

# MARYLAND CHAPTER OF ASLA

## Chapter Bylaws

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## Article 1. Membership

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### **Professional Membership**

101. The Society shall extend professional membership in the Chapter to persons whose academic training and professional experience meet the requirements for Full Member, 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 Membership designations include the following:

#### Full Member

102. The Society shall extend Full Membership to persons who are graduates of a landscape architecture program recognized by ASLA or are licensed to practice landscape architecture, and who possess at least three years of professional experience, upon acceptance of their membership application and payment of National and Chapter dues.

#### Associate Member

103. The Society shall extend Associate Membership to persons who are graduates of a landscape architecture program recognized by ASLA and possess at least three years of professional experience, upon acceptance of their membership application and payment of National and Chapter dues.

#### International Member

104. The Society shall extend International Membership to persons who have earned a degree in landscape architecture from, or is recognized by a government entity to practice landscape architecture, outside of North America, upon acceptance of their membership application and payment of National and Chapter dues.

### **Professional Standing**

105. 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**

106. The Society shall extend affiliated membership in the Chapter to persons who meet the requirements for Affiliate Member, or to companies who meet the requirements for Corporate Member, as established in the Bylaws of the Society. Affiliated Membership designations include the following:

#### Affiliate Member

107. The Society shall extend Affiliate Membership in the Chapter to persons who support the mission of the Society and who do not qualify for Full, Associate, or International Membership, upon acceptance of their membership application and payment of National and Chapter dues.

#### Corporate Members

108. The Society shall extend Corporate Membership in the Chapter to companies that supply landscape architecture products or services and that support the mission of the Society, upon acceptance of their membership application and payment of National and Chapter dues. The Society may extend Affiliate Membership to a representative of the Corporate Members upon request by the Corporate Member and payment of applicable dues.

### **Student Membership**

109. The Society shall extend student membership in the Chapter to students of landscape architecture around the world and to student affiliates enrolled in institutions without a landscape architecture program, who meet the requirements for Student Membership, as established in the Bylaws of the Society. Student Membership designations include the following:

#### Student Member

110. The Society shall extend Student Membership in the Chapter to students enrolled in an accredited landscape architecture degree or certificate program in North America upon acceptance of their membership application.

#### Student Affiliate Member

111. The Society shall extend Student Affiliate Membership in the Chapter to students enrolled in a non-accredited landscape architecture program or a program pertaining to a related area of study, upon acceptance of their application.

International Student Member:

112. The Society shall extend International Student Membership in the Chapter to students enrolled in a landscape architecture degree program outside of North America, upon acceptance of their application.

## Article 2. Chapter Sponsorships

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### **Chapter Sponsors**

201. The Chapter may extend recognition of sponsorship 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 sponsorship benefits shall be administered by the Chapter and shall have no standing in the Society.

## Article 3. Admission

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

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

### Effective Date of Membership

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

### Assignment to the Chapter Roster

303. On the effective date of membership, the Society will assign Full, Associate, and Affiliate Members to the Chapter roster based on primary mailing address or in accordance with individual preference and circumstance. International members may be assigned to the Chapter roster upon their request. Student members will be assigned to Chapter roster based upon their address preference.

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

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

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

#### Removal from the Chapter Roster

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

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

#### **Fellows**

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

#### Chapter Nomination Process

310. The Executive Committee shall select candidates for fellow nominations. The Executive Committee shall solicit recommendations for potential candidates from Maryland Fellows and chapter members. The Executive Committee shall review this list of candidates and shall make the final selection. The preparation of the fellow's application is the responsibility of the individual potential candidate.

#### **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

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## **Chapter Privileges**

### Society Designation, Seal, or Logo

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

### Public Statements

402. The Executive Committee may issue public statements in the name of the Chapter on matters of professional interest or concern. However, such Chapter statements shall not be contrary in any way to the public policies of the Society as established by the Board of Trustees. No public statements shall be issued by the Executive Committee purporting to have the approval of the Society without first obtaining the written consent of the Chief Executive Officer 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 Full Members, International, 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 in the society, including time on limited status, from the effective date of membership may apply for emeritus status, if they are: (1) of age to collect full Social Security retirement benefits; and (2) fully retired from active practice. Emeritus status shall be effective on receipt of a completed application and verification of eligibility by the Society. Emeritus members shall be designated Emeritus Fellow or Emeritus Member and shall be exempt from Society and Chapter dues. All benefits and privileges of membership shall continue with the exception of a *Landscape Architecture* magazine subscription. 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 may apply for limited status if they are practicing landscape architecture only part-time, i.e., working twenty-five (25) hours per week or less, due to

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

#### Waiver of Dues

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

#### Loss of Membership Privileges

409. Dues and all privileges of membership and all connection with the Society and applicable chapter be forfeited on resignation from the Society, expulsion for failure to uphold the ASLA Code of Professional Ethics, the Constitution, or the Bylaws of the Society, or termination for nonpayment of national and applicable chapter dues.

