

# BYLAWS for the Wisconsin Chapter of the American Society of Landscape Architects

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## **BY-LAWS**

### **Article 1. Corporation: Name, Purpose & Definitions**

101. The name of the corporation shall be the Wisconsin Chapter of the American Society of Landscape Architects, Incorporated, hereinafter referred to as the "Chapter".
102. The principal place of business of the corporation is the Chapters Registered Agent with the State of Wisconsin Department of Financial institution address. The corporation may have such other places of business as the Board of Directors may from time to time determine.
103. The Wisconsin Chapter of the American Society of Landscape Architects, Inc. is organized and shall be operated exclusively for common business interests within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 and its regulations or corresponding provisions of any future United States Internal Revenue Law. To the extent consistent with the above general purposes, the specific purposes of this corporation are to advance knowledge, education and skill in the art and science of landscape architecture as an instrument of service in the public welfare.
104. The American Society of Landscape Architects shall be referred to as the "Society".
105. Terms that are common to both the Chapter and the Society, e.g., president or Executive Committee shall refer to the Chapter unless otherwise specified.
106. Giving due consideration that the Society and other state chapters may use the term Executive Committee in lieu of a Board of Directors, the term Executive Committee and Board of Directors shall be synonymous in these Bylaws and in all documents of the corporation, and Executive Committee shall not be deemed to refer to any other group of persons other than the entire Board of Directors.

### **Article 2. Territory, Requirements and Privileges set by the Society**

201. The territory of the Chapter as determined by the Board of Trustees of the Society is: the State of Wisconsin. Changes in the established territorial limits of the Chapter or boundary between chapters shall be determined by the Board of Trustees of the Society.
202. 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.
203. The official designation of the Chapter shall be the Wisconsin 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, WI ASLA, Wisconsin 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.
204. The Board of Directors 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 of the Society. No public statements shall be issued by the Board of Directors 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.

## Article 3. Membership & Admission Requirements

301. Membership in the Chapter shall be consistent with those categories of membership authorized by the Society.
302. Professional membership in the Chapter shall consist of Full Members, Associate Members, or International Members. Full, Associate, and International Members shall satisfy requirements for membership in accordance with the Bylaws of the Society. 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.
303. Affiliate Members shall be involved with, support the mission of the Society, or interested in activities associated with the professional practice of landscape architecture.
304. The effective date of membership shall be the date on which Full, Associate, International and Affiliate Members are admitted to membership in the Society. On the effective date of membership, the Society will assign Full, Associate, and Affiliate Members to the Chapter roster based on primary mailing address or in accordance with individual preference and circumstance. International Members may be assigned to the Chapter roster on request.
305. Full, Associate, International and Affiliate Members may be removed from the Chapter roster by the Society in accordance with the Bylaws and processes established by the Society. Members moving from one chapter to another or 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. Members requesting concurrent assignment to more than one chapter will be added to each chapter roster by the Society.
306. Other forms of affiliation with the Chapter shall satisfy requirements for affiliation in accordance with these Bylaws and any applicable Bylaws of the Society.
307. The Chapter may extend sponsorship status in the Chapter to businesses or other organizations within its territory that support the mission of the Chapter and the Society and desire to support the Chapter. Chapter corporate sponsorships shall be administered by the Chapter and shall have no standing in the Society.

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

308. 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 Board of Directors shall be required for election. Chapter Honorary Members shall have no standing in the Society.
309. 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 and are of age to collect full Social Security retirement benefits. 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 Board of Directors of the Society. All benefits and privileges of membership shall continue with the exception of a Landscape Architecture

magazine subscription.

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

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.

311. Fellows shall be selected by the Council of Fellows from nominations submitted by Chapter Board of Directors, the Board of Directors of the Society, or the Board of Directors of the Council of Fellows. The Chapter will be notified in the case of nomination of one of its Full or International Members by the Board of Directors of the Society or the Board of Directors of the Council of Fellows.
312. The Chapter Board of Directors shall nominate and vote for fellow candidates for the current year. Fellow nominees shall require a 2/3 affirmative vote by the Board of Directors. The chapter president shall notify the nominee(s) to confirm their willingness to accept the Chapter's nomination for fellow status. The Chapter president shall appoint a fellow nominations ad hoc committee. The purpose of the committee will be to prepare the fellows nomination proposal and submit the proposal to the Society.
313. Full, Associate, International, and Affiliate Members moving or reassigned from one chapter area to another chapter area after chapter dues have been paid shall not be required to pay dues in the new chapter for that year. If dues have not been paid to the former chapter, dues shall be paid in the new chapter for that year.

