

*As a best management practice, ASLA reviews governance documents every five years. The amendments to the Constitution are the result of a comprehensive review by legal counsel, ASLA chapters, trustees, and committee members as well as the Constitution and Bylaws Committee. The Board of Trustees approved the amendments at its May 2016 midyear meeting. All amendments to the Constitution require a 2/3 majority of voting members returning a ballot. Changes are shown underlined in the right column.*

Current ASLA Constitution – Baseline	Revised ASLA Constitution – Baseline
<p><b>Article 1. Name</b></p> <p>101. The name of the organization shall be the American Society of Landscape Architects, Incorporated.</p> <p><b>Article 2. Purpose</b></p> <p>201. The purpose of the Society shall be the advancement of knowledge, education, and skill in the art and science of landscape architecture as an instrument of service in the public welfare. To this end the Society shall promote the profession of landscape architecture and advance the practice through advocacy, education, communication, and fellowship.</p> <p><b>Article 3. Corporate Body</b></p> <p>301. The corporate body of the Society shall be composed of the professional membership and individuals or organizations electing to affiliate with the Society.</p> <p><b>Article 4. Society Membership</b></p> <p>401. Professional membership in the Society shall consist of Full Members, Associate Members, and International Members. Full, Associate, and International Members shall satisfy requirements for membership in accordance with the Bylaws. Fellows of the Society shall be Full Members or International Members.</p> <p>402. Student Members shall be enrolled in a course of study leading to a first professional degree in landscape architecture at the baccalaureate or higher level or a certificate program in landscape architecture that is recognized by the Society in accordance with the Bylaws.</p> <p>403. Affiliate Members shall be involved with or interested in activities associated with the professional practice of landscape architecture. Affiliate Members and other forms of affiliation with the Society shall satisfy requirements for membership in accordance with the Bylaws.</p> <p>404. Honorary Members shall be non-landscape architects elected to honorary membership in the Society by the Board of Trustees in accordance with the Bylaws.</p>	<p><b>Article 1. Name</b></p> <p>101. The name of the organization shall be the American Society of Landscape Architects, Incorporated.</p> <p><b>Article 2. Purpose</b></p> <p>201. The purpose of the Society shall be the advancement of knowledge, education, and skill in the art and science of landscape architecture as an instrument of service in the public welfare. To this end the Society shall promote the profession of landscape architecture and advance the practice through advocacy, education, communication, and fellowship.</p> <p><b>Article 3. Corporate Body</b></p> <p>301. The corporate body of the Society shall be composed of the professional membership and individuals or organizations electing to affiliate with the Society.</p> <p><b>Article 4. Society Membership</b></p> <p>401. Professional membership in the Society shall consist of Full Members, Associate Members, and International Members. Full, Associate, and International Members shall satisfy requirements for membership in accordance with the Bylaws. Fellows of the Society shall be Full Members or International Members.</p> <p>402. Student Members shall be enrolled in a course of study leading to a first professional degree in landscape architecture at the baccalaureate or higher level or a certificate program in landscape architecture that is recognized by the Society in accordance with the Bylaws.</p> <p>403. Affiliate Members shall be involved with or interested in activities <u>supporting the mission of the Society</u>. Affiliate Members and other forms of affiliation with the Society shall satisfy requirements for membership in accordance with the Bylaws.</p> <p>404. Honorary Members shall be non-landscape architects elected to honorary membership in the Society by the Board of Trustees in accordance with the Bylaws.</p>

