

**American Society of Landscape Architects
Florida Chapter**



**ASLA
FLORIDA**

Constitution & Bylaws

ASLAFlorida.org

**** Revised September 2017 ****

ASLA Florida Chapter Constitution

Article 1. Name

101. The name of the organization shall be the Florida 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 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

201. 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 Florida and the Territory of Puerto Rico.

302. The Chapter shall maintain minimum membership strength of twenty-five (25) Full Members, Associate Members, and International Members of the Society, of who 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 voting members of the Board of Trustees present at a meeting for approval.

Article 4. Chapter 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, Associate Members, and International Members. Full, Associate, and International 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. International Members may be assigned to the Chapter on request.

403. Affiliate Members shall be involved with, or interested in activities supporting the mission of the Society. 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, or treasurer, at-large members of the Executive Committee, section chair, and on committees.

503. International 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. International Members shall not hold office as trustee of the Chapter, but may serve in any other Chapter office and on committees.

504. 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.

505. 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, Affiliate Members, and International 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, Associate, and International Members elected by the Full, Associate, and International Members of the section for terms in accordance with the Bylaws of the Chapter. Vacancies occurring during the term of a Section Chair shall be filled 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 at-large members—of whom at least one shall be an Associate Member—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, and the treasurer. The trustee, president, president-elect, and immediate past president shall be Full, or International 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. At-large members of the Executive Committee shall be Full, Associate, or International Members elected by the Full, Associate or International Members of the Chapter for terms in accordance with the Bylaws of the Chapter. Vacancies occurring during the term of an at-large member shall be filled in accordance with the Bylaws of the Chapter.

805. 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 a 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 the 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 Chapter offices other than that of a trustee, president-elect, and president 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.

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

807. A majority of the Executive Committee and a quorum for the transaction of all business shall be more than one-half (1/2) of the entire voting membership of the Executive Committee, except where otherwise specified in the Constitution or Bylaws. The voting membership of the Executive Committee shall be the officers; the section chairs; and the at-large members.

808. 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, International, 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 voting members of the Executive Committee present at a meeting 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 disaffiliation of the Chapter.

Article 10. Bylaws

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 and shall become effective on adoption or on the date specified by the Executive Committee.

1003. The laws of the state shall prevail when a Chapter is incorporated under state law and such legal requirements are inconsistent with the Constitution and Bylaws of the Society.

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 Members of the Chapter shall meet annually at times and places determined by the Executive Committee.

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

1203. Special meetings of the Members of the Chapter shall be called by the president on a signed petition by twenty (20) percent of the Full, Associate, and International Members of the Chapter.

1204. A quorum at annual or special meetings of the Chapter shall be twenty (20) percent of the Full, Associate, and International Members of the Chapter; but no vote at any 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 voting members of the Executive Committee present at a meeting before being submitted on a ballot to the Full Members of the Chapter. An affirmative vote by two-thirds (2/3) 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, as they may be amended from time to time. When the Constitution or Bylaws of the Society are

amended, the Chapter shall consider whether amendment of the Constitution or Bylaws of the Chapter is necessary to conform to the change.

July 5, 2017 – Approved unanimously by the Executive Committee for special election by the Full Members. Amendments as instructed by the Society Board of Trustees, and as proposed by the Florida Chapter Constitution and Bylaws Committee. See Article 13 above for requirements for amending the Chapter Constitution.

ASLA Florida Chapter Bylaws

Article 1. Membership Professional Membership

101. The American Society of Landscape Architects (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 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 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 in the Chapter 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, International, and Affiliate Members to the Chapter roster based on primary mailing address or in accordance with individual preference and circumstance.

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

Nomination Process

310. Chapter Fellows Following procedures established by the Chapter Fellows Committee, eligible Members believed by the Chapter Fellows Committee to have a strong likelihood of being elected to the Council of Fellows may be recommended to the Chapter Fellows Committee for nomination by the Chapter Executive Committee. The Chapter Executive Committee may nominate any eligible Member.

311. Chapter Honorary Members 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 voting members of the Executive Committee of the Chapter present at a meeting shall be required for election. Chapter Honorary Members shall have no standing in the Society.

