

Bylaws of  
Boston Society of Landscape Architects  
*A Chapter of American Society of Landscape Architects*

## Article 1. Membership

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### **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. 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 membership 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

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### **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

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### **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 in the Chapter 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. Members resigning from the Society or who are 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, the ASLA Constitution, and/or the 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 Fellows Nominating Committee will meet and recommend nominees for Fellowship. The recommendations will be presented to the Executive Committee for final approval. Following approval, the recommended nominees are contacted for their interest and acceptance of the sponsorship.

### **Chapter Honorary Members**

311. The Chapter may elect Honorary Members. Chapter Honorary Members shall be individuals 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 voting members of the Executive Committee of the Chapter present at a meeting shall be

required for election. Chapter Honorary Members standing with the Society shall not be altered as a result of this designation.

## Article 4. Privileges

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### **Chapter Privileges**

#### Society Designation, Seal, or Logo

401. The official designation of the Chapter shall be the Boston Society of Landscape Architects. The seal or logo of the Society may be used with the official Chapter designation, or the abbreviated designation, BSLA, 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 Fellows, Full Members, Associate Members, and International Members in accordance with the Bylaws of the Society.

404. Affiliated membership designations may be used by Affiliate Members and Corporate Members only 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 national headquarters. Emeritus members shall be designated Emeritus Fellow or Emeritus Member and shall be exempt from Society and Chapter dues.

#### 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 national headquarters. 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

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### **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 voting members of the Executive Committee present at a meeting 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 or as required by the Society.

### **Relocation**

506. Full, Associate, and Affiliate Members moving from one chapter area to another chapter area 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**

507. Full, Associate, and Affiliate Members reassigned from one chapter to another chapter area 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**

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

### **Delinquency**

509. 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 their 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**

510. The Executive Committee may levy special assessments for specific purposes. Any proposal 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 a meeting shall be required for adoption.

## **Article 6. Sections**

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### **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 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;

601.2 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;

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 *Section of the Boston Society of Landscape Architects*. The seal or logo of the Society may be used by the section with the official section designation, or the abbreviated designation, *BSLA*, 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.

### **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.

### **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 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.

### **Dissolution and Disaffiliation**

607. Sections may voluntarily dissolve 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 executive director 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 or 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 the opportunity for a hearing on the charges and an opportunity to respond. Disaffiliation shall become effective on the date specified by the Board of Trustees.

## Article 7. Student Chapters

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### 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 Society, its sponsoring ASLA Chapter, and the 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 by the student chapter 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. Student chapter designation 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

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. 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.

## 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. The liaison may be in academic, private, or public practice. 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 academic heads of programs in the chapter area that are accredited or recognized by the Chapter in accordance with Section 701. Jurors shall be members of the Chapter and shall not be faculty associated with the academic program.

## National Student Advisory Committee

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 the violation of the Constitution or Bylaws of the Society or the Chapter, failure to elect a chair in a timely manner, or other due cause, provided the student chapter is duly notified of the charges against it and given an opportunity for a hearing of the charges and an opportunity to respond to the charges.

### **Student Affiliate Chapters**

7.12 The executive Committee of the Chapter may petition the Society for sponsorship of student affiliate chapters within its territory. 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 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.

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 at a meeting.

712. Student affiliate chapters shall undertake activities consistent with the purpose of the Chapter and the 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

713. The official designation of student affiliate chapters shall be the "*Name of Institution*" *Student Affiliate Chapter, ASLA, may be used by the student affiliate chapter* for business and professional purposes such as student affiliate chapter stationery, documents, publications, directories, signs, and web sites. 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

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

### Dues

715. Student affiliate chapters may establish annual dues for student affiliate chapter members in accordance with the student chapter bylaws and collect and disburse student affiliate member dues and such other funds as are necessary for its

operations and accomplishing its purpose. Such dues are separate from the student affiliate member's individual membership dues to the Society.

### Public Statements

716. 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 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

717. The Executive Committee shall designate liaisons for student affiliate chapters. Student affiliate chapter liaisons shall be Full or Associate Members of the Society and the Chapter. The liaison may be in academic, private, or public practice. Student affiliate chapter liaisons and student affiliate chapter presidents shall act as representatives for student affiliate chapters to the sponsoring Chapter, educational institution, and the Society.

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

### Charter Revocation

719. The Executive Committee of the Society may revoke student affiliate chapter charters on the recommendation of the sponsoring Chapter Executive Committee for violation of the Constitution or Bylaws of the Chapter or the Society, 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 an opportunity for a hearing of the charges, and an opportunity to respond to the charges.

