

# **Bylaws Of The Pennsylvania Land Surveyors' Foundation**

## **Article I - Corporate Name and Objectives**

1. This Corporation shall be known as "Pennsylvania Land Surveyors' Foundation."
2. The objectives of the Corporation are to promote, improve, and encourage the profession and practice of land surveying in the Commonwealth of Pennsylvania by: (1) creating an awareness among high school students of the opportunities available in the land surveying profession, including participation in career development activities sponsored by Pennsylvania high schools; (2) providing financial assistance through grants and scholarships to persons who intend to or are actually pursuing an education in land surveying including vocational and technical training and undergraduate and graduate courses; (3) making grants and contributions to educational institutions to enhance their curriculum of courses pertaining to or closely related to land surveying; and (4) providing financial assistance through grants and scholarships to persons or educational institutions for research in areas of interest pertaining to the profession of land surveying.

## **Article II - Offices**

1. The registered office of the Corporation shall be 233 Davis Road, Aliquippa, PA 15001.
2. The Corporation may also have offices at such other places as the Board of Trustees may from time to time appoint or the activities of the Corporation may require.

## **Article III - Seal**

The corporate seal shall have inscribed thereon the name of the Corporation and the words "Non-Profit Corporation Seal 1990."

## **Article IV - Trustees**

1. The business affairs of this Corporation shall be managed by its Board of Trustees consisting of seven (7) to eleven (11) Pennsylvania Society of Land Surveyors members. The Board of Trustees shall consist of the following:
  - a) The State President of Pennsylvania Society of Land Surveyors ("P.S.L.S.");
  - b) The Education Committee Chairman of P.S.L.S.;
  - c) The Immediate Past President of PSLS shall be a Trustee.
  - d) Three Regional Trustees, one representing the western region of Pennsylvania, one representing the central region of Pennsylvania, and one representing the eastern region of Pennsylvania.
  - e) A maximum of five (5) at large Trustees may be elected by the Board of Trustees to serve a two year term. An at large Trustee may succeed himself or herself for an additional two year term.
2. In addition to the powers and authorities expressly conferred upon it by these By-Laws, the Board of Trustees may exercise all such powers of the Corporation and do all such lawful acts and things permitted by statute or by the Articles.
3. The Annual Meeting of the Board of Trustees shall be held at the Annual Surveyors' Conference to (1) conduct the business of the Board, and (2) elect the officers for the upcoming year. The meetings of the Board of Trustees may be held at such time and at such place within this Commonwealth or by any electronic means as the Board of Trustees may determine, or as may be designated in the notice calling the meeting. The Chairman of the Board of Trustees may call special meetings of the Board.
4. A written or personal notice of every meeting of the Board of Trustees shall be given to each Trustee at least ten (10) days prior to the date designated for the meeting.
5. A majority of the members of the Board of Trustees in office shall constitute a quorum for the transaction of business, except as otherwise provided. The acts of a majority of the members of the Board of Trustees present at a meeting, at which a quorum is present, shall be the acts of the Board of Trustees. Ties shall be broken by the Chairman.

6. The Board of Trustees may, by resolution adopted by a majority of the members of the Board, establish one or more committees to consist of one or more Trustees of the Corporation. Any such committee, to the extent provided in the resolution of the Board of Trustees or in the By-Laws, shall have and may exercise all of the powers and authority of the Board of Trustees, except that no such committee shall have any power or authority as to the following:
  - a) The filling of vacancies in the Board of Trustees.
  - b) The adoption, amendment or repeal of the By-laws.
  - c) The amendment or repeal of any resolution of the Board.
  - d) Action on matters committed by the By-Laws or resolution of the Board.
7. Any Board of Trustee member may be removed by a simple majority of the full Board of Trustees whenever, in the Board of Trustees' judgment, the best interest of the Corporation is served by such removal.
8. The Trustees shall not receive any salary or compensation for their services, but by resolution of the Board, they may be reimbursed for their expenses for attendance at regular or special meetings of the Board of Trustees or for other expenses incurred on behalf of the Corporation.