## Article 4. Membership, Dues

401. Full Members shall have the right to vote in Chapter elections, on amendments to the Articles and Bylaws and on all other matters requiring a vote by the membership. Full Members may hold any office in the Chapter and serve on committees.
402. Associate Members shall have the right to vote in Chapter elections and on other matters requiring a vote by the membership, but shall not vote on amendments to the Bylaws with the exception of the Associate Members currently serving on the Board of Directors. Associate Members shall not serve as trustee, president, president-elect, or vice president of the Chapter, but may hold the office of secretary or treasurer or secretary-treasurer, serve in other Board of Directors positions, and serve on committees.
403. 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.
404. 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.

405. Professional membership designations and the seal or logo of the Society may be used by Fellows, Full Members, Associate Members, and International Members in accordance with the Bylaws of the Society.
406. Affiliated membership designations may be used by Affiliate Members and Corporate Members in accordance with the Bylaws of the Society.
407. Chapter annual dues for Full, Associate, Affiliate, and International Members shall be established by the Board of Directors. Proposals by the Board of Directors to change the amount of dues shall be submitted to the 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 Board of Directors shall vote on the proposal. An affirmative vote by three-fourths (3/4) of the entire voting membership of the Board of Directors shall be required for adoption.
408. 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. Chapter dues collected by the Society will be rebated to the Chapter. (502)

Payment of Society and Chapter dues for the first year of membership shall accompany all membership applications. (505) Members resigning from the Society or who are terminated for nonpayment of dues will be removed from the Chapter roster by the Society.

409. Special assessments may be levied by the Board of Directors. Proposals by the Board of Directors to collect special assessments shall be submitted to the 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 Board of Directors shall vote on the proposal. An affirmative vote by three-fourths (3/4) of the entire voting membership of the Board of Directors shall be required for adoption.
410. 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.
411. The Chapter shall meet annually at a time and place determined by the Board of Directors.
412. Special meetings of the Chapter may be called by the president with the approval of the Board of Directors.
413. Special meetings of the Chapter shall be called by the president on receipt of a petition signed by twenty (20) percent of the Full and Associate Members of the Chapter.
414. 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 such vote is approved by the Board of Directors and, if required by, the Full Members of the Chapter. Chapter members must be present to vote, there shall be no proxy voting.
415. 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.
416. Any member failing to pay Society and Chapter dues within sixty (60) days of their annual membership renewal date shall be deemed delinquent. The Society shall provide members with written notice of their delinquency and the impending loss of all privileges of membership. If the dues are not paid within a grace period of thirty (30) days, delinquent members shall be terminated. Dues and all privileges of membership and all connection with the Society and the Chapter shall be forfeited on termination.

417. Full, Associate, International, and Affiliate Members may hold concurrent membership in more than one chapter provided applicable dues to each chapter are paid.
418. Members expelled from the Society for failure to uphold the ASLA Code of Professional Ethics, the ASLA Constitution and/or Bylaws will be removed from the Chapter roster by the Society.

## Article 5. Governance

501. The Chapter shall be administered by a Board of Directors comprised of the officers and three additional at-large members—of whom at least one may be an Associate Member. The Board of Directors shall also include student chapter presidents and such other nonvoting members as determined necessary and appropriate by the Board of Directors.
502. The officers shall be the trustee, the president, either a president-elect or an immediate past president, and the secretary and the treasurer. The trustee, president, president-elect, and immediate past president shall be Full Members.
503. Administration of the Chapter is vested in the Board of Directors. In addition to powers granted by statute, the Board of Directors shall: enact Bylaws and amend existing Bylaws; set the time and place for annual meetings of the Chapter; have the power to 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; petition the Society to charter student chapters, support student chapter activities, and recommend student chapter charter revocation; break ties in annual and special elections; fill Board of Directors vacancies occurring during term; designate nonvoting members of the Board of Directors; 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 Board of Directors 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; designate and relieve a president elect, acting president, or past president, and perform such other functions as are customary for the Board of Directors 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.

