

PROPOSED OREGON CHAPTER BYLAWS
AMERICAN SOCIETY OF LANDSCAPE ARCHITECTS

BYLAWS

ARTICLE 1. MEMBERSHIP

Professional Membership

101. The Society shall extend professional membership in the Chapter to persons whose academic training and professional experience meet the requirements for Full Member or Associate Member as established in the Bylaws of the Society. Persons qualifying for professional membership in the Society shall not be eligible for other forms of affiliation with the Chapter.

Professional Standing

102. Full and Associate Members in good professional standing shall uphold the ASLA Code of Professional Ethics and the Constitution and Bylaws of the Society, and shall not be in arrears in dues or other financial obligation to the Society or the Chapter.

Affiliated Membership

Affiliate Members

103. The Society shall extend affiliate membership in the Chapter to persons who meet the requirements for Affiliate Member as established in the Bylaws of the Society.

Student Affiliate Members

104. Student Affiliate membership in the Society shall be extended to persons desiring the services of the Society, but not qualified as Student members under the requirements established in the Bylaws. Student Affiliate Members may include, but are not limited to, persons enrolled in programs that grant an associate degree in landscape architecture or related courses of study, such as landscape design, horticulture, architecture, engineering, planning, or the natural and social sciences; or secondary schools that support landscape architecture as a possible career path.

Corporate Members

105. The Society shall extend corporate affiliate membership in the Chapter to representatives of companies that meet the requirements for Corporate Member as established in the Bylaws of the Society.

ARTICLE 2. CHAPTER SPONSORSHIPS

Chapter Sponsors

201. The Chapter may extend sponsorship status in the Chapter to businesses or other organizations within its territory that desire an official affiliation with the Chapter. Chapter sponsorships shall be administered by the Chapter and shall have no standing in the Society.

ARTICLE 3. ADMISSION

Full, Associate, and Affiliate Members

301. Full, Associate, and Affiliate Members shall be admitted to membership in the Society in accordance with procedures established in the Bylaws of the Society.

Effective Date of Membership

302. The effective date of membership shall be the date on which Full, Associate, and Affiliate Members are admitted to membership in the Society.

Assignment to the Chapter Roster

303. On the effective date of membership, the Society will assign Full, Associate, and Affiliate Members to the Chapter roster based on primary mailing address or in accordance with individual preference and circumstance.

304. Full, Associate, and Affiliate Members moving from one chapter area to another will be removed from the former chapter roster and added to the new chapter roster by the Society.

305. Full, Associate, and Affiliate Members requesting a change in assignment from one chapter to another will be removed from the former chapter roster and added to the new chapter roster by the Society.

306. Full, Associate, and Affiliate Members requesting concurrent assignment to more than one chapter will be added to each chapter roster by the Society. Removal from the Chapter Roster

307. Full, Associate, and Affiliate Members resigning from the Society or terminated for nonpayment of dues will be removed from the Chapter roster by the Society.

308. Full and Associate Members expelled from the Society for failure to uphold the ASLA Code of Professional Ethics and the ASLA Constitution and Bylaws will be removed from the Chapter roster by the Society.

Fellows

309. Fellows shall be selected by the Council of Fellows from nominations submitted by the Executive Committee of the Chapter, the Executive Committee of the Society, or the Executive Committee of the Council of Fellows. The Chapter will be notified in the case of nomination of one of its Full Members by the Executive Committee of the Society or the Executive Committee of the Council of Fellows.

Chapter Nomination Process

310. The Chapter shall have a Fellows nominating committee, created by the Executive Committee, that reviews recommends and completes the nominating process. This will be done each year. The process is as follows:

1. The committee will request nominations from the members via telecommunication methods.
2. The committee will review those requests and their own knowledge of potential candidates.
3. From this list the committee will select those they feel most likely to succeed and request support documentation from these candidates.
4. This information the committee will make a recommendation to the Executive Committee for approval.
5. The Executive Committee will vote on the candidates.
6. The Fellows committee will complete the nominating procedure and submit it to National ASLA.

Chapter Honorary Members

311. The Chapter may elect Honorary Members from within its territory. Chapter Honorary Members shall be individuals other than landscape architects whose achievements of local or regional significance or influence have performed notable service to the profession of landscape architecture. An affirmative vote by two-thirds (2/3) of the entire voting membership of the Executive Committee of the Chapter shall be required for election. Chapter Honorary Members shall have no standing in the Society.

ARTICLE 4. PRIVILEGES

Chapter Privileges

Society Designation, Seal, or Logo

401. The official designation of the Chapter shall be the **Oregon** Chapter of the American Society of Landscape Architects. The seal or logo of the Society may be used with the official Chapter designation or the abbreviated designation, ORASLA for business and professional purposes such as chapter stationery, documents, publications, directories, signs, and websites. The Chapter designation, seal, or logo of the Society shall not be used to indicate that a firm, company, or any other group, organization, or institution is a member of or has any standing in the Society.

