



**CONSTITUTION AND BYLAWS  
TEXAS CHAPTER, INC.  
AMERICAN SOCIETY OF LANDSCAPE ARCHITECTS**

TEXAS  
CHAPTER

## ASLA Texas Chapter Constitution

◇ Article 1. Name

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The name of the organization shall be the **TEXAS** Chapter of the American Society of Landscape Architects, Incorporated, hereinafter referred to as the Chapter. The American Society of Landscape Architects shall be referred to as the Society. Terms that are common to both the Chapter and the Society, e.g., president or executive committee shall refer to the Chapter unless otherwise specified.

◇ Article 2. Purpose

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The purpose of the Chapter 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 Chapter shall promote the profession of landscape architecture and advance the practice through advocacy, education, communication, and fellowship.

◇ Article 3. Territory

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301. The territory of the Chapter as determined by the Board of Trustees of the Society shall be: **The legal and territorial boundary of the State of Texas.**

302. The Chapter shall maintain a minimum membership strength of twenty-five (25) Full Members and Associate Members of the Society, of whom at least fifteen (15) shall be Full Members, located within the territory of the Chapter.

303. Changes in the established territorial limits of the Chapter or boundary between chapters shall be proposed in accordance with the Bylaws of the Society and shall require an affirmative vote by two-thirds (2/3) of the entire voting membership of the Board of Trustees for approval.

◇ Article 4. Membership

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401. Membership in the Chapter shall be consistent with those categories of membership authorized by the Society.

402. Professional membership in the Chapter shall consist of Full Members and Associate Members. Full and Associate Members shall satisfy requirements for membership in accordance with the Bylaws of the Society and shall be assigned to

American  
Society of  
Landscape  
Architects



TEXAS  
CHAPTER

American  
Society of  
Landscape  
Architects

the Chapter based on primary mailing address or in accordance with individual preference and circumstance.

403. Affiliate Members shall be involved with, or interested in activities associated with the professional practice of landscape architecture. Affiliate Members shall satisfy requirements for membership in accordance with the Bylaws of the Society and shall be assigned to the Chapter based on primary mailing address or in accordance with individual preference and circumstance.

404. Other forms of affiliation with the Chapter shall satisfy requirements for affiliation in accordance with the Bylaws of the Chapter. Persons qualifying for professional membership in the Society shall not be eligible for other forms of affiliation with the Chapter.

405. The Chapter may elect Honorary Members from within its territory. Chapter Honorary Members shall be individuals other than landscape architects elected to honorary membership by the Executive Committee in accordance with the Bylaws of the Chapter.

#### ◇ Article 5. Voting and Leadership Privileges

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501. Full Members shall have the right to vote in Chapter elections, on amendments to the Constitution, and on all other matters requiring a vote by the membership. Full Members may hold any office in the Chapter and serve on committees.

502. Associate Members shall have the right to vote in Chapter elections and on other matters requiring a vote by the membership, but shall have no vote on amendments to the Constitution. Associate Members shall not hold office as trustee, president, president-elect, or vice president of the Chapter, but may serve as secretary or treasurer or secretary-treasurer, as at-large members of the Executive Committee, as section chairs, and on committees.

503. Affiliate Members and Chapter Honorary Members shall have no vote and shall hold no office in the Chapter, but may serve on committees and participate in Chapter meetings.

504. Other privileges shall accrue to Chapter members in accordance with the Bylaws of the Chapter.



TEXAS  
CHAPTER

American  
Society of  
Landscape  
Architects

◇ Article 6. Sections

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601. The Chapter may petition the Executive Committee of the Society for establishment of sections in cities or other specific areas within its territory. Full Members, Associate Members, and Affiliate Members shall be assigned to sections based on primary mailing address or in accordance with individual preference and circumstance.

602. Each section shall have a chair. Section chairs shall be Full or Associate Members elected by the Full and Associate Members of the section for terms in accordance with the Bylaws of the Chapter. Section chairs shall serve as voting members of the Executive Committee of the Chapter.

◇ Article 7. Student Chapters

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701. The Chapter shall petition the Society for sponsorship of student chapters in partnership with educational institutions within its territory that satisfy requirements for sponsorship in accordance with the Bylaws. Student chapter charters shall be effective on approval of Chapter petitions by the Executive Committee of the Society.