## Article 8. Executive Committee and Elections

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### **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 and student affiliate chapters, support student and student affiliate chapter activities, and recommend student affiliate 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; 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 full terms.

##### President-Elect/President/Immediate Past President

805. 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.

806. 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; monitor 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.

807. 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 and Elections 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.

808. Following election from the Chapter membership, a full member may serve as President-Elect/President/Immediate Past President for a total term of four (4) years of which one shall be as President-Elect, two as President, and one as Immediate Past President in the aforementioned order.

#### Acting President

809. 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 2/3 affirmative vote of the voting membership of the Executive Committee present at a meeting 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.

#### Treasurer

810. 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.

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

#### Section Chairs

812. 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.

813. The section chairs shall be Full or Associate Members appointed by the President with approval by the Executive Committee for terms of one (1) year.

#### At-Large Members

814. The at-large members shall: perform such other duties as are customary for the position of at-large member or as may be assigned or delegated by the Executive Committee of the Chapter.

815. The at-large members shall be Full or Associate Members elected for terms of two (2) years.

816. There shall be as many at-large members as deemed appropriate by the Executive Committee.

#### Nonvoting Members of the Executive Committee

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

### **Elections**

#### Annual Elections

818. 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.

819. At least one-hundred-and-eighty (180) days prior to the annual meeting of the Society, the Nominating and Elections Committee Chair shall issue a call for potential nominees to the Chapter membership. The call for potential nominees shall include a current Executive Committee roster with term inception and expiration dates; the duties of each position for which potential nominees are being sought; and the closing date for submissions.

820. The Nominating and Elections 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.

821. At least one hundred and twenty (120) days prior to the annual meeting of the Society, the completed slate, with acceptance received from each nominee, shall be provided to the president. The president shall present the slate of nominees to the Executive Committee for approval.

822. At least ninety (90) days prior to the annual meeting of the Society, the executive director shall provide election ballots to the Full and Associate 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.

823. 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 members of the Executive Committee present at a meeting.

824. During the period of balloting, the balloting system or ballots shall be secured in a reasonable manner by the executive director. As soon as possible, the Tellers Committee shall review the ballot report, verify the election, and forward a confidential, tabulation of the results over the signature of the committee chair to the president and Nominating and Elections Committee Chair of the Chapter. The results shall be kept confidential until released by the president for publication by the Chapter at which time the balloting system shall become inactive.

825. 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

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

827. Vacancies occurring during term in the office of a 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 year. Vacancies occurring during term in the office of the president-elect shall require a special election to fill the vacancy. A vacancy in the term of the president shall be filled by the president-elect. Vacancies occurring during the term in Executive Committee positions other than that of trustee or president shall be filled for the balance of the term by a 2/3 affirmative vote of the voting members of the Executive Committee present at a meeting.

828. 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.

828.1 The Nominations and Elections Committee shall prepare a special election slate consisting of no more than two (2) nominees for each vacancy. The completed slate, with acceptance received from each nominee, shall be provided to the president. The president shall present the slate of nominees to the Executive Committee for acceptance.

828.2 The Nominations and Elections Committee shall provide election ballots to the Full and Associate 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.

828.3 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 members of the Executive Committee present at a meeting.

828.4 During the period of balloting, the balloting system or ballots shall be secured in a reasonable manner by the executive director. As soon as possible, the Tellers Committee shall review the ballot report, verify the election, and forward a confidential, tabulation of the results over the signature of the committee chair to the president and Nominating and Elections Committee Chair of the Chapter. The results shall be kept confidential until released by the president for publication by the Chapter at which time the balloting system shall become inactive.

828.5 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. Appointments

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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.

903. The president shall nominate vice-presidents

904. The president shall appoint 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.

## Article 10. Committees

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### **Standing Committees**

#### Nominating and Elections Committee

1001. There shall be a Nominating and Elections Committee composed of at least 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 no more than two (2) nominees for each chapter office to be filled by election.

#### Tellers Committee

1002. There shall be a Tellers Committee composed of at least three (3) Full or Associate Members of the Chapter, of whom one shall be an Associate Member. The Tellers Committee shall count any paper ballots, confirm the results of the electronic balloting system, 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 chair of the Nominations and Elections Committee of the Chapter.

#### Constitution and Bylaws Committee

1003. There shall be a Constitution and Bylaws Committee composed of at least three (3) Full or Associate Members of the Chapter. 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.

1004. The laws of the state of incorporation or organization of the Chapter 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

1005. There shall be an Audit Committee composed of at least 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-and-twenty (120) days of the close of the financial year.

## Article 11. Business of the Chapter

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### **Meetings**

1101. 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 or Bylaws.