Article 4. Privileges

Chapter Privileges

401. Society Designation, Seal, or Logo The official designation of the Chapter shall be the Florida Chapter of the American Society of Landscape Architects. The seal or logo of the Chapter or the Society with the official Chapter designation may be used, or the abbreviated designation, ASLA Florida Chapter, or FLASLA for business and professional purposes such as chapter stationery, documents, publications, directories, signs, and websites. The Chapter or Society designation, seal, or logo 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.

402. Public Statements 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 only 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 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

Annual Dues

501. The Executive Committee shall levy the Full, Associate, International, 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 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 levies at least one-hundred-and-twenty (120) days prior to the first day of the financial year of the Society.

Chapter Dues Schedule

505. Annual Dues for Membership in the Chapter are as follows.

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

505.2 The annual Chapter dues for each Full Member shall be one hundred fifteen (\$115) dollars.

505.3. The annual Chapter dues for each Associate Member shall be seventy-five (\$75) dollars.

505.4 The annual Chapter dues for each International Member shall be one hundred fifteen (\$115) dollars.

505.5. The annual Chapter dues for each Affiliate Member shall be one hundred fifteen (\$115) dollars.

Relocation

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

Delinquency

509. Any Members failing to pay Society and Chapter dues within sixty (60) days of their annual membership renewal date shall be deemed delinquent. The Society shall provide Members with written notice of 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 such 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 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, 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 "*Section of the Florida Chapter of the American Society of Landscape Architects.*" The seal or logo of the Chapter or the Society may be used by the section with the official section designation, or the abbreviated designation, "*Section, Florida Chapter, ASLA*", for business and professional purposes such as section stationery, documents, publications, directories, signs, and websites. The section designation, seal, or logo of the Society shall not be used to indicate that a firm, company, or any other group, organization, or institution is a Member of or has any standing in the Society, or for any purpose not authorized by the Society.

Section Chairs

604. Each section shall have a chair. 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 chair vacancies may be filled by an affirmative vote by two-thirds (2/3) of the entire voting membership of the 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 statement 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 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 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 to the charges. 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 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 Chapter, and 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. 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 purpose not authorized by the Society.

Constitution and Bylaws

704. Student Chapter constitution and bylaws, 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 statement 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.

Student 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. The 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 and given an opportunity for a hearing on the charges and an opportunity to respond to the charges.

Student Affiliate Chapters

712. 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 Chapters shall require an affirmative vote by a majority of the Executive Committee of the Society present at a meeting. **713.** Student Affiliate Chapters shall undertake activities consistent with the purpose of the Chapter and 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 by the Student Affiliate Chapter 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 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

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

Dues

716. 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 a Student Affiliate Member’s individual membership 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 public statement 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

718. 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.

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 the sponsoring 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, 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

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 and 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 strategic plan with goals and objectives; adopt Chapter programs and budgets necessary to execute the strategic plan; administer contracts, authorize expenditures, nurture a leadership ladder, 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. Quarterly (January, April, July, October) each member of the Executive committee shall provide a written report to include in the Executive Committee agenda package.

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

805. The president serves the membership and the Executive Committee. 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.

806. The president shall be a Full or International Member, and serve for a term of one (1) year, subsequent to their term as president-elect. Succeeding their term they will assume the office of immediate past-president.

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, a vice president, 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 voting members 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.

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; serve ex officio as a member of the Nominating 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.

809. The president-elect shall be a Full or International Member, and elected for a term of one (1) year. Ensuing their term they will assume the office of president and subsequently immediate past-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 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 or International Member, and serve for a term of one (1) year, subsequent their term as president.

Secretary

812. 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. The secretary shall maintain a record copy of all official Chapter correspondence, publications, meeting minutes, and the Bylaws and Constitution. This record shall be forwarded to the succeeding secretary and to the association manager at the end of each term. Annually, a backup copy of this record shall be placed in safe storage at a secure location.

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

Treasurer

814. 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. The treasurer shall maintain a record copy of all official Chapter bookkeeping and accounting files. This record shall be forwarded to the succeeding treasurer and association manager at the end of each term. Annually, a backup copy of this record shall be placed in safe storage at a secure location.

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

Section Chairs

816. 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.

