VIRGINIA CHAPTER AMERICAN SOCIETY OF LANDSCAPE ARCHITECTS

CONSTITUTION *(AMENDED February 6, 2008)*

Article 1. Name

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

Article 2. Purpose

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

Article 3. Territory

The territory of the chapter as determined by the Board of Trustees of the Society shall be: The Commonwealth of Virginia.

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

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

Article 4. Membership

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

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

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

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

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

Article 5. Voting and Leadership Privileges

501. Full members shall have the right to vote in Chapter elections, on amendments to the Constitution, and on all other matters requiring a vote by 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, president-elect, or vice-president of the Chapter, but may serve as secretary-treasurer, as at-large members of the Executive Committee, as section chairs, and on committees.
503. Affiliate Members and Chapter Honorary Members shall have no vote and shall hold no office in the Chapter, but may serve on committees and participate in Chapter meetings.
504. Other privileges shall accrue to Chapter members in accordance with the Bylaws of the Chapter.

Article 6. Sections

601. The Chapter may petition the Executive Committee of the Society for establishment of sections in cities or other specific areas within its territory. Full Members, Associate Members, and Affiliate Members, as applicable, shall be assigned to sections based on primary mailing address or in accordance with individual preference and circumstance.
602. Each section, as applicable, shall have a chair or co-chair. Section chairs or co-chairs shall be Full or Associate Members elected by the Full and Associate members of the section for terms in accordance with the Bylaws of the Chapter. Section chairs or co-chairs shall serve as nonvoting 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 the Chapter petitions by the Executive Committee of 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, if applicable; and such additional 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, and the secretary-treasurer or the secretary and the treasurer. The officers may also include a president-elect and/or one or more elected vice presidents. The trustee, president, president-elect, and vice president(s) shall be Full Members.
803. Trustees shall be elected for a term of three (3) years and shall represent the Chapter on the Board of Trustees of the Society. Trustees shall not serve more than two (2) consecutive terms. Other officers shall be elected for terms in accordance with the Bylaws of the Chapter.

804. At-large members of the Executive Committee shall be Full or Associate Members elected by the Full and Associate Members of the Chapter for terms 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 the term in the office of Chapter trustee shall be filled in the next Chapter election. In the interim period, the president of the Chapter may appoint a trustee provided the length of that appointment is no more than one year. Vacancies occurring during term in offices other than that of trustee shall be filled in accordance with the Bylaws of the Chapter. Vacancies occurring subsequent to the election, but prior to the assumption of office shall be filled by a 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, if applicable; and the at-large members, if applicable.
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 or as otherwise established by the president when filling a vacancy and shall hold office until their successors are installed.

Article 9. Funds

901. The Chapter shall collect and disburse such funds as are necessary for its operations and accomplishing its purpose and may receive and administer gifts and bequests.
902. The Executive Committee shall levy the Full, Associate, and Affiliate Member dues required for operating the Chapter and may levy special assessments for specific purposes. Any proposal by the Executive Committee to change the amount of dues or levy a special assessment shall be submitted to the Chapter membership in writing for a review and comment period of not less than forty-five (45) days. At the close of the review and comment period, the Executive Committee shall vote on the proposal. An affirmative vote by three-fourths (3/4) of the entire voting membership of the Executive Committee shall be required for adoption.
903. No funds, property, or other assets of the Chapter shall inure to the benefit of any person.
904. All funds, property, and other assets of the Chapter shall become the funds, property, and assets of the American Society of Landscape Architects, Inc., in the event of disbandment of the Chapter.

Article 10. Bylaws

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.

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. President-elect shall, prior to assuming office of president, prepare a list of committee appointments, and submit to the new Executive Committee for approval at its first meeting following assumption of office.
1103. In consultation with the Executive Committee, the president may create special study groups and task forces as necessary and appropriate and appoint the chairs and the members thereof to serve concurrently with the president making the appointment.

Article 12. Meetings

1201. The Chapter shall meet annually at times and places to be determined by the Executive Committee.
1202. Special meetings of the Chapter may be called by the President with the approval of the Executive Committee.
1203. Special meetings of the Chapter shall be called by the president on a signed petition by twenty (20) percent of the Full and Associate Members of the Chapter.
1204. A quorum at annual or special meetings of the Chapter shall be twenty (20) percent of the Full and Associate 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, Full Members of the Chapter.

