

Washington Chapter ASLA Bylaws

Article 1. Membership

Professional Membership

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

Professional Standing

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

Affiliated Membership

Affiliate Membership

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

Corporate Membership

104. The Society shall extend corporate membership in the Chapter to companies that support the mission of the Society and meet the requirements for Corporate Member as established in the Bylaws of the Society. Further, the Society may extend corporate membership in the Chapter on request of the corporate member.

Article 2. Chapter Sponsorships

Chapter Sponsors

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

Article 3. Admission

Full, Associate, and Affiliate Members

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

Effective Date of Membership

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

Assignment to the Chapter Roster

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

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

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

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

Removal from the Chapter Roster

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

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

Fellows

Chapter Selection Process

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

Chapter Nomination Process

310. The Chapter shall consider candidates for Fellows from Full Members within the Chapter. An affirmative vote by two-thirds (2/3) of the voting members of the Board of Directors of the Chapter present at a meeting shall be required for nomination.

Chapter Honorary Members

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

Article 4. Privileges

Chapter Privileges

Society Designation, Seal, or Logo

401. The official designation of the Chapter shall be the Washington 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, Washington 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.

Public Statements

402. 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. 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 executive vice president of the Society, except in the case of a direct quote from an officially adopted and published public policy of the Society.

Member Privileges

Society Designation, Seal, or Logo

403. Professional membership designations may be used by Full Members, Associate Members, and International Members only in accordance with the Bylaws of the Society. The seal or logo of the Society may not be used by Full Members, Associate Members, or International Members unless expressly permitted by the Bylaws of the Society.

404. Affiliate Member designation may be used by affiliate membership and corporate membership in accordance with the Bylaws of the Society.

Emeritus Status

405. Full Members with twenty-five (25) or more years of continuous membership, including time on limited status, from the effective date of membership may apply for emeritus status if they are: (1) of age to collect full Social Security retirement benefits; and (2) fully retired from active practice. Emeritus status shall be effective on receipt of a completed application and verification of eligibility by national headquarters. Emeritus members shall be designated *Emeritus Fellow* or *Emeritus Member* and shall be exempt from Society and Chapter dues. All benefits and privileges of membership shall continue with the exception of a *Landscape Architecture* magazine subscription.

Limited Status

406. Full Members with fifteen (15) or more years of continuous membership from the effective date of membership and practicing landscape architecture only part-time, i.e., twenty-five (25) hours per week or less, due to permanent disability. Limited status shall be effective on receipt of a completed application and verification

of eligibility by ASLA headquarters. Full Members granted limited status shall pay Society and Chapter dues at one-half (1/2) the Full Member rate.

Temporary Limited Status

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

Waiver of Dues

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

Article 5. Dues and Assessments

Annual Dues

501. The Board of Directors shall levy the Full, Associate, Affiliate, and International Member dues required for operating the Chapter. Any proposal by the Board of Directors 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 twenty (20) days. At the close of the review and comment period, the Board of Directors shall vote on the proposal. A majority vote by the Board of Directors shall be required for adoption.

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

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

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

First Year Dues

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

Relocation

506. Full, Associate, Affiliate, and International Members moving from one chapter area to another after chapter dues have been paid shall not be required to pay dues

in the new chapter for that year. If dues have not been paid to the former chapter, dues shall be paid in the new chapter for that year.

Reassignment

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

Concurrent Membership

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

Delinquency

509. Full, Associate, Affiliate, and International Members failing to pay Society and Chapter dues within sixty (60) days of their annual membership renewal date shall be deemed delinquent. The Society shall provide members with written notice of their delinquency and the impending loss of all privileges of membership. If the dues are not paid within a grace period of thirty (30) days, delinquent members shall be terminated. Dues and all privileges of membership and all connection with the Society and the Chapter shall be forfeit on termination.