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 Board of Directors 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 Board of Directors 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 Board of Directors of the Chapter.

504. The president shall: set the time, place, and agenda for meetings of the Board of Directors; call special meetings of the Chapter; preside at meetings of the Chapter and the Board of Directors; represent and act for the Chapter as directed by the Board of Directors and consistent with the policies of the Society as established by the Board of Trustees; in consultation with the Board of Directors, 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 Board of Directors; appoint interim trustees

when vacancies occur during term; provide supporting statements to the Society for Emeritus Status, Limited Status, Temporary Limited Status, and Waiver of Dues applicants; report on the state of the Chapter at the annual meeting of the Chapter; and perform such other duties as are customary for the office of chapter president, or as may be assigned or delegated by the Board of Directors.

Acting President. Should the president through illness, injury, or other cause become temporarily unable to perform the duties of the office of president, the president-elect or the immediate past president shall be designated as acting president. The designation shall be made by the president or by a majority vote of the voting members of the Board of Directors 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 Board of Directors if the designation is made by the Board of Directors.

505. The president-elect shall: in consultation with the Board of Directors, 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 Board of Directors; 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.
506. 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 Board of Directors; 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.
507. The secretary shall: maintain a record of the proceedings of the business meetings of the Chapter and the Board of Directors; prepare and issue notices of the meetings of the Chapter and the Board of Directors; prepare, issue, and receive ballots; administer annual and special elections and notify candidates of election results; serve ex officio as a member of the Bylaws Committee; maintain the 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.
508. 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 Board of Directors; keep the accounts of the Chapter that shall be open at all times to inspection by the Board of Directors; present reports on the financial condition of the Chapter at regular Board of Directors meetings, and year-end financial statements to the Board of Directors; and perform such other duties as are customary for the office of chapter treasurer or as may be assigned or delegated by the president
509. The at-large members shall: represent the concerns of the membership, membership recruitment and attend monthly Board of Directors meetings, and perform such other duties as are customary for the position of at-large member or as may be assigned or delegated by the Board of Directors of the Chapter.
510. The trustee shall be a Full or International Member elected for a term of three (3) years. The trustee shall not serve more than two (2) consecutive terms. A president shall be elected every two (2) years and shall serve a four (4) year term as follows: one year as president elect, two years as president, and one year as immediate past president. The president shall be a Full or International Member and shall serve not more than two (2) consecutive four (4) year terms in said three stage office. The secretary, treasurer and at-large member shall be Full, Associate, or International Members elected for a term of two (2) years and may succeed themselves in office. The terms of at-large member shall be staggered.

