

BY-LAWS
OF
HAWAII LAND SURVEYORS ASSOCIATION (HLSA)

ARTICLE I

Section 1. Principal Office. The principal office of the corporation shall be maintained at such place in the State of Hawaii, and the corporation may have such other offices in the State of Hawaii and elsewhere, as the Board of Directors shall determine.

Section 2. Place of Meetings. All meetings of the members and of the Board of Directors shall be held at the principal office of the corporation, unless some other place is stated in the call.

Section 3. Seal. The seal of the corporation, if adopted by the Board of Directors, shall be circular in form and shall bear the name of the corporation and such other words, devices and inscription as the Board of Directors shall prescribe.

ARTICLE II

Membership

Section 1. Classification of Membership.

A. Members of HLSA shall be classified as follows:

1. Licensed Member

2. Member

3. Fellow

4. Honorary

5. Life

6. Student

7. Sustaining

B. Qualifications and Privileges

1. License Member- Any person Licensed to practice Land Surveying in the State of Hawaii, and a full time resident of Hawaii shall be eligible for the grade of Licensed Member in HLSA. Proposed members must be recommended by any existing member of HLSA and approved by a two-thirds (2/3) majority of the Board of Directors. A member shall be entitled to vote and may hold any office as hereinafter provided. The person shall automatically become a member of the NSPS.

2. Member - Any person practicing or employed in the profession of Land Surveying or anyone sharing the purposes and objectives of this organization as stated in the Articles of Incorporation shall be eligible for the grade of member in HLSA. Proposed members must be recommended by any existing member of HLSA and approved by a two-thirds (2/3) majority of the Board of Directors. A member shall be entitled to vote and may hold any office as hereinafter provided.

3. Fellow Member - Any member of recognized excellent character and distinguished land surveying achievements who has been actively engaged in the practice of land surveying for not less than fifteen (15) years, who has been a member of HLSA for not less than five (5) years (or a charter member), and who has given outstanding service to the land surveying profession and to HLSA may be elected a Fellow member by unanimous vote of the Board of Directors. A Fellow member shall enjoy all of the rights and privileges of full membership.

The number of fellow members shall at no time exceed ten percent (10%) of the total membership of HLSA, and no more than two (2) Fellow members may be elected during any one calendar year.

4. Honorary Member - Any person, be he licensed as a land surveyor or not, who has rendered acknowledged eminent service to either the professional interest of HLSA or by such acts of distinction to the government of the people, shall be eligible for honorary membership. A unanimous vote of the total number of the Board of Directors is required to approve designation of Honorary member. An Honorary member shall have all rights of full membership except the rights to vote and to hold office.

The number of Honorary members shall at no time exceed five percent (5%) of the total membership of HLSA, and no more than one (1) Honorary member may be elected during any one calendar year.

5. Life Member - Any member or fellow member of HLSA, having reached the age of sixty-five (65) and who has been a member for twenty (20) continuous years immediately proceeding attainment of said age, shall be eligible to apply for Life membership. Approval of Life membership status must be via two-thirds (2/3) majority of the Board of Directors. Life members shall enjoy all rights and privileges of full membership.
6. Student Member - Any full time student studying surveying, shall be eligible for Student membership. Membership will be by action of a majority of the Board of Directors, upon application. Student members shall have all rights of full membership except the right to vote and to hold office (not including student chapters of HLSA).
7. Sustaining Member - Individuals, corporations, companies and firms who have professional interest within the scope of HLSA shall be eligible for Sustaining membership. Applications for membership s Sustaining members shall be subject to the approval of a majority of the Board of Directors. Sustaining members shall have all rights of full membership except the rights to vote and to hold office.

Section 1.2. The Board of Directors shall have the authority to promulgate rules, regulations and procedures to govern the members including, but not limited to procedures for granting and for terminating membership in all classifications.

Section 1.3. The membership committee shall recommend new members to the Board of Directors who shall take action on such recommendations by awarding membership to those receiving two-thirds (2/3) affirmative vote of the Board.

ARTICLE III

Meetings

Section 1. Annual Meeting. An annual meeting of the members of the corporation shall be held on a date between January 1 and March 15 of each year as the Board of Directors shall designate or, if the Board of Directors shall not have designated such day by the end of the second month following the beginning of the year, and unless the chairman designates some other date, the annual meeting for that year shall be held on the first Thursday in the month following the beginning of the year.