Public Statements

402. The Executive Committee may issue public statements in the name of the Chapter on matters of professional interest or concern. However, such Chapter statements shall not be contrary in any way to the public policies of the Society as established by the Board of Trustees. No public statements shall be issued by the Executive Committee purporting to have the approval of the Society without first obtaining the written consent of the executive vice president of the Society, except in the case of a direct quote from an officially adopted and published public policy of the Society.

Member Privileges

Society Designation, Seal, or Logo

403. Professional membership designations and the seal or logo of the Society may be used by Fellows, Full Members, and Associate Members in accordance with the Bylaws of the Society.
404. Affiliated membership designations may be used by Affiliate Members and Corporate Members in accordance with the Bylaws of the Society.

Emeritus Status

405. Full Members with twenty-five (25) or more years of continuous membership, including periods of limited status, from the effective date of membership may apply for emeritus status upon full retirement. Emeritus status shall be effective on receipt of a written supporting statement by the Chapter president and verification of eligibility by the Society. Emeritus members shall be designated Emeritus Fellow or Emeritus Member and shall be exempt from Society and Chapter dues. Exception to the requirements for emeritus status may be granted by the Executive Committee of the Society.

Limited Status

406. Full Members with fifteen (15) or more years of continuous membership from the effective date of membership and practicing landscape architecture only part-time, i.e., twenty-five (25) hours per week or less, due to permanent disability or partial or total retirement may apply for limited status. Limited status shall be effective on receipt of a written supporting statement by the Chapter president and verification of eligibility by the Society. Full Members granted limited status shall pay Society and Chapter dues at one-half (1/2) the Full Member rate.

Temporary Limited Status

407. Full and Associate Members pursuing an additional degree as a full-time student in an accredited college or university may apply for temporary limited status by submitting a written request to the Society. Temporary limited status shall be granted for one (1) membership year upon receipt of a written supporting statement by the Chapter president and verification of eligibility by the Society. Full and Associate Members on temporary limited status shall pay Society and Chapter dues at one-half (1/2) the Full or Associate Member rate. Temporary limited status may be renewed annually by the Society on receipt of a timely written request and supporting statement by the Chapter president.

Waiver of Dues

408. In cases of hardship, disability, or other special consideration, a waiver of dues for one (1) membership year may be granted by the Society upon receipt of a written request and supporting statement by the Chapter president. Dues waivers may be renewed annually by the Society on timely receipt of a written request and supporting statement by the Chapter president.

ARTICLE 5. DUES AND ASSESSMENTS

Annual Dues

501. The Executive Committee shall levy the Full, Associate, and Affiliate Member dues required for operating the Chapter. Any proposal by the Executive Committee to change the amount of dues shall be submitted to the Chapter membership in writing for a review and comment period of not less than forty-five (45) days. At the close of the review and comment period, the Executive Committee shall vote on the proposal. An affirmative vote by three-fourths (3/4) of the entire voting membership of the Executive Committee shall be required for adoption.
502. National and Chapter dues for Full, Associate, and Affiliate Members shall be payable annually on the last day of the month preceding the effective date of membership and shall be remitted to the Society.
503. Chapter dues collected by the Society will be rebated to the Chapter.

First Year Dues

504. Payment of Society and Chapter dues for the first year of membership shall accompany all membership applications.

Chapter Dues Schedule

505. The Chapter shall notify the Society in writing of any change in Chapter dues levies at least seventy-five (75) days prior to the first day of the financial year of the Society.
506. The annual Chapter dues for each Fellow, Full Member, Associate Member, and Affiliate Member shall be twenty-five percent (25%) of the Society's annual dues for Fellow and Member.

Relocation

509. Full, Associate, and Affiliate Members moving from one chapter area to another after chapter dues have been paid shall not be required to pay dues in the new chapter for that year. If dues have not been paid to the former chapter, dues shall be paid in the new chapter for that year.

Reassignment

510. Full, Associate, and Affiliate Members reassigned from one chapter to another after chapter dues have been paid shall not be required to pay dues in the new chapter for that year. If dues have not been paid to the former chapter, dues shall be paid in the new chapter for that year.

Concurrent Membership

511. Full, Associate, and Affiliate Members may hold concurrent membership in more than one chapter provided applicable dues to each chapter are paid.

Delinquency

512. Full, Associate, and Affiliate Members failing to pay Society and Chapter dues within sixty (60) days of their annual membership renewal date shall be deemed delinquent. The Society shall provide members with written notice of this delinquency and the impending loss of all privileges of membership. If the dues are not paid within a grace period of thirty (30) days, members shall be dropped from the rolls of the Society and the Chapter and lose all privileges of membership.

Special Assessments

513. The Executive Committee may levy special assessments for specific purposes. Any proposal by the Executive Committee to levy a special assessment shall be submitted to the Chapter membership in writing for a review and comment period of not less than forty-five (45) days. At the close of the review and comment period, the Executive Committee shall vote on the proposal. An affirmative vote by three-fourths (3/4) of the entire voting membership of the Executive Committee shall be required for adoption.

