

**LOUISIANA SOCIETY OF PROFESSIONAL
SURVEYORS
ARTICLES OF INCORPORATION**

AS AMENDED THROUGH MARCH 10, 1987
AMENDED THROUGH FEBRUARY 01, 2007
AMENDED THROUGH AUGUST 01, 2008

STATE OF LOUISIANA:

UNITED STATES OF AMERICA
STATE OF LOUISIANA

PARISH OF CADDO:

PARISH OF CADDO

BE IT KNOWN, that on this the 18th day of September in the year of Our Lord one thousand, nine hundred and sixty-one:

BEFORE ME, Charles E. Tooke, Jr., a Notary Public, duly commissioned and qualified, in and for the Parish of Caddo, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned:

PERSONALLY CAME AND APPEARED:

J. F. Arnold.
Samuel R. Johnston, III,
A. Irion Lafargue,
Edward C. McGee, Jr.,
Carl L. Mistic,
Harry E. Reed,
J. F. Wilkerson, Jr., and
Roger C. Wilkinson,

whose names are hereunto subscribed, all of full age, who severally declared that, availing themselves of the benefits and provisions of the Constitution of the State of Louisiana and the laws of the said State relative to the organization of non-profit corporations, and particularly of the provisions of R.S. 12:101-155 inclusive, they have united to form, and do by these presents form and organize themselves, as well as all other persons who may hereafter join or become associated with them or their successors, into a non-profit corporation for the objects and purposes and under the covenants, stipulations and agreements following, to-wit:

ARTICLE I

The name of the Corporation is:

LOUISIANA SOCIETY OF PROFESSIONAL SURVEYORS

ARTICLE II

This Corporation is organized for the following purposes and to carry out the same:

Enhancing, the status of the Land Surveying Profession by:

- 1) Maintaining high technical and cultural standards for entrance to the Society.

- 2) Cooperating with educational institutions in the maintenance of high standards of education in Land Surveying,
- 3) Requiring a high standard of ethical practice by members of the Society.
- 4) Aiding in the adoption of high standard of attainment for the granting of the legal right to practice Professional Land Surveying.
- 5) Fostering among students of Land Surveying the study of philosophy and history, tradition and achievement, duties and social functions of the Land Surveying Profession.
- 6) Encouraging the personal and professional development of young Land Surveyors.
- 7) Supporting activities looking to the increased employment of Land Surveyors and seeking new opportunities for service in Land Surveying.

This Corporation is a non-profit corporation as defined in Section 101 Subsection 8 of Title 12 of the Revised Statutes afore-said. No part of the net earnings or other assets of this Corporation shall inure to the benefit of any private shareholder or individual.

ARTICLE III

This Corporation shall enjoy corporate existence for a period of ninety-nine (99) years from date hereof

ARTICLE IV

The location and Post Office address of its Registered Office is:

9643 Brookline Avenue, Suite 108
Baton Rouge, Louisiana 70809

The full name and Post Office addresses of its Registered Agents are:

Carl L. Mistic
11841 Coursey Blvd.
Baton Rouge, Louisiana 70816

Francis M. Tessier
10324 Tanwood Avenue
Baton Rouge, Louisiana 70809

ARTICLE V

This Corporation shall be organized without Capital Stock. Membership shall be evidenced by Certificates of Membership in the form provided in the By-Laws.

There shall be nine (9) classes of membership, which are defined as follows:

- 1) **RESIDENT REGISTERED MEMBER** - Any person residing in the State of Louisiana and holding a license from the State of Louisiana or any of its agencies authorizing such person to engage in the practice of Land Surveying. Resident Registered Members shall be entitled to vote on all matters and hold any office in the Corporation.