702. Student chapter presidents shall be ex officio, nonvoting members of the Executive Committee of the Chapter.

◇ Article 8. Executive Committee and Officers

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801. The Chapter shall be administered by an Executive Committee comprised of the officers; the section chairs, if applicable; and such additional at-large members—of whom at least one shall be an Associate Member—as the Chapter may determine necessary and appropriate. The Executive Committee shall also include student chapter presidents and such other nonvoting members as the Executive Committee may determine necessary and appropriate.

802. The officers shall be the trustee, the president, the immediate past president, and the secretary-treasurer or the secretary and the treasurer. The officers may also include a president-elect and/or one or more elected vice presidents. The trustee, president, president-elect, and vice president(s) shall be Full Members.

803. Trustees shall be elected for a term of three (3) years and shall represent the Chapter on the Board of Trustees of the Society. Trustees shall not serve more than two (2) consecutive terms. Other officers shall be elected for terms in accordance with the Bylaws of the Chapter.

804. At-large members of the Executive Committee shall be Full or Associate Members elected by the Full and Associate Members of the Chapter for terms in accordance with the Bylaws of the Chapter.



TEXAS  
CHAPTER

American  
Society of  
Landscape  
Architects

805. The Society shall be notified promptly when vacancies occur in Chapter offices and when such vacancies are filled. Vacancies occurring during term in the office of Chapter trustee shall be filled in the next Chapter election. In the interim period, the president of the Chapter may appoint a trustee provided the length of that appointment is no more than one year. Vacancies occurring during term in Chapter offices other than that of trustee shall be filled in accordance with the Bylaws of the Chapter. Vacancies occurring subsequent to an election, but prior to the assumption of office shall be filled by special election.

806. The Executive Committee shall adopt rules for its proceedings, and shall meet at times and places established by the president.

807. A majority of the Executive Committee and a quorum for the transaction of all business shall be more than one-half (1/2) of the entire voting membership of the Executive Committee, except where otherwise specified in the Constitution or Bylaws. The voting membership of the Executive Committee shall be the officers; the section chairs, if applicable; and the at-large members, if applicable.

808. Incoming officers and other members of the Chapter Executive Committee 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.

#### ◇ Article 9. Funds

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901. The Chapter shall collect and disburse such funds as are necessary for its operations and accomplishing its purpose and may receive and administer gifts and bequests.

902. The Executive Committee shall levy the Full, Associate, and Affiliate Member dues required for operating the Chapter and may levy special assessments for specific purposes. Any proposal by the Executive Committee to change the amount of dues or 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.

903. No funds, property, or other assets of the Chapter shall inure to the benefit of any person.

904. All funds, property, and other assets of the Chapter shall become the funds, property, and assets of the American Society of Landscape Architects, Inc., in the event of disbandment of the Chapter.



TEXAS  
CHAPTER

American  
Society of  
Landscape  
Architects

## ◇ Article 10. Bylaws

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1001. The Executive Committee shall establish the Bylaws necessary for administering the Chapter in accordance with the Constitution of the Chapter and the Constitution and Bylaws of the Society.

1002. Proposed Bylaws or Bylaws amendments shall require an affirmative vote by two-thirds (2/3) of the entire voting membership of the Executive Committee and shall become effective on adoption or on the date specified by the Executive Committee.

## ◇ Article 11. Committees

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1101. The Executive Committee shall establish and dissolve the standing committees and other committees necessary for accomplishing the purpose of the Chapter as established by the Constitution and in accordance with the Bylaws.

1102. In consultation with the Executive Committee, the president shall appoint the chairs and members of standing committees and other committees for specified terms unless otherwise established by the Executive Committee in the Bylaws.

1103. In consultation with the Executive Committee, the president may create special study groups and task forces as necessary and appropriate and appoint the chairs and the members thereof to serve concurrently with the president making the appointment.

## ◇ Article 12. Meetings

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1201. The Chapter shall meet annually at times and places determined by the Executive Committee.

1202. Special meetings of the Chapter may be called by the president with the approval of the Executive Committee.

1203. Special meetings of the Chapter shall be called by the president on a signed petition by twenty (20) percent of the Full and Associate Members of the Chapter.

1204. A quorum at annual or special meetings of the Chapter shall be twenty (20) percent of the Full and Associate Members of the Chapter; but no vote at any meeting of the Chapter shall have any force, beyond expressing the collective judgment of those present, until it is approved by the Executive Committee and, if required by the Constitution, the Full Members of the Chapter.