#### Article V - Officers

1. The Officers of the Corporation shall be a Chairman, Vice-Chairman, and Secretary/Treasurer and such other officers and assistant officers as the Board of Trustees deems advisable for the Corporation. The officers shall be elected through open nomination and majority vote of the Trustees of the Corporation present at the annual meeting. They shall hold their office for a term of one (1) year. The term of office will run from the time of the annual meeting. Each officer shall have the authority and shall perform such duties as are provided by the Bylaws and as, from time to time, are prescribed by the Board of Trustees.
2. Any officer or agent may be removed by the Board of Trustees whenever, in its judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.
3. The Chairman shall be the chief executive officer of the Corporation; ~~he~~ shall preside at all meetings of the members and Trustees; ~~he~~ shall have general and active management of the affairs of the Corporation; ~~he~~ shall see that all orders and resolutions of the Board of Trustees are carried into effect, subject, however, to the right of the Trustees to delegate any specific powers, except such as may be by statute exclusively conferred on the Chairman, to any other officer or officers of the Corporation. The Chairman shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Corporation. The Chairman shall be EX-OFFICIO a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of Chairman.
4. The Vice-Chairman shall act in all cases for and as the Chairman in the latter's absence or incapacity, and shall perform such other duties as he may be required to do from time to time.
5. The Secretary/Treasurer shall attend all meetings of the Board of Trustees and act as clerk of those meetings, and record all the votes of the Corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Trustees when required. **The Secretary/Treasurer** shall give, or cause to be given, notice of all meetings of the Board of Trustees, and shall perform such other duties as may be prescribed by the Board of Trustees or Chairman, shall keep in safe custody the corporate seal of the Corporation, and when authorized by the Board, affix the same to any instrument requiring it. **The Secretary/Treasurer** shall send acknowledgment letters to scholarship applicants with notification dates for the awarding of such scholarships.
6. The Secretary/Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the moneys of the Corporation in a separate account to the credit of the corporation. **The Secretary/Treasurer** shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chairman and Trustees, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Secretary/Treasurer and of the financial condition of the Corporation.

## **Article VI - Vacancies**

1. If the Office of any Officer becomes vacant for any reason, the Board of Trustees may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.
2. Vacancies in the Board of Trustees, shall be filled by a majority vote of the remaining members of the Board of Trustees.

## **Article VII - Books and Records**

1. The Corporation shall keep an original or duplicate record of the proceedings of the Trustees, the original or a copy of its Bylaws, including all amendments to it to date, certified by the Secretary/Treasurer of the Corporation. The corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for in these Bylaws shall be kept at either the registered office of the Corporation in this Commonwealth, or at its principal place of business wherever situated. The Corporation shall keep, at the principal office, a record of the names and address of all contributors.

## **Article VIII - Transaction of Business**

1. The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds (2/3) of the members of the Board of Trustees. If the real property is subject to a trust the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.
2. Whenever the lawful activities of the Corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the Trustees or officers of the Corporation.
3. All checks or demands for money and notes of the Corporation shall be signed by two (2) members of the Board of Trustees.

## **Article IX - Annual Report**

The Secretary/Treasurer shall present annually to the Board of Trustees a report, reviewed by the Chairman, showing in appropriate detail the following:

- a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
- b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

This report shall be filed with the minutes of the meetings of the Board of Trustees.

## **Article XI - Miscellaneous Provisions**

1. The fiscal year of the Corporation shall begin on the first day of January of each year and shall end on December 31.
2. One or more persons may participate in a meeting of the Board of Trustees by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
3. So long as the Corporation shall continue to be organized on a non-stock basis, the Board of Trustees shall have authority to provide for the capital contributions in such amounts and upon such terms as are fixed by the

Trustees in accordance with the provisions of Section 5541 of the Nonprofit Corporation Law of 1988, as amended.

4. The Board of Trustees, by resolution, may authorize the Corporation to accept subventions on terms and conditions not inconsistent with the provisions of Section 5542 of the Nonprofit Corporation Law of 1988, as amended, and to issue certificates therefore.

## **Article XII - Duties and Liabilities of the Board of Trustees and Officers**

### **Section 1. Fiduciary Relationship**

- a). Standard of Care

A Trustee or Officer of the Corporation shall stand in a fiduciary relationship to the Corporation and shall perform his duties as a member of any committee of the Board of Trustees upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

- b). Consideration of Factors

In performing his duties, a Trustee or Officer shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by: (i) one or more officers or employees of the Corporation whom the Trustee or Officer reasonably believes to be reliable and competent with respect to the matters presented; or (ii) counsel, public accountants or other persons as to matters that the Trustee or Officer reasonably believes to be within the professional or expert competence of such person; or (iii) a committee of the Board of Trustees upon which the Trustee or Officer does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Trustee or Officer reasonably believes to be competent.

