

By-laws (Current as of December 5, 2008)

ARTICLE I

Articles of Agreement

The name of the Corporation, the objects for which it is established and the nature of the business to be transacted by it, and the location of its principal place and other places of business shall be as set forth in the Articles of Agreement. The powers of the Corporation and of its Directors and Members, and all matters concerning the conduct and regulation of the business of the Corporation, shall be subject to such provisions in regard thereto, if any, as are set forth in such articles of Agreement, and such articles of Agreement are hereby made a part of these By-Laws.

(Appendix A)

ARTICLE II

Corporate Seal

The seal of the Corporation, subject to alteration thereof by the Executive Committee, shall consist of a flat-faced circular die with the words and figures "New Hampshire Land Surveyors Association - New Hampshire - 1973" cut or engraved thereon.

ARTICLE III

Membership

The membership of the Association shall consist of the following classes of membership:

The initial members of the Corporation shall be those persons signing the Articles of Agreement as incorporated.

Active Member. Any individual actively engaged in the practice of land surveying on a full or part-time basis and licensed in the State of New Hampshire pursuant to New Hampshire Revised Statutes Annotated 310-A shall be deemed eligible for active membership.

Affiliate Member. Any employee of an active member who does not otherwise qualify as an active member but is actively engaged in the practice of land surveying shall be deemed eligible for affiliate membership.

Associate Member. Any individual or firm having special interest or knowledge in the practice of land surveying and/or practicing in an allied profession shall be deemed eligible for associate membership.

Student member. Any person who is enrolled full-time (12 or more semester credit hours) in an institution of higher learning pursuing a curriculum of surveying, engineering, forestry or forestry technician, so long as the student has completed at least one course in land surveying during the said enrollment, shall be deemed eligible for student membership. With applications, and with annual renewal dues, student members must furnish written verification of enrollment and semester credit hours from the school registrar.

Fellow Member. A licensed Land Surveyor who has a record of outstanding service or has made an outstanding contribution to the profession and has been nominated or invited to be at this grade and approved by a vote of the Executive Committee.

To be eligible for membership as a Fellow, an individual must have been an Active Member in good standing for not less than ten years during which time he/she must have given consistent and outstanding service to the Association.

Life Member. A member aged sixty-two years or older who has been in good standing for four (4) or more years at any grade of membership disabled or otherwise not actively engaged in the practice of land surveying, nominated to this grade and approved by a vote of the Executive Committee. Life membership shall include all privileges of membership but shall not be subject to annual dues. Only Life Members who were Active Members will receive a certificate of Life Membership upon election to this grade.

Honorary Member. Any person outside the profession nominated to this grade and approved by a vote of the Executive Committee who has made an outstanding contribution to the field of land surveying.

Sustaining Member. Any person or firm nominated to this grade and approved by a vote of the Executive Committee. The objective of which is to allow any person or firm who desires to support the objectives of NHLSA but may not be entitled to membership in any of the foregoing categories, to become a member.

Sustaining Members shall not be eligible to vote or hold any office in NHLSA. However, if a Sustaining Member also holds another class or other classes of membership, the Sustaining Member class shall not infringe upon the rights and privileges of the other class or classes.

Out-of-State Membership. To create a new category of out-of-state membership due to the high cost of belonging to more than one Association. Membership in this category is optional.

Restrictions:

The applicant must be licensed in N.H.

The applicant must belong to his home State Association.

The applicant will not have voting privileges in NHLSA.

The applicant cannot hold office in NHLSA.

The applicants home State Association must offer a similar arrangement to NHLSA members.

Out-of-state members will receive all publications and the same discount as regular members of NHLSA on publications and seminars.

The dues will be set at 50% of the regular active member dues.

