

# CONSTITUTION OF THE ARIZONA CHAPTER OF THE AMERICAN SOCIETY OF LANDSCAPE ARCHITECTS

Effective November 1, 2004, last amendment August 2013

## Article 1. Name

The name of the organization shall be the Arizona Chapter of the American Society of Landscape Architects, Incorporated, hereinafter referred to as the Chapter. The American Society of Landscape Architects shall be referred to as the Society. Terms that are common to both the Chapter and the Society, e.g., president or Executive Committee shall refer to the Chapter unless otherwise specified.

## Article 2. Purpose

The purpose of the Chapter shall be the advancement of knowledge, education, and skill in the art and science of landscape architecture as an instrument of service in the public welfare. To this end, the Chapter shall promote the profession of landscape architecture and advance the practice through advocacy, education, communication, and fellowship.

## Article 3. Territory

301. The territory of the Chapter as determined by the Board of Trustees of the Society shall be: the State of Arizona, USA.

302. The Chapter shall maintain a minimum membership strength of twenty-five (25) Full Members and Associate Members of the Society, of whom at least fifteen (15) shall be Full Members, located within the territory of the Chapter.

303. Changes in the established territorial limits of the Chapter or boundary between chapters shall be proposed in accordance with the Bylaws of the Society and shall require an affirmative vote by two-thirds (2/3) of the entire voting membership of the Board of Trustees for approval.

## Article 4. Membership

401. Membership in the Chapter shall be consistent with those categories of membership authorized by the Society.

402. Professional membership in the Chapter shall consist of Full Members and Associate Members. Full and Associate Members shall satisfy requirements for membership in accordance with the Bylaws of the Society and shall be assigned to the Chapter based on primary mailing address or in accordance with individual preference and circumstance.

403. Affiliate Members shall be involved with, or interested in activities associated with the professional practice of landscape architecture. Affiliate Members shall satisfy requirements for membership in accordance with the Bylaws of the Society and shall be assigned to the Chapter based on primary mailing address or in accordance with individual preference and circumstance.

404. Other forms of affiliation with the Chapter shall satisfy requirements for affiliation in accordance with the Bylaws of the Chapter. Persons qualifying for professional membership in the Society shall not be eligible for other forms of affiliation with the Chapter.

405. The Chapter may elect Honorary Members from within its territory. Chapter Honorary Members shall be individuals other than landscape architects elected to honorary membership by the Executive Committee in accordance with the Bylaws of the Chapter.

## **Article 5. Voting and Leadership Privileges**

501. Full Members shall have the right to vote in Chapter elections, on amendments to the Constitution, and on all other matters requiring a vote by the membership. Full Members may hold any office in the Chapter and serve on committees.

502. Associate Members shall have the right to vote in Chapter elections and on other matters requiring a vote by the membership, but shall have no vote on amendments to the Constitution. Associate Members shall not hold office as trustee, president, or president-elect of the Chapter, but may serve as secretary, treasurer, or as at-large members of the Executive Committee; as section chairs, and on committees.

503. Affiliate Members and Chapter Honorary Members shall have no vote and shall hold no office in the Chapter, but may serve on committees and participate in Chapter meetings.

504. Other privileges shall accrue to Chapter members in accordance with the Bylaws of the Chapter.

## **Article 6. Sections**

601. The Chapter may petition the Executive Committee of the Society for establishment of sections in cities or other specific areas within its territory. Full Members, Associate Members, and Affiliate Members shall be assigned to sections based on primary mailing address or in accordance with individual preference and circumstance.

602. Each section shall have a chair. Section chairs shall be Full or Associate Members elected by the Full and Associate Members of the section for terms in accordance with the Bylaws of the Chapter. Section chairs shall serve as voting members of the Executive Committee of the Chapter.

## **Article 7. Student Chapters**

701. The Chapter shall petition the Society for sponsorship of student chapters in partnership with educational institutions within its territory that satisfy requirements for sponsorship in accordance with the Bylaws. Student chapter charters shall be effective on approval of Chapter petitions by the Executive Committee of the Society.

702. Student chapter presidents shall be ex officio, nonvoting members of the Executive Committee of the Chapter.

## **Article 8. Executive Committee and Officers**

801. The Chapter shall be administered by an Executive Committee comprised of the officers, the section chairs, and such additional members as the Chapter may determine necessary and appropriate. The Executive Committee shall also include student chapter presidents and such other nonvoting members as the Executive Committee may determine necessary and appropriate.

802. The officers shall be the trustee, the president, the immediate past president, the president-elect, the secretary, the treasurer, and the section chairs. The trustee, president, and president-elect, shall be Full Members.

803. Trustees shall be elected for a term of three (3) years and shall represent the Chapter on the Board of Trustees of the Society. Trustees shall not serve more than two (2) consecutive terms. Other officers shall be elected for terms in accordance with the Bylaws of the Chapter.

804. The Society shall be notified promptly when vacancies occur in Chapter offices and when such vacancies are filled. Vacancies occurring during term in the office of Chapter trustee shall be filled in the next Chapter election. In the interim period, the president of the Chapter may appoint a trustee provided the length of that appointment is no more than one year. Vacancies occurring during term in Chapter offices other than that of trustee shall be filled in accordance with the Bylaws of the Chapter. Vacancies occurring subsequent to an election, but prior to the assumption of office shall be filled by special election.

805. The Executive Committee shall adopt rules for its proceedings, and shall meet at times and places established by the president.