Article 13. Amendments

1301. Proposed amendments to the Constitution shall be approved by an affirmative vote by two-thirds (2/3) of the entire voting membership of the Executive Committee 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. When the Constitution and Bylaws of the Society are amended, the Constitution and Bylaws of the Chapter shall also be amended as necessary and appropriate to conform with the change.

BYLAWS *(AMENDED May 24, 2010)*

Article 1. Membership

Professional Membership

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

Professional Standing

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

Affiliated Membership

Affiliate Members

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

Corporate Members

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

Article 2. Chapter Sponsorships

Chapter Sponsors

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

Article 3. Admission

Full, Associate, and Affiliate Members

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

Effective Date of Membership

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

Assignment to the Chapter Roster

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

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

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

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

Removal from the Chapter Roster

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

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

Fellows Section

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

Chapter Nomination Process

310. [The Chapter Executive Committee shall define and insert the process/procedures for Fellows nominations. See website]

Chapter Honorary Members

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

Article 4. Privileges

Chapter Privileges

Society Designation, Seal, or Logo

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

Public Statements

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

Member Privileges

Society Designation, Seal, or Logo

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

404. Affiliated membership designations may be used by Affiliate Members and Corporate Members in accordance with the Bylaws of the Society.

Emeritus Status

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

Limited Status

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

Temporary Limited Status

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

Waiver of Dues

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

Article 5. Dues and Assessments

Annual Dues

501. The Executive Committee shall levy the Full, Associate, and Affiliate Member dues required for operating the Chapter. Any proposal by the Executive Committee to change the amount of dues shall be submitted to the Chapter membership in writing for a review and

comment period of not less than forty-five (45) days. At the close of the review and comment period, the Executive Committee shall vote on the proposal. An affirmative vote by three-fourths (3/4) of the entire voting membership of the Executive Committee shall be required for adoption.

502. National and Chapter dues for Full, Associate, and Affiliate Members shall be payable annually on the last day of the month preceding the effective date of membership and shall be remitted to the Society.

503. Chapter dues collected by the Society will be rebated to the Chapter.

First Year Dues

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

Chapter Dues Schedule

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

506. The annual Chapter dues for each Full Member shall be sixty-five ($65) dollars.

507. The annual Chapter dues for each Associate Member shall be forty-five ($45) dollars.

508. The annual Chapter dues for each Affiliate Member shall be forty-five ($45) dollars.

Relocation

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

Reassignment

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

Concurrent Membership

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

Delinquency

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

Special Assessments

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

Article 6. Sections

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

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 Virginia Chapter of the Society includes five geographic sections. **The official designations of the sections shall be the *Northern Virginia Section, the Blue Ridge Section, the Southwestern Virginia Section, the Richmond Section, and the Hampton Roads Section of the Virginia Chapter of the American Society of Landscape Architects*.** The seal or logo of the Society may be used with the official section designation for business and professional purposes such as section stationery, documents, publications, directories, signs, and websites. The section designation, seal, or logo of the Society shall not be used to indicate that a firm, company, or any other group, organization, or institution is a member of or has any standing in the Society.

Section Chairs

604. Each section may have a chair if approved by 2/3 of the voting members of the Executive Committee. Section chair shall be Full or Associate Members elected by the Full and Associate members of the section and may 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 or the Chapter without first obtaining the written consent of the president of the Society or the president of the Chapter, except in the case of a direct quote from an officially adopted and published public policy of the Society.

Disbandment

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

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

Article 7. Student Chapters

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

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.

Student chapter charters shall be effective on approval of Chapter petitions by the Executive Committee of the Society.

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

Designation

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

Constitution and Bylaws

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

Dues and Funds

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

Public Statements

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

Sponsoring Chapter Responsibilities

707. The Executive Committee shall designate liaisons for student chapters. Student chapter liaisons shall be Full or Associate Members of the Society and the Chapter. Student chapter liaisons and student chapter presidents shall act as representatives for student chapters to the sponsoring Chapter, educational institution, and the Society.

708. Student chapter presidents shall be Student Members of the Society and shall serve as ex-officio, nonvoting members of the Executive Committee of the sponsoring Chapter.

709. The Chapter awards program chair or the Chapter president shall coordinate the annual selection of student honor and merit awards with the chairs of accredited or endorsed programs within the Chapter territory. Members of the Chapter shall participate in the selection of the awards recipients. Student honor award winners may submit work for exhibit at the annual meeting of the Society.

