

BY-LAWS OF NEW HAMPSHIRE LAND SURVEYORS FOUNDATION

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 trustees, 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.

ARTICLE II

Membership

The membership of the Foundation shall consist of the membership of the New Hampshire Land Surveyors' Association.

ARTICLE III

Board of Trustees

Section 1. Number, Selection and Term of Office.

The Board of Trustees shall consist of the New Hampshire Land Surveyors' Association President-elect, Vice-President, Treasurer and the Education Director and shall be selected and hold such terms as provided in the By-Laws of the Association. A Member at Large Trustee is to be appointed by the NHLSA Executive Committee, with a specified term.

Section 2. General Powers and Duties.

The Board of Trustees shall have the entire management of and control of the property and business affairs of the Foundation, and for that purpose, they shall have and exercise all the powers of the Foundation including, but not limited to, the power to appoint and remove in their discretion such committees, agents and employees and to delegate to them such duties and powers as they may see fit.

Section 3. Checks, Deposits and Funds.

The Board of Trustees may authorize any agent or agents of the Foundation in addition to the trustees 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 foundation, 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 Foundation, shall be signed by such trustee or trustees agent or agents

New Hampshire Land Surveyors Foundation

of the Foundation, and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Trustees may select.

The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Foundation.

Section 4. Books and Records.

The Foundation shall keep correct and complete books and records of account, shall also keep minutes of the proceedings of its Board of Trustee and committee meetings, and shall keep at the principal office a record giving names and addresses of contributors. All books and records of the Foundation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Section 5. Resignation.

Any trustee who resigns his position with the New Hampshire Land Surveyors' Association, as provided in Article III, Section 1 above, shall be deemed an automatic resignation from the Foundation Board of Trustees.

Section 6. Temporary Absence.

Until any vacancy in the number of trustees is filled or while any trustee is absent from the United States of America, or physically or mentally incapable, by reason of disease or otherwise, the other trustees shall constitute the full Board of Trustees and shall have all powers hereunder.

Section 7. Vacancy.

In the event of a vacancy occurring in the Board of Trustees, the Board of Directors of the New Hampshire Land Surveyors' Association shall select a successor to fill the unexpired term in accordance with the requirements of Article III, Section 1 above.

ARTICLE IV

Officers

Section 1. Number, Selection and Term of Office.

The officers of the Foundation shall be a Chairman of the Board of Trustees, a Secretary, and a Treasurer. The President-elect of the New Hampshire Land Surveyors Association shall be Chairman of the Foundation Board of Trustees. The Secretary and Treasurer shall be elected by a majority of the Board of Trustees at any regular or special meeting. Officers shall hold office for such term as designated by the Board of Trustees.

Section 2. Chairman of the Board of Trustees.

The Chairman shall be the chief executive officer of the Foundation. He shall, subject to the control of the Board of Trustees, have general charges of the property of the Foundation and of all operations thereof. He shall, when present, preside at all meetings of the Board of Trustees and shall designate such other trustee as he sees fit to preside in his absence.

New Hampshire Land Surveyors Foundation

Section 3. Secretary.

The Secretary shall attend all meetings of the Board of Trustees and shall keep a record of all the proceedings at these meetings and will record all votes taken. In case of his absence a secretary pro ten shall be chosen. The Secretary shall keep a list of the names and addresses of all the members of the Foundation, shall give all notices of meetings, and shall perform all the duties incident to his office.

Section 4. Treasurer.

The Treasurer shall be the general agent of the Foundation, but he shall at all times be subject to the control and direction of the Board of Trustees. He shall have the custody of all books of account. He shall enter or cause to be entered regularly in books belonging to the Foundation a full and accurate account of all moneys received and paid and all business transactions by the Foundation, and shall make such financial reports as may be required by the Board of Trustees. He shall perform such other duties incident to his office which the Board of Trustees from time to time may designate.

ARTICLE V

Meetings of the Board of Trustees

Section 1. Regular Meetings.

Regular meetings of the Board of Trustees shall be held no less than bi-annually at such time and place as the Board may from time to time establish .

Section 2. Special Meetings.