ARTICLE 6. SECTIONS

601. The Executive Committee of the Society may establish Chapter sections on:
1. Verification by the Society of a petition signed by two-thirds (2/3) of the Full and Associate Members with primary mailing addresses in a city or other specific area within the territorial limits of the Chapter and the proposed section;
 2. And, verification by the Society that a combined total of fifteen (15) or more Full and Associate Members are located primarily within the proposed boundary of the section;
 3. And, approval of the petition by the Executive Committee of the Chapter. 602. Authority over and administrative responsibility for Chapter sections shall be vested in the Chapter Executive Committee.

Designation

603. The official designation of a section shall be the "... " *Section of the Oregon Chapter of the American Society of Landscape Architects*. The seal or logo of the Society may be used with the official section designation, or the abbreviated designation, "... " *Section, Oregon Chapter, ASLA*, for business and professional purposes such as section stationery, documents, publications, directories, signs, and websites. The section designation, seal, or logo of the Society shall not be used to indicate that a firm, company, or any other group, organization, or institution is a member of or has any standing in the Society.

Section Chairs

604. Each section shall have a chair. Section chairs shall be Full or Associate Members elected by the Full and Associate members of the section and shall serve as voting members of the Chapter Executive Committee. Each section may also include a co-chair for efficiency of section operation. Each section will have one (1) representative vote on the Executive Committee regardless of number of section chair positions.

Elections

605. Section chairs, and such other section officers as deemed necessary and appropriate by the Chapter Executive Committee, shall be elected at a time concurrent with the annual election of the Chapter.

Public Statements

606. Sections may issue public statements in the name of the section. However, such section statements shall not be contrary in any way to the public policies of the Society as established by the Board of Trustees. Sections shall not issue public statements purporting to have the approval of the Society or the Chapter without first obtaining the written consent of the executive vice president of the Society or the president of the Chapter, except in the case of a direct quote from an officially adopted and published public policy of the Society.

Disbandment

607. Sections may voluntarily disband by an affirmative vote by two-thirds (2/3) of the Full and Associate Members of the section, voting either by ballot returned to the Chapter secretary or at a meeting called for this purpose not less than thirty (30) days after issuance of the ballot.

608. Sections may be disbanded by the Executive Committee of the Society in response to a request by the Chapter Executive Committee for violation of the Constitution and Bylaws of the Society or the Chapter, failure to elect a chair in a timely manner, failure to maintain minimum membership strength as defined in Section 601.2, or for other due cause provided the section is duly notified of the charges against it and given a fair hearing of the charges and a fair opportunity to respond.

ARTICLE 7. STUDENT CHAPTERS

701. The Executive Committee of the Chapter shall petition the Society for sponsorship of student chapters within its territory. Student chapters may be chartered by the Executive Committee of the Society at educational institutions that:

1. Grant a degree in landscape architecture at the baccalaureate or higher level from a program in landscape architecture that is accredited by an organization recognized by the Society;
2. Or, grant a degree in landscape architecture at the baccalaureate or higher level from a program in landscape architecture that is recognized by the sponsoring ASLA chapter;
3. Or, grant a certificate of completion from a program in landscape architecture that is recognized by the sponsoring ASLA chapter and accepted by the state licensing board as satisfying the educational requirements for admission to the state licensing examination. Student chapter charters shall be effective on approval of Chapter petitions by the Executive Committee of the Society.

702. Student chapters shall undertake activities consistent with the purpose of the Society and shall be encouraged to participate in the programs and activities of the Chapter and the Society and to interact with other student chapters.

Designation

703. The official designation of a student chapter shall be the “*name of institution*” *Student Chapter of the American Society of Landscape Architects*. The seal or logo of the Society may be used with the official student chapter designation, or the abbreviated designation, “*name of institution*” *Student Chapter, ASLA*, for business and professional purposes such as student chapter stationery, documents, publications, directories, signs, and websites. The student chapter designation, seal, or logo of the Society shall not be used to indicate that a firm, company, or any other group, organization, or institution is a member of or has any standing in the Society.

Constitution and Bylaws

704. The constitution and bylaws of a student chapter, and any amendments thereto, shall be subject to approval by the Chapter Executive Committee and its partnering educational institution.

Dues and Funds

705. Student Chapters may establish annual dues for student chapter members in accordance with the student chapter constitution and bylaws, and collect and disburse student member dues and such other funds as are necessary for its operations and accomplishing its purpose.

Public Statements

706. Student chapters may issue public statements in the name of the student chapter. However, such student chapter statements shall not be contrary in any way to the public policies of the Society as established by the Board of Trustees. No student chapter shall issue a public statement purporting to have the approval of the Society or the Chapter without first obtaining the written consent of the executive vice president of the Society or the president of the Chapter, except in the case of a direct quote from an officially adopted and published public policy of the Society.