National Student Representative

710. The student chapters shall elect a national student representative to the Board of Trustees of the Society each year. National student representatives shall be Student Members of the

Society whose one-(1)-year term shall begin and end at the conclusion of the midyear meeting of the Board of Trustees.

Charter Revocation

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

Student Affiliate Chapters

712. Student affiliate chapters may be charted 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 present and voting.

713. Student affiliate chapters shall undertake activities consistent with the purpose of the Society, its sponsoring ASLA Chapter, and the student chapters and other student affiliate chapters in the region.

Designation

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

Bylaws

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

Dues

716. Student affiliate chapters may establish annual dues for student affiliate chapter members and collect and disburse such funds as are necessary for its operations and accomplishing its purpose.

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 or its sponsoring chapter without first obtaining the written consent of the executive vice president of the Society or the president of its sponsoring chapter except in the case of a direct quote from an officially adopted and published public policy of the Society.

Sponsoring Chapter Responsibilities

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

719. Student affiliate chapter presidents shall be student affiliate members of the Society.

Charter Revocation

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

Article 8. Executive Committee and Elections

Executive Committee

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

Failure to Act

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

Officers and Members

Trustee

803. The trustee shall: be informed on Chapter and Society goals and objectives, policies and procedures, programs and services, and activities and events; serve as an officer on the Executive Committee of the Chapter and serve as the Chapter representative on the Board of Trustees of the Society; facilitate the conduct of the business of the Society by bringing the Chapter perspective to the Board of Trustees and the national perspective to the Executive Committee and members of the Chapter; facilitate the conduct of the business of the Board of Trustees by serving on standing councils or committees, special study groups or task forces, or as a representative or delegate of the Society; and perform such other duties as are customary for the office of chapter trustee or as may be assigned or delegated by the Board of Trustees of the Society and the Executive Committee of the Chapter.

804. The trustee shall be a Full Member elected for a term of three (3) years. The trustee shall not serve more than two (2) consecutive terms.

President

805. The president shall: set the time, place, and agenda for meetings of the Executive Committee; call special meetings of the Chapter; preside at meetings of the Chapter and the Executive Committee; represent and act for the Chapter as directed by the Executive Committee and consistent with the policies of the Society as established by the Board of Trustees; in consultation with the Executive Committee, appoint the chairs and members of standing committees, other committees, and any special study groups or task forces; dismiss appointees for failure to act or other cause; serve as a member of the Chapter Presidents Council; oversee the management and administration of Chapter programs and budgets as adopted by the Executive Committee; designate and relieve an acting president; appoint interim trustees when vacancies occur during term; provide supporting statements to the Society for Emeritus Status, Limited Status, Temporary Limited Status, and Waver 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 the past president-elect serving for a term of one (1) year.

Acting President

807. Should the president through illness, injury, or other cause become temporarily unable to perform the duties of the office of president, the president-elect, 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 entire voting membership of the Executive Committee if the president is unable to act. The acting president shall perform the duties of the

president until relieved by the president if the designation is made by the president or by the Executive Committee if the designation is made by the Executive Committee.

President-Elect

808. The president-elect shall: in consultation with the Executive Committee, select for appointment when he or she assumes office as president the chairs and members of standing committees, other committees, and any special study groups or task forces; represent and act for the Chapter as directed by the president and consistent with the policies of the Society as established by the Board of Trustees; serve as acting president when designated by the president or the Executive Committee; and perform such other duties as are customary for the office of chapter president-elect or as may be assigned or delegated by the president.

809. The president-elect shall be a Full Member elected for a term of one (1) year.

Immediate Past President

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

811. The immediate past president shall be a Full Member serving for a term of one (1) year.

Vice Presidents

812. The chapter may include vice presidents as voting members of the Executive Committee. Positions of vice presidents shall be established by two-thirds (2/3) vote of the voting members of the Executive Committee.

813. The vice presidents shall: serve as liaisons for the president to standing committees, other committees, and any special study groups or task forces; monitor the management and administration of Chapter programs and budgets as adopted by the Executive Committee; 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 vice president or as may be assigned or delegated by the president.

814. The vice presidents shall be Full or Associate Members elected for terms of two (2) years.

Secretary

815. 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.

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

Treasurer

817. 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.

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

Section Chairs

819. The chapter may include section chairs as voting members of the Executive Committee by a two-thirds (2/3) vote of the voting members of the Executive Committee.