- 2) NON-RESIDENT REGISTERED MEMBER - Surveyors registered in the State of Louisiana but not a resident of Louisiana. Non-Resident Registered Members shall be entitled to vote but shall not be eligible to hold any office in the Corporation.
- 3) ASSOCIATE MEMBER - Any surveyor working toward licensure, land survey intern, or surveyor who is registered in a state other than Louisiana, recognized and so admitted by the Board of Directors. Associate members shall not be eligible to vote or hold any office in the Corporation.
- 4) AFFILIATE MEMBER - Any person not included within the definitions above provided in Paragraphs 1, 2, and 3 interested in advancing the cause and aims of the Corporation Affiliate Members shall not be eligible to vote or hold any office in the Corporation.
- 5) RETIRED MEMBER - Any L.S.P.S. Registered Member or Associate Member in good standing who has retired from the profession of land surveying and is no longer earning a living from the land surveying profession. This person must be fifty-five (55) years of age to qualify.
- 6) STUDENT MEMBER - Any full time undergraduate Student of a college or vocational school recognized by the Board. Student Members shall not be eligible to vote or hold any office in the Corporation.
- 7) HONORARY MEMBER - Any person whose professional attainments in surveying or in subjects closely associated with surveying, have given him a broadly acknowledged eminence, or any person who has rendered special service to the Society, its aims and objectives, so elected by majority vote of the Board of Directors. Such Honorary Member is elected for life, or until such membership be revoked by the Board for just and sufficient cause. No dues or assessments shall be required from an Honorary Member. Honorary Members shall not be eligible to vote or hold any office in the Corporation.
- 8) LIFE MEMBER - The Membership may award, in recognition of outstanding service to the Society or to the Profession of Land Surveying, special recognition of Life Membership. Such award shall carry with it all the rights and privileges of a Registered Member if such person be a Registered Surveyor of the State of Louisiana; or if registered in a Foreign State or Country, all the rights and privileges of a Member; and otherwise, all the rights and privileges of an Affiliate Member. Such award shall carry with it a waiver of initiation fee and membership dues or special assessments.
- 9) SUSTAINING MEMBER - Any firm or individual desiring to support the aims and objectives of the society, who may or may not be entitled to one of the foregoing classes of membership, may become a Sustaining Member. Upon application and approval by a majority vote of the Board of Directors. Sustaining Members shall not be eligible to vote or hold any office in the Corporation; however, if a Sustaining Member also holds another class or other classes of membership, the Sustaining Member class shall not infringe upon such rights and privileges.

Any member may be expelled or suspended from the Society for willful disregard to the Society's principles and purposes, or for conduct detrimental to the Society's welfare. Expulsion or suspension shall be by not less than two-thirds (2/3) vote of the entire Board of Directors. Thirty (30) days notice shall be given to the allegedly offending member in order that he may be present and heard at a hearing before the Board prior to such action.

The issuance of Certificates of Membership to each of the incorporators listed herein shall be conditioned upon the payment of a fee of \$25.00, or in such sum as may hereinafter be fixed by two-thirds (2/3) vote of the Board of Directors, and this Society shall be authorized to begin business upon the issuance of eight (8) Certificates. Certificate of Membership shall not be transferable by assignment or sale, or by inheritance or testament upon the death of the owner, and no rights of membership belonging to the former owner shall inure to the assignee, vendee, heir or legatee.

ARTICLE VI

The direction, administration and corporate powers shall be vested in a Board of Directors whose number shall be determined as follows:

The President, Vice President, the Secretary and the Treasurer or the Secretary-Treasurer, and the N.S.P.S. Governor of the Corporation elected by the Membership shall be ex-officio members of the Board of Directors. When a new and different person is elected and takes office as President of the Corporation, the immediate Past-President shall ipso facto become a member of the Board of Directors to serve until the next succeeding new and different person is elected and takes office as President.

For the purpose of constituting the Board of Directors and the administrative framework of the Corporation, the State of Louisiana shall be divided into Districts as follows: District I, New Orleans-Metairie; District 11, Houma; District III, Lafayette; District IV, Shreveport; District V, Monroe; District VI, Baton Rouge; District VII, Lake Charles; District VIII, Alexandria; and District IX, Covington.

There shall be one (1) membership on the Board of Directors for each District in the State of Louisiana in which there is a duly organized and functioning local Chapter, established in accordance with the By-laws of the Corporation.

For the purposes hereof members upon admission will normally be assigned to the District nearest their residence; however, a member so assigned, or one already assigned, may by declaration to the Secretary of the Corporation deem themselves as within the jurisdiction of another District.

For the purpose of determining the voting power of each district member of the Board of Directors, a district membership of up to 50 members will allow one (1) vote; a district membership of 50 to 100 members will allow two (2) votes; and a district membership of 100 or more members will allow three (3) votes.

The members residing in the respective Districts hereinabove designated shall be privileged to organize local Chapters within the same, in accordance with the provisions of the rules, regulations and By-laws of the Corporation. The President or Chairman of any Chapter so organized shall ex-officio be a member of the Board of Directors of the Corporation. In the event of their disability or inability to act, the duties thereof shall be exercised by the Vice-President or Vice-Chairman of such Chapter.

