

**BYLAWS
OF
WISCONSIN COUNTY SURVEYORS ASSOCIATION, INC.
A Non-Stock Wisconsin Corporation**

ARTICLE I

Offices and Corporate Seal

Section 1.01. Registered Office. The registered office of this corporation shall be as set forth in the Articles of Incorporation or as subsequently designated by the directors.

Section 1.02. Other Offices. This corporation may have such other offices, within or without the State of Wisconsin, as the directors shall from time to time determine.

Section 1.03. Seal. This corporation shall have no corporate seal.

ARTICLE II

Membership

Section 2.01. Members, Qualifications, voting. The members shall be individuals or entities who are accepted for membership by the Board of Directors ("Board") and who timely pay dues assessed by the Board for membership.

Section 2.02. Meetings. An annual meeting of the members shall be held on a date and at a place as determined by the Board. The Board shall give notice of the annual meeting to all members.

ARTICLE III

Board of Directors

Section 3.01. General Powers. Except as otherwise provided by the Articles of Incorporation or by these Bylaws, the property, business, and affairs of this corporation shall be managed by the Board.

Section 3.02. Number of Directors. There shall be a Board consisting of five (5) voting directors. The total number of directors may be changed, from time to time, by affirmative vote of the Board.

Section 3.03. Election, Qualifications, Term and Removal.

(a) The directors of the corporation shall be elected by the members.

(b) Each director shall at all times be a member.

(c) Each director shall serve a term as determined by the Board, or until his or her successor shall have been elected, or until his or her prior death, resignation or removal.

(d) The members may, at any time and from time to time upon an affirmative vote of two-thirds of all members and upon subsequent written notice to the Board, remove any director with or without cause. Should a vacancy in a director position occur for any reason, whether by death, resignation, termination of employment, an increase in Board size, or otherwise, the Board may fill the vacancy for the balance of the term and shall notify the members of this corporation of the person or persons elected to fill the vacancy or vacancies.

Section 3.04. Voting Rights of Directors. Each director shall be entitled to

one vote on all matters before the Board.

Section 3.05. Organizational Meetings. The Board shall meet annually for the purposes of organizing the Board, electing officers, and transacting such other business as may come before the meeting. At each meeting of the Board of Directors, the President or, in his or her absence, a Vice-President, shall preside. The Secretary or, in his or her absence, any person whom the President shall appoint, shall act as Secretary of the meeting.

Section 3.06. Place of Meetings. The Board may hold its meetings at such place or places as it may from time to time determine.

Section 3.07. Regular Meetings. Regular meetings of the Board shall be held at such frequency, time, and place as the Board shall from time to time determine.

Section 3.08. Special Meetings. Special meetings of the Board for any purpose or purposes may be called by the President, a Vice-President or any two (2) or more directors.

Section 3.09. Notice of Meetings. Notice of a time and place of any organization meeting, regular meeting, or special meeting shall be delivered personally, communicated by telephone or fax, or sent to each director by first class mail, charges prepaid, addressed to the director either at his or her address as it is shown on the corporate records of the corporation, or, if it is not so shown on such records or is not readily ascertainable, to the place at which meetings of the Board are regularly held. If personally delivered or communicated by telephone or fax, such notice shall be delivered at least 24 hours prior to the meeting. If sent by mail, such notice shall be

mailed at least five (5) days prior to the meeting, but not more than thirty (30) days prior to the meeting.

Section 3.10. Quorum. A majority of the voting members of the Board shall constitute a quorum at any meeting of the Board. The act of the majority of the voting power present at any meeting at which a quorum is present shall be considered the act of the Board.

Section 3.11. Telephonic Meetings. Members of the Board may participate in a meeting through the use of a conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

Section 3.12. Informal Action of Directors. Any action that may be taken at a meeting of the Board or of any committee may be taken without a meeting if authorized in a written consent signed by all of the directors or all of the members of such committee, as the case may be, who are entitled to notice of the meeting for such purpose.