Retired Active Member. Any member aged (62) sixty-two years or older who is and has been an Active member in good standing for four (4) years or more immediately preceding the date of application for retired active status and who is no longer engaged in the practice of land surveying and does not hold an active and current license from the NH Joint Board of Licensure for Land Surveyors for reasons other than (1.) revocation or suspension or (2.) allowing his license to lapse while under suspension by the Board, shall be eligible for this category. Any previous Active Member, otherwise fulfilling the above qualifications, but whose membership was allowed to lapse by reasons of relocating to another State and upon returning to New Hampshire as a full time resident, may be granted Retired Active Membership, by majority vote of the Executive Committee, if requested. Retired active membership shall be afforded all privileges of active membership and shall be effective January 1, 2000.

The privileges of voting and holding office shall be limited to Active, Fellow and Life Members who were previously Active in the Association.

Nominations for members as a Fellow, Life Member, Honorary Member, or Sustaining Member may be proposed by any Active Member in good standing by submitting the name(s) and brief supporting narrative(s) to the Executive Committee not less than sixty (60) days prior to the Annual Meeting.

Inactive Status. Any active member for reason of health, military service, or other good cause, may make request to the Executive Committee in writing to consider his membership inactive. Upon a two-thirds vote of the Executive Committee, said membership is to be considered inactive without prejudice with regard to late dues or reinstatement penalties as provided for in Article XII of these By-Laws.

Any member who has retired from land surveying or is not otherwise actively engaged in land surveying may be considered for inactive status upon written application to the Executive Committee of NHLSA. The granting of this status will enable the individual to remain in the Association with full membership privileges and a reduced dues assessment of 50% of the regular member dues in each category.

Disciplinary Action

The Executive Committee, upon written request of three (3) active members may, by two-thirds vote of it's committee quorum, as defined in Article XI herein, expel any member for cause consisting of action or behavior detrimental to the Association or its purposes or to the reputation and standing of its membership. Such action shall be taken only after a hearing at which the accused member shall be given the opportunity to appear in his own behalf or to reply in writing to the charges of which he shall be advised in writing. The accused shall meet with either the Executive Committee or the entire membership at his discretion.

Grounds for consideration by the Executive Committee of a member as "not in good standing" and for expulsion include, but are not limited to the following:

- (1) Willful disregard of the Association's principles and purposes.
- (2) Violation of the Association's Code of Ethics.
- (3) Conduct detrimental to the Association's welfare.
- (4) Conviction of a felony.
- (5) Revocation or suspension of a member's license by the New Hampshire Board of Licensure for Land Surveyors.

Any member whose License, Certificate or Registration to practice Land Surveying in any State has been either revoked or suspended shall automatically be listed as a member not in good standing. The member can again be listed in good standing at such time as; 1.) the revocation or suspension is lifted or reversed or, 2.) by petition to the Executive Committee signed by three (3) Active Members of the Association in good standing and with that committee's affirmative two-thirds (2/3) majority vote of it's committee quorum, as defined in Article XI herein.

Any member considered not in good standing shall not have voting rights until he is again listed as a member in good standing.

ARTICLE IV

Executive Committee

The property, business and affairs of the Association shall be managed by the Executive Committee.

The Executive Committee shall meet on a regular basis to conduct the affairs of the Association and at such additional times as they deem necessary for the completion of business.

The Executive Committee shall consist of a President, President-elect, Vice President, Secretary, Treasurer, and Immediate Past President, each elected for one year, and five Directors.

Board of Directors

There shall be five (5) Directors elected by the membership of the Association for three (3) year terms as voting members of the Executive Committee. Their responsibilities shall also include overseeing and guiding the activities of various Association committees, performing special tasks, and acting as Standing Committee liaison to the Executive Committee. The President assigns the Director's specific responsibilities. The Directors are designated as follows:

Professional Practice Director
Publications Director
Education Director
NSPS Director
Governmental Affairs Director

The Director elections are staggered; where as, each year at least one Director position is elected. The Governmental Affairs Director position is elected concurrent with the Education Director. With the confidence and at the pleasure of the current Executive Committee, the Governmental Affairs Director shall assume the chairmanship of the Legislation Committee. The NSPS Director position is elected concurrent with the Professional Practice Director. The NSPS Director shall be the national surveying organization (however recognized by NHLSA) Delegate. The Publications Director shall also be known as the Benchmark Editor. One of the five (5) Directors may be elected from the ranks of Affiliate or Associate Membership grade.