Chapter Responsibilities

707. The Executive Committee shall designate liaisons for student chapters. Student chapter liaisons shall be Full or Associate Members of the Society and the Chapter. Student chapter liaisons and student chapter presidents shall act as representatives for student chapters to the sponsoring Chapter, educational institution, and the Society.
708. Student chapter presidents shall be Student Members of the Society and shall serve as ex-officio, nonvoting members of the Executive Committee of the sponsoring Chapter.
709. The Chapter awards program chair or the Chapter president shall coordinate the annual selection of student honor and merit awards with the chairs of accredited or endorsed

programs within the Chapter territory. Members of the Chapter shall participate in the selection of the awards recipients. Student honor award winners may submit work for exhibit at the annual meeting of the Society.

National Student Representative

710. The student chapters shall elect a national student representative to the Board of Trustees of the Society each year. National student representatives shall be Student Members of the Society whose one (1)-year term shall begin and end at the conclusion of the midyear meeting of the Board of Trustees.

Charter Revocation

711. The Executive Committee of the Society may revoke of a student chapter charters on the recommendation of the sponsoring Chapter Executive Committee provided the student chapter is duly notified of the charges against it and given a fair hearing of the charges and a fair opportunity to respond.

ARTICLE 8. EXECUTIVE COMMITTEE AND ELECTIONS

Executive Committee

801. Administration of the Chapter is vested in the Executive Committee. The Executive Committee shall: approve proposed amendments to the Constitution; enact Bylaws and amend existing Bylaws; set the time and place for annual meetings of the Chapter; solicit, prepare, and submit nominations for Fellow as appropriate; elect Chapter Honorary Members; issue public statements in the name of the Chapter; establish annual dues; levy special assessments; approve petitions before the Society for establishment of Chapter sections, oversee section operations, and recommend section disbandment; petition the Society to charter student chapters, support student chapter activities, and recommend student chapter charter revocation; designate and relieve an acting president; take action when a Chapter officer fails to act; approve the slate for annual and special elections; break ties in annual and special elections; fill Executive Committee vacancies occurring during term; designate nonvoting members of the Executive Committee; create and abolish standing committees and other committees; provide advice and counsel to the president on committee appointments; establish Chapter goals and objectives; adopt Chapter programs and budgets; administer contracts, authorize expenditures, and serve as custodian of all Chapter property; direct staff activities and contract support services; prepare Chapter annual reports including year-end financial statements; and perform such other functions as are customary for the executive committee of a chapter, or as may be assigned or delegated by the Full Members of the Chapter or the Board of Trustees of the Society.

Failure to Act

802. The Executive Committee may act for an officer of the Chapter, or cause appropriate action to be taken, when the failure of an officer to act results in or may result in an adverse impact on the Chapter.

Officers and Members

Trustee

803. The trustee shall: be informed on Chapter and Society goals and objectives, policies and procedures, programs and services, and activities and events; serve as an officer on the Executive Committee of the Chapter and serve as the Chapter representative on the Board of Trustees of the Society; facilitate the conduct of the business of the Society by bringing the Chapter perspective to the Board of Trustees and the national perspective to the Executive Committee and members of the Chapter; facilitate the conduct of the business of the Board of Trustees by serving on standing councils or committees, special study groups or task forces, or as a representative or delegate of the Society; and perform such other duties as are customary for the office of chapter trustee or as may be assigned or delegated by the Board of Trustees of the Society and the Executive Committee of the Chapter.
804. The trustee shall be a Full Member elected for a term of three (3) years. The trustee shall not serve more than two (2) consecutive terms.

President

805. The president shall: set the time, place, and agenda for meetings of the Executive Committee; call special meetings of the Chapter; preside at meetings of the Chapter and the Executive Committee; represent and act for the Chapter as directed by the Executive Committee and consistent with the policies of the Society as established by the Board of Trustees; in consultation with the Executive Committee, appoint the chairs and members of standing committees, other committees, and any special study groups or task forces; dismiss appointees for failure to act or other cause; serve as a member of the Chapter Presidents Council; oversee the management and administration of Chapter programs and budgets as adopted by the Executive Committee; designate and relieve an acting president; appoint interim trustees when vacancies occur during term; provide supporting statements to the Society for Emeritus Status, Limited Status, Temporary Limited Status, and Waiver of Dues applicants; report on the state of the Chapter at the annual meeting of the Chapter; and perform such other duties as are customary for the office of chapter president, or as may be assigned or delegated by the Executive Committee.
806. The president shall be a Full Member elected for a term of two (2) years.

Acting President

807. Should the president through illness, injury, or other cause become temporarily unable to perform the duties of the office of president, the vice president of chapter services, or the immediate past president shall be designated as acting president. The designation shall be made by the president or by a majority vote of the entire voting membership of the Executive Committee if the president is unable to act. The acting president shall perform the duties of the president until relieved by the president if the designation is made by the president or by the Executive Committee if the designation is made by the Executive Committee.