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<p><b>Article 5. Voting and Leadership Privileges</b></p> <p>501. Full Members shall have the right to vote on all matters requiring a vote by the membership. Full Members may hold national office in the Society or office in a chapter.</p> <p>502. Associate Members shall have the right to vote for national officers of the Society, officers of a chapter, and on matters requiring a vote by Associate Members. Associate Members shall not hold national office or serve as a trustee, president, president-elect, or vice president of a chapter and shall have no vote on amendments to the Constitution.</p> <p>503. International Members shall have the right to vote for national officers of the Society, officers of a chapter, and on matters requiring a vote by International Members. International Members shall not hold national office or serve as a trustee of a chapter and shall have no vote on amendments to the Constitution.</p> <p>504. Student Members, Affiliate Members, and Honorary Members shall have no vote and shall not hold national office in the Society or office in a chapter.</p> <p>505. Other privileges accrue to members in accordance with the Bylaws.</p> <p><b>Article 6. Chapters</b></p> <p>601. The Society shall be composed of chapters. The Board of Trustees shall approve the organizational structure and establish the territorial limits of each chapter. Full Members, Associate Members, International Members, and Affiliate Members shall be assigned to chapters in accordance with the Bylaws.</p> <p>602. Chapter officers shall be elected by and from the professional membership of the chapter.</p> <p>603. Chapters may elect chapter honorary members in accordance with the Bylaws.</p> <p>604. The Society shall charter student chapters at educational institutions that satisfy requirements for chapter sponsorship in accordance with the Bylaws.</p>	<p><b>Article 5. Voting and Leadership Privileges</b></p> <p>501. Full Members shall have the right to vote on all matters requiring a vote by the membership. Full Members may hold national office in the Society or office in a chapter.</p> <p>502. Associate Members shall have the right to vote for national officers of the Society, officers of a chapter, and on matters requiring a vote by Associate Members. Associate Members shall not hold national office or serve as a trustee, president, president-elect, or vice president of a chapter and shall have no vote on amendments to the Constitution.</p> <p>503. International Members shall have the right to vote for national officers of the Society, officers of a chapter, and on matters requiring a vote by International Members. International Members shall not hold national office or serve as a trustee of a chapter and shall have no vote on amendments to the Constitution.</p> <p>504. Student Members, Affiliate Members, and Honorary Members shall have no vote and shall not hold national office in the Society or office in a chapter.</p> <p>505. Other privileges accrue to members in accordance with the Bylaws.</p> <p><b>Article 6. Chapters</b></p> <p>601. The Society shall be composed of chapters. The Board of Trustees shall approve the organizational structure and establish the territorial limits of each chapter. Full Members, Associate Members, International Members, and Affiliate Members shall be assigned to chapters in accordance with the Bylaws.</p> <p>602. Chapter officers shall be elected by and from the professional membership of the chapter.</p> <p>603. Chapters may elect chapter honorary members in accordance with the Bylaws.</p> <p>604. The Society shall charter student chapters at educational institutions that satisfy requirements for chapter sponsorship in accordance with the Bylaws.</p>

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<p><b>Article 7. Board of Trustees and National Officers</b></p> <p>701. The Society shall be governed by a Board of Trustees composed of one (1) trustee from each chapter and the elected national officers of the Society. The power to establish Society policy consistent with the Constitution is vested in the Board of Trustees.</p> <p>702. Trustees shall be elected by the chapters for three-(3)-year terms provided the terms of the trustees are arranged so that approximately one-third (1/3) of the trustees are elected each year. Chapter trustees shall not serve more than two (2) consecutive terms and shall not serve concurrently as an officer of the Society.</p> <p>703. Vacancies in the office of chapter trustee occurring during term shall be filled for the balance of the term by the represented chapter.</p> <p>704. The Board of Trustees shall adopt rules for its proceedings, and shall meet at times and places established by the president.</p> <p>705. A majority of the Board of Trustees and a quorum for the transaction of all business by the board shall be more than one-half (1/2) of the entire voting membership of the Board of Trustees, except where otherwise specified in the Constitution or Bylaws.</p> <p>706. The Board of Trustees shall have an Executive Committee composed of the elected national officers of the Society. Unless otherwise specified in the Constitution or Bylaws, the Executive Committee shall exercise the powers of and act for the Board of Trustees between meetings of the board in accordance with the policies and directions of the board.</p>	<p><b>Article 7. Board of Trustees and National Officers</b></p> <p>701. The Society shall be governed by a Board of Trustees composed of one (1) trustee from each chapter and the elected national officers of the Society. The power to establish Society policy consistent with the Constitution is vested in the Board of Trustees.</p> <p>702. Trustees shall be elected by the chapters for three-(3)-year terms provided the terms of the trustees are arranged so that approximately one-third (1/3) of the trustees are elected each year. Chapter trustees shall not serve more than two (2) consecutive terms and shall not serve concurrently as an officer of the Society.</p> <p>703. Vacancies in the office of chapter trustee occurring during term shall be filled for the balance of the term by the represented chapter.</p> <p>704. The Board of Trustees shall adopt rules for its proceedings, and shall meet at times and places established by the president.</p> <p>705. <u>A quorum for the transaction of all business by the Board of Trustees shall be more than one-half (1/2) of the entire voting members of the Board of Trustees, except where otherwise specified in the Constitution or Bylaws.</u></p> <p><i>(The revision to Section 705 clarifies this voting requirement. As currently written, it suggests that, assuming a total Board membership of 50 persons, a measure must receive 38 votes (3/4) to pass. However, more than one-half of the full board constitutes a quorum. Therefore, if only 30 members are present for a meeting, then only 22 would be needed to pass. Similar changes are made elsewhere in this document and the Bylaws.)</i></p> <p>706. The Board of Trustees shall have an Executive Committee composed of the elected national officers of the Society and <u>a nonvoting executive vice president, secretary, and treasurer.</u> Unless otherwise specified in the Constitution or Bylaws, the Executive Committee shall exercise the powers of and act for the Board of Trustees between meetings of the board in accordance with</p>