806. A majority of the Executive Committee and a quorum for the transaction of all business shall be a simple majority (more than one-half) of the officers of the Executive Committee, except where otherwise specified in the Constitution or Bylaws. For purposes of defining a quorum, officers of the Executive Committee shall be the trustee, the president, the immediate past president, the president-elect, the secretary, the treasurer, and the section chairs as defined in Article 802

807. Incoming officers and other members of the Chapter Executive Committee shall assume office at the conclusion of the annual meeting of the Society or upon taking the oath of office when filling a vacancy and shall hold office until their successors are installed.

## Article 9. Funds

901. The Chapter shall collect and disburse such funds as are necessary for its operations and accomplishing its purpose and may receive and administer gifts and bequests.

902. The Executive Committee shall levy the Full, Associate, and Affiliate Member dues required for operating the Chapter and may levy special assessments for specific purposes. Any proposal by the Executive Committee to change the amount of dues or 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 (as defined in Article 501) shall be required for adoption.

903. No funds, property, or other assets of the Chapter shall inure to the benefit of any person.

904. All funds, property, and other assets of the Chapter shall become the funds, property, and assets of the American Society of Landscape Architects, Inc., in the event of disbandment of the Chapter.

## Article 10. Bylaws and Policies

1001. The Executive Committee shall establish the Bylaws necessary for administering the Chapter in accordance with the Constitution of the Chapter and the Constitution and Bylaws of the Society.

1002. Proposed Bylaws or Bylaws amendments shall require an affirmative vote by two-thirds (2/3) of the entire voting membership of the Executive Committee (as defined in Article 501) and shall become effective on adoption or on the date specified by the Executive Committee.

1003. Proposed Bylaws or Bylaws amendments shall be distributed or made available to the full Chapter membership for comment thirty (30) days prior to the vote of the Executive Committee.

1004. The Executive Committee shall establish working policies necessary to define procedures for the administration of the Chapter and Chapter property in accordance with the Constitution of the Chapter and the Constitution and Bylaws of the Society.

1005. Proposed Policies shall require an affirmative vote by a simple majority of the entire Executive Committee and shall become effective on adoption or on the date specified by the Executive Committee.

## **Article 11. Committees**

1101. The Executive Committee shall establish and dissolve the standing committees and other committees necessary for accomplishing the purpose of the Chapter as established by the Constitution and in accordance with the Bylaws.

1102. In consultation with the Executive Committee, the president shall appoint the chairs and members of standing committees and other committees for specified terms unless otherwise established by the Executive Committee in the Bylaws.

1103. In consultation with the Executive Committee, the president may create special study groups and task forces as necessary and appropriate and appoint the chairs and the members thereof to serve concurrently with the president making the appointment.

## **Article 12. Meetings**

1201. The Chapter shall meet annually at times and places determined by the Executive Committee.

1202. Special meetings of the Chapter may be called by the president with the approval of the Executive Committee.

1203. A quorum at annual or special meetings of the Chapter shall be a simple majority of the Full and Associate Members of the Chapter present; but no vote at any such annual or special meeting of the Chapter shall have any force, beyond expressing the collective judgment of those present, until it is approved by the Executive Committee and, if required by the Constitution, the Full Members of the Chapter.

## **Article 13. Amendments**

1301. Proposed amendments to the Constitution shall be approved by an affirmative vote by two-thirds (2/3) of the entire voting membership of the Executive Committee (as defined in Article 501) before being submitted on a ballot to the Full Members of the Chapter. An affirmative vote by a simple majority of the Full Members returning a ballot shall be required for adoption.

1302. The Constitution and Bylaws of the Chapter shall be consistent with the Constitution and Bylaws of the Society. When the Constitution and Bylaws of the Society are amended, the Constitution and Bylaws of the Chapter shall also be amended as necessary and appropriate to conform to the change.

# BYLAWS OF THE ARIZONA CHAPTER OF THE AMERICAN SOCIETY OF LANDSCAPE ARCHITECTS

Effective November 1, 2004, last amendment January 2018

## 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, Associate Member or International 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. All 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 support the mission of the Society and meet the requirements for Affiliate Member as established in the Bylaws of the Society.

#### Corporate Members

104. Corporate membership shall be extended to companies supporting the mission of the Society and meeting the requirements for Corporate Member as established in the Bylaws of the Society. Further, the Society may extend corporate membership in the Chapter on request of the corporate member.

## 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 support the mission of the Chapter and the Society and desire to support the Chapter. Chapter sponsorships shall be administered by the Chapter and shall have no standing in the Society.

## Article 3. Admission

### **Full, Associate, International, and Affiliate Members**

301. Full, Associate, International, 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, International, 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. International Members may be assigned to the Chapter roster on request.

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

308. 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 or International Members by the Executive Committee of the Society or the Executive Committee of the Council of Fellows.

#### Chapter Fellows Nomination Process

310. Each year, when the Society distributes the current eligibility list for Fellow nominations, the Chapter Executive Committee shall review and select individuals as may be deemed appropriate in the categories provided by the Society. The nomination process shall be defined and regulated by adopted Chapter Executive Committee Policy.

#### **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 Arizona 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 AZASLA, 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 or for any other purpose not authorized by 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 may be used by Full Members, Associate Members, and International Members in accordance with the Bylaws of the Society. The seal or logo of the Society may not be used by Full Members, Associate Members, or International Members unless expressly permitted by 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 if they are: (1) of age to collect full Social Security retirement benefits; and (2) fully retired from active practice. Emeritus status shall be effective on receipt of a completed application and verification of eligibility by national headquarters. Emeritus members shall be designated Emeritus Fellow or Emeritus Member and shall be exempt from Society and Chapter dues. All benefits and privileges of membership shall continue with the exception of a Landscape Architecture magazine subscription.

#### 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. 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 completed application 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 upon timely receipt of a completed application and verification of continued eligibility by the Society.

