widely recognized achievements furthering the good of the profession, or other significant accomplishments in the profession of land surveying deserving of a special tribute. Nominations for Honorary memberships may be made by Chapters, Officers, or the Board of Directors and must be approved by the Board of Directors. Honorary members are exempt from paying dues. Members in this class shall have no right to vote or hold office in the Corporation.

2.2 **MEMBERSHIP IN ONE CLASS:** Membership may be only in the highest classification available for which the member qualifies. Each member may belong to only one class. The term of each membership shall be for a one-year period commencing on the first day of January and ending on the last day of December except that the term of an Honorary or Life Membership is, subject to the requirements set forth in these bylaws, for life. If a member is admitted by the Corporation to a different class of membership than that member previously held, the membership in the previous class shall be automatically terminated.

2.3 **DUES, FEES, APPLICATION PROCESS:** The Board of Directors shall have the authority to promulgate rules, regulations, and procedures to govern the members including, but not limited to, establishing annual dues amount, establishing application process and other procedures for granting memberships.

Dues shall be established annually by a two-thirds (2/3) vote of the Board of Directors and may be increased or decreased by not more than 15% of the dues then in effect.

Dues shall be payable to the Corporation on the first day of January in each fiscal year. Annual dues of new members shall be prorated from the first day of the month in which the new member applies for membership.

If dues for the renewal of membership are not paid by the first day of January, the member shall be carried on the rolls as a member not in good standing until paid or until the first day of July at which time their membership will automatically terminate.

With the exception of Life and Honorary Memberships, which must be approved by the Board of Directors, all membership applications and renewals shall be reviewed and approved by the Executive Director.

2.4 **DISCIPLINARY ACTION OF A MEMBER**

No member shall be suspended or expelled, except for failure to pay dues, without due process. A member may be suspended or expelled for cause by the Board of Directors. Cause shall include a failure, in a serious degree, to observe the Corporation's Articles of Incorporation, Bylaws, and Code of Ethics; or to engage in any conduct which is deemed by the Board contrary or prejudicial to the interests and/or purposes of the Corporation.

Suspension or expulsion shall require a two-thirds (2/3) vote of the Board of Directors present and voting at a duly constituted meeting. The discipline shall occur only after the Executive Director provides at least fifteen (15) days prior written notice of the charges pending against the member. Notice shall be sent by first-class or registered mail to the last address of the member shown on the Corporation's records. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing, by the Board. The Board shall determine whether cause exists and the appropriate discipline, if any.

The Board is not required to follow the above procedure when imposing a lesser discipline such as private reprimand.

ARTICLE 3: MEETINGS OF MEMBERS

3.1 **ANNUAL MEETING OF MEMBERS:** There shall be an annual meeting of the Members of the Corporation to be held at such place, day, and hour as the Board of Directors shall designate.

3.2 **SPECIAL MEETINGS OF MEMBERS:** The President, the Board of Directors, or not less than ten percent of the members entitled to vote at such a meeting, may call special meetings of the members, for any purpose.

3.3 **NOTICE OF MEETINGS:** The President, Secretary, or Executive Director shall cause to be delivered to each member entitled to vote at the meeting, either by mail or electronic transmission, not less than ten (10) nor more than fifty (50) days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is being called.

- 3.4 **QUORUM:** Ten percent of the members of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.
- 3.5 **VOTING:** The vote of a majority of the votes entitled to be cast by the members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.
- 3.6 **PROXIES:** A member may vote by proxy. Such proxy shall be filed with the Secretary or Executive Director of the Corporation, on a form prescribed by the Board, before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.
- 3.7 **ACTION BY MEMBERS WITHOUT A MEETING:** Any action which may be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and shall be inserted in the minute book as if it were the minutes of a meeting of the members.

ARTICLE 4: MEMBERSHIP CHAPTERS

- 4.1 **ESTABLISHING A CHAPTER:** The Board of Directors shall have the authority to establish individual membership chapters, (also referred to as Chapter), within the state of Washington as they may decide and to promulgate rules, regulations, and procedures to govern said chapters. The Chapters currently established are:

Northwest	Snohomish	North Olympic
North Puget Sound	South Puget Sound	Southwest
Lower Columbia	North Central	South Central
Cascade Columbia	Northeast	Inland Empire

The Board of Directors may establish or dissolve chapters without modification of these Bylaws.