## Article 5. Dues and Assessments

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### **Annual Dues**

501. The Executive Committee shall levy the Full, Associate, Affiliate and International 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, Affiliate and International 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.

#### **First Year Dues**

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

#### **Chapter Dues Schedule**

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

507. The chapter dues shall follow the current rates established by the executive committee (Reference ASLA Chapter Dues Schedule).

#### **Relocation**

508. Full, Associate, Affiliate and International 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**

509. Full, Associate, Affiliate and International 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**

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

#### **Delinquency**

511. 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, 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**

512. 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**

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

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

601.2 and, verification by the Society that a combined total of fifteen (15) or more Full Associate and 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 Maryland Chapter of the American Society of Landscape Architects*. The seal or logo of the Society may be used with the official section designation, or the abbreviated designation, "... *Section, Maryland Chapter, ASLA*, for business and professional purposes such as section stationery, documents, publications, directories, signs, and websites. The section designation, seal, or logo of the Society shall not be used to indicate that a firm, company, or any other group, organization, or institution is a member of or has any standing in the Society.

### **Section Chairs**

604. Each section shall have a chair. Section chairs shall be Full, Associate and International Members elected by the Full, Associate and International members of the section and shall serve as voting members of the Chapter Executive Committee.

604.1 The Chapter recommends that a chair-elect position be in place as part of the Section's succession plan. The chair elect position is a non-voting member of the executive committee.

604.2 The duties of each section chair shall include the following:

- Participate in Executive Committee meetings and activities and represent the section on the Executive Committee of the Chapter
- Coordinate local section continuing education, networking, and other events and include a minimum of four (4) events each year
- Work with the chapter treasurer to establish and maintain a section operating budget
- Be informed of Chapter goals and objectives, policies and procedures, programs and services, and activities and events
- Facilitate the conduct of the business of the Chapter by bringing section perspective to the Executive Committee and the Chapter perspective to the members of the section
- Perform other duties as are customary for the position of section chair or chair elect or as may be assigned or delegated by the Executive Committee of the Chapter
- The section chairs shall be Full, Associate, or International ASLA members elected for terms of one (1) year.

### **Elections**

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

### **Public Statements**

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

### **Disbandment**

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

608. Sections may be disbanded by the Executive Committee of the Society in response to a request by the Chapter Executive Committee for violation of the Constitution and Bylaws of the Society or the Chapter, failure to elect a chair in a timely manner, failure to maintain minimum membership strength as defined in Section 601.2, or for other due cause provided

the section is duly notified of the charges against it and given a fair hearing of the charges and a fair opportunity to respond.

609. Members of a section that is disbanded, will merge with the next adjacent section.

### **Financial Allocations**

6.10 The section chair shall work with the chapter treasurer to plan for the use of the chapter's operating funds, needed to provide for events and activities of the section. The chapter treasurer shall include the sections projected funding request in their yearly budget forecasts.

## **Article 7. Student Chapters**

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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 the other student chapters and student affiliate chapters in the region.

### **Designation**

703. The official designation of a student chapter shall be the "...*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, "...*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.

### **Bylaws**

704. The bylaws of a student chapter, and any amendments thereto, shall be subject to approval by the Chapter Executive Committee and its partnering educational institution. Student chapters shall submit their bylaws for approval at inception of the student chapter and each amendment to the student chapter bylaws.

### **Dues and Funds**

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

### **Public Statements**

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

### **Chapter Responsibilities**

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

708. Student chapter presidents or student chapter proxy 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 programs accredited or recognized by the Chapter in accordance with Section 701 within the Chapter area. Members of the Chapter shall participate in the selection of the awards recipients.

### **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 a student chapter charter 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. 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.

