

**POTOMAC CHAPTER  
OF THE  
AMERICAN SOCIETY OF LANDSCAPE ARCHITECTS  
REVISED BYLAWS  
April 10, 2023**

**ARTICLE 1 MEMBERSHIP**

PROFESSIONAL MEMBERS

- Section 101 The Society shall extend professional membership in the Chapter to persons whose academic training and professional experience meet the requirements for Full Member or Associate Member as established in the Bylaws of the Society. Persons qualifying for professional membership in the Society shall not be eligible for other forms of affiliation with the Chapter.
- Section 102 Full and Associate Members in good professional standing shall uphold the ASLA Code of Professional Ethics and the Constitution and Bylaws of the Society, and shall not be in arrears in dues or other financial obligation to the Society or the Chapter.

AFFILIATE MEMBERS

- Section 103 The Society shall extend affiliate membership in the Chapter to persons who meet the requirements for Affiliate Member as established in the Bylaws of the Society.
- Section 104 The Society shall extend corporate affiliate membership in the Chapter to representatives of companies that meet the requirements for Corporate Member as established in the Bylaws of the Society.

**ARTICLE 2 CHAPTER SPONSORSHIPS**

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

**ARTICLE 3 ADMISSION**

- Section 301 Full, Associate, and Affiliate Members shall be admitted to membership in the Society in accordance with procedures established in the Bylaws of the Society.
- Section 302 The effective date of membership shall be the date on which Full, Associate, and Affiliate Members are admitted to membership in the Society.

ASSIGNMENT TO THE CHAPTER ROSTER

- Section 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.
- Section 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.
- Section 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.
- Section 306 Full, Associate, and Affiliate Members requesting concurrent assignment to more than one chapter will be added to each chapter roster by the Society.
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REMOVAL FROM THE CHAPTER ROSTER

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

FELLOWS

- Section 309 Fellows shall be selected by the Council of Fellows from nominations submitted by the Executive Committee of the Chapter, the Executive Committee of the Society, or the Executive Committee of the Council of Fellows. The Chapter will be notified in the case of nomination of one of its Full Members by the Executive Committee of the Society or the Executive Committee of the Council of Fellows.
- Section 310 The Fellows Nominating Committee, no later than upon receipt of the list of eligible members from the Society, will work with prospective nominees for election to Fellow. The Fellows Nominating Committee will present its list of recommended nominees to the Executive Committee of the Chapter for approval and submission to the Council of Fellows. The Fellows Nominating Committee is appointed by the Chapter President from the list of Fellows. When possible, the Fellows Nominating Committee will include some of the most recent Fellows.

CHAPTER HONORARY MEMBERS

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

**ARTICLE 4 PRIVILEGES**

CHAPTER PRIVILEGES

- Section 401 The official designation of the Chapter shall be the Potomac 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, Potomac 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.
- Section 402 The Executive Committee may issue public statements in the name of the Chapter on matters of professional interest or concern. However, such Chapter statements shall not be contrary in any way to the public policies of the Society as established by the Board of Trustees. No public statements shall be issued by the Executive Committee purporting to have the approval of the Society without first obtaining the written consent of the executive vice president of the Society, except in the case of a direct quote from an officially adopted and published public policy of the Society.

MEMBER PRIVILEGES

- Section 403 Professional membership designations and the seal or logo of the Society may be used by Fellows, Full Members, and Associate Members in accordance with the Bylaws of the Society.
- Section 404 Affiliated membership designations may be used by Affiliate Members and Corporate Members in accordance with the Bylaws of the Society.
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Section 405      Emeritus Status  
Full Members with twenty-five (25) or more years of continuous membership, including periods of limited status, from the effective date of membership may apply for emeritus status upon full retirement. Emeritus status shall be effective on receipt of a written supporting statement by the Chapter president and verification of eligibility by the Society. Emeritus members shall be designated Emeritus Fellow or Emeritus Member and shall be exempt from Society and Chapter dues. Exception to the requirements for emeritus status may be granted by the Executive Committee of the Society

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

Section 407      Temporary Limited Status  
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.