Section 2. Special Meetings. Special meetings of the members may be held at any time upon the call of any three directors, or upon the written request of at least ten (10) members in good standing. Upon receipt of such call or written request the secretary shall send out notices of the meeting to all members.

Section 3. Notice of Meetings. A written or printed notice of every meeting of members, stating whether it is an annual or a special meeting, the authority for the call of the meeting, the place, day and hour thereof and the purpose therefore shall be given by the secretary or by the person or persons calling the meeting, at least twenty-one calendar days before the day set for such meeting. Such notice shall be given to each member in any of the following ways: (a) by leaving the same with him personally, or (b) by leaving the same at the residence or usual place of business of such member, or (c) by mailing it, postage prepaid, addressed to such member as it appears on the transfer books of the corporation. If notice is given pursuant to the provisions of this section, the failure of any member to receive actual notice of meeting shall in no way invalidate the meeting or any proceedings thereat.

Section 4. Notice Unnecessary. The presence of all of the members, in person or by proxy, at any meeting shall render the same a valid meeting, unless any member shall at the opening of said meeting object to the holding of the same for noncompliance with the provisions of Section 3, immediately above. Any meeting so held without objection shall, notwithstanding the fact that no notice of meeting was given or that the notice given was improper, be valid for all purposes and at such meeting any general business may be transacted and any corporate action may be taken.

Section 5. Quorum. At any meetings of members of which proper notice has been given, at least eight (8) members in good standing shall constitute a quorum, and the vote of a majority of members constituting a quorum shall be valid and binding upon the corporation, except as otherwise provided by law or by these By-Laws or by the Articles of Incorporation of the corporation.

Section 6. Voting. Every member of the corporation shall be entitled to one vote at all meetings of the members of the corporation. Vote by proxy may be allowed as determined appropriate by the Board of Directors. If the Board of Directors deems it appropriate to allow vote by proxy for any annual meeting, notice of the business to be conducted at such meeting and instructions for voting by proxy shall be mailed to all voting members no later than twenty-one (21) calendar days prior to such annual meeting as prescribed under Section 3 of Article III hereinabove. Proxies shall be presented to the Secretary prior to the opening of the meeting.

Section 7. Adjournment. Any meeting of the members, whether annual or special, may be adjourned from time to time, whether a quorum be present or not, without notice other than the announcement at the meeting. Such adjournment may be to such time and to such place as shall be determined by a majority vote of the members present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted by a quorum at the original meeting as originally called.

ARTICLE IV

Board of Directors

Section 1. Election. There shall be a Board of Directors of the corporation, to consist of not less than seven members. The directors need to be voting members of the corporation. The number of Directors for the ensuing year shall be fixed by the members of the corporation at each annual meeting and the member so designated shall be elected by ~~ballot~~ **rising** by the members, to hold office for the terms hereinafter provided and thereafter until their successors shall be duly elected, and, within the foregoing limitation as to the minimum number. The number of directors may be decreased or increased by the members at any special meeting and, in case the number is increased, the additional directors shall be elected by ballot as if elected at an annual meeting.

Section 2. Director's Term. At the initial annual meeting of the members of the corporation, one (1) out of the seven (7) directors shall be elected to a term of three (3) years and one (1) out of the seven (7) directors shall be elected to a term of two (2) years and the remaining five (5) directors being elected for terms of one (1) year each. The two (2) nominees who receive the highest votes in the election of directors at the annual meeting of the members of the corporation shall serve the three (3) and two (2) year terms. For all succeeding years after the initial meeting of the members of the corporation, the term of the directors shall be two (2) years. **The NSPS Governor Director shall serve a term of (3) years.**

Section 3. Annual Meeting. A meeting of the Board of Directors shall be held at the place of each annual meeting of the members following such meeting. At such annual meeting the Board of Directors shall elect the officers of the corporation for the ensuing year.

Section 4. Regular Meetings. The Board of Directors shall establish regular meetings to be held in such places and at such times as it may from time to time by vote determine, to conduct the business of the corporation. The interval between meetings shall in no case exceed three (3) months. When any such meeting or meetings shall be so determined no further notice thereof shall be required.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called at any time by the chairman of the Board, president, or by any three (3) directors. These special meetings of the Board of Directors shall only be held upon a minimum of twenty-four (24) hours prior notice being given to all Board members and with a minimum of two-thirds (2/3) of the Board members being present before the Board is able to conduct business.