Immediate Past President

808. The immediate past president shall: represent and act for the Chapter as directed by the president and consistent with the policies of the Society as established by the Board of Trustees; serve ex officio as a member of the Nominating Committee; serve as acting president when designated by the president or the Executive Committee; and perform such other duties as are customary for the office of chapter immediate past president or as may be assigned or delegated by the president.

809. The immediate past president shall be a Full Member elected for a term of two (2) years.

Vice President for Chapter Services

810. The vice president for chapter services shall preside over the Chapter's Application Review Committee, Communications Committee, and Events Committee; assist the President when called upon; represent the President at his/her request; preside in the President's absence at business meetings of the Chapter and Executive Committee; assume the Presidency in case of resignation or vacancy, until the post is filled otherwise according the Chapter's Bylaws; perform such other duties as are customary to the office, and/or as are described in the Constitution and Bylaws, and/or as may be assigned by the President or the Executive Committee.

811. The vice president for Chapter services shall be a Full Member elected for a term of two (2) years.

Vice President for Member Services

812. The vice president for member services shall preside over the Chapter's Education & Professional Development Committee and Public Policy & Governmental Affairs Committee; assist the President when called upon; represent the President at his/her request; perform such other duties as are customary to the office, and/or as are described in the Constitution and Bylaws, and/or as may be assigned by the President or the Executive Committee. 813. The vice president for member services shall be a Full Member elected for a term of two (2) years.

Secretary

814. The secretary shall: maintain a record of the proceedings of the business meetings of the Chapter and the Executive Committee; prepare and issue notices of the meetings of the Chapter and the Executive Committee; prepare, issue, and receive ballots; administer annual and special elections and notify candidates of election results; serve ex officio as a member of the Constitution and Bylaws Committee; maintain the Constitution and Bylaws of the Chapter; certify documents; and perform such other duties as are customary for the office of chapter secretary or as may be assigned or delegated by the president.

815. The secretary shall be a Full or Associate Member elected for a term of two (2) years.

Treasurer

816. The treasurer shall: collect all fees, dues, charges, and other funds due the Chapter; be the custodian of all Chapter funds and disburse such funds only as authorized by the Executive Committee; keep the accounts of the Chapter that shall be open at all times to inspection by the Executive Committee; present quarterly reports on the financial condition of the Chapter and year-end financial statements to the Executive Committee; and perform such other duties as are customary for the office of chapter treasurer or as may be assigned or delegated by the president.
817. The treasurer shall be a Full or Associate Member elected for a term of two (2) years.

Section Chairs

818. Administration of Chapter sections is vested in the section chairs. The section chairs shall: be informed on Chapter goals and objectives, policies and procedures, programs and services, and activities and events; serve as a member of and represent the section on the Executive Committee of the Chapter; facilitate the conduct of the business of the Chapter by bringing the section perspective to the Executive Committee and the Chapter perspective to the members of the section; facilitate the conduct of the business of the Executive Committee serving on standing or other committees or special study groups or task forces; and perform such other duties as are customary for the position of section chair or as may be assigned or delegated by the Executive Committee of the Chapter.
819. The section chairs shall be Full or Associate Members elected for terms of a minimum of one (1) year and a maximum of two (2) years as deemed appropriate by the section with approval from the Chapter Executive Committee.

At-Large Members

820. The at-large members shall: attend monthly Executive Committee meetings and perform such other duties as assigned or delegated by the Executive Committee of the Chapter.
821. There shall be two Member-At-Large and one Associate-At-Large positions, elected for terms of two (2) years.

Nonvoting Members of the Executive Committee

822. Nonvoting members of the Executive Committee shall include the student chapter presidents and such other persons as determined necessary and appropriate by the Executive Committee.

Elections

Annual Elections

823. No later than 150 days prior to the close of each fiscal year, the Secretary shall mail to each Fellow, Member, and Associate a list of the then Officers, Trustee, and Executive Committee Members with an indication of the dates of expiration of their several terms. The Secretary shall invite suggestions for nominees, to such vacancies as will occur, to be submitted to the Nominating Committee. This may be accomplished by publishing an appropriate notice in the Chapter Newsletter.