- c). Absence of Good Faith

A trustee or Officer shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

- d). Presumption

Absent a breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Trustee or Officer of the corporation or any failure to take any action shall be presumed to be in the best interests of the Corporation.

### **Section 2. Personal Liability**

- a). General Rule - Limitation of Personal Liability

A Trustee or Officer of the Corporation shall not be personally liable for monetary damages including, without limitation, any judgment, amount paid in settlement, penalty, without limitation, attorneys' fees and disbursements, for any action taken, or any failure to take any action, unless the Trustee or Officer has breached or failed to perform the duties of his office under these Bylaws, or applicable provisions of law and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The foregoing limitation of liability shall be retroactive to the fullest extent permitted by law. This exemption from liability shall not apply to the responsibility or liability of any person pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law. The provisions of this Article shall be deemed to be a contract with each Trustee or Officer of the Corporation who serves at any time while this Article is in effect, and such provisions are cumulative of, and shall be in addition to and independent of, any Officers of the Corporation, as such, or right of indemnification by the Corporation to which a Trustee or Officer of the Corporation may be entitled, whether such limitations or rights arise under or are created by any statutes, rule of law, bylaw, agreement, vote of disinterested trustees or otherwise.

- b). Reliance Upon Provision

Each person who serves as a Trustee or Officer of the Corporation while this Article is in effect shall be deemed to be doing so in reliance on the provisions of this Article. No amendment to or repeal of this Article nor the adoption of any provision of these Bylaws inconsistent with this Article, shall apply to or have any effect on the liability or alleged liability of any Trustee or Officer of the corporation for or with respect to any acts or omissions of such Trustee or Officer occurring prior to such amendment, repeal or adoption of an inconsistent provision.

c). Burden of Proof

In any action, suit or proceeding involving the application of the provisions of this article, the party or parties alleging the right of a Trustee or Officer to the benefits of this Article shall have the burden of proof.

d). Subsequent Amendments

If the Pennsylvania Consolidated Statutes are hereinafter amended to authorize the further elimination of the liability of Corporation fiduciaries, then the liability of a Trustee or Officer of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania Consolidated Statutes.

**Article XIII - Indemnification of Board of Trustees, Officers, and Other Persons**

**Section 1. Scope of Indemnification**

a). General Rule

Any Trustee or Officer who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding (hereinafter a "proceeding"), whether civil, criminal, administrative or investigative, including without limitation, an action or suit by or in the right of the Corporation, by reason of the fact that he, or a person of whom he is the legal representative, is or was a Trustee or Officer of the Corporation or is or was serving at the request of the Corporation as a Trustee or Officer of another subsidiary or related corporation, joint venture, trust or other enterprise, whether the basis of such proceeding is alleged action in an official capacity as Trustee or Officer or in any other capacity, shall be indemnified and held harmless by the Corporation to the fullest extent and manner authorized or permitted by the laws of the Commonwealth of Pennsylvania, as the same exist or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted in the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, penalties, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a Trustee or Officer and shall inure to the benefit of his heirs, executors and administrators; provided, however, that except as provided in Section 3 hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding initiated by such person only if such proceeding was authorized by the Board of Trustees of the Corporation.

b). Enforceability of Provision

The right to indemnification conferred in this Article shall be a contract right and each person to whom this right to indemnification applies shall be a third party beneficiary of such right and shall be entitled to enforce against the Corporation all indemnification and other rights granted to such person by this Article. Such right shall include the right to be paid by the Corporation the expenses incurred in any such proceeding in advance of its final disposition; provided, however, that, if the laws of the Commonwealth of Pennsylvania require, the payment of such expenses incurred by a Trustee or Officer in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such Trustee or Officer to repay all amounts so advanced if it shall ultimately be determined that such Trustee or Officer is not entitled to be indemnified under this Article or otherwise. Each person who serves as a Trustee or Officer of the Corporation while this Article is in effect shall be deemed to be doing so in reliance on the provisions of this Article.