511. A majority of the Board of Directors and a quorum for the transaction of all business shall be more than one-half (1/2) of the entire voting membership of the Board of Directors except where otherwise specified in these Bylaws.
512. Nonvoting members of the Board of Directors shall include the student chapter presidents, University of Wisconsin-Madison Planning & Landscape Architecture Department representative and such other persons as determined necessary and appropriate by the Board of Directors.
513. Incoming officers and other members of the Board of Directors shall assume office at the conclusion of the annual meeting of the Society, or upon taking the oath of office when filling vacancies, and shall hold office until their successors are installed.
514. The Board of Directors shall meet at the time of the annual meeting of the Chapter. Additional meetings of the Board of Directors may be called by the president as frequently as the accumulation of business may demand and at places and times determined by the president.
515. Members unable to attend a meeting of the Board of Directors shall give written proxy for that meeting to another member of the Board of Directors.
516. More than one-half (1/2) of the entire voting membership of the Board of Directors present in person, via telephone or video conference, shall constitute a quorum for the transaction of business by the Board of Directors. Proxies shall not be considered in the establishment of a quorum.
517. The Board of Directors 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.
518. Meetings of the Chapter and the Board of Directors, shall be open to Full, Associate, International, and Affiliate Members of the Chapter. Members of the Board of Directors may invite guests to attend meetings of the Chapter and the Board of Directors.
519. Robert's Rules of Order shall govern the conduct of business at meetings of the Chapter, the Board of Directors, and any sections of the Chapter, to the extent that procedures are not otherwise addressed in the Constitution or Bylaws.
520. Notice of Meetings. 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 Board of Directors.
521. Special Meetings of the Board of Directors. Officers may submit written petitions to the president for special meetings of the Board of Directors. The president shall put such requests to a vote of the Board of Directors. Special meetings shall be held on an affirmative vote by two-thirds (2/3) of the voting members of the Board of Directors present at a meeting. Board of Directors members may participate in a meeting via telephone or video conference at which all persons participating can simultaneously hear each other.
522. Meeting Chair. The president shall preside at all meetings of the Chapter and the Board of Directors. The president-elect or the immediate past president shall be designated as presiding officer in the absence of the president. The designation shall be made by the president or by a majority of the voting members present if the president is unable to act.
523. Votes & Ballots. All motions committing the Chapter to any policy or action shall be put to a vote of the Board of Directors at a duly called meeting, or by ballot. Provided a quorum is present, the motion shall be approved by a majority of the votes cast unless otherwise specified in the Constitution or Bylaws of the Chapter. In addition, action of the Board of Directors may be taken without a meeting by unanimous written consent of the Board of



Directors members, which consent may be transmitted in hard copy or electronically.

524. The closing date and time for votes of the Board of Directors conducted by ballot shall be determined by the president unless otherwise specified in the Bylaws. In no case shall the voting period be less than seven (7) days.
525. Written consent of the members of the Board of Directors may be submitted by mail or email with a time period established by the president and the secretary, but in no case more than seven (7) days from the date written consent is requested.
526. Special election and other confidential votes of the Board of Directors conducted by ballot shall be counted and verified by the Tellers Committee. Confidential, written tabulations of the votes shall be forwarded over the signature of the committee chair to the president and secretary. The results shall be reported and recorded in the minutes of the next regular meeting of the Board of Directors.
527. Conflict of Interest. The Board of Directors shall adopt a policy to assist in the identification and resolution of conflicts of interest that may arise in the governance of Chapter affairs.
528. Member Confidentiality Disclosure. The Board of Directors shall adopt policies governing the release of member and membership information that are consistent with the Society's Member Information Confidentiality Policy.
529. The Board of Directors may act for an officer on 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.

## Article 6. Elections

601. Chapter annual elections shall be completed and the Society shall be notified of the results at least sixty (60) days prior to the annual meeting of the Society.
602. 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 Board of Directors 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.
603. The Nominating Committee shall meet within thirty (30) days after the call for potential nominees is issued to consider the suggestions received and to prepare a slate consisting of at least one (1) nominee for each open position.
604. At least one-hundred-and-twenty (120) 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 Board of Directors for approval.
605. At least ninety (90) 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.
606. 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 Board of Directors shall elect one of the nominees

to the position by a majority vote of the full voting membership of the Board of Directors.

607. 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.
608. 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 the office of president-elect shall require a special election to fill the vacancy. A vacancy in the term of president shall be filled by the president-elect or immediate past president. Vacancies occurring during term in Board of Directors 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 Board of Directors.
609. The Society shall be notified when vacancies occur in Chapter offices and when such vacancies are filled.
610. Special Elections. 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. (833) The Nominating Committee shall prepare a special election slate consisting of no more than two (2) nominees for each vacancy. The completed slate, with acceptance received from each nominee, shall be provided to the president. The president shall present the slate of nominees to the Board of Directors for acceptance. (833.1) The secretary shall provide election ballots to the Full, Associate, or 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. (833.2) 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 Board of Directors shall elect one of the nominees to fill the vacancy by a majority vote of the voting members of the Board of Directors present a meeting. (833.3) During the period of balloting, the secretary shall secure the ballots. As soon as possible, but no less than seven (7) days after the closing date and time for voting, the Tellers Committee shall count the ballots, verify the election, and forward a confidential, written tabulation of the results over the signature of the committee chair to the president and secretary of the Chapter. The results shall be kept confidential until released by the president for publication by the Chapter. All ballots shall be secured in accordance with the Chapter's document retention policy. (833.4) Officers and other members of the Board of Directors shall assume office on taking the oath of office when filling vacancies and shall hold office until their successors are installed.