Executive Administrator

The Executive Administrator shall be appointed by majority vote of the entire Executive Committee and is a member of the Executive Committee without voting privileges.

The Executive Administrator's responsibility shall be to oversee the daily activities of the Association at the direction of the Executive Committee. The Executive Administrator shall also maintain the Office of the New Hampshire Land Surveyors Association, the activities of which include, but are not limited to:

1. Correspondence, including mailings of all Association publications and receipt of all Association mail, email and telephone inquiries.
2. Providing and maintaining a mailing address, email address, telephone number and fax number or other such communication devices for the Association.
3. Keeping various records for the Association.
4. Acting as communications liaison for Association business.
5. Aiding in the coordination and execution of Committee activities.
6. Those activities as directed by the Executive Committee.
7. Provide a projected yearly budget for the Association office expenses to the Treasurer.

In the event of a vacancy occurring in any of the offices, the remainder of the Executive Committee shall appoint a successor to fill the unexpired term.

ARTICLE V

Officers

President. The President shall be the principal officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Association. He/she shall preside at all meetings of the members and of the Executive Committee. He/she may sign any deeds, mortgages, bonds, contracts, or other instruments which the Executive Committee has authorized

to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee or by these by-laws or by statute to some other officer or agent of the Association.

The President is an ex-officio member of all committees of the Association except the Nominations Committee. He/she shall determine the duties of the President-elect. He/she shall coordinate the work of the officers and committees, in order that the objectives of the Association may be promoted. He/she shall deliver an annual report to the Association at the Annual Meeting, which shall contain, but not be limited to, a statement of the condition of the Association and a summary of the activities and accomplishments for the previous year.

President-elect. The President-elect shall perform the duties of the President in the absence or inability of the President to serve. In the case of a vacancy of the office of the President, the President-elect shall assume the duties of the President and serve until the election of officers at the Annual Meeting, at which time he/she will automatically assume the office of President. He/she shall also assist the Vice-President in the preparation of the Annual Meeting Committee.

Vice-President. The Vice-President shall perform the duties of the President in the absence of both the President and President-elect. The Vice-President shall serve as Program Chairman and act as chairman of the Annual Meeting Committee.

Secretary. The Secretary shall perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to him by the President or the Executive Committee and shall in addition keep a register of the post office address of each member and contributor. He/she shall also keep the minutes of the meetings of the members and of the Executive Committee and be responsible for mailing to each member of the Executive Committee a copy of the minutes of all meetings, see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, and be custodian of the corporate records and seal. He/she shall conduct the correspondence of the Association, and keep full records of the same. He/she shall also notify officers of their election. The Secretary shall maintain a list of attendees at NHLA quarterly meetings and seminars with a copy forwarded to the Board of Licensure for Land Surveyors.

Treasurer. If required by the Executive Committee, the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Executive Committee shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys, dues and payables to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these By-Laws; and in general, perform all the duties incident to the office of Treasurer and such others as from time to time may be assigned to him by the President or by the Executive Committee.

The Treasurer shall be the Chairman of the Finance Committee. He/she shall present a financial statement at each meeting and at other times requested by the President, present a financial statement for the year to date at the Annual Meeting, disburse by check funds as approved by the Executive Committee, pay by check bills as received, and coordinate the submission of the required tax returns. In addition, the outgoing Treasurer will be responsible for preparing the end-of-fiscal-year financial statement.

NSPS Delegate. The NSPS Delegate shall be the official liaison between NHLA and the American Congress on Surveying and Mapping. He/she shall be the NHLA representative to the Board of Governors of the National Society of Professional Surveyors (a member organization of ACSM), or any successor organization, which may be created to take the place of NSPS. The duties of the NSPS Delegate include attendance at both spring and fall meetings of NSPS, and he/she shall give a report (file reports) thereof to the Executive Committee of NHLA at its next meeting and file a written report within 30 days. The Delegate shall inform ACSM headquarters of relevant NHLA activities and shall submit news items for publication and keep ACSM informed of important NHLA events.