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<p>Implementation of policy and administration of the Society is vested in the Executive Committee.</p> <p>707. The national officers of the Society shall be the president, the president-elect, four (4) or more vice presidents, and the immediate past president. The vice presidents shall serve two-(2)-year terms with one-half (1/2) of the vice presidents elected in even years and one-half (1/2) of the vice presidents elected in odd years. The other officers of the Society shall serve one-(1)-year terms. No officer of the Society shall serve concurrently in more than one (1) elected office.</p> <p>708. The president-elect shall immediately fill a vacancy occurring during term in the office of president. Vacancies occurring during term in any other office of the Society shall be filled in accordance with the Bylaws. Vacancies occurring subsequent to an election, but prior to the assumption of office shall be filled by special election.</p> <p>709. The secretary and treasurer of the Society shall be appointed by and serve at the pleasure of the Executive Committee.</p> <p>710. Incoming national officers and trustees shall assume office at the conclusion of the annual meeting of the Society or upon taking the oath of office when filling a vacancy and shall hold office until their successors are installed.</p> <p><b>Article 8. Funds</b></p> <p>801. The Society shall collect and disburse such funds as are necessary for its operations and accomplishing its purpose and may receive and administer gifts and bequests.</p> <p>802. The Board of Trustees shall levy the dues required for operating the Society provided the amount of dues is approved by an affirmative vote by three-fourths (3/4) of the entire voting membership of the Board of Trustees.</p>	<p>the policies and directions of the board. Implementation of policy and administration of the Society is vested in the Executive Committee.</p> <p><i>(The addition to Section 706 of nonvoting members of the Executive Committee reflects current language in the Bylaws. See ASLA Bylaws, Section 807.)</i></p> <p>707. The <u>elected</u> national officers of the Society shall be the president, the president-elect, four (4) or more vice presidents, and the immediate past president. The vice presidents shall serve two-(2)-year terms with one-half (1/2) of the vice presidents elected in even years and one-half (1/2) of the vice presidents elected in odd years. The other officers of the Society shall serve one-(1)-year terms. No officer of the Society shall serve concurrently in more than one (1) elected office.</p> <p>708. The president-elect shall immediately fill a vacancy occurring during term in the office of president. Vacancies occurring during term in any other office of the Society shall be filled in accordance with the Bylaws. Vacancies occurring subsequent to an election, but prior to the assumption of office shall be filled by special election.</p> <p>709. The <u>executive vice president</u>, secretary, and treasurer of the Society shall be appointed by and serve at the pleasure of the Executive Committee.</p> <p>710. Incoming national officers and trustees shall assume office at the conclusion of the annual meeting of the Society or upon taking the oath of office when filling a vacancy and shall hold office until their successors are installed.</p> <p><b>Article 8. Funds</b></p> <p>801. The Society shall collect and disburse such funds as are necessary for its operations and accomplishing its purpose and may receive and administer gifts and bequests.</p> <p>802. The Board of Trustees shall levy the dues required for operating the Society provided the amount of dues is approved by an affirmative vote <u>by three-fourths (3/4) of the voting members of the Board of Trustees present at a meeting.</u></p>