1102. 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



1103. 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 executive director shall issue notices of all meetings of the Chapter and the Chapter Executive Committee. Regular Meetings of the Executive Committee

1104. 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

1105. 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 voting members of the Executive Committee present at a meeting. Executive Committee members may participate in a meeting via telephone or video conference at which all persons participating can simultaneously hear each other.

#### Meeting Chair

1106. 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.

#### Proxy

1107. Members unable to attend a meeting of the Executive Committee may give written proxy for that meeting to another member of the Executive Committee.

#### Quorum

1108. More than one-half (1/2) of the entire voting membership of the Executive Committee present in person, via telephone or video conference, or by proxy shall constitute a quorum for the transaction of business by the Executive Committee.

#### **Votes and Ballots**

1109. 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. 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. 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.

1110. The closing date and time for votes of the Executive Committee conducted by ballot 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.

1111. Written consent of the members of the Executive Committee may be submitted by mail or email with a time period established by the president, but in no case more than seven (7) days from the date written consent is requested.

1112. Special election and other confidential votes of the Executive Committee conducted by ballot 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 Nominating and Elections Committee Chair. The results shall be reported and recorded in the minutes of the next regular meeting of the Executive Committee.

1113. 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 Nominating and Elections Committee Chair of the Chapter. The results shall be kept confidential until released by the president for publication by the Chapter.

### **Reports**

1114. 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**

1115. The Executive Committee shall adopt a policy to assist in the identification and resolution of conflicts of interest that may arise in the governance of Chapter affairs.

### **Member Confidentiality Disclosure**

1116. The Executive Committee shall adopt policies governing the release of member and membership information that are consistent with the Society's Member Confidentiality Disclosure Policy.

## **Article 12. Funds**

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### **Funds**

1201. The Chapter shall have an operating fund and may establish a reserve fund.  
Operating Fund

1202. 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

1203. The purposes of the reserve fund shall be:

1203.1 to sustain operations and member services during a period of economic downturn.

1203.2 to manage the cash-flow requirements of proven fee-for-service activities, e.g., the annual meeting.

1203.3 to fund capital expenditures beyond anticipated annual capital expenses.

1203.4 to meet financial obligations under emergency circumstances, i.e., onetime, episodic, unanticipated situations.

1203.5 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 present at a meeting.

### **Bank Accounts**

1204. 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 in writing 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 in writing 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**

1205. 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**

1206. 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 13. Amendments**

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### **Amendments**

1301. The Bylaws may be amended by the Executive Committee while in session at a regular, scheduled meeting of the committee.

1302. 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 Chapter's 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 Chapter's Constitution and Bylaws Committee, and the president, of the Chapter at least thirty (30) days prior to a scheduled meeting of the Executive Committee.

1303. The Chapter's Constitution and Bylaws Committee shall review the proposed amendment to ensure consistency with the Constitution and the Bylaws of the Chapter and assist the sponsor in rectifying any inconsistency. The committee shall, if appropriate, then endorse and forward the proposed amendment to the sponsor and the president at least twenty (20) days prior to the scheduled meeting of the Executive Committee.

1304. At least ten (10) days prior to the regular scheduled meeting of the Executive Committee, the executive director shall post the proposed amendment for review by the committee, and the president shall place the proposed amendment on the agenda for the meeting.

1305. The Executive Committee shall consider the proposed amendment while in session at the regular, scheduled 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 voting members of the Executive Committee present at a meeting shall be required for adoption.

## **Article 14. Disaffiliation & Dissolution**

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1401. The Chapter may voluntarily disaffiliate from the Society by: (i) an affirmative vote by two-thirds (2/3) of the Full and Associate Members assigned to the Chapter, voting by ballot returned to the Chapter executive director not less than thirty (30) days after issuance of the ballot, or (ii) an affirmative vote of two-thirds (2/3) of the Full and Associate Members present at a meeting.

1402. 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 a 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 an opportunity for a hearing of the charges and an opportunity to respond to the charges.

1403. Voluntary disaffiliation 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. Disaffiliation by an affirmative vote by two-thirds (2/3) of the entire voting members of the Board of Trustees of the Society present at a meeting shall become effective on the date specified by the Board of Trustees.

1404. On the specified effective date of disaffiliation, the Chapter shall no longer have the right to designate itself as a Chapter of the Society, as part of its corporate name or otherwise, and shall forfeit all rights and privileges of a Chapter as set forth in the Society's Constitution, Bylaws and policies.

1405. 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 and Associate Members assigned to the Chapter (i) voting by ballot returned to the chapter nominating and elections committee chair, not less than thirty (30) days after issuance of the ballot; or (ii) an affirmative vote of two-thirds (2/3) of the Full and Associate 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.