The Delegate shall become involved with the activities of the ACSM-New England Section and attend scheduled Board of Directors Meetings, when possible.

The ACSM Delegate will be a director for the three years and will attend NHLSA Executive Committee meetings to keep the officers and directors aware of matters of national importance and to keep aware of concerns and action items from NHLSA members. The ACSM Delegate may be compensated for expenses incurred on behalf of the position at the discretion of the Executive Committee.

The ACSM Delegate may not simultaneously serve as Area One Director of NSPS.

To be eligible for election as ACSM Delegate, a potential candidate must be a voting member of the American Congress on Surveying and Mapping (or a member at fellow grade) and also hold membership in the National Society of Professional Surveyors. He/she must remain a current member of NHLSA and ACSM throughout the three-year term of office.

A candidate for the office of ACSM Delegate shall have first held an office or directorship position within NHLSA; provided, however, that the Nominations Committee may suggest to the Executive Committee that this provision be waived for a particular candidate and the Executive Committee may, after a majority vote, certify the candidate as qualified to run for the office.

Publications/Benchmark Editor. The editor overseeing the content and publication of the official NHLSA Publication; THE BENCHMARK, and the Newsletter; The TBM, shall be a voting member of the Executive Committee and shall attend all regular meetings of that committee.

Officers in General. To be eligible for nomination as an officer of the Association, an individual must have been an Active Member in good standing for a period of not less than one year except as provided for under Article IV (Executive Committee).

All officers shall deliver to their successors all official material within thirty (30) days following the close of the Annual Meeting at which their term of office expires.

ARTICLE VI

Committees

Nominating Committee. The Executive Committee shall appoint a nominating committee consisting of three (3) members chaired by the immediate past President who shall be charged with presenting a slate of officers for the ensuing year for consideration by the membership. An attempt shall be made to nominate two (2) candidates for each position to be filled, each of which shall be accompanied by a brief biography of the candidate and a statement from the candidate that he or she is willing to run for the particular position. Any five (5) members may submit additional nominations, in writing, to the Secretary, said nominations being accompanied by the aforementioned candidate's statement and biography.

Tellers Committee. Thirty days prior to the annual meeting, the Tellers Committee shall prepare and send to each member eligible to vote a ballot containing the names and biographies of all the nominees, with instructions to return sealed ballots to the NHLSA office at least five (5) days prior to the date of the annual meeting. Each ballot shall be returned in two envelopes, the inner one to be blank and the outer one to be endorsed with the member's signature. The NHLSA office shall deliver all ballots unopened, together with a list of all eligible voters, to a special Tellers Committee, appointed by the President, who shall tally the vote and announce the results of the voting at the annual meeting. The candidate receiving the largest number of votes for each office shall be elected. In the event of a tie vote for any office, the eligible voting members present at the annual meeting shall elect such officer or director by ballot from among the candidates so tied, a majority of the vote's cast being required to elect. The Secretary shall preserve the ballots for one year and notify the new officers and directors of their election.

New officers shall assume their duties at the close of the annual meeting and serve until the close of the next annual meeting.

Standing Committees. The Standing Committees of the Association shall be as follows:

Executive Committee; which shall consist of the officers and directors of the Association.

Alternative Dispute Resolution;

Awards;

Constitution and By-laws;

Education;

Finance;

Goals;

History;

Legislation;

Membership;

Merchandising;

Nominations;

Past Presidents Assembly, which shall conduct its affairs in the following manner:

1. Provide its collective wisdom in support of NHLA Goals;
2. Meet at least annually;
3. Accept, solicit, and disperse funds that will be held in trust by the NHLA for approved purposes proposed by the committee.

The Past Presidents Assembly shall consist of all Past-Presidents of the NHLA and shall elect a Chairman for a one-year term. The immediate Past-President, as also an Executive Committee member, shall act as liaison to the Executive Committee.