#### 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, International and Affiliate Member dues required for operating the Chapter. The Executive Committee shall review the status of dues for each category of Chapter membership every two (2) years (every even numbered year). 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 voting members of the Executive Committee (as defined in Article 501 of the Chapter' Constitution) present at the meeting shall be required for adoption.

502. National and Chapter dues for Full, Associate, International 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.

504. The Chapter shall notify the Society in writing of any change in Chapter dues levied at least one-hundred-and-twenty (120) days prior to the first day of the financial year of the Society.

#### **First Year Dues**

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

#### **Chapter Dues Schedule**

506. The Chapter shall notify the Society in writing of any change in Chapter dues levied at least seventy-five (75) days prior to the first day of the financial year of the Society.

507. The annual Chapter dues for each Full Member shall be \$85.00.

508. The annual Chapter dues for each Associate Member shall be \$55.00.

509. The annual Chapter dues for each International Member shall be \$85.00.

510. The annual Chapter dues for each Affiliate Member shall be \$85.00.

#### **Relocation**

511. Full, Associate, International, 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**

512. Full, Associate, International, 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**

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

#### **Delinquency**

514. Any member 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, delinquent members shall be terminated. Dues and all privileges of membership and all connection with the Society and the Chapter shall be forfeited on termination.

#### **Special Assessments**

515. 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 voting members of the Executive Committee present at the meeting shall be required for adoption.



## Article 6. Sections

601. The Executive Committee of the Society may establish Chapter sections on:

601.1 verification by the Society of a petition signed by two-thirds (2/3) of the Full, Associate, and International Members with primary mailing addresses in a city or other specific area within the territorial limits of the Chapter and the proposed section;

601.2 and, verification by the Society that a combined total of fifteen (15) or more Full, Associate, and/or International Members are located primarily within the proposed boundary of the section;

601.3 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 *(Central or Southern) Section of the Arizona 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, AZASLA, 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 or for any other purpose not authorized by the Society. The official titles of Section chair officers shall be *(Central or Southern) Section Chair* and Section Chair-elect.

### Section Chairs

604. Each section shall have a chair and a chair-elect. Section chairs shall be Full, Associate, or International Members elected by the Full, Associate, and International members of the section and shall serve as voting members of the Chapter Executive Committee. Section chairs shall serve one (1) year as section-chair-elect, followed by one (1) year as Section Chair.

### Section Chair-elect

605. Section chairs-elect shall be Full, Associate, or International Members elected by the Full, Associate, and International members of the section. Section chairs-elect shall serve for a period of one (1) year prior to assuming Section Chair. Section chairs-elect shall perform such duties as are customary for the office of section chair or as may be assigned or delegated by the Section chair. Should the Section chair through illness, injury, or other cause become temporarily unable to perform the duties of the office, the Section chair-elect shall be designated as acting Section chair.

### 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 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. Sections shall not issue public statements purporting to have the approval of the Chapter without first obtaining written consent from the Chapter president who is communicating the decision of the Chapter Executive Committee.

### Dissolve and Disaffiliate

607. Sections may voluntarily dissolve by an affirmative vote by two-thirds (2/3) of the Full, Associate, and International 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 disaffiliated 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. Disaffiliation shall become effective on the date specified by the Board of Trustees.

## 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:

701.1 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;

701.2 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;

701.3 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.

Approval of chapter petitions for establishment of student chapters shall require an affirmative vote by a majority of the Executive Committee of the Society present and voting.

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 and student affiliate chapters in the region.

### 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, or for any other purpose not authorized by the Society

### Constitution and Bylaws

704. Student chapter bylaws and any subsequent amendments thereto shall be subject to approval by the Chapter Executive Committee of its sponsoring chapter and partnering educational institution.

### Dues and Funds

705. Student chapters may establish annual dues for student chapter members in accordance with the student chapter bylaws and collect and disburse such funds as are necessary for its operations and accomplishing its purpose. Such dues are separate from a student member's individual membership dues to the Society.

### 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 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. Student chapters shall not issue public statements purporting to have the approval of the Chapter without first obtaining written consent from the Chapter president who is communicating the decision of the Chapter Executive Committee.

### **Sponsoring-Chapter Responsibilities**

707. Chapter executive committees shall designate a liaison for each sponsored student chapter. Student chapter liaisons shall be Full or Associate Members of the Society and of the sponsoring Chapter. The liaison may be in academic, private, or public practice. The chapter liaison and student chapter president shall act as representatives of the student chapter to its sponsoring chapter, partnering educational institution, and the national headquarters of 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 academic heads of programs in the chapter area that are accredited and recognized by the Chapter in accordance with Section 701. Jurors shall be members of the Society and shall not be faculty associated with the academic program.

### **National Student Representative**

710. Chapters may nominate students from their Student Chapters to serve on the Society's National Student Advisory Committee. Nominees shall be Student Members of the Society. The student representatives shall be selected in a manner determined by the Board of Trustees of the Society.

### **Charter Revocation**

711. The Executive Committee of the Society may revoke student chapter charters on the recommendation of sponsoring chapters for violation of the Constitution and Bylaws of the Society or the Chapter, failure to elect a chair in a timely manner, or for other due cause provided the student chapter is duly notified of the charges against it, given a fair hearing of the charges, and a fair opportunity to respond.

### **Student Affiliate Chapters**

712. Student affiliate chapters may be chartered by the Executive Committee of the Society at educational institutions that desire an affiliation with ASLA and are recognized by a sponsoring ASLA chapter, but do not qualify as student chapters under the requirements established in the Bylaws. Such institutions may include, but are not limited to, those that grant an associates 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.

Approval of chapter petitions for establishment of student affiliate chapters shall require an affirmative vote by a majority of the Executive Committee of the Society present and voting.