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

## **ARTICLE 5      DUES AND ASSESSMENTS**

### **ANNUAL DUES**

Section 501      The Executive Committee shall levy the Full, Associate, and Affiliate Member dues required for operating the Chapter. Any proposal by the Executive Committee to change the amount of dues shall be submitted to the Chapter membership in writing for a review and comment period of not less than forty-five (45) days. At the close of the review and comment period, the Executive Committee shall vote on the proposal. An affirmative vote by three-fourths (3/4) of the entire voting membership of the Executive Committee shall be required for adoption.

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

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

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

- Section 505 The Chapter shall notify the Society in writing of any change in Chapter dues levies at least seventy-five (75) days prior to the first day of the financial year of the Society.
- Section 506 **Relocation**  
Full, Associate, and Affiliate Members moving from one chapter area to another after chapter dues have been paid shall not be required to pay dues in the new chapter for that year. If dues have not been paid to the former chapter, dues shall be paid in the new chapter for that year.
- Section 507 **Reassignment**  
Full, Associate, and Affiliate Members reassigned from one chapter to another after chapter dues have been paid shall not be required to pay dues in the new chapter for that year. If dues have not been paid to the former chapter, dues shall be paid in the new chapter for that year.
- Section 508 **Concurrent Membership**  
Full, Associate, and Affiliate Members may hold concurrent membership in more than one chapter provided applicable dues to each chapter are paid.
- Section 509 **Delinquency**  
Full, Associate, and Affiliate Members failing to pay Society and Chapter dues within sixty (60) days of their annual membership renewal date shall be deemed delinquent. The Society shall provide members with written notice of this delinquency and the impending loss of all privileges of membership. If the dues are not paid within a grace period of thirty (30) days, members shall be dropped from the rolls of the Society and the Chapter and lose all privileges of membership.

#### SPECIAL ASSESSMENTS

- Section 510 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 on Sections was deemed inappropriate for this Chapter and was thus removed from these bylaws.]**

#### **ARTICLE 7 STUDENT CHAPTERS**

- Section 701 The Executive Committee of the Chapter shall petition the Society for sponsorship of student chapters within its territory and the greater Washington, DC, metropolitan area. 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.
- Section 702 Student chapters shall undertake activities consistent with the purpose of the Society and shall be encouraged to participate in the programs and activities of the Chapter and the Society and to interact with other student chapters.

#### DESIGNATION

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

#### CONSTITUTION AND BYLAWS

Section 704 The constitution and bylaws of a student chapter, and any amendments thereto, shall be subject to approval by the Chapter Executive Committee and its partnering educational institution. Student Chapter bylaws are attached to this document as an addendum. Updated Student Chapter bylaws, once approved by the Chapter Executive Committee, shall be added to this document, replacing the previous document, without any amendment to these bylaws required.

#### DUES AND FUNDS

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

#### PUBLIC STATEMENTS

Section 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

Section 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.

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

Section 709 The Student Chapter Awards program chair shall coordinate annual student awards program(s) that are endorsed by the Chapter.

- i. Programs: Chapter Awards programs include, but are not limited to, Washington-Alexandria Architecture Center Student Awards and ASLA Student Award(s).
- ii. Selection Committee: Members of the Potomac Chapter, ASLA selected by the President shall participate in the selection of award recipients.
- iii. Schedule: A schedule for each award program process will be published annually by the Student Chapter in advance of the start of the Fall semester/first Fall quarter of the academic year for local institutions. Institutions that wish to have their students participate are wholly responsible for dissemination of the schedule, announcements of availability, and compliance with the annual schedule as published by the Chapter. Full compliance with the published schedule is required for participation in the awards program(s) during the subject academic year.