The specific actions intended by the Past Presidents Assembly shall require approval by the Executive Committee;

Professional Conduct and Practice;

Program;

Publications;

Publicity;

Scholarship with the following duties:

1. To oversee the selection of the candidates and the awarding of NHLA scholarships.
2. To promote contributions to the Scholarship Fund and acknowledge receipts.
3. To be responsible for the administration of new scholarships.

The Scholarship Committee shall consist of the President-Elect as chair, Treasurer, and Education Committee Chair; Teller. A separate entity entitled NHLA Scholarship Foundation has been developed to oversee the finances of the Scholarship Committee and Equipment Fund.

Teller's;

Web Site

Except as otherwise provided in this Article:

The President, with the approval of the Executive Committee, shall appoint the chairmen of all Committees – Standing, Ad Hoc or Special and shall submit the names of each chairman so duly appointed at the first meeting of the Executive Committee in January of each year. The President

and/or the appointed chairmen may select the remaining committee members. The President shall assign the duties of each Standing Committee. In the case of a vacancy in the chairmanship of a Standing Committee, a member of that committee may fill it with approval of the President, or by a new appointee by the President.

Special Committees and Ad Hoc Committees may be created or appointed by the President or Executive Committee at any time for carrying out the work of the Association.

All committees shall be expected to be able to report the status of their activities to the membership at any regular meeting and to the President at any time. All committees shall prepare and deliver to the membership at the Annual Meeting a written report of their activities and accomplishments over the past year.

Committee chairmen shall deliver to their successors all official material within thirty (30) days following their termination of position.

ARTICLE VII

Checks, Deposits and Funds

The Executive Committee may authorize any officer or officers, agent or agents of the Association in addition to the officers as authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, the Treasurer of the Association shall sign such instruments.

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Executive Committee may select. The Executive Committee may accept on behalf of the Association any contribution, gift, bequest, or devise from the general purposes or for any special purpose of the Association.

ARTICLE VIII

Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its meetings, Executive Committee and committees, and shall keep at the principal office a record giving names and addresses of the members entitled to vote and of the contributors. All Books and records of the Association may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX

Fiscal Year

The Fiscal Year of the Association shall begin on the first day of January and end on the last day of December in each year, unless otherwise designated by the Executive Committee.

ARTICLE X

Meetings

An annual meeting of the Association shall be held at a time and place to be determined by the Executive Committee and each member shall be notified in writing no less than fourteen (14) days prior to the date.

Quarterly business meetings shall be held to conduct the Association's affairs, and each member shall be notified in writing no less than five (5) days prior to the date.

Special meetings may be held at such times and places as may be determined by the Executive Committee provided each member shall be notified in writing no less than five (5) days prior to the date.

On all matters coming to a vote, each eligible voting member shall be entitled to one vote and all questions shall be decided by a vote of the members present and voting. The rules contained in Roberts' Rules of Order shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws of this Association.

Meetings shall be presided over by the President; in his absence by the President-elect; in their absence by the Vice-President; in their absence by the Immediate Past President; in their absence by the Secretary; and in their absence by the Treasurer.

The Immediate Past President shall act as parliamentarian for Directors' meetings and for regular business meetings. If there is no Immediate Past President, a parliamentarian shall be appointed by the Executive Committee.

ARTICLE XI

Quorum

A simple majority of the Executive Committee shall constitute a quorum for that group. Six voting members shall constitute a quorum to do business at a general meeting, at least two of which shall be officers of NHLSA.

ARTICLE XII

Dues

Dues for the various classes of membership shall be determined annually by the Executive Committee, subject to ratification by the membership at the annual meeting.

For new members, dues shall be submitted with the membership application. In the case of applications made after September 1st of any year, the initial dues payment will cover membership for the following year also.