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<p>803. The Board of Trustees may levy special assessments for specific purposes provided the special levy is approved by an affirmative vote by three-fourths (3/4) of the entire voting membership of the Board of Trustees.</p> <p>804. No funds, property, or other assets of the Society shall inure to the benefit of any person.</p> <p>805. Upon dissolution of the corporation, no member shall receive any portion of the remaining funds, property, or other assets. The balance of such funds, property, or other assets remaining after satisfaction of all debts and other legal obligations shall be distributed to any other not-for-profit corporation that has been determined by the Internal Revenue Service to be exempt from federal income taxes under 26 USC 501(c).</p> <p><b>Article 9. Bylaws</b></p> <p>901. The Board of Trustees shall establish the Bylaws necessary for administering the Society in accordance with the Constitution.</p> <p>902. Proposed Bylaws and Bylaws amendments shall require an affirmative vote by two-thirds (2/3) of the entire voting membership of the Board of Trustees for adoption and shall become effective on adoption or on the date specified by the board.</p> <p><b>Article 10. Councils and Committees</b></p> <p>1001. The Board of Trustees shall establish and dissolve the standing councils, committees, and official affiliations necessary for accomplishing the purpose of the Society as established by the Constitution and in accordance with the Bylaws.</p> <p>1002. In consultation with the Executive Committee, the president shall appoint the chairs and members of standing councils and committees and official representatives for specified terms unless otherwise established in the Bylaws or by the Board of Trustees when creating a standing council, committee, or official affiliation.</p> <p>1003. In consultation with the Executive Committee, the president may create special study groups and task forces, appoint the chairs and the members thereof to serve concurrently with the president making the appointment, and appoint other representatives of the Society as necessary</p>	<p>803. The Board of Trustees may levy special assessments for specific purposes provided the special levy is approved by an affirmative vote by three-fourths (3/4) <u>of the voting members of the Board of Trustees present at a meeting.</u></p> <p>804. No funds, property, or other assets of the Society shall inure to the benefit of any person.</p> <p>805. Upon dissolution of the corporation, no member shall receive any portion of the remaining funds, property, or other assets. The balance of such funds, property, or other assets remaining after satisfaction of all debts and other legal obligations shall be distributed to any other not-for-profit corporation that has been determined by the Internal Revenue Service to be exempt from federal income taxes under 26 USC 501(c).</p> <p><b>Article 9. Bylaws</b></p> <p>901. The Board of Trustees shall establish the Bylaws necessary for administering the Society in accordance with the Constitution.</p> <p>902. Proposed Bylaws and Bylaws amendments shall require an affirmative vote by two-thirds (2/3) <u>of the voting members of the Board of Trustees present at a meeting and voting for</u> adoption and shall become effective on adoption or on the date specified by the Board.</p> <p><b>Article 10. Committees</b></p> <p>1001. <u>The Board of Trustees shall establish and dissolve the standing committees and formal Affiliations</u> necessary for accomplishing the purpose of the Society as established by the Constitution and in accordance with the Bylaws.</p> <p>1002. <u>In consultation with staff and volunteer leadership,</u> the president shall appoint the chairs and <u>members of committees</u> and official representatives for specified terms unless otherwise established in the Bylaws or by the Board of Trustees <u>when creating a standing committee or formal Affiliation.</u></p> <p>1003. In consultation with <u>staff and volunteer leadership,</u> the president may create special study groups and task forces, <u>appoint the chairs and the members thereof and appoint other representatives of the Society as necessary and appropriate.</u></p>

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<p>and appropriate.</p> <p><b>Article 11. Meetings</b></p> <p>1101. The Society shall meet annually at times and places determined by the Executive Committee.</p> <p>1102. The president may call special meetings of the Society with the approval of the Board of Trustees.</p> <p>1103. Special meetings of the Society shall be called by the president on a signed petition by one-tenth (1/10) of the Full Members of the Society.</p> <p>1104. A quorum at annual or special meetings of the Society shall be fifty (50) Full Members; but no vote at any meeting of the Society shall have any force, beyond expressing the collective judgment of those present, until it is approved by the Board of Trustees and, if required by the Constitution, the Full Members of the Society.</p> <p><b>Article 12. Amendments</b></p> <p>1201. Proposed amendments to the Constitution shall be approved by an affirmative vote by two-thirds (2/3) of the entire voting membership of the Board of Trustees before being submitted on a ballot to the Full Members of the Society. An affirmative vote by two-thirds (2/3) of the Full Members returning a ballot shall be required for adoption.</p> <p>Approved by the ASLA Board of Trustees on May 7, 2003, and by the Full Members of the Society on July 15, 2003. Amended by the ASLA Board of Trustees on April 11, 2011, and by the Full Members of the Society of July 1, 2011. Amended by the ASLA Board of Trustees on October 29, 2011, and by the Full Members of the Society of June 22, 2012.</p>	<p><b>Article 11. <u>Meetings of the Members of the Society</u></b></p> <p>1101. The <u>members of the</u> Society shall meet annually at times and places determined by the Executive Committee.</p> <p>1102. The president may call special meetings of the <u>members of the</u> Society with the approval of the Board of Trustees.</p> <p>1103. Special meetings of the <u>members of the</u> Society shall be called by the president on a signed petition by one-tenth (1/10) of the Full Members of the Society.</p> <p>1104. A quorum at annual or special meetings of <u>members of the</u> Society shall be fifty (50) Full Members; but no vote at any meeting of the <u>members of the</u> Society shall have any force, beyond expressing the collective judgment of those present, until it is approved by the Board of Trustees and, if required by the Constitution, the Full Members of the Society.</p> <p><b>Article 12. Amendments</b></p> <p>1201. Proposed amendments to the Constitution shall be approved by an affirmative vote by two-thirds (2/3) of the <u>voting members of the Board of Trustees present at a meeting</u> before being submitted on a ballot to the Full Members of the Society. An affirmative vote by two-thirds (2/3) of the Full Members returning a ballot shall be required for adoption.</p> <p>Approved by the ASLA Board of Trustees on May 7, 2003, and by the Full Members of the Society on July 15, 2003. Amended by the ASLA Board of Trustees on April 11, 2011, and by the Full Members of the Society of July 1, 2011. Amended by the ASLA Board of Trustees on October 29, 2011, and by the Full Members of the Society of June 22, 2012. <u>Amended by the ASLA Board of Trustees on May 20, 2016.</u></p>