820. Administration of Chapter sections is vested in the section chairs.

821. The section chairs shall be Full or Associate Members elected for terms of one (1) or two (2) years as established by the voting members of the Executive Committee of the Chapter.

At-Large Members

822. The chapter may include at-large members as voting members of the Executive Committee by a two-thirds (2/3) vote of the voting members of the Executive Committee.

823. The at-large members 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; 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 may be assigned or delegated by the Executive Committee of the Chapter.

824. The at-large members shall be Full or Associate Members elected for terms of one (1) or two (2) years.

Voting Members of the Executive Committee

825. Voting members of the Executive Committee shall include the trustee, the past president, the president, the president-elect, the secretary, and the treasurer. Other vice president, section chair or at-large members may also be included as voting members of the Executive Committee as approved by a two-thirds (2/3) vote of the voting member of the Executive Committee of the Chapter.

Nonvoting Members of the Executive Committee

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

Elections

Annual Elections

827. Chapter annual elections shall be complete and the Society shall be notified of the results at least thirty (30) days prior to the annual meeting of the Society.

828. At least one-hundred-and-twenty (120) 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.

829. 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 for each open position.

830. At least ninety (90) 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.

831. At least sixty (60) days prior to the annual meeting of the Society, the secretary 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.

832. 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 full voting membership of the Executive Committee.

833. During the period of balloting, the secretary shall store the ballots unopened in a secure space. 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 until the secretary is directed by the president in writing to destroy the ballots.

834. 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

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

836. 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 occurring during term in Executive Committee positions other than that of trustee shall be filled for the balance of the term by a majority vote of the entire voting membership of the Executive Committee.

837. 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.

837.1 The Nominating Committee shall prepare a special election slate consisting of 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 approval.

837.2 The secretary 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.

837.3 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 full voting membership of the Executive Committee.

837.4 During the period of balloting, the secretary shall store the ballots, unopened, in a secure space. 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 until the secretary is directed by the president in writing to destroy the ballots.

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

Article 9. Committees

Terms

901. Terms of service for the chairs and members of standing committees and other committees created by the Executive Committee shall be a minimum of one (1) year and shall begin and end at the conclusion of the annual meeting of the Society.

902. Terms of service for the chairs and members of any special study groups or task forces created by the president shall be concurrent with the term of the president making the appointment.

Appointments

903. In consultation with the Executive Committee, the president shall appoint the chairs and members of standing committees, other committees, and any special study groups or task forces.

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

905. The chairs and members of standing committees and other committees may be reappointed for succeeding terms and shall continue in their duties until replaced by their successors.

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

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

Standing Committees

Nominating Committee

908. There shall be a Nominating Committee composed of three (3) Full or Associate Members of the Chapter, of whom one shall be the immediate past president and another shall be an Associate Member. The Nominating Committee shall prepare a slate of two (2) nominees for each chapter office to be filled by election.

Tellers Committee

909. There shall be a Tellers Committee composed of three (3) Full or Associate Members of the Chapter, of whom one shall be an Associate Member. The Tellers Committee shall count and verify election ballots and other confidential ballots of the professional membership and Executive Committee of the Chapter. Confidential, written tabulations of ballot results shall be forwarded over the signature of the committee chair to the president and secretary of the Chapter.

Constitution and Bylaws Committee

910. There shall be a Constitution and Bylaws Committee composed of three (3) Full or Associate Members of the Chapter, of whom one shall be the secretary. The committee shall

prescribe a format for the preparation of sponsored amendments; review proposed amendments for consistency with the Constitution or the Bylaws and assist the sponsor in rectifying any inconsistency; and draft amendments as necessary and appropriate to ensure consistency with the Constitution and Bylaws of the Society.

911. The laws of the state shall prevail when a chapter is incorporated under state law and such legal requirements may be at variance with the Constitution and Bylaws of the Society.

Audit Committee

912. There shall be an Audit Committee composed of 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 10. Business of the Chapter

Meetings

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

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

Notice of Meetings

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

Regular Meetings of the Executive Committee

1004. The Executive Committee shall meet at the time of the annual meeting of the Chapter. Additional meetings of the Executive Committee may be called by the president as frequently as the accumulation of business may demand and at places and times determined by the president. Meetings may be held in person, by telephone or video conferencing.