- 4.2 **CHAPTER BYLAWS & RULES:** Each chapter so established by the Board of Directors shall adopt bylaws and promulgate rules, regulations, and procedures to govern itself, consistent with these Bylaws and such other rules and regulations adopted by the Board of Directors.
- 4.3 **CHAPTER ELECTIONS:** The chapters shall at a minimum elect, by vote of their membership, a President, Vice President, and a Secretary. The President and the Vice President shall be Regular Members of the Corporation in good standing; and shall be required to serve as Directors on the Board of Directors throughout their term of office.

The Chapter may elect any number of Alternate Directors that can serve in the absence of the elected Directors so long as they are Regular Members of the Corporation in good standing.

ARTICLE 5: BOARD OF DIRECTORS

5.1 **POWERS:** The business and affairs of the Corporation shall be managed by the Board of Directors.

It shall be the duty of an individual Director to:

- (a) Perform any and all duties imposed individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Fully abide in their fiduciary duty of care, inquiry, and loyalty. Directors that fail to abide in their fiduciary duties will be subject to disciplinary action;
- (c) Attend meetings at such times and places as required by these Bylaws;
- (d) Register their addresses and contact information with the Secretary of the Corporation;
- (e) Serve on committees established by these Bylaws and by the Board of Directors.

Nothing in this section shall be interpreted to authorize any Director to act on behalf of the Board without approval of the Board of Directors. No individual Director shall have management authority simply by virtue of being a Director.

5.2 **NUMBER:** The Board of Directors shall be comprised of six (6) Officer Directors referred to as the Executive Committee, plus two (2) Directors from each membership chapter as provided in Article 4.3 and the LSAW representative to the National Society of Professional Surveyors and LSAW representative to the Western Federation of Professional Surveyors.

5.3 **QUALIFICATIONS:** All members of the Board of Directors shall be Regular Members of the Corporation in good standing. The six (6) Officer Directors shall have served at least two (2) years on the Board of Directors of this Corporation.

5.4 **TERM:** Each Director, including the initial Directors named in the Articles of Incorporation, shall serve until removed, reappointed, or replaced by an elected successor, or resigns from office.

5.5 **REMOVAL OF DIRECTORS:** An Officer Director may be removed from office as provided in Article 6.11 of these bylaws. Directors who were elected by a chapter may only be removed from office by appropriate action of the respective chapter. Appointed representatives may be removed from office by the President upon consent of the Board of Directors.

5.6 **ELECTION MEETING:** The Board of Directors shall hold a meeting at such place as the Board of Directors may designate during the fourth calendar quarter of each year, or on such other date as the Board of Directors may designate, for the purpose of electing Officers as provided in Article 6 of these Bylaws and for the transaction of such other business as may properly come before the meeting.

- 5.7 **OTHER MEETINGS:** The Board of Directors may hold regular meetings upon such notice and at such place as the Board of Directors may from time to time designate. The preferred frequency of these meetings shall be once per calendar quarter.
- 5.8 **SPECIAL MEETINGS:** Special Meetings of the Board of Directors may be called at any time by the President or any three members of the Executive Committee.
- 5.9 **ELECTRONIC MEETINGS:** Members of the Board of Directors or any committee designated by the Board may participate in meetings by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- 5.10 **NOTICES OF MEETINGS:** The President, Secretary, or Executive Director shall cause to be delivered to each Director, either by mail or electronic transmission, not less than ten days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is being called.
- 5.11 **WAIVER OF NOTICE:** A waiver of any required notice, filed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.
- 5.12 **QUORUM:** At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these bylaws. If, at any meeting, there is less than a quorum present, a majority of those present may recess or adjourn the meeting from time to time without further notice to an absent Director.
- 5.13 **VOTING:** Each member of the Board of Directors, except the President, shall possess one vote in matters coming before the Board of Directors. In case of a tie, the President shall cast the deciding vote. All voting at meetings of the Board of Directors shall be by each Director, in person, except that Directors who are chapter representatives may designate an Alternate Director to act in their absence so long as the chapter had previously elected the Alternate.
- 5.14 **ACTION WITHOUT MEETING:** Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be so taken is signed by all Directors entitled to vote thereon. Such consent shall have the same force and effect as a unanimous vote and shall be inserted in the minute book as if it were the minutes of a meeting of the Board of Directors.
- 5.15 **VACANCIES:** Any vacancy occurring on the Executive Committee of the Board of Directors shall be filled in accordance with Article 6.4 of these bylaws. Any other vacancy occurring on the Board of Directors by reason of death, resignation, or removal of a chapter elected Director shall be filled by the respective chapter as provided in the chapter bylaws. Any vacancy of an appointed representative shall be filled by the President upon consent of the Board of Directors.