817. The section chairs shall be Full, Associate, or International Members elected for terms of two (2) years.

At-Large Members

818. Four (4) at-large members shall represent the Chapter's interests within areas of specific concern to the membership; education and research, advocacy and licensure, public relations and marketing, and leadership and membership. A fifth at-large member will represent the Chapter's interests specific to emerging professional members. At large members shall perform 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.

819. Four (4) at-large members shall be Full, Associate, or International Members elected by the Full, Associate, and International Members of the Chapter for terms of two years. The emerging professional at-large member shall be an Associate Member elected by the Full, Associate, and International Members of the Chapter for a term of one year. The education and research at-large member and the advocacy and licensure at-

large member shall be elected during even numbered years. The public relations and marketing at-large member and the leadership and membership at-large member shall be elected during odd numbered years.

Nonvoting Members of the Executive Committee

820. Nonvoting members of the Executive Committee shall include the association manager, a parliamentarian, faculty representatives, student chapter presidents, and such other persons as determined to be necessary and appropriate by the Executive Committee.

820.1. Association manager. Duties and compensation for the association manager shall be defined by written agreement between the Executive Committee and the association manager.

820.2. Parliamentarian. A parliamentarian may be appointed by the president. The parliamentarian shall have readily available at least one copy of the Society and Chapter Constitution and Bylaws, and Roberts Rules of Order at all meetings of the Executive Committee, and perform duties customary of a parliamentarian or as assigned or delegated by the president. In the absence of the parliamentarian at a meeting of the Executive Committee, the secretary shall have readily available at least one copy of the Society and Chapter Constitution and Bylaws, and Roberts Rules of Order.

820.3. Faculty representative. The faculty representatives shall be Full or Associate Members representing the Chapter's interests specific to relations and activities with landscape architecture and affiliate academic programs. Each university or college with an accredited landscape architecture program or program recognized by the Chapter shall be represented by a single representative designated to serve on the executive committee by their respective institution. The faculty representatives shall provide quarterly reports to the Executive Committee and perform other duties customary for the position of faculty representative, or as may be assigned or delegated by the Executive Committee of the Chapter.

820.4. Student chapter presidents and student chapter affiliate presidents. Student chapter presidents shall provide quarterly reports to the Executive Committee and perform other duties customary for the position of student chapter president.

Elections

Annual Elections

821. 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. Members and the election process shall adhere to the Chapter election policy.

822. At least one-hundred-and-eighty (180) days prior to the annual meeting of the Society, the secretary 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.

823. 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 position.

824. At least one-hundred-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.

825. At least ninety (90) days prior to the annual meeting of the Society, 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 open position; instructions for voting; and the date and time voting will close.

826. 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.

827. 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.

828. 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

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

830. 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 year. Vacancies during term in office of the president-elect shall require a special election to fill the vacancy. A vacancy in the term of the president will 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 majority vote of the voting members of the Executive Committee present at a meeting.

831. 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.

831.1 The Nominating 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.

831.2 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.

831.3 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.

831.4 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.

831.5 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. Terms exceeding one year shall be approved by majority vote of the Executive Committee.

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.

908. Annually, on September 1, with a request for approval, all committees shall provide to the Executive Committee an annual report that includes activities and accomplishments from the preceding year; and for the coming year a proposed mission statement, strategic plan, annual work plan, and annual budget.

Standing Committees

909. At least one member of each standing committee shall be a member of the Chapter Executive Committee. Standing Committee shall provide periodic reports, as needed, to the Executive Committee.

Nominating Committee

909.1 There shall be a Nominating Committee composed of at least three (3) Full, Associate, or International Members of the Chapter, of whom one shall be the president-elect and another shall be an Associate Member. The Nominating Committee shall prepare a slate of two (2) or more nominees for each chapter office to be

filled by election. The committee shall advise Members of paths to consider along the Chapter leadership ladder.

Tellers Committee

909.2. There shall be a Tellers Committee composed of at least three (3) 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

909.3. There shall be a Constitution and Bylaws Committee composed of at least three (3) Full, Associate, or International Members of the Chapter, of whom one shall be the secretary. The committee shall prescribe a format for the preparation of sponsored amendments; review proposed amendments for consistency with the Constitution or the Bylaws and assist the sponsor in rectifying any inconsistency; and draft amendments as necessary and appropriate to ensure consistency with the Constitution and Bylaws of the Society. 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

909.4. There shall be an Audit Committee composed of at least three (3) 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.

