

**BY-LAWS
OF
ARIZONA PROFESSIONAL LAND SURVEYORS
EDUCATION FOUNDATION**

ARTICLE I

PURPOSES

The corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or its successor provisions. In furtherance of these purposes, the corporation shall provide grants and/or scholarships and/or other forms of financial support for persons studying or training in the art and science of surveying in the State of Arizona.

Consistent with the foregoing purposes the corporation may engage in any lawful activity that may be incidental or reasonably necessary to those purposes, and may exercise all powers now or hereafter available to corporations organized under the State of Arizona Nonprofit Corporation Act.

ARTICLE II

PRINCIPAL OFFICE

The mailing address of ARIZONA PROFESSIONAL LAND SURVEYORS EDUCATION FOUNDATION(hereinafter called the "corporation"), shall be 3345 E. Menadota Dr., Phoenix, AZ 85050.

ARTICLE III

MEMBERS

This corporation shall have no members.

ARTICLE IV
BOARD OF DIRECTORS

Section 1: General Powers

The affairs of the corporation shall be managed by its board of directors.

Section 2: Number and Election

The number of Directors constituting the Board of Directors shall be five (5). Terms of Directors shall be two years. Directors shall be elected by the Board at its annual election meeting which shall be in the regular meeting held on or before the first Sunday of June.

Any vacancy on the Board that occurs prior to the annual election meeting may be filled by a majority vote of the remaining board members at any regular meeting of the Board, at a special meeting, or by mail ballot, and any director so elected shall serve the remainder of the term of that member.

Section 3: Resignation and Removal of Directors

Any Director may resign at any time. The resignation of a director shall be made in writing and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

Directors may be removed for good cause, including repeated failure to attend meetings, by a two-thirds vote of the directors present at a meeting at which a quorum is present. Notice of a proposed removal shall be given to the affected director at least seven days prior to any vote on such removal.

ARTICLE V

CONDUCT OF BUSINESS

Section 1: Regular Meetings

The annual meeting of the Board of Directors shall be held without other notice than this By-law. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 2: Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The place of the meeting shall be specified in the notice of the meeting.

Section 3: Notice

Notice of any special meeting of the Board of Directors shall be given at least two days previous thereto by written notice delivered personally or sent by mail, email or fax to each director at his/her address as shown by the records of the corporation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4: Quorum and Voting

A quorum of the Board of Directors shall be comprised of three (3) directors. The affirmative vote of a majority of the Directors present shall be the act of the Board of Directors on any question, except where a greater number is required by these By-laws or by statute.

Section 5: Powers and Duties

The Board of Directors shall have the control and management of the affairs and property of the corporation. The Directors may delegate certain of their duties to the officers of the corporation, but such delegation shall not relieve the Board of Directors of the responsibility for any action so taken.

Section 6: Advisory Committees

The Board of Directors shall be authorized to establish one or more committees, comprised both of persons who are and are not members of the Board of Directors, for the purpose of advising the Board of Directors.

Section 7: Executive Committee

The Board of Directors shall be authorized by resolution to establish an Executive Committee, consisting of at least two Directors, which shall exercise such powers and functions of the Board as provided in the resolution.

ARTICLE VI

OFFICERS

Section 1: Officers Specified

There shall be a President, Vice President, Secretary and Treasurer.

Section 2: Relationship with the Board of Directors

Officers of the corporation shall be elected for a term of one year by the Board of Directors at its annual meeting. An Officer is eligible to succeed himself or herself in office, or to succeed any other Officer without limitation as to the number of terms in a particular office or as an Officer. Officers may, but need not be, members of the Board of Directors.

Section 3: Duties and Powers

(a) President: The President shall be the chief executive officer of the corporation and shall direct the activities of the corporation in a manner prescribed by the Board of Directors for any and all purposes in conducting the business of the corporation.

(b) Vice President: In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President, unless otherwise determined by the Board of Directors of the corporation, shall

perform the duties of the President and when so acting shall have all the powers and be subject to all the restrictions upon the President. The Vice President shall also serve as Chairman of any such Executive Committee as may be established by the Board of Directors.

(c) Secretary: It shall be the duty of the Secretary to keep the minutes of all meetings of the Board of Directors, to issue proper notices of all meetings, to file reports and statements as required by law, and to perform such other duties as shall from time to time be assigned by the Board.

(d) Treasurer: It shall be the duty of the Treasurer to collect all monies whatsoever due the corporation and to have custody of the funds of the corporation and to place the same in such depositories as may be approved by the Board. He or she shall approve the payment of all bills against the corporation, and shall record and submit to the Board of Directors a report of all receipts and disbursements, which the Board may cause to be audited by a firm of chartered or certified accountants of its own selection. The Treasurer shall, at the discretion of the Board of Directors, furnish a satisfactory bond in such sum as the said Board shall prescribe. The cost of such bond may be reimbursable by the corporation. The Treasurer shall perform such other duties as may be assigned by the Board of Directors.

ARTICLE VII

CORPORATE FUNDS

All funds of the corporation not otherwise employed shall be deposited in such banks, savings and loan associations or trust companies as the Board of Directors may from time to time determine.

All checks, drafts, notes and evidence of indebtedness of the corporation shall be signed by the President and/or such other officer or officers of the corporation as the Board of Directors from time to time may designate.

ARTICLE VIII

FISCAL YEAR

The fiscal year for the corporation shall be the calendar year, January 1 through December 31.

ARTICLE IX

ACTION BY CONSENT

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board.

ARTICLE X

WAIVER OF NOTICE

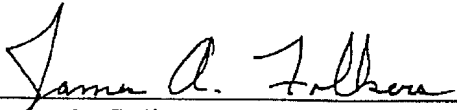
Whenever notice is required to be given to any director of the corporation under the provisions of the law or under the provisions of the Articles of Incorporation or by these By-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection shall also constitute a waiver of notice.

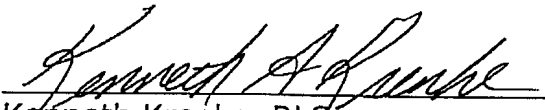
ARTICLE XI

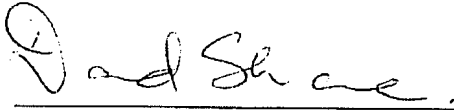
AMENDMENTS

These By-laws may be altered, amended, or repealed by a two-thirds vote of the Directors then in office at any duly scheduled meeting or by mail ballot of the Board of Directors.

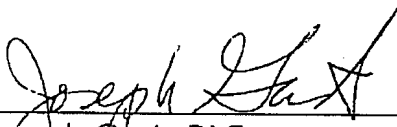
Adopted this 11th day of January, 2006, by the initial
Incorporators and Directors.


James A. Folkers, RLS


Kenneth Krenke, RLS


David Shane, RLS


Brian Fisher, RLS


Joseph Gust, RLS