#### NATIONAL STUDENT REPRESENTATIVE

Section 710 The student chapters shall elect a national student representative to the Board of Trustees of the Society each year. National student representatives shall be Student Members of the Society whose one- (1)-year term shall begin and end at the conclusion of the midyear meeting of the Board of Trustees.

#### CHAPTER REVOCATION

Section 711 The Executive Committee of the Society may revoke a student chapter's 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.

### **ARTICLE 8 EXECUTIVE COMMITTEE AND ELECTIONS**

#### RESPONSIBILITIES

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

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

#### OFFICERS AND MEMBERS

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

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

- Section 805 The president shall: set the time, place, and agenda for meetings of the Executive Committee; call special meetings of the Chapter; preside at meetings of the Chapter and the Executive Committee; represent and act for the Chapter as directed by the Executive Committee and consistent with the policies of the Society as established by the Board of Trustees; in consultation with the Executive Committee, appoint the chairs and members of standing committees, other committees, and any special study groups or task forces; dismiss appointees for failure to act or other cause; serve as a member of the Chapter Presidents Council; oversee the management and administration of Chapter programs and budgets as adopted by the Executive Committee; designate and relieve an acting president; appoint interim trustees when vacancies occur during term; provide supporting statements to the Society for Emeritus Status, Limited Status, Temporary Limited Status, and Waiver of Dues applicants; report on the state of the Chapter at the annual meeting of the Chapter; and perform such other duties as are customary for the office of chapter president, or as may be assigned or delegated by the Executive Committee.
- Section 806 The president shall be a Full Member elected for a term of **one (1) year**.
- Section 807 Should the president through illness, injury, or other cause become temporarily unable to perform the duties of the office of president, the president-elect, a vice president, or the immediate past president shall be designated as acting president. The designation shall be made by the president or by a majority vote of the entire voting membership of the Executive Committee if the president is unable to act. The acting president shall perform the duties of the president until relieved by the president if the designation is made by the president or by the Executive Committee if the designation is made by the Executive Committee.
- Section 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.
- Section 809 The president-elect shall be a Full Member elected for a term of **one (1) year**.
- Section 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.
- Section 811 The immediate past president shall be a Full Member elected for a term of **one (1) year**.
- Section 812 The President may nominate vice presidents from among the members of the Executive Committee. The officers of the Executive Committee shall vote on the vice presidential nominees. Vice presidents may be assigned special tasks or projects as directed by the president and consistent with the policies of the Chapter; serve as acting president when designated by the president or president-elect or the Executive Committee; and perform such other duties as are customary for the office of chapter vice president.
- Section 813 The vice presidents shall be Full Members elected for terms of **one (1) year**.

- Section 814 The secretary shall: maintain a record of the proceedings of the business meetings of the Chapter and the Executive Committee; have prepared and issued notices of the meetings of the Chapter and the Executive Committee; have prepared, issued, and received 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.
- Section 815 The secretary shall be a Full or Associate Member elected for a term of **one (1) year**.
- Section 816 The treasurer shall: work with the Executive Director (when one exists) to ensure appropriate financial reports are made available to the Executive Committee in a timely manner; ensure that all fees, dues, charges, and other funds due the Chapter are collected; assist the Executive Director in the preparation of the annual budget and in presenting the budget to the Executive Committee for approval; review audit and periodic financial reports and respond to members' questions about the finances; manage the Executive Committee's review of and action related to the association's financial responsibilities; and perform such other duties as are customary for the office of chapter treasurer or as may be assigned or delegated by the president.
- Section 817 The treasurer shall be a Full or Associate Member elected for a term of **one (1) year**.
- Section 818 The Chapter may employ an Executive Director (ED) to focus on improving the Chapter's communications, membership, and sponsorship. The primary duties will include oversight of chapter administration, support of event planning, fundraising development, and communications consistent with the vision and mission of the Chapter. This position reports directly to the Executive Committee. The Executive Director is a non-voting, ex-officio member of the Executive Committee.
- Section 819 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.
- Section 820 The at-large members shall be Full or Associate Members elected for terms of **one (1) year**. The number of Full or Associate Members elected shall not exceed 12, bringing the total maximum size of the Executive Committee, including officers, to 18.
- Section 821 Nonvoting members of the Executive Committee shall include the student chapter presidents and such other persons as determined necessary and appropriate by the Executive Committee.
- ANNUAL ELECTIONS
- Section 822 Chapter annual elections shall be complete and the Society shall be notified of the results at least thirty (30) days prior to the annual meeting of the Society.
- Section 823 At least one hundred (100) 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.
- Section 824 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 up to two (2) nominees for each open position.
- Section 825 At least ninety (90) days prior to the annual meeting of the Society, the completed slate, with acceptance received from each nominee, shall be provided to the president. The president shall present the slate of nominees to the Executive Committee for approval.