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

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

### **Designation**

714. The official designation of student affiliate chapters shall be the "... *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, "... *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.

### **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.

### **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 the Chapter without first obtaining the written consent of the executive vice president of the Society or the president of the Chapter, except in the case of a direct quote from an officially adopted and published public policy of the Society.

### **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. 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 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**

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### **Executive Committee**

801. Administration of the Chapter is vested in the Executive Committee. The Executive Committee shall:

- a) approve proposed amendments to the Constitution;
- b) enact Bylaws and amend existing Bylaws;
- c) approve the slate for annual and special elections;
- d) break ties in annual and special elections;
- e) fill Executive Committee vacancies occurring during term;
- f) designate non voting members of the Executive Committee;
- g) establish, review and revise Chapter programs and budgets;
- h) establish annual dues;
- i) levy special assessments;
- j) authorize expenditures, and serve as custodian of all Chapter property;
- k) establish Chapter goals and objectives;
- l) set the time and place for all meetings of the Chapter;
- m) create and abolish standing committees and other committees;
- n) provide advice and counsel to the president on committee appointments;
- o) direct staff activities and contract support services;
- p) prepare Chapter annual reports including year-end financial statements;
- q) solicit, prepare, and submit nominations for Fellow as appropriate;
- r) elect Chapter Honorary Members;

- s) approve petitions before the Society for establishment of Chapter sections, oversee section operations, and recommend section disbandment;
- t) petition the Society to charter student chapters and student affiliate chapters, support student and student affiliate chapter activities, and recommend student and student affiliate chapter charter revocation;
- u) create, review and approve public-facing press releases and policy statements in the name of the Chapter; and
- v) 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, not to supersede what is required of the Chapter as it operates as a not-for-profit 501 (c)(6) corporation by the federal and Maryland state governance.

#### 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 Voting Members**

#### Trustee

803. The trustee shall:

- a) be informed on Chapter and Society goals and objectives, policies and procedures, programs and services, and activities and events;
- b) 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;
- c) attend all virtual and in-person ASLA Board of Trustee (BOT) meetings, or designate a proxy (preferably past-trustee, or other sworn-in executive committee officer which the Maryland Chapter Executive Committee has approved);
- d) 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;
  - a. It is important to note that the Trustee's role is to serve the Society, and they must consider decision implications on the Society as a whole, even if that does not reflect the preferences of the Chapter.
- e) 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
- f) Initiate a review of the Chapter Bylaws every other trustee term, beginning in 2026, by requesting the formation of a Bylaws Committee to evaluate and recommend updates, as needed.
- g) 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, per the timing as set by the Society. The trustee shall not serve more than two (2) consecutive terms.

#### President

805. The president shall:

- a) set the time, place, and agenda for meetings of the Executive Committee; call special meetings of the Chapter;
- b) preside at meetings of the Chapter and the Executive Committee;
- c) 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;
- d) appoint, in consultation with the Executive Committee, the chairs and members of standing committees, other committees, and any special study groups or task forces;
- e) dismiss appointees for failure to act or other cause;
- f) serve as a member of the Chapter Presidents Council and attend all virtual and in-person ASLA Chapter Presidents Council (CPC) meetings, or designate a proxy (preferably president-elect, past-president, or other sworn-in executive committee officer which the Maryland Chapter Executive Committee has approved);
- g) oversee the management and administration of Chapter programs and budgets as adopted by the Executive Committee;
- h) administer contracts (i.e. staff, legislative consultant, etc.) sign checks and other fiduciary responsibilities;
- i) appoint interim trustees when vacancies occur during term;
- j) provide supporting statements to the Society for Emeritus Status, Limited Status, Temporary Limited Status, and Waiver of Dues applicants;
- k) report on the state of the Chapter at the annual meeting of the Chapter; and
- l) 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, Associate, or International Member elected for a term of one (1) year. The presidency is part of a three-year leadership cycle: individuals are elected to serve one (1) year as President-Elect, followed by one (1) year as President, and one (1) year as Immediate Past President. Each role is held consecutively and comprises a single, continuous term of service.

#### 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; 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, Associate, or International 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, Associate, or International Member elected for a term of one (1) year.