## Article 7. Funds

701. The Chapter shall establish annual dues for Full, Associate, and Affiliate Members, and collect and disburse such other funds as are necessary for its operations and accomplishing its purpose. The Chapter may also receive and administer gifts and bequests.
702. No funds, property, or other assets of the Chapter shall inure to the benefit of any person.
703. 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.

704. The Chapter shall have an operating fund and may establish a reserve fund.
705. 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 Board of Directors.
706. The purposes of the reserve fund shall be: to sustain operations and member services during a period of economic downturn, to manage the cash-flow requirements of proven fee-for-service activities, e.g., the annual meeting, to fund capital expenditures beyond anticipated annual capital expenses, to meet financial obligations under emergency circumstances, i.e., one-time, episodic, unanticipated situations, and 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 Board of Directors.

707. Such officers or agents of the Chapter as shall from time to time be designated by the Board of Directors 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 Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors 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 Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors 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 Board of Directors 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.
708. Immediately after the treasurer presents the year-end financial statements to the Board of Directors, the Audit Committee shall audit the accounts of the Chapter or arrange for the audit of the accounts of the Chapter by an independent certified public accountant. The Audit Committee shall report its findings to the Board of Directors within one-hundred-and-twenty (120) days of the close of the fiscal year.
709. The fiscal year of the Chapter shall begin on the first 1<sup>st</sup> day of January and ends on the next 31<sup>st</sup> day of December.

## Article 8. Committees

801. The Board of Directors shall establish and dissolve the standing committees and other committees necessary for accomplishing the purpose of the Chapter in accordance with the Bylaws of the Chapter.
802. The president of the Chapter shall appoint the chairs and members of standing committees and other committees for specified terms unless otherwise established by the Board of Directors in the Bylaws of the Chapter.
803. The president of the Chapter 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.

804. Terms of service for the chairs and members of standing committees and other committees created by the Board of Directors shall be a minimum of one (1) year and shall begin and end at the conclusion of the annual meeting of the Chapter.
805. 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.
806. In consultation with the Board of Directors, the president shall appoint the chairs and members of standing committees, other committees, and any special study groups or task forces.
807. In consultation with the Board of Directors, 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.
808. 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.
809. The chairs and members of special study groups or task forces may be reappointed by succeeding presidents to complete their charge.
810. Appointees may be dismissed by the president at any time for failure to act or other cause.
811. There shall be a Nominating Committee composed of three (3) Full, International, or Associate Members of the Chapter, of whom one may be the president-elect or the past president and another shall be an Associate Member. The Nominating Committee shall prepare a slate of at least one (1) nominee for each chapter office to be filled by election.
812. There shall be a Tellers Committee composed of three (3) Full, International, 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 Board of Directors 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.
813. There shall be a Bylaws Committee composed of three (3) Full, International 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 Bylaws and assist the sponsor in rectifying any inconsistency; and draft amendments as necessary and appropriate to ensure consistency with the Bylaws of the Society. The laws of the state of incorporation or organization of the Chapter shall prevail when a chapter is incorporated under state law and such legal requirements may be at variance with the Bylaws of the Society.
814. There shall be an Audit Committee composed of three (3) Full, International 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 Board of Directors. 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 Board of Directors within one-hundred-and-twenty (120) days of the close of the fiscal year.