824. Thirty (30) days after the mailing of the Secretary's invitation, the Nominating Committee shall consider the suggestions submitted and prepare a slate for each vacancy. The completed slate, with all acceptances received from nominees, shall be furnished to the President no later than 90 days prior to the close of the fiscal year, who shall then submit the slate to the Executive Committee for approval.
825. The Secretary shall send to the membership, at least 60 days prior to the close of the fiscal year, an election ballot bearing names of the candidates and with spaces for write-in votes for each office. The polls shall be closed 30 days following mailing of the ballots, and no ballot shall count which is received after midnight, 30 days following mailing of the ballot.
826. All received ballots shall be collected by the Secretary, who shall deliver them to the Tellers Committee. The Tellers Committee shall count the votes and submit a signed, written report to the Chapter President. The President shall present the results to the Executive Committee for approval. The candidate receiving the largest number of votes shall be declared elected, provided that if there is a tie in the number of votes cast for any office the Executive Committee shall declare by majority vote one of the candidates elected. The Secretary shall then submit, at least 30 days prior to the Society's Annual Meeting, a signed, written report to the Society, informing administrative headquarters of the results. The results of the election shall be announced at the next Chapter meeting and published to the Chapter.
827. Those elected shall attend any Executive Committee meeting held between their election and formal assumption of office to facilitate the transition and a smooth transfer of responsibilities. The newly elected President shall prepare a program and an annual budget for the new fiscal year and submit them for approval by the new Executive Committee.
828. The electees shall assume their office on October 1 following their election, except that the Trustee-elect shall begin the designated term at a time specified in the Society's Bylaws.
829. Should a vacancy occur during the term of the President more than one year before its end, the vacancy shall be filled by majority vote of the Chapter for the balance of the term. Should such vacancy occur less than one year before the term's end, the Vice-President for Chapter Services shall succeed to that office for the balance of the term. Should the Vice-President for Chapter Services be unavailable, or decline, the vacancy shall be filled by a majority vote of the Executive Committee. Should a vacancy occur during the term of the Trustee more than one year before its end, the vacancy shall be filled by majority vote of the Chapter for the balance of the term. Should such vacancy occur less than one year before the term's end, the President of the Chapter shall appoint a Trustee for the balance of the term. A vacancy occurring in the term of any other office shall be filled by a majority vote of the Executive Committee for the balance of the term. Should a vacancy occur in an office subsequent to an election but prior to actual assumption of the office by the person elected, the former candidate for that office who

had received the next highest number of votes shall automatically become the person elected for that office. If this person in turn, should be unable or unwilling to assume the office, the Executive Committee shall fill the vacancy by majority vote. The Executive Committee of the Chapter may act for a Chapter Officer or cause appropriate action to be taken when the failure of a Chapter Officer to act results in, or may result in, an adverse impact upon the Chapter.

ARTICLE 9. COMMITTEES

Terms

901. Terms of service for the chairs and members of standing committees and other committees created by the Executive Committee shall be for two years, expiring on September 30, when the newly elected president is installed.
902. Terms of service for the chairs and members of any special study groups or task forces created by the president shall be concurrent with the term of the president making the appointment.

Appointments

903. In consultation with the Executive Committee, the president shall appoint the chairs and members of standing committees, other committees, and any special study groups or task forces.
904. The chairs and members of standing committees and other committees may be reappointed for succeeding terms and shall continue in their duties until replaced by their successors.
905. The chairs and members of special study groups or task forces may be reappointed by succeeding presidents to complete their charge.
906. Appointees may be dismissed by the president at any time for failure to act or other cause.

Standing Committees

Nominating Committee

907. There shall be a Nominating Committee composed of three (3) Full or Associate Members of the Chapter, of whom one shall be the immediate past president and another shall be an Associate Member. The Nominating Committee shall prepare a slate of nominees for each chapter office to be filled by election. The Chair shall submit a written report on the results of each nominating process to the president, with a copy to the secretary.

Tellers Committee

908. There shall be a Tellers Committee composed of three (3) Full or Associate Members of the Chapter, of whom one shall be an Associate Member. The Tellers Committee shall count and verify election ballots and other confidential ballots of the professional membership and Executive Committee of the Chapter. Confidential, written tabulations

of ballot results shall be forwarded over the signature of the committee chair to the president and secretary of the Chapter.

Constitution and Bylaws Committee

909. There shall be a Constitution and Bylaws Committee composed of three (3) Full or Associate Members of the Chapter, of whom one shall be the secretary. The committee shall prescribe a format for the preparation of sponsored amendments; review proposed amendments for consistency with the Constitution or the Bylaws and assist the sponsor in rectifying any inconsistency; and draft amendments as necessary and appropriate to ensure consistency with the Constitution and Bylaws of the Society.
910. The laws of the state shall prevail when a chapter is incorporated under state law and such legal requirements may be at variance with the Constitution and Bylaws of the Society.

Audit Committee

911. There shall be an Audit Committee composed of three (3) Full or Associate Members of the Chapter, of whom one shall be a Chapter officer other than the treasurer and two shall be Chapter members other than immediate past or current members of the Executive Committee. The Audit Committee shall perform an annual audit of the Chapter accounts as specified in Section 1105 of the Bylaws and report its findings to the Executive Committee within one-hundred-twenty (120) days of the close of the financial year.

Communications Committee

912. There shall be a Communications Committee composed of three (3) or more members, of whom one may be an Associate. The business of the Communications Committee shall include the Chapter newsletter, Chapter annual reports, occasional Chapter membership mailings, facilitating Chapter public relations activities, and other such duties as may be assigned by the President or the Executive Committee.

Events Committee

913. There shall be an Events Committee composed of five (5) or more members, of whom two may be Associates. The business of the Events Committee shall include Chapter social events, Chapter annual meetings, Chapter awards programs, and other such duties as may be assigned by the President or the Executive Committee.