#### Vice Presidents

812. The vice presidents shall:

- a) serve as liaisons for the president to standing committees, other committees, and any special study groups or task forces;
- b) monitor the management and administration of Chapter programs and budgets as adopted by the Executive Committee;
- c) 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;
- d) serve as acting president when designated by the president or the Executive Committee; and
- e) perform such other duties as are customary for the office of chapter vice president or as may be assigned or delegated by the president.

813. The vice presidents shall be Full, Associate, or International or Associate Members elected for terms of one (1) year.

### Secretary

814. The secretary shall:

- a) maintain a record of the proceedings of the business meetings of the Chapter and the Executive Committee;
- b) prepare and issue notices of the meetings of the Chapter and the Executive Committee;
- c) prepare, issue, and receive ballots;
- d) administer annual and special elections and notify candidates of election results;
- e) serve ex officio as a member of the Constitution and Bylaws Committee;
- f) maintain the Constitution and Bylaws of the Chapter;
- g) certify Chapter documents as necessary by signing to attest to their accuracy and official approval; and
- h) perform such other duties as are customary for the office of chapter secretary or as may be assigned or delegated by the president.

815. The secretary shall be a Full, Associate, or International Member elected for a term of one (1) year.

### Treasurer

816. The treasurer shall:

- a) collect all fees, dues, charges, and other funds due the Chapter;
- b) be the custodian of all Chapter funds and disburse such funds only as authorized by the Executive Committee;
- c) keep the accounts of the Chapter that shall be open at all times to inspection by the Executive Committee;
- d) present quarterly reports on the financial condition of the Chapter and year-end financial statements to the Executive Committee; and
- e) perform such other duties as are customary for the office of chapter treasurer or as may be assigned or delegated by the president.

817. The treasurer shall be a Full, Associate, or International Member elected for a term of two (2) years. The treasurer shall also serve a transition period (from the end of the annual convention to Dec 31) with the new treasurer to coordinate the budget.

### Section Chairs

818. Administration of Chapter sections is vested in the section chairs. The section chairs shall:

- a) be informed on Chapter goals and objectives, policies and procedures, programs and services, and activities and events;
- b) serve as a member of and represent the section on the Executive Committee of the Chapter;
- c) 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;

- d) facilitate the conduct of the business of the Executive Committee serving on standing or other committees or special study groups or task forces; and
- e) perform such other duties as are customary for the position of section chair or as may be assigned or delegated by the Executive Committee of the Chapter.

819. The section chairs shall be Full or Associate Members elected for terms of one (1) year.

#### At-Large Members

820. The at-large members shall perform such 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. Members-at-Large shall also actively participate in the work of the Chapter by serving as chairs or liaisons to standing committees, working groups, task forces, or external organizations, as designated by the Executive Committee.

821. The at-large members shall be Full, Associate, or International Members elected for terms of one (1) year.

#### **Non-Voting Representatives and Advisory Members of the Executive Committee**

822. Non-voting members of the Executive Committee shall include the student chapter president(s), the executive director, affiliate member representative(s), the associate member representative(s), the public practice professional(s) and such other persons as determined necessary, and who are appointed by the Executive Committee.

#### Affiliate Member Representatives

823. The affiliate member representatives shall perform such duties as are customary for the position or as may be assigned or delegated by the Executive Committee of the Chapter.

#### Associate Member Representative

824. The purpose of the associate member representative position is to strengthen the relationship between the Chapter and recent graduates and emerging professionals. The associate member representative shall:

- a) attend a minimum of six meetings of the Executive Committee and at least one of the following: chapter annual business meeting / strategic planning / budget-setting/review meeting or similar;
- b) plan one event and assist with Chapter communications that will primarily target recent graduates and young professionals; and
- c) perform such other duties as are customary for this position or as may be assigned or delegated by the president.

825. The associate member representative shall have graduated from an LAAB accredited professional landscape architecture degree program

; be an associate member with no more than three (3) years of post-graduation work experience; and shall serve for a term of one (1) year. The Executive Committee may choose to extend this position for one (1) additional term.

826. The Executive Committee may select more than one (1) candidate for this position. The Maryland Chapter will reimburse the appointee the amount of their ASLA Associate Membership dues, which include national and chapter dues for that year.

#### Public Practice Representative

827. The purpose of the public practice position is to strengthen the relationship between the Chapter and landscape architecture professionals in public/non-profit practice. The public/non-profit practice representative shall:

- a) attend a minimum of six meetings of the Executive Committee;
- b) assist with Chapter communications that will primarily target public practice landscape architectural professionals;
- c) assist with planning and executing one annual event (minimum) focused on needs and interests for public sector landscape architectural professionals; and
- d) perform such other duties as are customary for this position or as may be assigned or delegated by the president.