- Section 826 At least sixty (60) days prior to the annual meeting of the Society, the secretary shall provide election ballots to the Full and Associate Members of the Chapter in good professional standing. Ballots shall contain the names of the nominees and a space for a write-in candidate for each open position; instructions for voting; and the date and time voting will close.
- Section 827 The closing date and time for voting shall be no later than twenty-one (21) 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.
- Section 828 Electronic ballots shall be sent to all voting members of the Chapter in good standing at the time of balloting. Chapter members without electronic access may request a written ballot. Any written ballots shall be received at the Chapter's address of record and shall remain unopened until counted by the Secretary and two other members of the Executive Committee, appointed by the President. Results of the balloting shall be given to the President for ratification. After the results of the election are announced, any ballots received shall be destroyed.
- Section 829 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

- Section 830 The Society shall be notified when vacancies occur in Chapter offices and when such vacancies are filled.
- Section 831 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.
- Section 832 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.
- 832.1 The Nominating Committee shall prepare a special election slate consisting of up to 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.
- 832.2 The secretary shall provide election ballots to the Full and Associate Members of the Chapter in good professional standing. Ballots shall contain the names of the nominees and a space for a write-in candidate for each vacancy; instructions for voting; and the date and time voting will close.
- 832.3 Officers and other members of the Executive Committee shall assume office on taking the oath of office when filling vacancies and shall hold office until their successors are installed.

## **ARTICLE 9 COMMITTEES**

### **TERMS**

Section 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.

Section 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**

Section 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.

Section 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.

Section 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.

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

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

### **STANDING COMMITTEES**

Section 908 Nominating Committee

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

Section 909 Bylaws Committee

There shall be a Bylaws Committee composed of three (3) Full or Associate Members of the Chapter, of whom one shall be the secretary. The committee shall prescribe a format for the preparation of sponsored amendments; review proposed amendments for consistency with the 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.

Section 910 The laws of the state shall prevail when a chapter is incorporated under state law and such legal requirements may be at variance with the Bylaws of the Society.

Section 911 Audit Committee

There shall be an Audit Committee composed of three (3) Full or Associate Members of the Chapter, of whom one shall be a Chapter officer other than the treasurer and two shall be Chapter members other than immediate past or current members of the Executive Committee. The Audit Committee shall perform an annual audit of the Chapter accounts as specified in Section 1105 of the Bylaws and report its findings to the Executive Committee within one-hundred-and-sixty (160) days of the close of the financial year.

## **ARTICLE 10 BUSINESS OF THE CHAPTER**

### **MEETINGS**

- Section 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.
- Section 1002 Meetings of the Chapter, the Executive Committee, and any other committees 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. Committee chairs may also invite guests to attend any committee meetings.
- Section 1003 **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 ensure that notices of all meetings of the Chapter and the Chapter Executive Committee are issued.
- Section 1004 **Regular Meetings of the Executive Committee**  
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.
- Section 1005 **Special Meetings of the Executive Committee**  
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.
- Section 1006 **Meeting Chair**  
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.
- Section 1007 **Attendance Required and No Proxy Voting**  
Members unable to attend a meeting of the Executive Committee may make their views known on agenda items, but may not give a voting proxy for that meeting.
- Section 1008 **Quorum**  
More than one-half (1/2) of the entire voting membership of the Executive Committee present in person shall constitute a quorum for the transaction of business by the Executive Committee. Proxies shall not be considered in the establishment of a quorum.