ARTICLE IV

Officers

Section 4.01. Officers. The officers of the corporation shall be elected by the Board and shall consist of a President, one or more Vice-Presidents, a Secretary, and a Treasurer. The Board may select such other officers as it shall deem advisable, each

of whom shall hold office for such period and shall have such power and duties as the Board may from time to time authorize. One (1) person may hold two (2) or more offices, except that the offices of the President and either Vice-President, Secretary or Treasurer may not be held concurrently by the same person. All officers must be members of the corporation.

Section 4.02. Election, Term of Office, and Qualifications. Except for the President, the officers of the corporation shall be elected annually by the Board at its annual meeting. Each officer shall hold office at the pleasure of the Board and until his or her successor shall be elected and qualified to serve. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired term at any meeting of the Board.

Section 4.03. President. The President shall be elected for a two year term in office. At the time of his or her election, the person elected President must be a member of the Board of Directors.

The President shall preside at all meetings of the Board. The President shall have the necessary authority and responsibility to operate the corporation in all of its activities, subject to such policies as may be adopted and such orders as may be issued by the Board or by any of its committees to which the Board has delegated power for such action. He or she shall act as the duly-authorized representative of the Board in all matters in which the Board has not formally designated some other person to so act. The President shall possess the power to sign all certificates, contracts, or other instruments of the corporation when he or she is so authorized by the Board. The

President of the Board shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.

Section 4.04. Vice-President. At the time of his or her election, the person elected Vice-President must be a member of the Board of Directors.

In the absence of the President or in the event of the President's disability, inability, or refusal to act, the Vice President(s) (in the order of their election) shall perform all of the duties of the President and, in so acting, shall have all of the powers of the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or by the President.

Section 4.05. Secretary. The Secretary shall keep or cause to be kept at the corporation's office or at such other place as the Board may order, a book of minutes of all meetings of the Board with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the name or names of those present at the Board meetings and the meetings of the members, and the proceedings thereof. The Secretary shall also keep or cause to be kept a book of written actions taken by the member. The Secretary shall give or cause to be given notice of all the meetings of the Board required by those Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board from time to time. The Secretary shall be the custodian of the corporate records.

Section 4.06. Treasurer. The Treasurer shall be responsible for funds of the corporation. Acting under the direction of the Board, the Treasurer shall see that a true and accurate accounting of the financial transactions of the corporation is made and

that reports of such transactions are presented to the Board regularly. The books of account shall at all times be open to inspection by any director and by the member. The Treasurer shall be charged with safeguarding the assets of the corporation in accordance with the established policies of the Board. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board from time to time.

ARTICLE V

Committees

Section 5.01. Committees Generally. Committees of the Board shall be standing or special. Each committee shall exercise such power and carry out such functions as are designated by these Bylaws or as delegated by the Board from time to time. Except as hereinafter described, such committees shall be advisory only and subject to the control of the Board.

Section 5.02. Committees. The Board may act by and through committees that it from time to time deems necessary and establishes by the affirmative vote of a majority of the total number of directors. Each committee shall have the membership, rights, powers, authority, duties, and responsibilities from time to time determined by the Board, but shall have no power to act except as specifically directed by the Board, and shall at all times be subject to the direction and control of the Board.

ARTICLE VI

Books and Records, Fiscal Year

Section 6.01. Books and Records. The Board shall cause records of all proceedings of the members, directors, and committees to be kept.

Section 6.02. Fiscal Year. The fiscal year of the corporation shall be as determined by the Board.

ARTICLE VII

Waiver of Notice

Whenever any notice whatsoever is required to be given by these Bylaws or the Articles of Incorporation of this corporation or any of the corporate laws of the State of Wisconsin, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at, or after the time stated therein, or before, at, or after the meeting.

ARTICLE VIII

Amendments

These Bylaws may be amended, repealed, or new Bylaws may be adopted only by the written action of the members of this corporation.

ARTICLE IX

Indemnification

Each corporate member, director, officer, agent, or committee member shall be indemnified by the corporation, to the extent required by law.