828. The public practice representative position shall be a landscape architectural professional working within the capacity of a public/not-for-profit enterprise a public agency and shall serve for a term of one (1) year. The Executive Committee may choose to extend this position for one (1) additional term each year.

829. The Executive Committee shall solicit recommendations for potential candidates from chapter members and chapter communications recipients at the time elections occur. The Executive Committee shall review this list of candidates and appoint one (1) candidate for this position. The Maryland Chapter will reimburse the ASLA membership dues of the representative(s) for that year. The position shall remain open until filled.

#### Executive Director

830. The Executive Director's duties include but are not limited to:

- a) providing business, office, and technical support;
- b) providing a 'home base' for the Chapter for mail, phone, fax, and email communication;
- c) receive and process all Chapter communications via mail, telephone, fax, and email;
- d) respond to requests for information from Chapter members, Executive Committee members, affiliates, and other parties contacting the chapter;
- e) provide basic financial management;
- f) annual archiving of chapter documents; and
- g) other duties as are customary for the office of Executive Director or as may be assigned by the president.

831. The executive director shall be appointed by the Executive Committee and shall be financially compensated by the Chapter as approved by the Executive Committee. This position shall be reviewed and reevaluated on an annual basis by the Executive Committee.

## **Elections**

### Annual Elections

832. 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.

833. 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.

834. 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 two (2) nominees for each open position.

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

836. At least ninety (90) days prior to the annual meeting of the Society, the secretary shall provide electronic (or if necessary printed) 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.

837. 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.

838. During the period of balloting, the secretary shall store the ballot results in a secure space and a confidential, digital (locked PDF) or written tabulation of the results over the signature of the committee chair shall be sent to the president and secretary of the Chapter. Should there be a case where physical ballots must be used, in no less than seven (7) days after the closing date and time for voting, a Tellers Committee shall be assembled to count the ballots, verify the election, and forward a confidential, digital or 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 submitted anonymous electronic votes shall be deleted by the executive director, and the results are held in the chapter archives.

839. 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

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

841. 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.

842. 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.

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

842.2 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.

842.3 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.

842.4 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.

### **Swearing-in by Oath**

843. At the beginning of each term, officers and other members of the Executive Committee shall assume office on taking the oath of office and accept the Chapter and Society's Conduct policies when filling vacancies and shall hold office until their successors are installed.

843.1 Swearing-in of Trustee is conducted by ASLA in their initial Board of Trustee meeting.

843.2 Swearing-in of Chapter President is conducted by the Trustee, at the soonest convenience after the conclusion of the ASLA Conference of Landscape Architecture of that election year, or after appointment by Chapter Executive Committee if filling a vacant President position.

843.3 Swearing-in of Chapter Executive Committee members is conducted by the Chapter President, at the soonest convenience after the conclusion of the ASLA Conference of Landscape Architecture of that election year, or after appointment by Chapter Executive Committee if filling a vacant President position.

## **Article 9. Committees**

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### **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. Committees shall meet regularly, prepare a summary of notes and report findings to the executive committee at their next meeting.

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, Associate or International Members of the Chapter, of whom one shall be the immediate past president and another shall be an Associate Member. The Nominating Committee shall prepare a slate of up to 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, Associate or International Members and/or Executive Director 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, Associate or International Members of the Chapter, of whom one shall be the secretary and one shall be the trustee. 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 Maryland shall prevail as an incorporated chapter 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, 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. At a minimum, the Audit Committee shall perform a biannual review 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.

#### Other Committees

913. The Executive Committee has the right to institute additional committees, study groups or task forces as necessary. These committees will follow the standard format prescribed by the other committees.

## Article 10. Business of the Chapter

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### **Meetings**

1001. Robert's Rules of Order shall govern the conduct of business at meetings of the Chapter, the Executive Committee, and any sections of the Chapter, to the extent that procedures are not otherwise addressed in the Constitution or Bylaws.

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, executive director, or other appointed representative 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. Members of the Executive Committee may participate in a meeting by means of a conference telephone or other communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in such a meeting constitutes presence in person at the meeting. While in person attendance is strongly encouraged, attendance by means of a conference telephone or other communications equipment if all persons participating in the meeting can hear each other at the same time, and participation in such a meeting constitutes in-person presence at the meeting.