## ◇ Article 13. Amendments

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1301. Proposed amendments to the Constitution shall be approved by an affirmative vote by two-thirds (2/3) of the entire voting membership of the



**TEXAS  
CHAPTER**

Executive Committee before being submitted on a ballot to the Full Members of the Chapter. An affirmative vote by two-thirds (2/3) of the Full Members returning a ballot shall be required for adoption.

1302. The Constitution and Bylaws of the Chapter shall be consistent with the Constitution and Bylaws of the Society. When the Constitution and Bylaws of the Society are amended, the Constitution and Bylaws of the Chapter shall also be amended as necessary and appropriate to conform with the change.

American  
Society of  
Landscape  
Architects



◇ ASLA Texas Chapter By-Laws

TEXAS  
CHAPTER

**ARTICLE I            ADMISSION OF MEMBERS AND AFFILIATES**

**CHAPTER APPLICATION REVIEW**

Section 101            If required, the Chapter Executive Committee shall act upon applications for membership in and affiliation with the Society in accordance with the requirements of the Society.

**APPLICATION**

American  
Society of  
Landscape  
Architects

Section 104            The Secretary shall receive applications only from persons whose principal address is within the Chapter's territory and shall process them in accordance with the procedures of the Society.

Section 105            A candidate for membership or affiliation, except if already an Associate or Affiliate of the Chapter, may be placed on a temporary mailing list to receive the Chapter's notices and publications. The candidate's name shall be removed from the list when application action is completed.

Section 106            Upon notification from the Society's administrative headquarters of a candidate's acceptance, the Secretary shall place the candidate's name on the Chapter's roster. The effective date of membership or affiliation shall be the date on which a candidate's completed application was received by the Society's administrative headquarters.

**TRANSFERS**

Section 107            Upon notification from the Society, the Secretary shall place on the Chapter roster all Fellows, Members, Associates, and Affiliates who move into the Chapter's territory.

Section 108            A Fellow, Member, Associate, or Affiliate whose principal address adjoins the Chapter territory may transfer to the Chapter upon written request to and approval by the Chapter President and Executive Committee and with the concurrence of the President and Executive Committee of the losing Chapter.

Section 109            A Fellow, Member, Associate, or Affiliate who resigns from the Society, or is terminated, shall be removed from the Chapter



roster upon notification by the administrative headquarters of the Society.

**ARTICLE II DUES AND ASSESSMENTS**

TEXAS  
CHAPTER

Section 201 The annual Chapter dues for each Fellow, Member, and Associate shall be \$75.00.

Section 202 The annual Chapter dues for each Affiliate shall be \$75.00.

Section 203 Student Affiliates shall be exempt from Chapter dues.

Section 204 Chapter dues for newly admitted members or affiliates may be collected by the Chapter on a pro-rated basis during the calendar year of admission, or waived for that year.

American  
Society of  
Landscape  
Architects

Section 205 All dues shall be remitted to the Society's administrative headquarters which shall rebate monthly the dues collected, less the Society's administrative costs.

Section 206 Special assessments may be collected by the Chapter Treasurer after ballot approval by two-thirds of all Fellows, Members, and Associates.

**WAIVER OF DUES**

Section 207 Any Fellow or Member certified by the Society's administrative headquarters for Emeritus status shall be exempt from dues.

Section 208 Any Fellow, Member or Associate approved for limited active status by the Executive Committee in accordance with the Society's Bylaws shall pay dues at one-half rates. Limited active status shall be effective for the current calendar year but may be extended upon annual re-certification.

Section 209 Any Fellow, Associate or Affiliate who transfers to the Chapter and has paid dues for that calendar year to former chapter, shall be exempt from dues for that calendar year.

Section 210 In cases of hardship, disability, or other special consideration, a request for waiver of current dues may be made. All such requests shall be referred to the Chapter Executive Committee who shall make a recommendation to the National Executive Committee which shall make a decision. Continuation of waiver must be re-certified by the Chapter Executive Committee to the National Executive Committee.



TEXAS  
CHAPTER

American  
Society of  
Landscape  
Architects

## **ARTICLE III OFFICERS AND EXECUTIVE COMMITTEE**

### **DUTIES**

#### **Section 301**

The President (or if absent, the President-Elect) shall: call and preside at all business meetings of the Chapter and Executive Committee; appoint personnel for all Committees, and report such appointments to the Executive Committee; determine closing date for receipt of any ballot; and perform such duties as are customary to the office or as may be assigned by the Executive Committee.