c). Procedure

The Corporation may, by action of its Board of Trustees, provide information to employees, agents, fiduciaries, volunteers and other representatives of the Corporation or to any person who is or was serving at the request of the Corporation as an employee, agent, fiduciary, volunteer or representative of another subsidiary or related corporation, joint venture, trust or other enterprise, with the same or lesser scope and effect as set forth herein and in the other sections of this Article.

d). Adverse Determination Creates No Presumption

If and to the extent that the laws of the Commonwealth of Pennsylvania require that indemnification be provided in a given instance only if the person acted in good faith and in a manner he reasonably believed to be in or not

opposed to the best interests of the Corporation, and, with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful, then termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself be a determination by a court that the act or failure to act giving rise to a claim for indemnification constituted willful misconduct or recklessness.

## **Section 2. Circumstances Under Which the right to Indemnification May Be Denied**

Indemnification under Section 1 above shall be made by the Corporation unless a determination is reasonably and promptly made that indemnification of a Trustee, Officer, employee, agent, fiduciary, volunteer or other representative is not proper under the circumstances because of grounds of denying indemnification under this Article or under applicable law. Such determination may be made only (i) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such proceeding ("disinterested Trustees") or (ii) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested Trustees so direct, by legal counsel, in a written opinion.

## **Section 3. Authorization for Payment of Expenses**

Notwithstanding any other provisions of this Article, to the extent that a Trustee, Officer, employee, agent, fiduciary, volunteer or other representative has been successful on the merits or otherwise in defense of any proceeding referred to in Section 1 of this Article above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

## **Section 4. Proceedings for Payment of Indemnification**

If a claim under Section 1 of this Article is not paid in full by the corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation ) that the claimant has not met the standards of conduct which made it permissible under the law of the Commonwealth of Pennsylvania for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the Corporation (including its Board of Trustees or legal counsel) to have made a determination prior to the commencement of such an action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the laws of the Commonwealth of Pennsylvania, nor an actual determination by the corporation (including its board of Trustees or legal counsel) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

## **Section 5. Right of Indemnification is Not Exclusive**

The rights of indemnification and the payment of expenses incurred in a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any right which any person may have or hereafter acquire under statute, Articles of Incorporation, Bylaws, agreement, vote of disinterested Trustees or otherwise.

## **Section 6. Securing of Indemnification Obligations**

The Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon other terms and conditions as the Board of Trustees shall deem appropriate, at its expense, to protect itself and any Trustee, Officer, employee, agent, fiduciary, volunteer or representative of the Corporation or another subsidiary or related corporation, joint venture, trust or other enterprise, against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the laws of the Commonwealth of Pennsylvania.

## **Section 7. Interpretation**

For purposes of this Article, references to "the Corporation" shall upon written resolution of the Board of Trustees, include, in addition to the Corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had the power and authority to indemnify its Trustees or Officers, so that any person who is or was a Trustee or Officer of such

constituent corporation, or is or was serving at the request of such constituent corporation as a Trustee or Officer of another corporation, shall for purposes of this Article be deemed to hold the same position in the Corporation as he held in such constituent corporation.

### **Section 8. Amendment of Repeal**

This Article may hereafter be amended or repealed; provided, however, that no amendment or repeal shall reduce, terminate or otherwise adversely affect the right of a person who is or was a Trustee, Officer, employee, agent, fiduciary, volunteer or representative to obtain indemnification or advancement of expenses with respect to a proceeding that pertains to or arises out of actions or omissions that occur prior to the effective date of such amendment or repeal, which date cannot be retroactive.

### **Article XIV - Amendments**

The Board of Trustees may adopt, alter, amend and repeal from time to time these Bylaws, by a seventy percent (70%) vote of all members of the Board of Trustees provided that written notice containing the proposed change shall have been given by the Secretary/Treasurer to each Trustee, at least thirty (30) days prior to the meeting for action thereon, subject always to the powers of the members of the Corporation to change such action by majority vote of those present at the next membership meeting when such Board of Trustees' action shall be put to a vote.

*Bylaws amended and approved by the Officers and Trustees May 9, 1997.*

*Bylaws amended and approved by the Officers and Trustees July 7, 2003*

*Bylaws amended and approved by the Officers and Trustees September 7, 2012*

*Bylaws amended and approved by the Officers and Trustees July 1, 2020*

*Bylaws amended and approved by the Officers and Trustees August 3, 2021*