Special meetings may be held at the call of the Chairman of the Board of Trustees, subject to the requirements of notice in Section 3..

Section 3. Notice.

Written notice of special meetings shall be given to all members of the Board of Trustees and to the Executive Committee of the New Hampshire Land Surveyors Association by the Chairman or Secretary at least one week prior to such meeting. Notice shall include the time, place and purpose of the special meeting. Written notice includes electronic e-mail methods.

Section 4. Quorum and Voting.

A simple majority of the Board of Trustees as constituted in Article III, Section 1 shall constitute a quorum for the transaction of business. When a quorum is present at any regular or special meeting, a majority of those present may take any action.

A trustee who is present at a meeting of the Board of Trustees at which action on any matter is taken shall be presumed to have assented to the action taken unless such trustee's dissent or abstention shall be entered in the minutes of the meeting or unless such trustee shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a trustee who voted in favor of such action.

New Hampshire Land Surveyors Foundation

Section 5. Meetings by Conference Call.

Members of the Board of Trustees may participate in a regular or special meeting of the Board by means of a conference telephone, live web cast video telecommunication or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by these means shall constitute presence in person at the meeting.

Section 6. Action by Consent.

Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a regular or special meeting and without notice or waiver thereof if a consent in writing, which may be contained in a single document or may be contained in more than one document so long as the documents in the aggregate contain the required signatures, setting forth the action taken or to be taken, shall be signed by all of the trustees, as constituted in Article III, Section 1, at any time before or after the intended effective date of such action. Such consent in writing shall be filed with the minutes of the Trustees' Meeting and shall have the same effect as a unanimous vote of the trustees and may be stated as such in any certificate or document prepared or certified by any trustee for any purpose.

ARTICLE VI

Committees

Section 1. Ad Hoc Committees.

From time to time, the Board of Trustees may establish such ad hoc committees as it deems desirable to carry out the purposes of the Foundation. Each such committee established shall choose its own chairperson.

Section 2. Committee Meetings.

Meetings of such committees as the Board of Trustees may from time to time appoint shall be held at such times and places and shall be conducted in such manner as the Board of Trustees or the respective committees may determine.

Section 3. Vacancies.

A vacancy in any committee may be filled by majority vote of the trustees present and voting at any regular or special meeting of the trustees.

ARTICLE VII

Compensation

No trustee or committee member shall by reason of his or her position be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent such individual from receiving any compensation from the corporation for duties other than as a trustee or committee member. The Board of Trustees shall approve the hiring and fix the compensation of any and all employees which at its discretion may determine to be necessary in carrying out the purposes of the corporation.

ARTICLE VIII

Indemnification

Each trustee shall be indemnified by the corporation, to the fullest extent allowed by law, against any and all claims and liabilities to which such trustee has become subject by reason of serving or having served as such trustee, or by reason of any action alleged to have been taken, omitted, or neglected as such trustee; and the corporation shall reimburse each such person for all legal expenses reasonably incurred in connection with any claim of liability, provided however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of such trustee's own willful misconduct or gross negligence.

ARTICLE IX

Fiscal Year

The fiscal year of the Foundation shall end on the 31st day of December in each year, or on such other day as may be fixed by vote of Board of Trustees.

ARTICLE X

Inspection of Books and Papers

All books, papers, documents and electronic communications created by the Trustees on behalf of the Foundation of every kind belonging to the corporation, wherever located shall be open to the inspection of the trustees at the offices of the corporation at all reasonable times upon request.

ARTICLE XI

Amendments

These By-Laws may be amended, altered, or repealed by vote of a majority of the trustees present at any trustees' regular or special meeting, provided that the notice of such meeting shall have stated the nature of the proposed amendment, alteration, or repeal, or by the written approval of a majority of the trustees, provided that the proposed amendment, alteration or repeal has been submitted in writing to all trustees.

Date of Adoption: September 8, 1988

Date of Amendment: 13 MAY 2010

Certified by the Foundation Board of Trustees:

NHLSA, President Elect: Bryan J. Bailey

NHLSA, Vice President: Edward J. Rogan

NHLSA, Treasurer: Janice

NHLSA, Chairman of the Education Committee: _____

NHLSA, Member at Large: _____