Special Assessments

510. The Board of Directors may levy special assessments for specific purposes. Any proposal by the Board of Directors 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 Board of Directors shall vote on the proposal. A majority vote by the Board of Directors shall be required for adoption.

Article 6. Sections

Sections

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

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

601.2 and, verification by the Society that a combined total of fifteen (15) or more Full and Associate Members are located primarily within the proposed boundary of the section;

601.3 and, approval of the petition by the Board of Directors of the Chapter.

602. Authority over and administrative responsibility for Chapter sections shall be vested in the Chapter Board of Directors.

Designation

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

Section Chairs

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

Elections

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

Public Statements

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

Dissolution and Disaffiliation

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

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

Article 7. Student Chapters

Student Chapters

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

701.1 grant a degree in landscape architecture at the baccalaureate or higher level from a program in landscape architecture that is accredited by an organization recognized by the Society;

701.2 or, grant a degree in landscape architecture at the baccalaureate or higher level from a program in landscape architecture that is recognized by the sponsoring ASLA chapter;

701.3 or, grant a certificate of completion from a program in landscape architecture that is recognized by the sponsoring ASLA chapter and accepted by the state licensing board as satisfying the educational requirements for admission to the state licensing examination.

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

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

Designation

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

Bylaws

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

Dues

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

accomplishing its purpose. Such dues are separate from a student member's individual membership dues to the Society.

Public Statements

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

Chapter Responsibilities

707. The Board of Directors may 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 may act as representatives for student chapters to the sponsoring Chapter, educational institution, and the Society.

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

709. The Chapter awards program chair or the Chapter president shall coordinate the annual selection of student honor and merit awards with the academic heads of programs in the chapter area that are accredited or recognized by the Chapter in accordance with Section 701. Jurors shall be members of the Society and shall not be faculty associated with the academic program.

National Student Representative

710. Chapters may nominate students from their Student Chapters to serve on the Society's National Student Advisory Committee. Nominees shall be Student Members of the Society. The student representatives shall be selected in a manner determined by the Board of Trustees of the Society.

Charter Revocation

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

Student Affiliate Chapters

712. The 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 Executive Committee of the Society at educational institutions that desire an affiliation with ASLA and are recognized by a sponsoring ASLA chapter, but do not qualify as student chapters under the requirements established in the Bylaws.

Such institutions may include, but are not limited to, those that grant an associate degree in landscape architecture or related courses of study, such as landscape design, horticulture, architecture, engineering, planning, or the natural and social sciences; or secondary schools that support landscape architecture as a possible career path.

Approval of chapter petitions for establishment of student affiliate chapters shall require an affirmative vote by a majority of the Executive Committee of the Society present at a meeting.

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

Designation

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

Bylaws

715. Student affiliate chapter bylaws and any subsequent amendments thereto shall be subject to approval by the Chapter Board of Directors and partnering educational institution.

Dues

716. Student affiliate chapters may establish annual dues for student affiliate chapter members in accordance with the student chapter bylaws and collect and disburse student affiliate member dues and such other funds as are necessary for its operations and accomplishing its purpose. Such dues are separate from a student affiliate member's individual membership dues to the Society.

Public Statements

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

Sponsoring Chapter Responsibilities

718. 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.

719. Student affiliate chapter presidents shall be Student Affiliate Members of the Society.

Charter Revocation

720. The Executive Committee of the Society may revoke student affiliate chapter charters on the recommendation of the sponsoring Chapter 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 8. Board of Directors and Elections

Board of Directors

801. Administration of the Chapter is vested in the Board of Directors. The Board of Directors shall have the following voting members: Trustee, President, President-elect, Immediate Past President, Secretary, Treasurer, and three Members-at-Large.

802. Nonvoting members of the Board of Directors shall include the student chapter presidents and such other persons as determined necessary and appropriate by the Board of Directors.