Section 6. Notice of Meetings. A written or printed notice of each meeting of the directors of the corporation, stating the authority for the call of the meeting and the place, day and hour thereof, shall be given to each director by the secretary or by the person or persons calling the meeting at least one day before the date set for such meeting. Such notice may be given to each director in any of the four ways specified in Section 3 of Article III hereof relating to notice of meetings of members, and may be given in person or by telephone to each director at least twenty-four hours prior to the time of the meeting. No notice of a meeting need be given to any director who is at the time absent from the State of Hawaii. The failure of any director to receive actual notice of meeting shall in no way invalidate the meeting or any proceedings thereat, if notice shall have been given as required by this Section 5.

Section 7. Meeting By Conference Telephone. Members of the Board of Directors of the corporation, or any committee designated by such Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participate in a meeting in such matter shall constitute presence in person at such meeting.

Section 8. Quorum. Except for special meetings, a majority of the total number of directors at which the Board has been fixed by the members shall constitute a quorum to transact business, and, in order to be valid, any act or business except for an amendment to the By-Laws or removal of an officer from office, must receive the approval of a majority of such quorum. A two-thirds (2/3) vote of the Board of Directors shall be required to amend the By-Laws of the corporation and/or to removal of an officer from office. A vacancy or vacancies in the membership of the Board shall not affect the validity of any action of the Board, provided there is present at the meeting a quorum of all the members at which the Board has been fixed.

Section 9. Adjournment. In the absence of a quorum at the date, time and place of a meeting duly called, and at any meeting duly called and held, the presiding officer or a majority of the directors present may adjourn the meeting from time to time without further notice and may convene or reconvene the meeting when a quorum shall be present.

Section 10. Action By Directors By Written Consent Without A Meeting. Any action required or permitted to be taken at any meeting of the directors as set forth in the Articles and By-Laws of this corporation may be taken without a meeting if all the directors of the corporation sign a written consent setting forth the action taken or to be taken at any time before or after the intended effective date of said action. The consent signed by all of the directors and action taken, shall be filed with the minutes of the director's meeting and shall have the same effect as if adopted a duly authorized meeting of the directors.

Section 11. Notice Unnecessary. If at any meeting of the Board of Directors, however called or wherever held, all of the directors shall be present or shall waive notice of such meeting by a writing filed with the records of the Board of Directors, or after any such meeting shall express consent to the holding of the meeting and all actions taken thereat by a writing filed with the records of the Board of Directors, then all actions taken at such meeting shall be legal and validly taken.

Section 12. Powers. The Board of Directors shall manage the property and business of the corporation and shall have and may exercise all of the powers of the corporation except such as are reserved to or may be conferred from time to time by law or by the Articles of Incorporation and any amendments thereto or by the By-Laws upon the members of the corporation.

Section 13. Membership Chapters. The Board of Directors shall have the authority to establish individual membership chapters, within the State of Hawaii as they may decide and to promulgate rules, regulations and procedures to govern said Chapters. The Board of Directors may establish or dissolve chapters without modification of these By-Laws. Each chapter so established by the Board of Directors shall adopt by-laws and promulgate rules, regulations and procedures to govern itself, consistent with these By-Laws. The chapter shall at a minimum elect a President, Secretary and Director. The President and Director shall be members of HLSA admitted under the members qualifications as provided in Article II of these By-Laws and either or both shall represent the interests of the chapter at the Annual Meeting or any other meetings of the Corporation.

ARTICLE V

Officers

Section 1. Appointment and Term. The officers of the corporation shall be a president, a vice president, a treasurer, a secretary, and a National Society of Professional Surveyors ~~Governor~~ **Director**. The Board of Directors may also elect or appoint a chairman of the Board. Each of the officers shall be appointed at the annual meeting of the Board of Directors following the annual meeting of the members of the corporation and shall hold office at the pleasure of the Board of Directors until the next annual meeting and until a successor shall be duly elected and qualified. All officers are required to be a member of the corporation. Any person may hold two or more said offices except the president may not also be a vice-president.

Section 2. Executive Committee. The officers of the corporation shall collectively be called the Executive Committee. The Executive Committee shall be responsible for the general operation of the corporation as directed by the Board of Directors.

Section 3. Other Officers and Agents. The Board of Directors may appoint or employ such other officers, including one or more vice-presidents, assistant treasurers and assistant secretaries, agents and employees as may be deemed proper, who shall hold their positions at the pleasure of the Board of Directors and who shall have such powers and duties as may be assigned to them by the Board of Directors. The authority to employ agents and employees and fix their powers and duties may be delegated by the Board of Directors.