- 5.16 **PETITION TO BOARD OF DIRECTORS:** The Board of Directors shall consider and act in a timely manner on any proposition from the membership if such proposition is accompanied by a petition containing the signatures of at least 10 members in good standing who have been admitted to membership under article 2.I.A of these bylaws.

ARTICLE 6: OFFICER DIRECTORS

- 6.1 **OFFICER DIRECTORS:** The Officer Directors of the Corporation shall be President, President-Elect, Vice-President, Secretary, Treasurer, and Immediate Past President. The Officer Directors shall be collectively referred to as the Executive Committee.
- 6.2 **POWERS:** During the intervals between meetings of the Board of Directors, the Executive Committee shall possess and exercise all powers of the Board of Directors in the management and direction of the affairs of the Corporation in all cases in which specific directions have not been given by the Board of Directors. The concurrence of two-thirds (2/3) of the Executive Committee shall be necessary for the passage of any resolution. The Executive Committee shall fix its own rules of procedure, shall meet as provided by such rules or by resolution of the Board of Directors, and it shall also meet at the call of the President or any three members of the Executive Committee. The Executive Committee may act by written resolution although not formally convened. All actions by the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to revision and alteration by the Board of Directors, provided that no rights of third parties shall be affected by any such revision or alteration. Regular minutes of the proceedings of the Executive Committee shall be kept in a log of proceedings maintained by the Secretary.
- 6.3 **ELECTION, TERM OF OFFICE:** The Officer Directors shall be elected by the outgoing Board of Directors. The President-Elect and Vice-President shall each serve for a one (1) year term, and, the Secretary and Treasurer shall each serve for not more than three (3) consecutive two (2) year terms, said terms to be staggered. The office of President and Immediate Past President shall be automatically filled by succession and shall each serve for a one (1) year term. Those elected as an Officer Director, shall assume office at the annual meeting of the corporation and hold office until the date of the next annual meeting and until their respective successors are elected, qualified and sworn in.
- 6.4 **VACANCIES:** In case any Officer Director position becomes vacant by death, resignation, retirement, disqualification, removal, or any other cause, the vacancy shall be filled by an appointee of the President after approval by a majority of the Board of Directors, and the Officer Director so appointed shall hold office and serve until the annual meeting of the Board of Directors next succeeding or until his or her successor is elected, qualified and sworn in.
- 6.5 **PRESIDENT:** The President shall supervise all activities of the Corporation; execute with the Secretary, all deeds, bonds, contracts, and other obligations, on behalf of the Corporation and in the name of the Corporation; preside at all meetings of the Board of Directors; and perform such other duties usually inherent in such office, except that such duties may be delegated as the President sees fit to so delegate. The President shall automatically ascend to the position of Immediate Past President.
- 6.6 **PRESIDENT-ELECT:** The President-Elect shall act for the President when absent and

perform such other acts and duties as the President may from time to time direct. The President-Elect shall automatically ascend to the position of President.

6.7 **VICE PRESIDENT:** The Vice-President shall act for the President-Elect when absent and perform such other acts and duties as the President shall from time to time direct.

6.8 **SECRETARY:** The Secretary shall have the duty of keeping all records of the Board of Directors and of the Corporation, and to perform such other acts as the President may direct. They shall sign, in the name of the Corporation, with the President, (or in the President's absence, with the President-Elect), all deeds, bonds, contracts and other obligations on behalf of the Corporation. They shall attend and keep the minutes of all meetings of the Board of Directors and the Executive Committee. They shall maintain the Log of Motions of LSAW. A current copy of the Log of Motions shall be available to all current Directors, and to any LSAW member upon request. They shall keep a record of all persons who are Directors, showing their places of residence, and such books shall be opened for inspection as prescribed by law.

The Secretary shall review the duties of the office and shall request the Board at their first regular meeting of the year to approve the delegation of specific duties, if any, to the Executive Director.