803. The duties of the Board of Directors shall be: approve proposed amendments to the Constitution; enact Bylaws and amend existing Bylaws; set the time and place for annual meetings of the Chapter; solicit, prepare, and submit nominations for Fellow as appropriate; elect Chapter Honorary Members; issue public statements in the name of the Chapter; establish annual dues; levy special assessments; approve petitions before the Society for establishment of Chapter sections, oversee section operations, and recommend section disbandment; petition the Society to charter student chapters, support student chapter activities, and recommend student chapter charter revocation; designate and relieve an acting president; take action when a Chapter officer fails to act; review the slate for annual and special elections; 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; approve the president's 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.

Failure to Act

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

Officers and Members

Trustee

805. 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.

806. The Trustee is an Officer of the Chapter. The trustee shall be a Full Member elected for a term of three (3) years. The trustee shall not serve more than two (2) consecutive terms.

President

807. 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; with the approval of 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.

808. The President is an Officer of the Chapter. The president shall be a Full Member serving for a term of two (2) years.

Acting President

809. Should the president through illness, injury, or other cause become unable to perform the duties of the office of president, the president-elect, the immediate past president, or if either are unable to fill the position, a Full Member of the Board of Directors who has served a minimum of one (1) full year, shall be designated as acting president. The designation shall be made by a majority vote 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 Board of Directors.

President-Elect

810. The president-elect, also known as the Vice President, shall: represent and act for the Chapter as directed by the president and consistent with the policies of the Society as established by the Board of Trustees; serve as acting president when designated by the 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.

811. The President-Elect is an Officer of the Chapter. The president-elect shall be a Full Member elected for a term of one (1) year. After completion of the President-elect term, the president-elect shall succeed automatically to the office of president.

Immediate Past President

812. 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.

813. The immediate past president shall be a Full Member serving for a term of one (1) year. In the event that the Immediate Past President is unable to serve, the Board of Directors may appoint a past president to this position.

Secretary

814. 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 Constitution and Bylaws Committee; maintain the Constitution and Bylaws of the Chapter; certify documents; and perform such other duties as are customary for the office of chapter secretary or as may be assigned or delegated by the president or the Board of Directors. The secretary may have the assistance of staff in performing these duties.

815. The Secretary is an Officer of the Chapter. The secretary shall be a Full or Associate Member elected for a term of two (2) years.

Treasurer

816. 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 quarterly reports on the financial condition of the Chapter 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 and Board of Directors. The treasurer may have the assistance of staff in performing these duties and shall

establish and maintain an appropriate system of internal controls according to generally accepted accounting standards.

817. The Treasurer is an Officer of the Chapter. The treasurer shall be a Full or Associate Member elected for a term of two (2) years.

Section Chairs

818. Administration of Chapter sections is vested in the section chairs. The section chairs shall: be informed on Chapter goals and objectives, policies and procedures, programs and services, and activities and events; serve as a member of and represent the section on the Board of Directors of the Chapter; facilitate the conduct of the business of the Chapter by bringing the section perspective to the Board of Directors and the Chapter perspective to the members of the section; facilitate the conduct of the business of the Board of Directors serving on standing or other committees or special study groups or task forces; and perform such other duties as are customary for the position of section chair or as may be assigned or delegated by the Board of Directors of the Chapter.

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

Members-at-Large

820. The Members-at-Large shall: represent a cross-section of the Chapter or Chapter Section. There shall be at least one (1) Western Washington Member-at-Large and at least one (1) Eastern Washington Member-at-Large in addition to one (1) State-wide Member-at-Large. The Members-at-Large shall also perform such other duties as are customary for the position of Member-at-Large or as may be assigned or delegated by the Officers of the Chapter.

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

Resignation

822. A member of the Board of Directors may resign his or her office by submitting a letter in writing to the president. The resignation shall take effect on the date specified in the letter.

823. A member who has failed to attend three consecutive meetings during his or her term of office, or four meetings in one year, shall be considered to have resigned his position.