Any officer of the corporation may also be a subordinate officer, agent or employee.

ARTICLE VI

Chairman of the Board

The chairman of the Board shall be the senior officer of the corporation and shall preside at meetings of the stockholders and Board of Directors at which he is present and, when called upon by any of the principal officers, advise them upon corporate matters. He shall perform such other functions as the Board of Directors may assign.

ARTICLE VII

President

In the absence of a chairman of the Board, the president when present shall preside at all meetings of the members and of the Board of Directors. Subject to the control of the Board of Directors, he shall be the chief executive officer of the corporation, shall exercise general supervision and direction over the management and conduct of the business and affairs of the corporation. He shall also have such other powers and duties as are given to him elsewhere by law or in these By-Laws and as may be assigned to him from time to time by the Board of Directors.

ARTICLE VIII

Vice-President

The vice-president (or vice-presidents, in the order of priority of appointment) shall assume and perform the duties of the president in the absence or disability of the president or whenever the office of president is vacant. Each vice-president shall have such other powers and duties as may be given to him by law or in these By-Laws and as may be assigned to him from time to time by the Board of Directors.

ARTICLE IX

Treasurer

The treasurer shall keep or superintend the keeping of all the financial books and accounts of the company in a thorough and proper manner, and to render periodic financial reports of the same in such form and as often as required by the Board of Directors. He shall, subject to the control of the Board of Directors, have the custody of all funds and securities of the corporation. He shall perform all other duties usually pertaining to the office of treasurer of a corporation and such duties as may be assigned to him by the Board of Directors or required to be exercised by him under the provisions of these By-Laws.

ARTICLE X

Secretary

Section 1. Powers and Duties. The secretary (1) shall attend and keep the minutes of all meetings of the stockholders of the corporation and, when requested, shall attend and keep the minutes of meetings of the Board of Directors and of any committee, in books provided for that purpose; (2) shall have charge and custody of the records for the issue and transfer of shares of the capital stock of the corporation; (3) shall give all notices as provided by these By-Laws or the Board of Directors; and (4) shall have such other powers and duties as may be incidental to the office of secretary or elsewhere given to him by law or in these By-Laws and as may be assigned to him from time to time by the Board of Directors.

Section 2. Secretary Pro Tem. If the secretary shall not be present at any meeting, the presiding officer shall appoint a secretary pro tempore. He shall keep the minutes of such meeting and record them in the books provided for that purpose.

ARTICLE XI

NSPS ~~Governor~~ Director

The NSPS ~~Governor~~ Director shall serve as liaison between HLSA and the National Society of Professional Surveyors (NSPS) of which HLSA is a member. The ~~Governor~~ Director shall correspond with NSPS and keep the membership abreast of current NSPS activities and concerns. The ~~Governor~~ Director shall submit a Report to the NSPS ~~Governors~~ Directors conference on behalf of the Corporation and shall represent HLSA at the ~~Governors~~ Directors Conference as often as practicable. Any local activity which requires NSPS action shall be presented to NSPS by the HLSA ~~Governor~~ Director. The ~~Governor~~ Director shall assume any other such duties as the Board of Directors or the President shall direct. **The term of the NSPS Governor Director shall be (3) three years.**

ARTICLE XII

Removals, Vacancies and Absences

Section 1. Removals. The members of the corporation may at any time depose or remove from office, for or without cause, any director, officer, subordinate officer, agent or employee. The Board of Directors may at any time, for or without cause, remove from office or discharge any officer, subordinate officers, agent or employee appointed by it or by any person under authority delegated by it. A vote of two-thirds of the members/Directors present is required for such removal.

Section 2. Vacancies. In case of any vacancy occurring in the Board of Directors between meetings of the members, through death, resignation, disqualification, removal or other cause other than temporary absence or illness, the directors remaining, although less than a majority of the Board, may by affirmative vote of a majority of them appoint a successor or by successors to hold the office or offices so vacant for the unexpired term or terms thereof, respectively, or until the stockholders shall by election fill the same. The President, upon approval of a majority of the Board of Directors may appoint a successor for any officer whose office becomes vacant for any of the foregoing reasons.

