

MINNESOTA ASSOCIATION OF COUNTY SURVEYORS BYLAWS

(As amended April 2022)

ARTICLE 1 – NAME AND OFFICERS

1.CORPORATE NAME AND SEAL. The name of the association is Minnesota Association of County Surveyors. The association shall have no seal.

2.REGISTERED OFFICE. The registered office of the association shall be located, until otherwise ordered by the Board of Directors, at the work address of the Secretary-Treasurer of the association. Additional offices of the association may be established by the Board of Directors from time to time.

ARTICLE II – MEMBERS

1.CLASSES OF MEMBERS; QUALIFICATIONS

Classes: Membership in the association shall be divided into three classes: (i) voting members; (ii) affiliate members; (iii) life members. Voting shall be vested in the voting members. All other classes of members shall be nonvoting.

Voting Members. All Land Surveyor's who hold the office of County Surveyor in the State of Minnesota, perform the licensed duties of a County Surveyor for a Minnesota county, or work directly for the County Surveyor, shall be eligible for voting membership in this association. Each surveyor may apply for membership by registering his or her name and county with the secretary-treasurer of the association and by tendering the proper amount of dues to said officer. Voting membership shall also include membership in the National Association of County Surveyors. Voting members include part time county surveyors and technicians working for the county surveyor. Membership and the rights and responsibilities continue through the calendar year in the event of the retirement of the member.

Affiliate Members. Any person having an interest the advancement of the goals of the association is eligible for affiliate membership. The Board of Directors shall determine the policies regarding the rights and responsibilities of affiliate members. Affiliate membership shall also include membership in the National Association of County Surveyors (NACS).

Life Members. It is the intent of a Life Membership to recognize long standing members of MACS. Awarding of Life Memberships shall be within the sole discretion of the Board of Directors.

2.DUES. The Board of Directors shall determine the dues to be paid by each class member not later than November 1. Dues shall be paid annually and are due January 1 of each year.

3.MEETINGS OF MEMBERS:

Annual Meeting. An annual meeting of the members shall be held at a time designated by the Board of Directors for the purpose of electing directors and officers, and for the transaction of such other business as may properly come before the meeting. When the annual meeting has not been held, or Directors have not been elected there at, Directors and Officers may be elected at a special meeting for that purpose.

(b) Special Meetings. Special meetings of the members may be called at any time, for any purpose, by (a) the President or Secretary-Treasurer of the association; (b) the Board of Directors or any two Directors; or (c) 15% of the total voting members. A person or persons entitled to call a special meeting may take a written request to the President or Secretary-Treasurer to call the meeting. Such Officer shall schedule and give notice of the meeting within seven days. Such meeting shall be held between ten and forty days after receiving the request. If the Officer fails to give notice of the meeting within seven days from the date on which the request was made, the person or persons who requested the meeting may call the meeting, fixing the time and place and giving notice thereof in the manner proved by these bylaws. At least one Officer of the Association must be present at any special meeting.

Place of Meetings. Meetings of the members shall be held at any place within or without the State of Minnesota designated by the Board of Directors.

Notice of Meetings. Notice of every annual and every special meeting, stating the time, place, and, in the case of a special meeting, the purpose thereof, shall be emailed to each member not less than ten nor more than forty days before such meeting, directed to each member at his or her email address as it appears on the records of the association.

Quorum Requirement. A quorum for meetings of the members is fifteen percent (15%) of the total number of voting members. Members must be present in person or by proxy. When a quorum is not present, any meeting may be adjourned from time to time for that reason.

Proxies. Proxies shall be permitted at all meetings. The appointment of a proxy shall be in writing filed at or before the meeting with the Secretary-Treasurer of the association or the person who has been designated to act as Secretary of the meeting.

Voting. Each voting member shall have one vote. There shall be no cumulative voting. Members may vote (i) by voice or ballot, or (ii) by email, mail or other reasonable means.