The Secretary shall have such other powers and shall perform such other duties as may be prescribed by the Board or by these Bylaws.

6.9 **TREASURER:** The Treasurer shall receive and be accountable for all funds belonging to the Corporation, pay all obligations incurred by the Corporation when payment is authorized, maintain bank accounts in depositories designated by the Board of Directors, and render periodic financial reports.

The Treasurer shall review the duties of the office and shall request the Board at their first regular meeting of the year to approve the delegation of specific duties, if any, to the Executive Director.

The Treasurer shall have such other powers and shall perform such other duties as may be prescribed by the Board or by these Bylaws.

6.10 **IMMEDIATE PAST PRESIDENT:** The Immediate Past President shall assume such duties as the Board of Directors or the President shall direct.

6.11 **REMOVAL:** Any Officer Director may be removed from office at any time upon the affirmative vote of two-thirds (2/3) of the Directors present at any regular or special meeting of the Board of Directors. Reasonable notice of the proposed removal of any Officer Director must be given to such Officer Director prior to the date of the meeting at which such removal is to be voted upon.

ARTICLE 7: AGENTS AND REPRESENTATIVES

7.1 **AGENTS & REPRESENTATIVES:** The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent

with these bylaws and to the extent authorized or permitted by law.

- 7.2 **EXECUTIVE DIRECTOR:** The Executive Director, subject to the control of the Board of Directors, shall be the principal administrative officer of the Corporation; shall assist the Board in the meetings of the Corporation; shall be an ex-officio Director but shall have no right to vote and shall not be a Director, as defined by the laws of the state of Washington; shall be a non-voting ex-officio member of all committees of the Corporation; and shall prepare a quarterly report to the Board regarding the activities of the Executive Office. The Executive Director shall assume such duties of the Secretary and/or Treasurer, as the Board shall assign.

ARTICLE 8: CONTRACTS

- 8.1 The Board of Directors, except as the Articles of Incorporation and these bylaws otherwise provide, may authorize any officer or agent 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 the specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

ARTICLE 9: COMMITTEES

- 9.1 **SPECIAL COMMITTEE, AD-HOC COMMITTEES.** The Board of Directors, by majority vote, may establish special and ad hoc committees. Such committees shall consist of not less than two members of the Board of Directors and may also include additional persons who are not Directors. Special and Ad-Hoc committees shall act only in an advisory capacity to the Board. The President shall appoint the Chair of each Special and Ad-Hoc Committee upon consent of the Board.
- 9.2 **LIAISONS:** The Board of Directors, by majority vote, may establish liaisons with outside organizations/agencies. Liaisons shall act only in an advisory capacity to the Board. The President shall appoint Liaisons upon consent of the Board.
- 9.3 **STANDING COMMITTEES:** Standing Committees shall be created by a majority vote of the Membership. Except in the case of NSPS Director and WFPS Delegate, standing committees shall consist of not less than two (2) members of the Board of Directors, and may also include persons who are not Directors. The standing committees shall be as follows:

Bylaws Committee
Conference Committee
Education Committee
Legislative Committee
Membership Committee
Public Relations
Publications
NSPS Director

WFPS Delegate

Nominating Committee – Chaired by Immediate Past President and must include three additional Directors.

Budget & Finance Committee - The members of the Budget & Finance Committee shall be the President-Elect, the Vice President, the Treasurer, and two (2) Director members selected from and by the Board of Directors at the Board meeting immediately following the Annual Membership Meeting.

With the exception of the Nominating and the Budget & Finance Committees, the President shall appoint the Chairs of the above standing committees and formalize their charges annually upon consent of the Board of Directors at the Board meeting immediately following the Annual Membership meeting.

ARTICLE 10: FISCAL YEAR

- 10.1 The fiscal year of the Corporation shall commence on the first day of January of each year and end on the last day of December of each year.

ARTICLE 11: PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

- 11.1 No Director, Officer Director, or employee of, or member of, a committee of or any person connected with this Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operation of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation to effect any of its purposes as shall be fixed by the Board of Directors; and no such person or persons 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 then remaining, after all debts have been satisfied, 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 allocation of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations and in accordance with the Articles of Incorporation.

ARTICLE 12: INVESTMENTS

- 12.1 Except as is otherwise provided in the Articles of Incorporation, 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 to 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 Director is or may hereafter be permitted by law to make, or any similar restriction.