713. Student affiliate chapters shall undertake activities consistent with the purpose of the Society and shall be encouraged to participate in the programs and activities of the Society, its sponsoring ASLA chapter, and the student chapters and other student affiliate chapters in the region.

### **Designation**

714. The official designation of student affiliate chapters shall be the "\_\_\_\_\_" (*Name of Institution*) *Student Affiliate Chapter of the American Society of Landscape Architects*. The seal or logo of the Society may be used with official student affiliate chapter designations, or the abbreviated designation, "\_\_\_\_\_" (*Name of Institution*) *Student Affiliate Chapter, ASLA*, for business and professional purposes such as student affiliate chapter stationery, documents, publications, directories, signs, and websites. Student affiliate chapter designations and the 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, or for any other purpose not authorized by the Society.

### **Bylaws**

715. Student affiliate chapter bylaws and any subsequent amendments thereto shall be subject to approval by the Chapter Executive Committee of its sponsoring chapter and partnering educational institution.

### **Dues**

716. Student affiliate chapters may establish annual dues for student affiliate chapter members and collect and disburse such funds as are necessary for its operations and accomplishing its purpose. Such dues are separate from a student affiliate member's individual dues to the Society.

### **Public Statements**

717. Student affiliate chapters may issue public statements in the name of the student affiliate chapter. However, such student affiliate 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 affiliate chapter shall issue a public statement 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. Student affiliate chapters shall not issue a public statement purporting to have the approval of the Chapter without first obtaining the written consent of the Chapter president who is communicating the decision of the Chapter Executive Committee.

### **Sponsoring Chapter Responsibilities**

718. Chapter executive committees shall designate a liaison for each sponsored student affiliate chapter. Sponsoring chapter liaisons shall be Full or Associate Members of the Society and of the sponsoring chapter. The chapter liaison and student affiliate chapter president shall act as representatives of the student affiliate chapter to its sponsoring chapter, partnering educational institution, and the national headquarters of the Society.

719. Student affiliate chapter presidents shall be Student Affiliate Members of the Society.

### **Charter Revocation**

720. The Executive Committee of the Society may revoke student affiliate chapter charters on the recommendation of sponsoring chapters for violation of the Constitution and Bylaws of the Society or the Chapter, failure to elect a chair in a timely manner, or for other due cause provided the student affiliate chapter is duly notified of the charges against it, 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 Fellows 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, support section activities, and, if necessary, 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 policies, 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.

### **Chapter Officers**

#### 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 one (1) year.

#### 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 president-elect 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.

#### President-Elect

808. The president-elect shall: in consultation with the Executive Committee, select for appointment when he or she assumes office as president, the chairs and members of standing committees, other committees, and any special study groups or task forces; 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 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 president-elect or as may be assigned or delegated by the president. The president-elect shall serve as parliamentarian of the Chapter and shall be the primary responsible party for compliance to and revisions or updates to the Chapter Bylaws.

809. The president-elect shall be a Full Member and shall serve a term of one (1) year as president-elect before assuming duties as Chapter president.

#### Immediate Past President

810. 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.

811. The immediate past president shall be a Full Member and shall serve a term of one (1) year as immediate past president, following his/her term as Chapter president.

#### Section Chairs

812. Administration of Chapter sections is vested in the Section chairs. Section chairs shall be responsible for their Sections. The Section chairs shall: be informed on Chapter goals and objectives, policies and procedures, programs and services, and activities and events; 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; set the time, place, and agenda for Section meetings; call special meetings of the Section; preside at Section meetings; 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; appoint the chairs and members of Section committees, and any special study groups or task forces; oversee the management and administration of Section programs and budgets as adopted by the Executive Committee; and perform such other duties as may be assigned or delegated by the Executive Committee; serve as a member of and represent the Section on the Executive Committee of the Chapter; facilitate the conduct of the business of the Executive Committee by 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.

813. Section Chairs shall be Full, Associate, or International Members. The operational title shall be (*Central or Southern*) Section chair. The section chairs shall be elected for a period of two (2) years, serving one (1) year as (*Central or Southern*) Section Chair-elect followed by one (1) year as (*Central or Southern*) Section Chair.

#### 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.

### **Other Members of the Executive Committee**

#### At-Large Members

818. At-Large members shall act as chair or lead liaisons for special assignments, activities, research, and/or committees as may be determined by the Chapter president and/or the Executive Committee. There shall be no limit to the number of at-large members that may potentially serve in any given year.

819. The at-large members shall be Full, Associate, or International Members appointed by the Chapter president and shall serve a term concurrent as the term of the president making the appointment.

#### Student Chapter Representatives

820. Student chapter presidents and student chapter advisors shall be nonvoting members of the Executive Committee.

#### Landscape Architecture Representative to the Arizona Board of Technical Registration and CLARB

821. The landscape architect representative to the Arizona Board of Technical Registration and to the Council of Landscape Architectural Registration Boards (CLARB) shall be a nonvoting member of the Executive Committee.

### **Elections**

#### Annual Elections

822. Chapter annual elections shall be complete and the Society shall be notified of the results at least sixty (60) days prior to the annual meeting of the Society.

823. At least one-hundred-and-eighty (180) days prior to the annual meeting of the Society, the secretary shall be responsible for the issuance of a call by mail, fax, or e-mail to the Chapter membership for potential nominees for the upcoming election. The 'call for potential nominees' shall include the current Executive Committee roster with term inception and expiration dates; the duties of each position for which potential nominees are being sought; and a closing date for the submission of nominations.

824. The Nominating Committee shall meet thirty (30) days after the call for potential nominees is issued to consider the suggestions received and to prepare a slate consisting of no more than two (2) nominees for each open officer position

825. At least one-hundred-and-twenty (120) days prior to the annual meeting of the Society, the completed slate of nominees shall be presented by the Chapter president to the Executive Committee for approval.