Adjournment. When a meeting of the members is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Action Without a Meeting. Any action that may be taken at a meeting of the members may be taken without a meeting if said action is approved by a majority vote of the members notified in an email notification sent to all of the members who are entitled to notice of a meeting called for the purpose of taking such action. Action shall be considered approved by a majority vote on such action by the members so notified voting within 10 days of said notification.

Electronic Meetings. A conference among voting members by any means of communication through which the voting members may simultaneously hear each other during the conference constitutes a meeting of voting members. If the same notice is given of the conference as would be required by Section 3(d) hereof for a meeting, and if the number of members participating in the conference would be sufficient to constitute a quorum at a meeting. A member may participate in a meeting of the members not described above by any means of communication through which shareholders, other person so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

ARTICLE III – BOARD OF DIRECTORS

BOARD. The property, affairs, and business of the association shall be managed by the Board of Directors. The Board of Directors shall consist of the Officers, the Past-President, and two (2) Directors. One of the Board members shall serve as an alternate to the Secretary-Treasurer as a bank signatory.

NUMBER; ELECTION; QUALIFICATION; TERM OF OFFICE. The number of Board members shall be not less than five. Directors shall be elected at the annual meeting by the members of the association. All

directors shall be voting members or a life member of the association. Each Director elected shall serve for a term of two years and may serve no more than two consecutive terms. A vacancy on the Board because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term by appointment made by the Board of Directors. The election for the Directors terms shall alternate by one year.

MEETINGS. Board meetings shall be established by the Board of Directors for the transaction of business as may come before such meeting. A special meeting of the Board of Directors may be called at any time by the President or Secretary-treasurer of the Board or as the Board of Directors may by resolution otherwise provide.

NOTICE. Notice of all meetings of the Board shall be made to each member of the Board at least five (5) days prior to the date of such meeting. Any Director may in writing or via email waive notice either before or after any meeting. Any Director who has not received notice but attends or participates in any action taken at any such meeting shall be determined to have waived notice, unless such attendance or participation is solely for the purpose of asserting the illegality of the meeting.

PLACE OF MEETINGS. The Board of Directors may hold its meetings at such place or place, within or without the State of Minnesota, as it may from time to time determine.

Quorum and Manner of Acting. Except as otherwise provided by statute or by these bylaws, one-half of the total number of Directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of the majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given other than by announcement at the meeting which adjournment is taken.

Authorization Without a Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if said action is authorized by all of the Board of Directors notified in an email notification sent to all of the Board of Directors who are entitled to notice of a meeting called for the purpose of taking such action. Such action shall be considered authorized by the Board of Directors so notified and authorized within 10 days of said notification.

Electronic Meetings. A conference among Directors, or among members of any committee designated by the Board of Directors, by any means of communication through which the Directors may simultaneously hear each other during the conference constitutes a Board Meeting, if the same notice is given of the conference as would be required by Section 3(a) for a meeting, and if the number of

Directors participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A Director may participate in meeting of the Board, or any committee of the Board not described above by any means of communication through which the Director, other person participating, and all persons physical present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Proxies. Proxies shall not be allowed or used by Directors.

REMOVAL; RESIGNATION.

Removal. Any one or all of the Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the members entitled to vote at an election of Directors. Neither a Director nor the entire Board shall be removed prior to the expiration of his or her term, however, unless the notice of the regular or special meeting at which removal is to be considered states such purpose. When a Director of the Board has been removed, new Directors may be elected at the same meeting.

Resignation. Any Director of the association may resign at any time by giving written notice to the President or to the Secretary-treasurer of the association. The resignation of any Director shall take effect at the time specified therein, or, if no such time is specified therein, upon receipt by the officer of the association to whom such written notice is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IV – OFFICERS

NUMBER; QUALIFICATION. The officers of the association shall be a President, a President-Elect, and a Secretary-Treasurer. A person must be a voting member or a life member of the association in order to hold office. No person may hold more than one office.

DUTIES:

President. The President shall preside at all regular and special meetings of the association and of the Board of Directors. The President shall execute all deeds, bonds, or other instruments required to be

executed for or on behalf of the association and also serve as the official delegate to the National Association of County Surveyors.