Finance Committee

909.5. There shall be a Finance Committee composed of at least three (3) Full or Associate Members with one being the treasurer. The Finance Committee shall serve as advisor to the treasurer and bookkeeper, develop a draft budget, develop a plan for investments and expenditures, and act as authorized by the Executive Committee.

Strategic Planning Committee

909.6. There shall be a Strategic Planning Committee composed of at least three (3) Full or Associate Members. The Strategic Planning Committee shall prescribe a format for the periodic preparation and adoption of necessary updates to the Chapter strategic plan, and measure the Executive Committee's activities and accomplishments for consistency with the strategic plan.

Committee Administration

910. Each committee's actions and activities shall adhere to the Society's Committee Guidelines unless otherwise authorized by the Executive Committee.

Article 10. Business of the Chapter Meetings

1001. Robert's Rules of Order Newly Revised, the current edition, 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.

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 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 one another.

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.

Proxy

1007. Members of the Executive Committee unable to attend a meeting of the Executive Committee may give written proxy for that meeting to another Full, Associate, or International Member of the Chapter. A proxy shall not be assigned to another voting member of the Executive Committee or to a Member holding a proxy. A member of the Executive Committee giving proxy by electronic mail or any other means shall copy the secretary and president.

Quorum

1008. 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, as defined in Chapter policy, shall constitute a quorum for the transaction of business by the Executive Committee.

Votes and Ballots

1009. All motions committing the Chapter to any policy or action shall be put to a vote of the Executive Committee at a duly called meeting, or by ballot. 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. For all votes, the secretary shall confirm the presence of a quorum. When using email for motions, seconds, and discussion, the secretary shall verify a quorum is present by tracking read receipts from all eligible members. 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 hardcopy or electronically.

1010. 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. Though the voting period for electronic mail votes shall be no less than seven (7) days, a motion can be approved or defeated once a majority is established.

1011. Written consent of the Executive Committee may be submitted by mail or email with a time period established by the president and secretary, but in no case more than seven (7) days from the date the written consent is requested.

1012. 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 secretary. The results shall be reported and recorded in the minutes of the next regular meeting of the Executive Committee.

1013. The Tellers Committee shall count and verify election ballots and other confidential ballots of the professional membership of the Chapter. Confidential, written tabulations of ballot results shall be forwarded over the signature of the committee chair or by electronic mail to the president and secretary of the Chapter. The results shall be kept confidential until released by the president for publication by the Chapter.

Reports

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

Conflict of Interest

1015. The purpose of these conflicts of interest provisions is to protect the Chapter's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Chapter. This policy is intended to supplement but not replace any applicable state law governing conflicts of interest applicable to non-profit and charitable Chapters.

1015.1. Definitions

1015.1.1. Interested Person. Any director, principal officer, or member of the Executive Committee or a Standing or Other Committee of the Chapter (hereinafter collectively, "Standing Committee") who has an organizational interest or a direct or indirect financial interest, as defined below, is an interested person.

1015.1.2 Interest.

1015.1.2.1. A person has an organizational interest if the person or any member of his family serves as a director, trustee, or officer in any entity with which the Chapter contemplates a transaction or arrangement, is negotiating a transaction or arrangement, or has a transaction or arrangement.

1015.1.2.2. A person has a direct or indirect financial interest if the person has, directly or indirectly, through business, investment or family:

1015.1.2.3. An ownership or investment interest in any entity with which the Chapter is negotiating or has a transaction or arrangements;

1015.1.2.4. A compensation arrangement with the Chapter or with any entity or individual with which the Chapter is negotiating or has a transaction or arrangement; or

1015.1.2.5. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Chapter is negotiating a transaction or arrangement. For these purposes, compensation includes direct and indirect remuneration of any value as well as gifts or favors that have a value in excess of two hundred and fifty (\$250.00) dollars.