## Article 9. Student Chapters & Affiliate Student Chapters

901. The Chapter Board of Directors shall sponsor student chapters within its territory composed of individuals enrolled in a course of study leading to a first professional degree in landscape architecture at the baccalaureate or higher level or a certificate program in landscape architecture, that is recognized by the Society or by the Chapter and the state licensing board as satisfying the educational requirements for admission to the state licensing examination (701.1,.2,.3) Approval of Chapter petitions for establishment of student chapters shall require an affirmative vote by a majority of the Board of Directors of the Society present and voting.
902. Student chapter presidents and affiliate student chapter presidents shall be ex officio, nonvoting members of the Board of Directors of the Chapter.
903. Student chapters and affiliate student chapters shall undertake activities consistent with the purpose of the Society and shall be encouraged to participate in the programs and activities of the Society, its sponsoring ASLA chapter, and the other student chapters and student affiliate chapters in the region.

### Student Chapters

904. The official designation of student chapters shall be the Wisconsin Student Chapter of the American Society of Landscape Architects. The seal or logo of the Society may be used by the student chapter with the official student chapter designation, or the abbreviated designation, Wisconsin Student Chapter, ASLA, for business and professional purposes such as student chapter stationery, documents, publications, directories, signs, and websites. Student chapter designations and the seal or logo of the Society shall not be used to indicate that a firm, company, or any other group, organization, or institution is a member of or has any standing in the Society, or for any other purpose not authorized by the Society.
905. Student Chapter bylaws and any amendments thereto shall be subject to approval by the Chapter Board of Directors and its partnering educational institution.
906. 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. Such dues are separate from a student member's individual membership dues to the Society.
907. Student chapters may issue public statements in the name of the student chapter. However, such student chapter statements shall not be contrary in any way to the public policies of the Society as established by the Board of Trustees. No student chapter shall issue a public statement purporting to have the approval of the Society without first obtaining the written consent of the executive vice president of the Society, except in the case of a direct quote from an officially adopted and published public policy of the Society. Student chapters shall not issue public statements purporting to have the approval of the Chapter without first obtaining written consent from the Chapter president who is communicating the decision of the Chapter Board of Directors.
908. The Board of Directors shall designate liaisons for student chapters. Student chapter liaisons shall be Full or Associate Members of the Society and the Chapter. The liaison may be in academic, private, or public space. Student chapter liaisons and student chapter presidents shall act as representatives for student chapters to the sponsoring Chapter, educational institution, and the Society.
909. Student chapter presidents shall be Student Members of the Society and shall serve as ex-officio, nonvoting members of the Board of Directors of the sponsoring Chapter.
910. The Chapter awards program chair or the Chapter president shall coordinate the annual selection of student honor and merit awards with the academic heads of programs in the chapter area that are

accredited or recognized by the Chapter in accordance with Section 701. Jurors shall be members of the Society and shall not be faculty associated with the academic program.

911. 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.
912. The Board of Directors of the Society may revoke student chapter charters on the recommendation of sponsoring chapters for violation of the Constitution or Bylaws of the Society or the Chapter, failure to elect a chair in a timely manner, or for other due cause, provided the student chapter is duly notified of the charges against it, given an opportunity for a hearing on the charges, and an opportunity to respond to the charges.

### **Student Affiliate Chapters**

913. The Board of Directors of the Chapter may petition the Society for sponsorship of student affiliate chapters within its territory. Student affiliate chapters may be chartered by the Board of Directors 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 Board of Directors of the Society present at a meeting.

914. Student affiliate chapters shall undertake activities consistent with the purpose of the Chapter and the Society and shall be encouraged to participate in the programs and activities of the Society, its sponsoring ASLA chapter, and the student chapters and other student affiliate chapters in the region.
915. The official designation of student affiliate chapters shall be the Wisconsin Student Affiliate Chapter of the American Society of Landscape Architects. The seal or logo of the Society may be used by the student affiliate chapter with official student affiliate chapter designations, or the abbreviated designation, Wisconsin Student Affiliate Chapter, ASLA, for business and professional purposes such as student affiliate chapter stationery, documents, publications, directories, signs, and web sites. Student affiliate chapter designations and the seal or logo of the Society shall not be used to indicate that a firm, company, or any other group, organization, or institution is a member of or has any standing in the Society, or for any other purpose not authorized by the Society.
916. 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 by the student affiliate chapter 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, or for any other purpose not authorized by the Society.
917. Student affiliate chapter bylaws and any subsequent amendments thereto shall be subject to approval by the Chapter Board of Directors and partnering educational institution.
918. Student affiliate chapters may establish annual dues for student affiliate chapter members in accordance with the student chapter bylaws and collect and disburse student affiliate member dues and such other funds as are necessary for its operations and accomplishing its purpose. Such dues are separate from a student affiliate member's individual membership dues to the Society.