President-Elect. The President-Elect shall perform any and all duties of the President in his absence or inability to act and ensure that there is an Association's official delegate to the Association of Minnesota Counties Board of Directors. This officer shall perform such additional duties as may be assigned to the officer by the Board of Directors. In the absence or inability to act of both the President and the President-elect, the Board of Directors shall elect one of their present number as President pro-tem, who shall be vested with all the powers of the office of President, during the absence or inability.

Secretary-Treasurer. The Secretary-Treasurer shall have the responsibility for all books, records and papers of the association. The Secretary-Treasurer shall keep minutes of all meetings of the association and of the Board of Directors, and shall keep minutes and records of all proceedings in said meetings. The Secretary-Treasurer shall also have the responsibility for the keeping of accounts of all monies of the association received or disbursed, and the depositing of all monies and valuables in the name of and to the credit of the association in such banks or depositories as the Board of Directors shall designate, and shall perform the usual duties pertaining to the office of Treasurer.

ELECTION; TERM OF OFFICE, AND QUALIFICATION. The officers, except for President, shall be elected annually by the voting members, and each shall hold office until their successor shall have been duly elected and qualified, or until their death, or until they shall resign, or until they have been removed in the manner hereinafter provided. Upon completion of his or her term, the President-Elect shall automatically become President. An officer who retires mid-term may continue to hold the office through the end of the officer's term.

RESIGNATIONS. Any officer may resign at any time by written notice of this resignation to the Board of Directors, the President, or the Secretary-Treasurer of the association. Any such resignation shall take effect at the time specified therein, or, if no time is specified therein, upon receipt thereof by the Board of Directors, President, or Secretary-Treasurer of the association; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

REMOVAL. Any officer may be removed, either with or without cause, by a vote of the Board of Directors at a meeting called for the purpose, and such purpose shall be stated in the notice of such meeting unless all the Directors of the association shall be present thereat.

ARTICLE V – FISCAL MANAGEMENT

ALTERNATE. The board of directors shall require an additional member of the board besides the Secretary -Treasurer to be a signer on bank accounts to allow for continuity in case the Secretary - Treasurer is unavailable.

INSPECTION. All books, records, and property of the association shall be open at all times to the inspection and examination of the Board of Directors, and of every member thereof; and reports of the status and the affairs of the association shall be made at each annual meeting and at other times upon reasonable request.

BOOKS. The Board of Directors shall prescribe and adopt such a system and forms for the carrying on of the business, keeping of the books, vouchers, and other documents, as established by good business principles.

FUNDS. The funds of the association shall be deposited in such banks or depositories as the Board of Directors shall determine, and remittance and withdrawals shall be made by the officers of the association in such manner as may be prescribed by the Board of Directors.

(a) **Fiscal Management.** All dues (Article II 2) paid by each class member shall be used for the operations of MACS. Funds designated for the operations of MACS shall be determined as may be prescribed by the Board of Directors.

Non-dues funds generated by MACS may be designated for purposes other than the operations of ACS. Said non-dues funds may be designated and dispersed as may be prescribed by the Board of Directors.

FISCAL YEAR. The fiscal year of the association shall begin January 1.

INDEMNIFICATION. The association may indemnify each person who is or was a director, officer, or agent of the association, together with each person who is or was serving the association as an appointed representative to some other association or entity, for actions taken on behalf of this association.

BUDGET. The Board shall prepare a budget for each fiscal year prior to setting the dues. The budget shall be distributed to the members at the annual meeting.

ARTICLE VI – NO DISCRIMINATION

PROHIBITION. This association shall not discriminate against any individual by virtue of race, color, creed, national origin, or sex.

ARTICLE VII – AMENDMENTS

BY MEMBERS. These bylaws may be amended by affirmative vote of a two-thirds (2/3) majority of the voting members at any annual meeting of the association or at a special meeting called for that purpose.