ARTICLE XIII

Execution of Instruments

Section 1. Authorized Signatures. All checks, drafts, notes, bonds, acceptances, deeds, leases, contracts, certificates of stock and all other instrument shall be signed by such person or persons as shall be provided by general or special resolution of the Board of Directors, and in the absence of any such general or special resolution applicable to any such instrument, then such instrument shall be signed by the president or a vice-president and by the treasurer or secretary or an assistant treasurer or an assistant secretary.

Section 2. Facsimile Signatures. The Board of Directors may provide for the execution of checks or dividend warrants by the printed, lithographed or engraved facsimile signature or signatures of the person or persons authorized to sign checks or dividend warrants.

ARTICLE XIV

Agents and Representatives

The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these bylaws and to the extent authorized or permitted by law.

ARTICLE XV

Contracts

The Board of Directors, except as the Articles of Incorporation and these bylaws otherwise provide, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of, and on behalf of the corporation, and such authority may be general or confined to the specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

No obligations, except normal operating expenses approved by the Executive Board, shall be incurred. No continuing obligations may be entered into without a two-thirds (2/3) vote at a meeting of the membership.

The payment of all normal operating expenses shall be approved by the President. Payment of any unusual obligation shall be approved first by the Executive Committee and then passed on to the President for processing. All checks and vouchers shall be signed by the Treasurer.

ARTICLE XVI

Committees

Special Committees and Standing Committees. The Board of Directors may appoint from their number, or from such other persons as the Board of Directors may decide, one or more Special Committees or Standing Committees and, at any time, may appoint additional members thereto. Such Special Committees or Standing Committees shall advise with, and aid the Officers of the Corporation in all matters designated by the Board of Directors.

Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of the meetings of the committee and other matters relating to its procedure. The President of the corporation shall be an ex-officio member of all Special Committees and Standing Committees. The members of any Special Committee or Standing Committee shall not receive any stated salary for their services as such, but, by resolution of the Board of Directors, a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for the attendance at each regular or special meeting of such committee. The Board of Directors shall have power in its discretion to contract for and to pay to any member of any Special Committee or Standing Committee special compensation appropriate to the value of such services. The currently established standing committees are:

Annual Meeting	Public Relations
Budget	Membership
Nominations	Programs
Legislative	

The Board of Directors may establish or abolish standing committees without amending these by-laws.

Each committee chairman shall submit a written report of the activities of the respective committees to the President thirty (30) days prior to the annual meeting.

ARTICLE XVII

Fiscal Year

The fiscal year of the corporation shall commence on the first day of January of each year and end on the last day of December of each year.

The President with the aid of the Budget Committee shall prepare an annual budget to be accepted by the Executive Committee and reported to the membership at the next ensuing membership meeting. The budget shall be prepared within forty-five (45) calendar days of the swearing in of the new Executive Board.

ARTICLE XVIII

Dues and Assessments

Annual dues shall be assessed at a rate to be determined by the Board of Directors.

Additional assessments may be recommended by the Board of Directors when necessary but shall require a two-thirds (2/3) vote of all qualified voting members present at the next ensuing membership meeting before being assessed.

ARTICLE XIX

Prohibition Against Sharing in Corporate Earnings

No Member, Officer, Trustee, or employee of, or member of, a committee of or any person connected with this corporation, or any other private individual, shall receive at any time of any of the net earnings or pecuniary profit from the operation of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation to effect any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

All officers of the corporation shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation when remaining, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over in such amounts as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon allocation of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations and in accordance with the Articles of Incorporation.

ARTICLE XX

Amendment to By-Laws

These By-Laws may be altered, amended, added to or repealed by an affirmative vote of not less than a two-thirds (2/3) vote of the Board of Directors to vote at any meeting of the Board of Directors of the corporation if notice of the proposed amendments shall have been given in the call of such meeting.

ADOPTION OF BY-LAW

I, the undersigned, on this 7 day of July, 2016, having executed the Articles of Incorporation of the above named corporation for the purposes of incorporating the same under and in accordance with the laws of the State of Hawaii, do hereby, pursuant to said laws, adopt the foregoing provisions as the By- laws of said corporation.

APPROVED BY:

Arden Torcuato, President

Arden J. Torcuato

Christina Seto, Vice President

Christina Seto

Alika Garo, Secretary

Alika Garo

Kenn Nishihira, Treasurer

Kenn Nishihira

Joanne Williamson, NSPS Director

Joanne Williamson

John Akina, Director

John R. K. Akina

Russell Higa, Director

Russell Higa