826. At least ninety (90) days prior to the annual meeting of the Society, the secretary shall be responsible to provide election ballots to the Full, Associate, and International Members of the Chapter in good professional standing. Ballots shall contain the names of the nominees and a space for a write-in candidate for each open position; instructions for voting; and the date and time voting will close.

827. The closing date and time for voting shall be no later than thirty (30) days from the date the ballots are provided. Ballots received after the closing date and time for voting shall not be counted. Nominees receiving the highest number of votes for each position shall be elected. If there is a tie in the number of votes cast, the Executive Committee shall elect one of the nominees to the position by a majority vote of the voting membership of the Executive Committee present at the meeting.

828. During the period of balloting, the secretary shall secure the ballots. As soon as possible, but no less than seven (7) days after the closing date and time for voting, the Tellers Committee

shall count the ballots, verify the election, and forward a confidential, written tabulation of the results 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. All ballots shall be secured in accordance with the Chapter's document retention policy.

829. Incoming officers and other members of the Executive Committee shall assume office at the conclusion of the annual meeting of the Society and shall hold office until their successors are installed.

#### Vacancies and Special Elections

830. The Society shall be notified when vacancies occur in Chapter offices and when such vacancies are filled.

831. Vacancies occurring during term in the office of Chapter trustee shall be filled in the next Chapter election. In the interim period, the president may appoint a trustee provided the length of that appointment is no more than one (1) year. Vacancies occurring during term in Executive Committee positions other than that of trustee shall be filled for the balance of the term by a majority vote of the voting membership of the Executive Committee present at the meeting

832. If vacancies occur subsequent to an election, but prior to the assumption of office, the Chapter shall conduct a special election to fill the vacancy.

832.1 The Nominating Committee shall prepare a special election slate consisting of two (2) nominees for each vacancy. The president shall present the slate of nominees to the Executive Committee for approval.

832.2 The secretary shall provide election ballots to the Full, Associate, and International Members of the Chapter in good professional standing. Ballots shall contain the names of the nominees and a space for a write-in candidate for each vacancy; instructions for voting; and the date and time voting will close.

832.3 The closing date and time for voting shall be no later than thirty (30) days from the date the ballots are provided. Ballots received after the closing date and time for voting shall not be counted. Nominees receiving the highest number of votes for each vacancy shall be elected. If there is a tie in the number of votes cast, the Executive Committee shall elect one of the nominees to fill the vacancy by a majority vote of the voting membership of the Executive Committee present at the meeting.

832.4 During the period of balloting, the secretary shall secure the ballots. As soon as possible, but no less than seven (7) days after the closing date and time for voting, the Tellers Committee shall count the ballots, verify the election, and forward a confidential, written tabulation of the results 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. All ballots shall be secured in accordance with the Chapter's document retention policy.

832.5 Officers and other members of the Executive Committee shall assume office on taking the oath of office when filling vacancies and shall hold office until their successors are installed.

## **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 a minimum of one (1) year and shall begin and end at the conclusion of the annual meeting of the Society.

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. In consultation with the Executive Committee, the president-elect or -designate shall select for appointment when he or she assumes office as president the chairs and members of standing committees, other committees, and any special study groups or task forces.

905. 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.

906. The chairs and members of special study groups or task forces may be reappointed by succeeding presidents to complete their charge.

907. Appointees may be dismissed by the president at any time for failure to act or other cause.

## **Standing Committees**

At the discretion of the Chapter president and the Chapter Executive Committee, additional committee chairs, liaisons, and/or representatives may serve on the Executive Committee. These shall include but not be limited to:

### Nominating Committee

908. There shall be a Nominating Committee composed of Full, Associate, or International 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 two (2) nominees for each chapter office to be filled by election.

### Tellers Committee

909. There shall be a Tellers Committee composed of at least Full, Associate, or International 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

910. There shall be a Constitution and Bylaws Committee composed of Full, Associate, or International Members of the Chapter, of which the president-elect shall be the chair. 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.

911. 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

912. There shall be an Audit Committee composed of Full, Associate, or International 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-and-twenty (120) days of the close of the financial year.

### Awards Program Committee

913. Chaired by the president-elect, this committee organizes all aspects of the Chapter's annual awards program and annual meeting.

#### Communications Committee

914. Responsible for the Chapter website, newsletter, and all other forms of printed or electronic media of the Chapter intended primarily internally to the Chapter membership, intra-Chapter, or within the Society.

#### Public Relations Committee

915. Responsible for events, news releases, promotional/informational publications, coordination between other professional societies and their chapters, and all other forms of Chapter image and recognition. The committee's focus shall be intended primarily outward to the general public and other technical and/or professional groups.

#### Professional Development Committee

916. Responsible for LARE review sessions, continuing education sessions, special surveys, Emerging Professionals events, and similar efforts.

#### Government Affairs/Licensure

917. Responsible for tracking bills before the State Legislature that impact the profession; tracking policies, codes, and ordinances before communities and counties around the State that may impact the profession; preparing the Chapter's position and representation of the Chapter before all matters regarding licensure and sunset review.

#### University Advisory/Relations

918. Responsible for coordinating Chapter activities and interests with the State's two primary landscape architecture programs (Arizona State University and the University of Arizona), working with both universities to assist with accreditation visits, and providing advice and guidance on curriculum and faculty staffing matters.

## **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, to the extent that procedures are not otherwise addressed in the Constitution and Bylaws.

1002. Meetings of the Chapter, the Executive Committee, and any sections of the Chapter shall be open to Full, Associate, International, 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 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.