Education and Professional Development

914. There shall be an Education & Professional Development Committee composed of three (3) or more members, of whom one may be an Associate. The business of the Education & Professional Development Committee shall include Chapter sponsored LARE preparation seminars, Chapter/University liaison, Chapter/Student Chapter liaison, a Chapter-sponsored continuing education program, and other such duties as may be assigned by the President or the Executive Committee.

Public Policy and Governmental Affairs Committee

915. There shall be a Public Policy & Governmental Affairs Committee composed of three (3) or more members, one of whom may be an Associate. The business of the Public Policy & governmental Affairs Committee shall include Chapter/State Legislature liaison and legislation monitoring, landscape architecture licensing, inter-professional affairs, environmental issues, and other such duties as may be assigned by the President or the Executive Committee.

Task Forces and Ad-hoc Committees

916. The Chapter shall have such task forces and ad-hoc committees as determined by the Chapter President or the Executive Committee to be necessary or appropriate to address particular issues or opportunities.

Fellows Nominating Committee

917. There shall be a Fellows Nominating Committee composed of (3) or more members one of whom shall be an Associate. The business of the Fellows Nominating Committee shall be as described in Section 310.

ARTICLE 10. BUSINESS OF THE CHAPTER

Meetings

1001. Robert's Rules of Order shall govern the conduct of business at meetings of the Chapter, the Executive Committee, and any sections of the Chapter.

1002. Meetings of the Chapter, the Executive Committee, and any sections of the Chapter shall be open to Full, Associate, and Affiliate Members of the Chapter. Members of the Executive Committee may invite guests to attend meetings of the Chapter and the Executive Committee. Section chairs may also invite guests to attend any section meetings.

Notice of Meetings

1003. Notice of the annual meeting and other meetings of the Chapter shall be provided to the entire membership at least thirty (30) days in advance of the meeting. The secretary shall issue notices of all meetings of the Chapter and the Chapter

Executive Committee.

Regular Meetings of the Executive Committee

1004. The Executive Committee shall meet at the time of the annual meeting of the Chapter. Additional meetings of the Executive Committee may be called by the president as frequently as the accumulation of business may demand and at places and times determined by the president.

Special Meetings of the Executive Committee

1005. Officers may submit written petitions to the president for special meetings of the Executive Committee. The president shall put such requests to a vote of the Executive

Committee. Special meetings shall be held on an affirmative vote by two-thirds (2/3) of the entire voting membership of the Executive Committee.

Meeting Chair

1006. The president shall preside at all meetings of the Chapter and the Executive Committee. The president-elect, a vice president, or the immediate past president shall be designated as presiding officer in the absence of the president. The designation shall be made by the president or by a majority of the voting members present if the president is unable to act.

Proxy

1007. Members unable to attend a meeting of the Executive Committee shall give written or digital proxy for that meeting to another member of the Executive Committee.

Quorum

1008. More than one-half (1/2) of the entire voting membership of the Executive Committee present in person shall constitute a quorum for the transaction of business by the Executive Committee. Proxies shall not be considered in the establishment of a quorum.

Votes and Ballots

1009. All motions committing the Chapter to any policy or action shall be put to a vote of the Executive Committee at a duly called meeting, or by ballot, electronic mail, or telephone. Provided a quorum is present, the motion shall be approved by a majority of the votes cast unless otherwise specified in the Constitution or Bylaws of the Chapter.
1010. The closing date and time for votes of the Executive Committee conducted by ballot, electronic mail, or telephone shall be determined by the president unless otherwise specified in the Bylaws. In no case shall the voting period be less than seven (7) days.
1011. Executive Committee votes conducted by ballot, electronic mail, or telephone shall be counted and verified by the secretary, and the results shall be reported and recorded in the minutes of the next regular meeting of the Executive Committee.
1012. Special election and other confidential votes of the Executive Committee conducted by ballot, electronic mail, or telephone shall be counted and verified by the Tellers Committee. Confidential, written tabulations of the votes shall be forwarded over the signature of the committee chair to the president and secretary. The results shall be reported and recorded in the minutes of the next regular meeting of the Executive Committee.
1013. The Tellers Committee shall count and verify election ballots and other confidential ballots of the professional membership of the Chapter. Confidential, written tabulations of ballot results shall be forwarded over the signature of the committee chair to the president and secretary of the Chapter. The results shall be kept confidential until released by the president for publication by the Chapter.

Reports

1014. The Executive Committee shall prepare an annual report for the benefit of the Chapter membership and for the records of the Society that summarizes the events, accomplishments, and challenges of the previous year, and includes a year-end financial statement.

ARTICLE 11. FUNDS

Funds

1101. The Chapter shall have an operating fund and may establish a reserve fund.

Operating Fund

1102. The operating fund shall be used to finance the day-to-day operations of the Chapter as established in the annual operating budget by the Executive Committee.