In the event the President or Chairman of the local Chapter should, during the term of their office be elected President, Vice-President N.S.P.S. Governor, Secretary, Treasurer, or Secretary-Treasurer of the Corporation, then the function of the Director in the Corporation shall be exercised by the Vice-President or Vice-Chairman of the Chapter from the respective District.

In addition to the officers herein designated, the first Board of Directors shall be composed of:

Samuel R. Johnston, III
703 Commercial National Bank Bldg.
Shreveport Louisiana

A. Irion Lafargue
208 Commercial Bldg,
Alexandria, Louisiana

Edward C. McGee, Jr.
Box 12
Houma, Louisiana

Harry E. Reed
2610 Second Avenue
Lake Charles, Louisiana

ARTICLE VII

The time, place and manner of calling, giving notice of and conducting Directors' Meetings, and the number of Directors which shall constitute a quorum, shall be prescribed by the By-Laws, except that the organizational meeting of the Board shall be at the call of the President after not less than five (5) days written notice.

ARTICLE VIII

The following officers of the Corporation are hereby established:

President
Vice-President
Secretary
Treasurer
N.S.P.S. Governor

The membership, by vote of a majority thereof, may combine the offices of Secretary and Treasurer.

The first officers of the Corporation shall be:

President:	J. F. Wilkerson, Jr. 101 West 78th Street Shreveport Louisiana
Vice-President:	Roger C. Wilkinson 2732 Marquette Street Shreveport, Louisiana
Secretary:	Carl L. Mistic 224 South 19th Street Baton Rouge, Louisiana
Treasurer:	J. F. Arnold 135 Selman Drive Monroe Louisiana

Said first officers shall serve until the election and qualification of their respective successors as provided in the By-Laws.

All officers and Directors of the Corporation shall be elected annually by the membership in the manner provided in the By-Laws, and shall hold office for a period of one (1) year, or until their respective successors have been duly elected and qualified.

In the event of vacancies in any office or in the membership of the Board of Directors, such vacancies shall be filled by appointment by the Board of Directors for the unexpired term thereof

Officers and Directors duly elected, shall be installed and take office immediately at the close of the annual meeting,

ARTICLE IX

Initiation fees, membership dues and special assessments shall be fixed by vote at a regular annual meeting, a special meeting called for such purpose after due notice or by mail ballot when authorized by the Board of Directors. A mail ballot shall be effective upon the approval of two-thirds (2/3) of the total vote cast by the membership authorized to vote. The nonpayment of dues or assessments upon reasonable notice shall authorize the cancellation or suspension of membership by the Board of Directors.

ARTICLE X

At least one (1) annual meeting of the membership shall be held each calendar year. The meeting shall be held at the time and place to be fixed either by the membership at an annual meeting, or by the Board of Directors when authorized by such annual meeting.

Special meetings of the membership may be called at any time by the President or the Board of Directors. On the failure or refusal of either to call a meeting, upon the written request of at least twenty (20) per cent of the members, any one of such members shall have the authority to call a meeting, provided that notice by United States mail shall be given to each member at least twenty (20) days prior to the date named for any meeting called, and this requirement of notice shall apply to either regular or special meetings.

The first annual meeting of the membership shall be at the place designated by the Board of Directors and thereafter as may be designated by a vote of the membership.

No business transacted at a membership meeting shall be valid unless a quorum is present upon the convening of the same. A quorum shall consist of twenty-five (25) voting members, present in person or by proxy.

ARTICLE XI

The By-Laws of the Corporation shall be made and provided by the membership.

IN WITNESS WHEREOF we set our hands on the day and date hereinabove first written.

WITNESSES:

(s) Vestal Duggins
Vestal Duggins

(s) J.F. Arnold
J.F. Arnold

(s) Alice Harvey
Alice Harvey

(s) Roger C. Wilkinson
Roger C. Wilkinson

(s) Samuel R. Johnston, 11
Samuel R. Johnston, III

(s) A. Irion Lafargue
A. Irion Lafargue

(s) Edward C. McGee, Jr.
Edward C. McGee, Jr.

(s) Carl L. Mistic
Carl L. Mistic

(s) Harry E. Reed
Harry E. Reed

(s) J. F. Wilkerson, Jr
J.F. Wilkerson, Jr.

SWORN TO AND SUBSCRIBED before me, the undersigned authority, in the presence of the attesting witnesses, on this the 18th day on September, 1961.

(s) Charles E. Tooke, Jr.
NOTARY PUBLIC
Charles E. Tooke, Jr.