#### Quorum

1007. More than one-half (1/2) of the entire voting membership of the Executive Committee present in person, via telephone, or video conference 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**

1008. 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 simple majority of the votes cast unless otherwise specified in the Constitution or Bylaws of the Chapter. In addition, action of the Executive Committee may be taken without a meeting by unanimous written consent of the Executive Committee members, which consent may be transmitted in hard copy or electronically.

1009. 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.

1010. 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.

1011. Special elections 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.

1012. 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**

1013. 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.

#### **Conflicts of Interest**

1014. The Executive Committee shall adopt a policy to assist in identifying and resolving conflicts of interest that may arise in the governance of Chapter affairs.

#### **Member Confidentiality Disclosure**

1015. The Executive Committee shall adopt policies governing the release of member and membership information that are consistent with the Society's Member Information Confidentiality Policy.

## **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:

1103.1 to sustain operations and member services during a period of economic downturn.

1103.2 to manage the cash-flow requirements of proven fee-for-service activities, e.g., the annual meeting.

1103.3 to fund capital expenditures beyond anticipated annual capital expenses.

1103.4 to meet financial obligations under emergency circumstances, i.e., one-time, episodic, unanticipated situations.

1103.5 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 and countersigned 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 be a calendar year, beginning on the first (1<sup>st</sup>) day of January and end on the next thirty-first (31<sup>st</sup>) day of December.

## **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, Associate, or International 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, Associate, or International Members of the Chapter. The sponsor shall forward the proposed amendment to the president-elect of the Chapter at least thirty (30) days prior to a scheduled meeting of the Executive Committee.

1203. The Constitution and Bylaws Committee chaired by the president-elect 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. Disaffiliation and Dissolution

1301. The Chapter may voluntarily disaffiliate by (i) an affirmative vote by two-thirds (2/3) of the Full, Associate, and International Members assigned to the Chapter, voting either by ballot returned to the Chapter secretary not less than thirty (30) days after issuance of the ballot or (ii) an affirmative vote of two-thirds (2/3) of the Full, Associate, and International Members present at a meeting.

1302. The Chapter recognizes that it may be involuntarily disaffiliated by an affirmative vote by two-thirds (2/3) of the voting membership of the Board of Trustees of the Society present at the meeting 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 disaffiliation by an affirmative vote by two-thirds (2/3) of the Full, Associate, and International Members assigned to the Chapter shall become effective on the date specified by the Full, Associate, and International Members assigned to the Chapter. Disaffiliation 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.

1305. The Chapter may voluntarily dissolve upon adoption by the Executive Committee of a resolution recommending dissolution and approval of the resolution by an affirmative vote by two-thirds (2/3) of the Full, Associate, and International Members assigned to the Chapter (i) voting by ballot returned to the chapter secretary, not less than thirty (30) days after issuance of the ballot; or (ii) an affirmative vote of two-thirds (2/3) of the Full, Associate, and International Members present at a meeting. Notice of the meeting shall comply with the laws of the state of incorporation or organization. Upon adoption of a resolution recommending dissolution by the members, the Executive Committee shall proceed with distribution of Chapter assets and filing of articles of dissolution as provided by applicable law.

# POLICIES OF THE EXECUTIVE COMMITTEE OF THE ARIZONA CHAPTER OF THE AMERICAN SOCIETY OF LANDSCAPE ARCHITECTS

Effective November 1, 2004, last amendment January 2018

## Purpose

The purpose of the Policies of the Executive Committee of the Arizona Chapter shall be to describe, govern, or regulate administrative actions of the Executive Committee. Policies shall describe special procedures not covered by the Chapter Constitution or Bylaws and shall serve to ensure uniform application of rules from one administration to the next.

The Executive Committee may adopt, amend or repeal a Chapter Policy by an affirmative vote by a simple majority of the full Executive Committee present in person or by proxy at any regular meeting of the Chapter Executive Committee.

## Policy 2004-01. Arizona Chapter Policy on Travel Expenses for Chapter Officers

### A. Annual Meeting

**Item 1.** Chapter compensated travel out-of-state for the annual meeting shall be restricted to the Chapter trustee (Board of Trustees Meeting), the Chapter president, and the president-elect (Chapter President's Council) unless otherwise directed by the Executive Committee. Compensated expenses for the annual meeting of the Chapter President's Council and the Board of Trustees shall include all travel (mileage, airfare, bus, taxi, airport parking, etc.), lodging (hotel, motel, etc.), and meals (to a maximum of \$60 per day). Compensation shall be limited to actual expenses. Receipts for all travel, lodging and meals shall be given to the Chapter treasurer no later than sixty (60) days following the meeting.

**Item 2.** Chapter compensated expenses shall be defined as all expenses for travel, lodging and meals not reimbursed by National ASLA. It shall be the responsibility of the individual to turn in all documents and expenses required by National ASLA for reimbursement, and to do so prior to the required deadline date.

**Item 3.** The Chapter trustee, the Chapter president, and the Chapter president-elect shall also be compensated for continued lodging expense during the remainder of the annual meeting to a maximum of eight (8) days, unless otherwise directed by the Executive Committee prior to travel.

**Item 4.** In the event the Chapter president and/or the Chapter president-elect cannot attend the annual meeting Chapter President's Council, the Executive Committee may approve an alternate to attend as a proxy in their absence. The alternate shall be recommended to the Executive Committee by the Chapter president, and shall be selected from the members of the Executive Committee.

**Item 5.** It shall be the responsibility of the Chapter trustee, the Chapter president, and the Chapter president-elect to make their own travel and lodging reservations for the annual meeting of the Chapter President's Council and the Board of Trustees. Individuals are encouraged to make their reservations at least fourteen (14) days in advance (or earlier as may be required by National ASLA) in order to obtain the best airfare value.