**ARTICLE 13: INDEMNIFICATION OF DIRECTORS, OFFICER DIRECTORS,
EMPLOYEES AND AGENTS**

- 13.1 **RIGHT TO:** Any person made a party to any civil or criminal action, suit or proceeding by reason of the fact that he or she, their testator, or administrator is or was a Director, Officer Director, or employee of this Corporation, or of any corporation which he or she served as such at the request of this Corporation, shall be indemnified by the Corporation against the reasonable expenses, including, without limitation, attorney's fees and amounts paid in satisfaction of judgment or in settlement other than amounts paid to the Corporation by him or her, actually and necessarily incurred by or imposed upon him or her in connection with, or resulting from, the defense of such civil or criminal action, suit or proceeding, or in connection with, or resulting from, any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, that such Director, Officer Director, or employee is liable for negligence or misconduct in the performance of his or her duties.
- 13.2 **CRIMINAL CASES:** In the case of a criminal action, suit or proceeding, a conviction, (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not of itself be deemed an adjudication that such Director, Officer Director, or employee is liable for negligence or misconduct in the performance of his or her duties to the Corporation.
- 13.3 **PAYMENT:** Any amount payable pursuant to this Article may be determined and paid at the option of the person to be indemnified, pursuant to procedures set forth from time to time, the Bylaws, or by any of the following procedures:
- A. Order of the court having jurisdiction of any such civil or criminal action, suit or proceeding.
 - B. Resolution adopted by a majority of the quorum of the Board of Directors of the Corporation without counting in such majority or quorum any interested Director.
 - C. Order of any Court having jurisdiction over the Corporation.
- 13.4 **OTHER RIGHTS:** Right of indemnification shall not be exclusive of any other right which such Directors, Officer Directors, employees of the Corporation or other persons above mentioned, may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any Bylaw, agreement, provisions of law, or otherwise, as well as their rights under this section.

ARTICLE 14: AMENDMENTS

- 14.1 These Bylaws may be amended from time to time. Any proposed amendment shall be submitted in writing or electronically to the Board of Directors at least four (4) weeks prior to the meeting at which the Bylaws amendment vote is scheduled and, if they approve such amendment, shall instruct the Executive Director to prepare and mail, deliver, or electronically transfer, a ballot to each Member entitled to vote with instructions to indicate approval or rejection of such amendment and to return same to the Executive Director within 30 days. The adoption of said amendment shall require an affirmative vote of two-thirds (2/3) of such votes cast. The Executive Director shall notify each Member

accordingly. This is provided that such bylaws as adopted or amended are not in conflict with the Articles of Incorporation or with the laws of the state of Washington. Whenever an amendment or bylaw is adopted, it shall be recorded in the history of bylaws.

ARTICLE 15: EXEMPT ACTIVITIES

- 15.1 Notwithstanding any other provision of these Bylaws, no Director, Officer Director, 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, without penalty, by an organization exempt from taxation, or by an organization whose contributions are deductible under federal income tax laws as they now exist, or as they should hereafter be amended.

ARTICLE 16: SEAL

- 16.1 The seal of the Corporation shall be in the form of a circle containing the words LAND SURVEYORS' ASSOCIATION OF WASHINGTON and a cut of George Washington.

ARTICLE 17: RULES AT MEETINGS

- 17.1 Robert's Rules of Order and/or other acceptable rules of order, courtesy and tradition shall govern all meetings of the Corporation, and any of its Committees, unless in conflict with the laws of the State of Washington, or the Articles of Incorporation or the Bylaws of this Corporation.

ARTICLE 18: SEVERABILITY

- 18.1 If any article or portion of article is declared illegal or unenforceable, such declaration shall not otherwise affect any other article of these bylaws.

The foregoing Bylaws were adopted by the action of a duly called meeting of the Board of Directors held at Spokane, Washington, on the 2nd day of November, 1985, to become effective on January 1, 1986.

Michael A. Kinnaman, Secretary

CERTIFICATION

The undersigned Secretary of the above Corporation hereby certifies that the foregoing is a full, true and correct copy of the Bylaws of the Land Surveyors' Association of Washington.

In witness whereof, I have hereunto set my hand and the seal of said corporation this **2nd** day of **January**, 1986.

Michael A. Kinnaman, Secretary