For current members, dues shall be payable in advance upon the first day (January 1st) of each fiscal year. The Secretary shall, on or about December 20th, send dues notices for the coming year to current members, and shall, on or about January 20th send dues reminders to those who have not yet paid. If dues payment is not received by March 1st, a \$5.00 late fee will be assessed. If dues payment and late fee are not received by April 1st, the member shall be dropped from the roles, and his status shall be considered the equivalent of having resigned from the Association. Such former member who wishes then to again become a member shall be required to submit a new membership application for approval.

Members of NHLSA who are also members of the American Congress on Surveying and Mapping or the American Society of Photogrammetry and Remote Sensing may receive a \$5.00 discount on their annual dues. To be eligible, proof of current membership to ACSM or ASPRS must be furnished to the Secretary in the form of a copy of the current ACSM or ASPRS membership card at the time of payment of annual NHLSA dues.

Schedule of Dues - New Hampshire Land Surveyors Association:

Active Member	\$200.00	Affiliated Member	\$ 75.00
Associate Member	\$ 90.00	Student Member	\$ 50.00
Sustaining Member	\$300.00	Out-of-State	50% of Active
Retired Active Member	\$ 30.00		

ARTICLE XIII

Amendments to By-Laws

These By-Laws may be altered, amended or repealed by a vote of two-thirds (2/3) of the members present at an annual meeting or a quarterly business meeting or at any special meeting authorized to be called by the Executive Committee if at least fourteen (14) days written notice is given stating in detail such intention to alter or amend or repeal or to adopt new By-Laws at such annual business or special meeting. Amendments may be proposed by a written petition to the Secretary of the Association and signed by not less than five (5) members. Amendments to these By-Laws shall take effect immediately upon adoption.

AS ADOPTED: July 5, 1973

RE-AFFIRMED, as presented and amended, by membership vote June 27, 2002

AS AMENDED:

December 3, 1976
February 8, 1979
March 15, 1979
July 19, 1980
Sept. 16, 1982
December 3, 1982
June 16, 1983
Sept. 19, 1985
December 5, 1985
December 4, 1986 (Superseded Dues only)
March 19, 1987
Sept. 18, 1987
March 24, 1988
December 6, 1988
December 8, 1989
March 19, 1992
March 21, 1997
March 18, 1999
June 17, 1999
June 27, 2002
December 5, 2002 (Superseded Dues only)
June 26, 2003
March 18, 2004
June 23, 2005
March 17, 2006
March 15, 2007
December 4, 2008 (Superseded Dues only)

APPENDIX A

ARTICLES OF AGREEMENT OF NEW HAMPSHIRE LAND SURVEYORS ASSOCIATION

July 5, 1973

We, the undersigned, being of lawful age, by these Articles of Agreement, associate ourselves with the intention of forming a voluntary non-profit corporation pursuant to the provisions of Chapter 292 of the Revised Statutes of the State of New Hampshire, as amended.

ARTICLE I

Name

The name by which this corporation shall be known is New Hampshire Land Surveyors Association.

ARTICLE II

Purposes

The purposes for which this corporation is established are as follows:

To advance the theory and practice of land surveying and the betterment of the profession.

To disseminate information about land surveying services and the experience of land surveying.

To promote improved practices in the science of land surveying.

To encourage and adopt a high professional standard.

To promote the professional and social improvement of the members of the Association.

To promote cooperation among all public and private individuals, firms, utilities and agencies having interest in the field of land surveying.

ARTICLE III

Place of Business

The principal place of business of the corporation shall be Concord, County of Merrimack, State of New Hampshire, or such other place as the Executive Committee may hereafter from time to time determine.

ARTICLE IV

Non-Profit Professional Organization

The Corporation shall be a non-profit corporation and shall not have authority to issue any capital stock. The property of the Corporation shall be used solely to promote and carry out its purposes and powers as herein defined.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and in exercise of the powers set forth herein. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c) (6) of the Internal Revenue Code of 1954 as that section now exists or may hereafter be amended (or the corresponding provisions of subsequently enacted federal law).