Reserve Fund

1103. The purposes of the reserve fund shall be:

1. To sustain operations and member services during a period of economic downturn.
2. To manage the cash-flow requirements of proven fee-for-service activities, e.g., the annual meeting.
3. To fund capital expenditures beyond anticipated annual capital expenses.
4. To meet financial obligations under emergency circumstances, i.e., onetime, episodic, unanticipated situations.
5. To fund development of new, or enhancement of existing programs, products, or services. Interest earned on the reserve fund shall be credited to the fund. Disbursements shall be restricted to the purposes outlined above and shall require advance approval by an affirmative vote by two-thirds (2/3) of the entire voting membership of the Executive Committee.

Bank Accounts

1104. Such officers or agents of the Chapter as shall from time to time be designated by the Executive Committee shall have authority to deposit any funds of the Chapter in such banks, brokerage firms, or trust companies as shall from time to time be designated by the Executive Committee and such officers or agents as from time to time shall be authorized by the Executive Committee may withdraw any or all of the funds of the Chapter so deposited in any such bank, brokerage firm, or trust company, upon checks, drafts, or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Chapter, and made or signed by such officers or agents; and each bank, brokerage firm or trust company with which funds of the Chapter are so deposited is authorized to accept, honor, cash, and pay, without limit as to amount, all checks, drafts, or other instruments or orders for the payment of money, when drawn, made, or signed by officers or agents so designated by the Executive Committee until

written notice of the revocation of the authority of such officers or agents by the Executive Committee shall have been received by such bank, brokerage firm, or trust company. There shall from time to time be certified to the banks, brokerage firms, or trust companies in which funds of the Chapter are deposited, the signature of the officers or agents of the Chapter so authorized to draw against the same. In the event that the Executive Committee shall fail to designate the persons by whom checks, drafts, and other instruments or orders for the payment of money shall be signed, as hereinabove provided, all such checks, drafts, and other instruments or orders for the payment of money shall be signed by the treasurer or signed by the president of the Chapter.

Annual Audit

1105. Immediately after the treasurer presents the year-end financial statements to the Executive Committee, the Audit Committee shall audit the accounts of the Chapter or arrange for the audit of the accounts of the Chapter by an independent certified public accountant. The Audit Committee shall report its findings to the Executive Committee within one-hundred-and-twenty (120) days of the close of the financial year.

Financial Year

1106. The financial year of the Chapter shall begin on the first (1st) day of October and end on the next thirtieth (30th) day of September.

ARTICLE 12. AMENDMENTS

Amendments

1201. The Bylaws may be amended by the Executive Committee while in session at a regular, scheduled meeting of the committee.
1202. Proposed amendments may be sponsored by Full or Associate Members of the Chapter. The sponsor shall prepare the proposed amendment in the format prescribed by the Constitution and Bylaws Committee and secure the endorsement of one or more Full or Associate Members of the Chapter. The sponsor shall forward the proposed amendment to the Constitution and Bylaws Committee, the president, and the secretary of the Chapter at least thirty (30) days prior to a scheduled meeting of the Executive Committee.
1203. The Constitution and Bylaws Committee shall review the proposed amendment to ensure consistency with the Constitution or the Bylaws of the Chapter and assist the sponsor in rectifying any inconsistency. The committee shall then endorse and forward the proposed amendment to the sponsor, the president, and the secretary at least twenty (20) days prior to the scheduled meeting of the Executive Committee.
1204. At least ten (10) days prior to the scheduled meeting of the Executive Committee, the Secretary shall post the proposed amendment for review by the committee, and the president shall place the proposed amendment on the action agenda for the meeting.

1205. The Executive Committee shall consider the proposed amendment while in session at the meeting and shall adopt, amend and adopt, reject, or refer the proposed amendment back to the sponsor for further study. Testimony for or against adoption may be presented. An affirmative vote by two-thirds (2/3) of the entire voting membership of the Executive Committee shall be required for adoption.

ARTICLE 13. DISBANDMENT

1301. The Chapter may voluntarily disband by an affirmative vote by two-thirds (2/3) of the Full and Associate Members assigned to the Chapter, voting either by ballot returned to the Chapter secretary or at a meeting called for this purpose not less than thirty (30) days after issuance of the ballot.
1302. The Chapter may be disbanded by an affirmative vote by two-thirds (2/3) of the entire voting membership of the Board of Trustees of the Society for violation of the Constitution and Bylaws of the Society, failure to elect Chapter officers in a timely manner, failure to maintain minimum membership strength as defined in Section 302 of the Chapter Constitution, or for other due cause, provided the Chapter is duly notified of the charges against it and given a fair hearing of the charges and a fair opportunity to respond.
1303. Voluntary disbandment by an affirmative vote by two-thirds (2/3) of the Full and Associate Members assigned to the Chapter shall become effective on the date specified by the Full and Associate Members assigned to the Chapter. Disbandment by an affirmative vote by two-thirds (2/3) of the entire voting membership of the Board of Trustees shall become effective on the date specified by the Board of Trustees.
1304. On the specified effective date, the territorial limits of the adjacent chapter or chapters shall be modified by the Board of Trustees to incorporate the area of the disbanded chapter.