1015.2. Duty to Disclose.

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her organizational and/or financial interest and must be given the opportunity to disclose all material facts to the directors and members the Executive Committee or the Standing Committee considering the proposed transaction or arrangement.

1015.3. Determining Whether a Conflict of Interest Exist.

After disclosure of the organizational and/or financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining committee members shall decide if a conflict of interest exists. If the remaining committee members determine, upon majority vote, that a conflict of interest exists, the procedures set for in Sections 1021-1024 shall be followed.

1015.4. Procedures for Addressing the Conflict of Interest

1015.4.1. An interested person may make a presentation at the Executive Committee or Standing Committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

1015.4.2. The disinterested directors of the committee may, by majority vote, direct the chairperson of the committee to appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

1015.4.3. After exercising due diligence, the Executive Committee or Standing Committee shall determine whether the Chapter can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

1015.4.4. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Executive Committee or Standing Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Chapter's best interest and for its own benefit and whether the transaction is fair and reasonable to the Chapter and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

1015.5. Violations of the Conflicts of Interest Policy

1015.5.1. If the Executive Committee or Standing Committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

1015.5.2. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Executive Committee or Standing Committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

1015.6. Records of Proceedings

1015.6.1. The minutes of the Executive Committee and or the Standing Committee, as the case may be, shall contain:

1015.6.2. The names of the persons who disclosed or otherwise were found to have a organizational and/or financial interest in connection with an actual or possible conflict of interest, the nature of the organizational and/or interest, any action taken to determine whether a conflict of interest was present, and the Executive Committee's or Standing Committee's decision as to whether a conflict of interest in fact existed.

1015.6.3. The names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

1015.7. Annual Statements

1015.7.1. Each director, principal officer, and member of a committee with Executive Committee delegated powers shall annually sign a statement which affirms that such person:

1015.7.1.1. Has received a copy of Constitution and Bylaws of the Chapter, including the conflicts of interest policy,

1015.7.1.2. Has read and understands the policy,

1015.7.1.3. Has agreed to comply with the policy, and

1015.7.1.4. Understands that the Chapter is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Member Information Disclosure

1016. 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 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. All withdrawals in excess of \$7,500.00 shall require the signatures of two officers of 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, for example, 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 present at a meeting. The reserve fund shall be managed and invested as recommended by the Finance Committee, and agreed from time to time by the members of the Executive Committee by the adoption of an investment policy for the fund.

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 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 herein above 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 begin on the first (1st) day of January and end on the next thirty-first (31st) day of December.

Article 12. Indemnification

1201. The Chapter shall, to the full extent of its power to do so by law, indemnify any and all present and former officers, employees, committee members, including Executive Committee members, and other agents of the Chapter against expenses, including attorneys' fees, judgments, fines and amounts paid in which they, or any of them, are made parties, or a party, by reason of their being or having been officers, employees, committee members or agents of the Chapter. Such indemnification shall not apply in relation to matters as to which any such person shall be finally adjudicated in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Chapter, or with respect to any criminal action or proceeding where such person is finally adjudged to have had reasonable cause to believe that his or her conduct was unlawful. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other bylaw, agreement or otherwise.

Article 13. Amendments 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, Associate, or International Members of the Chapter. The sponsor shall prepare the proposed amendment in the format prescribed by the Chapter 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 Chapter Constitution and Bylaws Committee, the president, and the secretary of the Chapter at least thirty (30) days prior to a scheduled meeting of the Executive Committee.

1303. The Chapter 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, the president, and the secretary 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 secretary 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

1401. The Chapter may voluntarily disaffiliate from the Society by: (i) an affirmative vote by two-thirds (2/3) of the combined total of Full and Associate Members assigned to the Chapter, 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 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 members 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 on the charges and a fair opportunity to respond to the charges.

1403. Voluntary disaffiliation by an affirmative vote by two-thirds (2/3) of the combined total of 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 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 combined total of Full and Associate 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 and Associate Members present at a meeting called for this purpose. 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.

July 5, 2017 – Approved unanimously by the Executive Committee. Amendments as instructed by the Society Board of Trustees, and as proposed by the Florida Chapter Constitution and Bylaws Committee. See Article 13 above for requirements for amending the Chapter Bylaws.