

NEW MEXICO PROFESSIONAL SURVEYORS

CONSTITUTION

ARTICLE I – NAME

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

ARTICLE II – OBJECTIVES

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

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

ARTICLE III – MEMBERSHIP

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

ARTICLE IV – CHAPTERS

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

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

Section 3. Each Chapter should adopt the same administrative form as that of the Association. The President, Vice President, Treasurer and the Immediate Past President shall serve as the Executive Committee of each chapter. At minimum, each Chapter shall have a President and a Treasurer.

Section 4. Only those of voting Member grade may hold any elective office of a Chapter, with the requirement that all Chapter officers shall be members of the Association.

ARTICLE V – DUES AND ASSESSMENTS

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

ARTICLE VI – PECUNIARY GAIN

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

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

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

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

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

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

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

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

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

ARTICLE VII – ADMINISTRATION

Section 1. There shall be a Board of Directors, hereinafter called the Board, which shall consist of the President, President Elect, Vice President, Treasurer, Past President, National Society of Professional Surveyors (NSPS) Governor, Representatives to the Western Federation of Professional Surveyors, Chapter Presidents, and Chapter Directors as herein provided.

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

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

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

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

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

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

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

ARTICLE VIII – OFFICERS

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

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

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

ARTICLE IX – RECALL OF OFFICERS

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

ARTICLE X – COMMITTEES

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

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

ARTICLE XI – PRACTICE SESSIONS

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

ARTICLE XII – ELECTIONS

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

ARTICLE XIII – RULES OF CONDUCT

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

ARTICLE XIV – ANNUAL MEETING

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

ARTICLE XV – HEADQUARTERS

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

ARTICLE XVI – ARTICLES OF INCORPORATION

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

ARTICLE XVII – AMENDMENTS

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

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

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

ARTICLE XVIII – RATIFICATION

Section 1. This Constitution shall be ratified and accepted by the membership of the Association by the following procedure: The text of this Constitution shall be read in convention and those sections approved by a two-thirds (2/3) majority of a standing vote at a regularly scheduled Board meeting shall be submitted to the membership as a whole for a letter ballot. A two-thirds (2/3) affirmative vote of the letter ballot, with at least fifty percent (50%) of the membership voting, shall be necessary for ratification.

ARTICLE XIX – DISSOLUTION

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

Accepted and approved by the New Mexico Professional Surveyors Board of Directors December 9, 2000.