## **B. Mid-Year Meeting**

**Item 1.** Chapter compensated travel out-of-state for the Mid-Year Meeting shall be restricted to the Chapter trustee (Board of Trustees Meeting), the Chapter president and the Chapter president-elect (Chapter President's Council) unless otherwise directed by the Executive Committee. Compensated expenses for the mid-year meeting of the Chapter President's Council and the Board of Trustees shall include all travel (mileage, airfare, bus, taxi, etc.), lodging (hotel, motel, etc.), and meals (to a maximum of \$60 per day). Lodging for mid-year meetings shall be compensated to a maximum of five (5) days, unless otherwise authorized by the Executive Committee prior to travel. Compensation shall be limited to actual expenses. Receipts for all travel, lodging and meals shall be given to the Chapter treasurer no later than sixty (60) days following the meeting.

**Item 2.** Chapter compensated expenses shall be defined as all expenses for travel, lodging and meals not reimbursed by National ASLA. It shall be the responsibility of the individual to turn in all documents and expenses required by National ASLA for reimbursement, and to do so prior to the required deadline date.

**Item 3.** In the event the Chapter president and/or the Chapter president-elect cannot attend the mid-year Chapter President's Council, the Executive Committee may approve an alternate to attend as a proxy in their absence. The alternate shall be recommended to the Executive Committee by the Chapter president, and shall be selected from the members of the Executive Committee.

**Item 4.** It shall be the responsibility of the Chapter trustee, the Chapter president, and the Chapter president-elect to make their own travel and lodging reservations to attend the mid-year meeting of the Chapter President's Council and the Board of Trustees. Individuals are encouraged to make their reservations at least fourteen (14) days in advance (or earlier as may be required by National ASLA) in order to obtain the best airfare value.

## **C. Miscellaneous Officer Travel and Meetings**

**Item 1.** Chapter compensated travel shall be restricted to members of the Chapter Executive Committee. Compensated expenses shall include all travel (mileage, airfare, bus, taxi, etc.), lodging (hotel, motel, etc.), and meals (to a maximum of \$60 per day). Receipts for all travel, lodging and meals shall be given to the Chapter treasurer no later than sixty (60) days following the meeting.

**Item 2.** Chapter compensated expenses shall be defined as all expenses for travel, lodging, and meals not reimbursed by the event sponsor, vendor, National ASLA, or other entity.

**Item 3.** All estimated miscellaneous travel and meetings expenses for travel, lodging, and food must be authorized by the Executive Committee prior to travel.

**Item 4.** Mileage will be reimbursed at the current IRS recommended rate.

## **Policy 2004-02. Arizona Chapter Policy on Fellows Nominations**

### **A. Nominate for Success.**

**Item 1.** The Society typically announces it is accepting nominations for the current year Class of Fellows in late spring. The Fellows Jury typically meets in June. There are four categories of nomination for Fellows: Works of Landscape Architecture, Administrative Work, Knowledge, and Service to the Profession.

**Item 2.** The process of gathering all of the documentation necessary for the nomination is daunting. Successful Fellows have taken years to fully prepare the paperwork.

**Item 3.** The Chapter shall consider each year, as it is published by the Society, the eligible slate of potential Fellows. Once the Chapter has selected a candidate(s), the Chapter president shall contact the individual(s) and let him or her know of the Chapter's intent to nominate.

- a. The nomination shall be for the Class of Fellows following the current year, thereby giving an individual a full year to prepare.
- b. An Executive Committee officer should be assigned to work with the nominee through the process.
- c. A committee of the Executive Committee may be formed to act as a technical review and advisory panel for the nominees. Existing Chapter Fellows should be encouraged to provide this expertise.
- d. Once nominated, the individual remains a Chapter nominee until such time as the documentation and forms are considered complete enough to qualify. There is no time limit on which year the individual may decide to place his or her name in official nomination.
- e. Once the individual notifies the Chapter they are ready to submit their documentation, the Executive Committee shall place their name in nomination in the next available call for nominations by the Society.
- f. In the event two candidates for the same category are ready to be nominated at the same time, the individual who has been preparing the longest shall be nominated first, the other individual the following year.

## Policy 2004–03. Arizona Chapter Policy on the Election and Qualifications of Chapter Officers.

### A. Timing

**Item 1.** The election of Chapter officers and, most importantly, the Chapter trustee must be completed so that National Headquarters can be notified of the results no later than seven (7) days prior to the Society's annual meeting. The terms of the Chapter trustee and the Chapter officers shall begin when the President of the Society is installed during the annual meeting of the Society.

**Item 2.** It is important that the newly elected president-elect and trustee know that they have indeed been elected to the office in sufficient time to make travel arrangements to the annual meeting of the Society (Chapter President's Council meeting and the Board of Trustees meeting in advance of the annual meeting). Per the Chapter's Travel Policy (2004-01), individuals are encouraged to make their reservations at least fourteen (14) days in advance (or earlier as may be required by National ASLA) in order to obtain the best airfare value.

### B. Qualifications

**Item 1.** The leadership needs of the Chapter require more visible, public, outward oriented, and vocal personalities. Every person nominated for executive office in the Chapter must be capable of advancing to the Chapter presidency. Therefore, the officers of the Chapter should possess the following qualifications:

- a. A profound commitment to the goals and objectives of the Society and the Arizona Chapter and its Sections;
- b. Knowledge of the profession, the Society, state and national issues, and allied professions; and



- c. Behavioral and management skills in verbal and written communications, interpersonal relationships, political awareness and networking, and organizational management.