Term limits

824. No person shall serve more than four (4) years in a single position (with the exception of the Trustee) or ten (10) years consecutively, on the Board of Directors. After a full year away, a member may be nominated again to run for the Board of Directors.

Elections

Annual Elections

825. Chapter annual elections shall be complete and the Society shall be notified of the results at least sixty (60) days prior to the annual meeting of the Society.

826. 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.

827. The Nominating Committee shall meet thirty (30) days after the call for potential nominees is issued to consider the suggestions received and to prepare a slate consisting of no more than two (2) nominees for each open director position.

828. At least one-hundred-and-thirty-five (135) 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 Board of Directors for information.

829. At least one-hundred-and-twenty (120) 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 via postal mail or email according to the requirements of the Revised Code of Washington. 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.

830. 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.

831. When paper ballots are used, 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.

832. When electronic ballots are used, the secretary shall supervise the creation, distribution, and collection of the electronic ballots. Upon completion of the election, the secretary shall make the results available to the Tellers Committee. Once the Tellers Committee has reviewed and verified the results, the chair of the Tellers Committee shall transmit the results to the president for publication by the Chapter. The secretary shall inform all candidates of the outcome of the election prior to any public announcement.

833. Incoming officers and other members of the Board of Directors shall assume office at the conclusion of the annual meeting of the Society and shall serve to the expiry of their term or until their successors are installed.

Vacancies and Special Elections

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

835. 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 (1) year. Vacancies occurring during term in the office of president-elect shall require a special election to fill the vacancy. 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 Board of Directors present at a meeting.

836. If a special election is necessary, it shall be conducted according to the same procedures as a regular election.

836.1 The Nominating Committee shall prepare a special election slate consisting of no more than two (2) nominees for each vacancy. The completed slate, with acceptance received from each nominee, shall be provided to the president. The president shall present the slate of nominees to the Board of Directors for acceptance.

836.2 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.

836.3 The closing date and time for voting shall be no later than thirty (30) days from the date the ballots are provided. Ballots received after the closing date and time for voting shall not be counted. Nominees receiving the highest number of votes for each vacancy shall be elected. If there is a tie in the number of votes cast, the 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 at a meeting.

836.4 During the period of balloting, the secretary shall secure the ballots. As soon as possible, but no less than seven (7) days after the closing date and time for voting, the Tellers Committee shall count the ballots, verify the election, and forward a confidential, written tabulation of the results over the signature of the committee chair to the president and secretary of the Chapter. The results shall be kept confidential until released by the president for publication by the Chapter. All ballots shall be secured in accordance with the Chapter's document retention policy.

Article 9. Committees

Terms

901. 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 Society.

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

Appointments

903. With the approval of 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.

904. With the approval of the Board of Directors, the president-elect shall select for appointment when he or she assumes office as president the chairs and members of standing committees, other committees, and any special study groups or task forces.

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

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

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

908. Appointees of any committee must be active members of WASLA.

Standing Committees

Nominating Committee

908. There shall be a Nominating Committee composed of three (3) Members of the Chapter, of whom one shall be a past president and at least one (1) shall be a Full Member of the Chapter. The Nominating Committee shall prepare a slate for all chapter offices to be filled by election.

Tellers Committee

909. WASLA staff shall perform the functions of a Tellers Committee. If WASLA staff do not perform these functions, then the Tellers Committee shall be composed of at least two (2) Full Members of the Chapter. In case of paper balloting, the Tellers Committee shall count and verify election ballots and other confidential ballots of the professional membership and Board of Directors of the Chapter. In the case of electronic balloting, the Teller's Committee shall review the results of the balloting and report them to the president of the chapter.