### **VOTES AND BALLOTS**

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

Section 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 Executive Director and two members of the Executive Committee appointed by the President. In the event that no Executive Director is present, the President shall appoint a third Executive Committee member. 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.

#### REPORTS

Section 1013 The Executive Committee shall prepare an annual report for the benefit of the Chapter membership and for the records of the Society that summarizes the events, accomplishments, and challenges of the previous year, and includes a year-end financial statement.

### **ARTICLE 11 FUNDS**

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

Section 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.

Section 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

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

## ANNUAL AUDIT

- Section 1105 After the treasurer presents the year-end financial statements to the Executive Committee, the Audit Committee shall audit the accounts of the Chapter or arrange for the audit of the accounts of the Chapter by an independent certified public accountant. The Audit Committee shall report its findings to the Executive Committee within one-hundred-and- sixty (160) days of the close of the financial year.
- Section 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

- Section 1201 The Bylaws and Articles of Incorporation may be amended by the Executive Committee while in session at a regular, scheduled meeting of the committee.
- Section 1202 Proposed amendments may be sponsored by Full or Associate Members of the Chapter. The sponsor shall prepare the proposed amendment in the format prescribed by the Bylaws Committee and secure the endorsement of one or more Full or Associate Members of the Chapter. The sponsor shall forward the proposed amendment to the Bylaws Committee, the president, and the secretary of the Chapter at least thirty (30) days prior to a scheduled meeting of the Executive Committee.
- Section 1203 The Bylaws Committee shall review the proposed amendment to ensure consistency with the Bylaws and Articles of Incorporation of the Chapter and assist the sponsor in rectifying any inconsistency. The committee shall then endorse and forward the proposed amendment to the sponsor, the president, and the secretary at least twenty (20) days prior to the scheduled meeting of the Executive Committee.
- Section 1204 At least ten (10) days prior to the scheduled meeting of the Executive Committee, the Secretary shall ensure the posting of the proposed amendment for review by the committee, and the president shall place the proposed amendment on the action agenda for the meeting.
- Section 1205 The Executive Committee shall consider the proposed amendment while in session at the meeting and shall adopt, amend and adopt, reject, or refer the proposed amendment back to the sponsor for further study. Testimony for or against adoption may be presented. An affirmative vote by two-thirds (2/3) of the entire voting membership of the Executive Committee shall be required for adoption of an amendment to the Bylaws. An affirmative vote by a majority of the entire voting membership of the Executive Committee shall be required for adoption of an amendment to the Articles of Incorporation.

## ARTICLE 13 DISBANDMENT

- Section 1301 The Chapter may voluntarily disband by an affirmative vote by two-thirds (2/3) of the Full and Associate Members assigned to the Chapter, voting either by ballot returned to the Chapter secretary or at a meeting called for this purpose not less than thirty (30) days after issuance of the ballot.
- Section 1302 The Chapter may be disbanded by an affirmative vote by two-thirds (2/3) of the entire voting membership of the Board of Trustees of the Society for violation of the Constitution and Bylaws of the Society, failure to elect Chapter officers in a timely manner, failure to maintain minimum membership strength, 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.
- Section 1303 Voluntary disbandment by an affirmative vote by two-thirds (2/3) of the Full and Associate Members assigned to the Chapter shall become effective on the date specified by the Full and

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

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

Section 1305 In the event of disbandment, all Chapter funds shall become the property of ASLA.

Originally approved by the Potomac Chapter Executive Committee, June 23, 2016

Amended: November 4, 2019; April 10, 2023