### 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. While in person attendance is strongly encouraged, attendance by means of a conference telephone or other communications equipment if all persons participating in the meeting can hear each other at the same time, and participation in such a meeting constitutes in-person presence at the meeting.

#### 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 attendance shall constitute a quorum for the transaction of business by the Executive Committee. Proxies shall not be considered in the establishment of a quorum. While in person attendance is strongly encouraged, attendance by means of a conference telephone or other communications equipment if all persons participating in the meeting can hear each other at the same time, and participation in such a meeting constitutes in-person presence at the meeting. Proxies (*as described in 1007*) shall not be considered in the establishment of a quorum.

#### **Votes and Ballots**

1009. All motions committing the Chapter to any policy or action shall be put to a vote of the Executive Committee at a duly called meeting, or by ballot, electronic mail, or telephone. Provided a quorum is present, the motion shall be approved by a majority of the votes cast unless otherwise specified in the Constitution or Bylaws of the Chapter. In addition, action of the Executive Committee may be taken without a meeting by unanimous written consent of the Executive Committee members, which consent may be transmitted in hard copy or electronically.

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, executive director, or appointed individual 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 President (*with appropriate support from Executive Director and Executive Committee Members*) shall prepare an annual report for the benefit of the Chapter membership and for the records of the Society that summarizes the events, accomplishments, and challenges of the previous year, and includes a year-end financial statement.

### **Conflicts of Interest**

1015. The Executive Committee shall adopt a policy to assist in the identification and resolution of conflicts of interest that may arise in the governance of Chapter Affairs.

### **Member Confidentiality Disclosure**

1016. The Executive Committee shall adopt policies governing the release of member and membership information that are consistent with the Society's Member Information Confidentiality Policy.

### **Sexual and Unlawful Harassment**

1017. The Executive Committee shall adopt policies governing unlawful harassment that are consistent with the Society's Sexual and Unlawful Harassment Policy.

## **Article 11. Funds**

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## **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 in writing to 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. The signatures of officers or agents of the Chapter, authorized to draw funds of the Chapter from banks, brokerage firms, trust companies or other such financial institutions in which they are held, shall be certified annually to such institutions. 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.

### **Audit Review**

1105. In years that a review of the accounts of the Chapter is undertaken and immediately after the treasurer presents the year-end financial statements to the Executive Committee, the Audit Committee shall review the accounts of the Chapter or arrange for the review 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 (1<sup>st</sup>) day of January and end on the next thirty-first (31<sup>st</sup>) day of December.

## **Article 12. Amendments**

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### **Amendments**

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

1202. Proposed amendments may be sponsored by Full, Associate, or International Members of the Chapter. The sponsor shall prepare the proposed amendment in the format prescribed by the Constitution and Bylaws Committee and secure the endorsement of one or more Full, Associate, or International Members of the Chapter. The sponsor shall forward the proposed amendment to the 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 Chapter's 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, if appropriate, 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, table, 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.

1206. The Trustee shall initiate a review of the Chapter Bylaws every other trustee term, beginning in 2026, by requesting the formation of a Bylaws Committee to evaluate and recommend updates as needed.

## Article 13. Disaffiliation & Dissolution

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

1302. The Chapter may be disaffiliate 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 disaffiliation by an affirmative vote by two-thirds (2/3) of the Full and Associate Members assigned to the Chapter shall become effective on the date specified by the Full and Associate Members assigned to the Chapter. 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 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. The territorial limits of the adjacent chapter or chapters shall be modified by the Board of Trustees to incorporate the area of the disbanded chapter.

1305. The Chapter may voluntarily dissolve upon adoption of a resolution by the Executive Committee recommending dissolution, followed by approval of the resolution by an affirmative vote by two-thirds (2/3) of the Full and Associate Members assigned to the Chapter, either:

- (i) by ballot returned to the chapter secretary, not less than thirty (30) days after issuance of the ballot; or
- (ii) at a special meeting of the membership provided that notice of the meeting complies with the laws of the state of incorporation or organization.

Upon adoption of this resolution recommending dissolution, the Executive Committee shall proceed with distribution of Chapter assets and filing of articles of dissolution as provided by applicable law.

*Revised: July 2025*