**Item 2.** In order to ensure the highest quality of leadership for the Chapter, the following policies shall guide the Nominating Committee in its selection of nominees:

- a. To present leadership that represents a balance of gender, ethnicity, professional diversity, and geographic diversity.
- b. To reflect the views, needs, and composition of the membership, a reasonable balance shall be sought over the years between private practitioners, educators, and public employees.
- c. The pool of potential nominees for president-elect shall include all Full Members of the Society qualified and willing to serve in this office and shall not be limited to sitting or past members of the Executive Committee.
- d. Whenever possible, nominees for president-elect shall have served as a member of a Chapter Executive Committee.
- e. A Chapter officer, if elected to a National office, shall resign as Chapter officer upon assuming the National office.

**Item 3.** While in a democracy it is always good to have choices in any election, the Chapter recognizes the value of an individual that expresses direct interest in a position within the Executive Committee. For that reason, the Chapter will not endeavor to purposely run opposing candidates for a particular office unless there is an expressed interest by two or more candidates for the same position.

**Item 4.** Under no circumstances, regardless of the reason, shall the Executive Committee ever permit a non-member to hold a position as an officer of the Chapter Executive Committee. It shall be the duty of the secretary to inform the president if any officer lapses in his dues to the Society. In this circumstance, the Executive Committee shall allow the officer sufficient time to reinstate his or her dues with the Society up to a maximum of one-hundred-and-twenty (120) days. If the membership requirement has not been corrected within one-hundred-and-twenty (120) days, the Executive Committee shall take action as appropriate under Article 8 of the Chapter Bylaws. Until such time that the Chapter secretary has been notified by the Society that the dues have been paid in full, the officer in question shall not have full voting privileges.

## Policy 2004–04. Arizona Chapter Policy on Official Membership Rosters and Lists

### A. Privacy

**Item 1.** To protect the privacy of our individual members, it shall be the general policy of the Arizona Chapter to not share electronic rosters or membership lists with business entities, or vendors.

- a. Vendors who are ASLA members may be directed to the Society's website which provides contact information for each member and associate.
- b. Similar information may be obtained as public record through the Arizona Board of Technical Registration website for registered landscape architects.
- c. The Chapter secretary, with the agreement of the Executive Committee, may provide mailing labels upon request.

**Item 2.** The Executive Committee may elect to share electronic rosters or membership lists with other professional societies provided an agreement that the lists will be used in accordance with Chapter guidelines and policy.

- a. An agreement for a one-time or limited use should be obtained in writing prior to sharing the list or roster.

## Policy 2017–01. Arizona Chapter Policy on Confidentiality

Arizona Chapter, American Society of Landscape Architects (AZASLA) engages in strategic arrangements with various entities to provide members services and benefits. AZASLA has entered into non-disclosure and confidentiality agreements with other entities and is prohibited from divulging information and knowledge that is considered proprietary to those entities. Officers, directors, members and agents of AZASLA shall acknowledge and agree to have access to confidential and proprietary information belonging to existing strategic partners or potential strategic partners. They shall retain all such information in the strictest confidence, and any disclosure to any third party could result in legal liability for AZASLA and the officer, director, member or agent personally, with the potential to exceed the current insurance and indemnification protections afforded the officers, directors, members and or agents of AZASLA, if any. All officers, directors, members and agents privy so such information shall sign a Confidentiality Agreement. All signed agreements will be saved by the Chapter.

## Policy 2017–02. Arizona Chapter Policy on Whistleblowers

Arizona Chapter, American Society of Landscape Architects (AZASLA) is open and accountable to its members and employees. The AZASLA Executive Committee expects all AZASLA volunteers and employees to obey the law and act ethically. It requires that volunteers and employees contact legal counsel or AZASLA officers, as appropriate, about any activity that they think might violate law, policy, or ethical standards. The policy is intended to encourage and enable volunteers and employees to raise serious concerns within the AZASLA before seeking action from outside sources. All volunteers and employees shall sign a Whistleblower Agreement. All signed agreements will be saved by the Chapter.

## Policy 2017–03. Arizona Chapter Policy on Conflict of Interest

Any potential conflict of interest on the part of any member of the Arizona Chapter, American Society of Landscape Architects (AZASLA) Executive Committee shall be disclosed annually to the other members and made a matter of record. In addition, should a conflict of interest arise after the annual reporting period, members shall disclose that interest to the other members when it becomes a matter before the Executive Committee. Any Executive Committee member having a potential conflict of interest on any matter shall not vote or use their personal influence on the matter and they shall not be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made as well as the abstention from voting and the quorum situation. All Executive Committee members with voting privileges shall sign a Conflict of Interest Agreement at the beginning of their term. All signed agreements will be saved by the Chapter.

## Policy 2017–04. Arizona Chapter Policy on Document Retention

The Arizona Chapter, American Society of Landscape Architects (AZASLA) executive administrator shall be responsible for storing all Chapter documents, either hard copy or digital, in a safe and secure manner.

All documents produced as a result of conducting the affairs of the Arizona Chapter, American Society of Landscape Architects (AZASLA) shall be properly stored and safeguarded in order that a complete and accurate record of business transactions is readily available at all time. Recognizing that no valid reason exists to retain all documents for an indefinite period of time, certain documents may be disposed of when the retention will not serve a useful purpose. Therefore, documents may be disposed of in accordance with the following record retention schedule.

Articles of Incorporation	Permanent
Year-end financial statements	Permanent
Chapter By-laws - Original and all amendments	Permanent
Chapter Meeting Minutes	Permanent
Year-end investment statements	Permanent
Annual roster of Chapter Officers	Permanent
Chapter Committee Meeting Minutes	Permanent
Annual corporate report to state government	As required by state law
Employee contracts	10 years
IRS Form 990 or 990-EZ	7 years
Bank statements, cancelled checks, vendor invoices	7 years
Correspondence	3 years