Upon Dissolution of the Corporation, its assets remaining after paying all of its liabilities, shall be distributed to such organization as the Executive Committee may determine to be used as nearly as practicable in accordance with the purposes of this Corporation as herein set forth, provided, however, that no such assets shall be distributed except to an organization qualifying at the time of distribution under provisions of Section 501 (c) (6) of the Internal Revenue Code as those sections now exist or may hereafter be amended (or the corresponding provisions of subsequently enacted federal law).

ARTICLE V

Powers

The Corporation shall have all the general powers conferred by Chapter 292 of the Revised Statutes Annotated of the State of New Hampshire, all acts and amendments thereof or supplemental thereto, and all other powers necessary or desirable to fully effectuate its corporate purposes, including the following:

To acquire by grant, gift, devise, bequest or purchase, and to hold, lease, mortgage or dispose of such real and personal property, or interests therein, as may be necessary or convenient for the effectuation of the purposes of the Corporation.

To solicit, accept and administer grants of money, securities and real or personal property, from individuals, corporations, foundations, federal, state or local governments or any instrumentality thereof, and others.

To invest and reinvest the funds of the corporation and to borrow money and issue evidences of indebtedness therefore and to secure the same by mortgage, pledge or otherwise.

To employ agents and servants.

To appear before legislative committees and administrative agencies for the purposes of promoting or opposing legislation and administrative action, to appeal from actions of administrative agencies, and otherwise to promote or oppose legislation or administrative action where such legislation or action is relevant to the purposes of the Corporation.

To institute litigation, to intervene in litigation, or to cooperate with others in the institution of litigation by others, where such litigation is necessary or desirable to the effectuation of the purposes of the Corporation.

To promote and participate in educational and informational activities designed to improve the profession of land surveying and the knowledge of the public about land surveying.

In general, to perform and do, either directly or indirectly, either alone or in conjunction or cooperation with other persons and organizations, all other lawful acts necessary to accomplish the purpose of the Corporation, excluding, however, participation or intervention in political campaigns on behalf of or in opposition to any candidate for public office.

ARTICLE VI

Membership and Management

Membership in the Corporation, the number of officers and directors, the several terms of office, mode of election and respective duties, and all other things pertaining to the organization and management of the Corporation shall be set forth in the By-Laws to be adopted by the Corporation. Those persons signing these Articles of Agreement as incorporators shall be the initial members of the Corporation. The first meeting of the members of the Corporation shall be held at Concord, N.H. on July 5, 1973, at which meeting or any adjournment thereof, the incorporators shall elect the directors and officers of the Corporation, adopt By-Laws, and transact such other business as may properly come before that meeting. The undersigned waive all notice of such meeting.

ARTICLE VII

Amendment

Except as otherwise provided by law, these Articles of Agreement may be amended from time to time by the affirmative vote of two thirds (2/3) of those members present and voting at a meeting duly called for the purpose; provided, however, that no such amendment shall authorize the Corporation to be operated in such manner as to disqualify it under Section 501 (c) (6) of the Internal Revenue code.

ARTICLE VIII

Original Incorporators

The signatures and addresses of the persons who are the original incorporators and initial members of the Corporation are as follows:

<u>Thomas F. Moran</u>	<u>Oak Hill Road Brookline, NH</u>
<u>Edward N. Herbert</u>	<u>494 Londonderry Road Windham, NH 03087</u>
<u>Allan W. Plumb</u>	<u>Marlow, NH 03456</u>
<u>Donald R. Poppema</u>	<u>RFD #1 Center Barnstead, NH</u>
<u>Richard K. Parker, Jr.</u>	<u>Washington Street Seabrook</u>
<u>Wayne J. Kelloway</u>	<u>Bassett Road Wolfboro, NH 03894</u>
<u>Beverly V. Pearson</u>	<u>RFD #2 Derry, NH 03038</u>
<u>John N. Isham</u>	<u>Summer Street Peterborough, NH 03458</u>
<u>Robert C. McKenna</u>	<u>347 Thaxter Road Portsmouth, NH 03801</u>
<u>John W. Durgin, Jr.</u>	<u>580 Greenland Road Portsmouth, NH 03801</u>