Constitution and Bylaws Committee

910. There shall be a Constitution and Bylaws Committee composed of at least three (3) Members of the Chapter, of whom one shall be the chapter Secretary and at least two are Full Members of the Chapter. The committee shall prescribe a format for the preparation of sponsored amendments; review proposed amendments for consistency with the Constitution or the Bylaws and assist the sponsor in rectifying any

inconsistency; and draft amendments as necessary and appropriate to ensure consistency with the Constitution and Bylaws of the Society. The committee shall review the Bylaws every three (3) years.

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

Financial Review Committee

912. There shall be a Financial Review Committee composed at least three (3) Full Members of the Chapter, of whom one shall be the Chapter President, one shall be the Chapter Treasurer, and at least one shall be a Chapter member other than immediate previous term or current members of the Board of Directors. The Financial Review Committee shall perform an annual review of the Chapter accounts as specified in Section 1105 of the Bylaws.

Article 10. Business of the Chapter

Meetings

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

1002. Meetings of the Chapter, the Board of Directors, and any sections of the Chapter shall be open to Full, Associate, and Affiliate Members of the Chapter. The Board of Directors may meet in executive session if necessary to consider legal, personnel or other matters deemed sensitive by the Board of Directors. Members of the Board of Directors may invite guests to attend meetings of the Chapter and the Board of Directors. Section chairs may also invite guests to attend any section meetings.

Notice of Meetings

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

Regular Meetings of the Board of Directors

1004. 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 and approved by the Board of Directors.

Special Meetings of the Board of Directors

1005. Members of the Board of Directors 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 member 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.

Meeting Chair

1006. 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.

Quorum

1007. More than one-half (1/2) of the entire voting membership of the Board of Directors present in person shall constitute a quorum for the transaction of business by the Board of Directors.

Votes and Ballots

1008. 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 or telephone. Provided a quorum is present, the motion shall be approved by a majority of the votes cast unless otherwise specified in the Constitution or Bylaws of the Chapter.

1009. The closing date and time for votes of the Board of Directors conducted by ballot or telephone shall be determined by the president unless otherwise specified in the Bylaws.

1010. Board of Directors votes conducted by ballot 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 Board of Directors. In no case shall the voting period be less than seven (7) days.

1011. 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 to the president. The results shall be reported and recorded in the minutes of the next regular meeting of the Board of Directors.

1012. The Tellers Committee shall count and verify election ballots and other confidential ballots of the professional membership of the Chapter. Confidential, written tabulations of ballot results shall be forwarded over the signature of the committee chair to the president and secretary of the Chapter. The results shall be kept confidential until released by the president for publication by the Chapter.

Reports

1013. 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.

Conflicts of Interest

1015. 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.

Member Confidentiality Disclosure

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

Article 11. Funds

Funds

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

Operating Fund

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

Reserve Fund

1103. The purposes of the reserve fund shall be:

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

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

1103.3 to fund capital expenditures beyond anticipated annual capital expenses.

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

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

Interest earned on the reserve fund shall be credited to the fund. Disbursements shall be restricted to the purposes outlined above and shall require advance approval by majority vote of the Board of Directors.

Bank Accounts

1104. 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 herein above provided, all such checks, drafts, and other instruments or orders for the payment of money shall be signed by the treasurer and countersigned by the president of the Chapter.

Annual Financial Review

1105. Immediately after the treasurer presents the year-end financial statements to the Board of Directors, the Financial Review Committee shall review the accounts of the Chapter or arrange for the audit of the accounts of the Chapter by an independent certified public accountant. The Financial Review Committee shall report its findings to the Board of Directors within one-hundred-and-twenty (120) days of the close of the financial year.

Financial Year

1106. The financial year of the Chapter shall be the same as that of the Society. As of July 19, 2012, the financial year of the Society and the Chapter is the calendar year.

Article 12. Amendments

Amendments

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

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

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

1204. 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.

1205. 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. A majority vote by the Board of Directors shall be required for adoption.

Article 13. Disbandment

Disbandment

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

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

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

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

Adopted by the WASLA Board of Directors on May 17, 2018



Attested by Laura Thompson, President, WASLA