919. Student affiliate chapters may issue public statements in the name of the student affiliate chapter. However, such student affiliate chapter statements shall not be contrary in any way to the public policies of the Society as established by the Board of Trustees. No student affiliate chapter shall issue a public statement purporting to have the approval of the Society without first obtaining the written consent of the executive vice president of the Society, except in the case of a direct quote from an officially adopted and published public policy of the Society. Student affiliate chapters shall not issue public statements purporting to have the approval of the Chapter without first obtaining written consent from the Chapter president who is communicating the decision of the Chapter Board of Directors.
920. The Board of Directors shall designate liaisons for student affiliate chapters. Student affiliate chapter liaisons shall be Full or Associate Members of the Society and the Chapter. The liaison may be in academic, private, or public practice. Student affiliate chapter liaisons and student affiliate chapter presidents shall act as representatives for student affiliate chapters to the sponsoring Chapter, educational institution, and the Society.
921. Student affiliate chapter presidents shall be Student Affiliate Members of the Society.
922. The Board of Directors of the Society may revoke student affiliate chapter charters on the recommendation of the sponsoring Chapter Board of Directors for violation of the Constitution or Bylaws of the Society or the Chapter, failure to elect a chair in a timely manner, or for other due cause, provided the student affiliate chapter is duly notified of the charges against it, given an opportunity for a hearing on the charges, and an opportunity to respond to the charges.

## Article 10. Governing Law

1001. The laws of the State of Wisconsin shall apply to the interpretation of these Bylaws and all actions of the Chapter.
1002. The laws of the State of Wisconsin shall prevail when legal requirements may be at variance with the Bylaws of the Society.

## Article 11. Amendments

1101. The Bylaws may be amended by the Board of Directors while in session at a regular, scheduled meeting of the committee.
1102. Proposed amendments may be sponsored by Full, International or Associate Members of the Chapter. The sponsor shall prepare the proposed amendment in the format prescribed by the Bylaws Committee and secure the endorsement of one or more Full, International, or Associate Members of the Chapter. The sponsor shall forward the proposed amendment to the Bylaws Committee, the president, and the secretary of the Chapter at least thirty (30) days prior to a scheduled meeting of the Board of Directors.
1103. The Bylaws Committee shall review the proposed amendment to ensure consistency with 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 Board of Directors.
1104. At least ten (10) days prior to the scheduled meeting of the Board of Directors, 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.
1105. The Board of Directors 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 Board of Directors shall be required for adoption.

1106. Following approval by the Board of Directors, the proposed amendments to the Bylaws shall be submitted on a ballot to the Full and International Members of the Chapter. Amendments shall be adopted upon receipt of an affirmative vote by two-thirds (2/3) of the Full and International Members of the Chapter returning a ballot.
1107. The Bylaws of the Chapter shall be consistent with the Bylaws of the Society. Whenever the Bylaws of the Society are amended, the Bylaws of the Chapter affected by such amendments shall also be amended.

## Article 12. Disaffiliation & Dissolution

1201. The Chapter may voluntarily disaffiliate 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. Notice of the meeting shall comply with the laws of the state of incorporation or organization. Upon adoption of a resolution recommending dissolution by the members, the Board of Directors shall proceed with distribution of Chapter assets and filing of articles of dissolution as provided by applicable law.
1202. The Chapter may be disaffiliated 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 Bylaws, 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.
1203. Voluntary disaffiliation by an affirmative vote by two-thirds (2/3) of the Full and Associate Members assigned to the Chapter shall become effective on the date specified by the Full and Associate Members assigned to the Chapter. Disaffiliation by an affirmative vote by two-thirds (2/3) of the entire voting membership of the Board of Trustees shall become effective on the date specified by the Board of Trustees.
1204. On the specified effective date of disaffiliation, 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.