Special Meetings of the Executive Committee

1005. Officers may submit written petitions to the president for special meetings of the Executive Committee. The president shall put such requests to a vote of the Executive Committee. Special meetings shall be held on an affirmative vote by two-thirds (2/3) of the entire voting membership of the Executive Committee. Special meetings may be held in person, by telephone or video conferencing.

Meeting Chair

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

Proxy

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

Quorum

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

Votes and Ballots

1009. All motions committing the Chapter to any policy or action shall be put to a vote of the Executive Committee at a duly called meeting, or by ballot, electronic mail, or telephone. Provided a quorum votes, the motion shall be approved by a majority of the votes cast unless otherwise specified in the Constitution or Bylaws of the Chapter.

1010. The closing date and time for votes of the Executive Committee conducted by ballot, electronic mail, or telephone shall be determined by the president unless otherwise specified in the Bylaws. In no case shall the voting period be less than seven (7) days.

1011. Executive Committee votes conducted by ballot, electronic mail, or telephone shall be counted and verified by the secretary, and the results shall be reported and recorded in the minutes of the next regular meeting of the Executive Committee.

1012. Special election and other confidential votes of the Executive Committee conducted by ballot, electronic mail, or telephone shall be counted and verified by the Tellers Committee. Confidential, written tabulations of the votes shall be forwarded over the signature of the committee chair to the president and secretary. The results shall be reported and recorded in the minutes of the next regular meeting of the Executive Committee.

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

Reports

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

Article 11. Funds

Funds

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

Operating Fund

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

Reserve Fund

1103. The purposes of the reserve fund shall be:

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

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

1103.3 to fund capital expenditures beyond anticipated annual capital expenses.

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

1103.5 to fund development of new, or enhancement of existing programs, products, or services.

Interest earned on the reserve fund shall be credited to the fund. Disbursements shall be restricted to the purposes outlined above and shall require advance approval by an affirmative vote by two-thirds (2/3) of the entire voting membership of the Executive Committee.

Bank Accounts

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

be signed, as hereinabove provided, all such checks, drafts, and other instruments or orders for the payment of money shall be signed by the treasurer and countersigned by the president of the Chapter.

Annual Audit

1105. Immediately after the treasurer presents the year-end financial statements to the Executive Committee, the Audit Committee shall audit the accounts of the Chapter or arrange for an audit or reconciliation 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 same day as the financial year of the Society and end on the same day as the financial year of the Society.

Article 12. Amendments

Amendments

1201. The Bylaws may be amended by the Executive Committee while in session at a regular or special scheduled meeting of the committee.

1202. Proposed amendments may be sponsored by Full or Associate Members of the Chapter. The sponsor shall prepare the proposed amendment in the format prescribed by the Constitution and Bylaws Committee and secure the endorsement of one or more Full or Associate Members of the Chapter. The sponsor shall forward the proposed amendment to the Constitution and Bylaws Committee, the president, and the secretary of the Chapter at least thirty (30) days prior to a scheduled meeting of the Executive Committee.

1203. The Constitution and Bylaws Committee shall review the proposed amendment to ensure consistency with the Constitution or the Bylaws of the Chapter and assist the sponsor in rectifying any inconsistency. The committee shall then endorse and forward the proposed amendment to the sponsor, the president, and the secretary at least twenty (20) days prior to the scheduled meeting of the Executive Committee.

1204. At least ten (10) days prior to the scheduled meeting of the Executive Committee, the Secretary shall post the proposed amendment for review by the committee, and the president shall place the proposed amendment on the action agenda for the meeting.

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

Article 13. Disbandment

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

1302. The Chapter may be disbanded by an affirmative vote by two-thirds (2/3) of the entire voting membership of the Board of Trustees of the Society for violation of the Constitution and Bylaws of the Society, failure to elect Chapter officers in a timely manner, failure to maintain minimum membership strength as defined in Section 302 of the Chapter Constitution, or for other due cause, provided the Chapter is duly notified of the charges against it and given a fair hearing of the charges and a fair opportunity to respond.

1303. Voluntary disbandment by an affirmative vote by two-thirds (2/3) of the Full and Associate Members assigned to the Chapter shall become effective on the date specified by the Full and Associate Members assigned to the Chapter. Disbandment by an affirmative vote by two-thirds (2/3) of the entire voting membership of the Board of Trustees shall become effective on the date specified by the Board of Trustees.

1304. On the specified effective date, the territorial limits of the adjacent chapter or chapters shall be modified by the Board of Trustees to incorporate the area of the disbanded chapter.