#### **Section 302**

The President-Elect shall assist the President and act in that capacity during the President's absence, and shall perform such other duties as are customary to the office or as may be assigned by the Executive Committee. Eligible candidates for President shall have served as a voting member of the state chapter Executive Committee within the prior ten years of nomination for President.

#### **Section 303**

The Secretary shall: keep a record of all proceedings of the Chapter and Executive Committee; notify candidates of their election to office; issue all notices, including the presentation for ballot vote, maintain and keep current Constitution and Bylaws; maintain the Chapter roster; maintain communication with the Society's administrative headquarters; and perform such other duties as are customary to the office or as may be assigned by the Executive Committee.

#### **Section 304**

The Treasurer shall: receive dues rebates, fees and other monies; be the custodian of all Chapter funds and disburse them only as authorized by the Executive Committee; keep the accounts and present financial reports to the Executive Committee periodically and at such other times as requested by the President; publish to the Chapter an annual financial statement; file required state and federal reports; and perform such other duties as are customary for it or as may be assigned to it by the Chapter Executive Committee, the membership or Society's Board of Trustees. Eligible candidates for Treasurer shall have served as a voting member of the state chapter Executive Committee within the prior ten years of nomination for Treasurer.

#### **Section 305**

The Trustee shall: represent the Chapter on the Society's Board of Trustees; present the Executive Committee's recommendations or proposals to the Board of Trustees; keep the Executive Committee informed of policies instituted by the Board of Trustees; and perform such other duties as are



TEXAS  
CHAPTER

American  
Society of  
Landscape  
Architects

customary to the office of Trustee or as may be assigned by the Executive Committee. Eligible candidates for Trustee shall have served as chapter president within the prior ten years of nomination for Trustee.

Section 306

The Executive Committee shall: consider, report and act on the business and policies of the Chapter; put into effect the votes of the membership; be the custodian of Chapter property; adopt the budget and authorize expenditures; approve nominees for office; create and abolish committees; and perform such other administrative functions as are customary for it or as may be assigned to it by the Chapter membership or Society's Board of Trustees.

MEETINGS AND VOTING

Section 307

Meetings of the Executive Committee shall be called by the President as frequently as the accumulation of business to be transacted may demand, and at places and times to be determined.

Section 308

A member of the Executive Committee who cannot attend a meeting may give proxy to another member of the Executive Committee.

Section 309

A majority present in person or by proxy shall constitute a quorum for the transaction of business at a meeting.

Section 310

Voting may be conducted by mail, facsimile, electronic mail, internet or telephone, the results of which shall be reported and recorded at the next meeting.

**REPORTS**

Section 311

The Officers shall each report on their responsibilities and the activities of the Chapter at the annual meeting. Their reports shall be published to the Chapter.

Section 312

At the beginning of each year, the Executive Committee shall submit to the Society's Executive Committee a summary of the important events of the past year, the activity of the Chapter and any recommendations that the Chapter may wish to make for consideration by the Society's Board of Trustees.

ARTICLE IV ELECTIONS

Section 401

No later than 150 days prior to the Annual Meeting of the Society, the Secretary, or appointee shall notify to each



TEXAS  
CHAPTER

American  
Society of  
Landscape  
Architects

Member, Fellow, and Associate a list of the current Officers, Trustees and Executive Committee Members with an indication of the dates of expiration of their terms. The Secretary or appointee shall invite suggestions for nominees to such vacancies as will occur to be submitted to the Nominating Committee. This may be accomplished by publishing an appropriate notice in the Chapter Newsletter.

Section 402

Thirty days after the notification of the Secretary's invitation, the nominating committee shall consider the suggestions submitted and prepare a slate of nominees for each vacancy. The completed slate, with all acceptances received from the nominees, shall be furnished to the President no later than 90 days prior to the Annual Meeting of the Society, and then he/she shall then submit the slate to the Executive Committee for approval.

Section 403

The Secretary shall send to the membership by at least 60 days prior to the Annual Meeting of the Society, an election ballot bearing the names of the candidates and with spaces for write-in votes for each office. The polls shall close 30 days following mailing of the ballots, and no ballot shall be counted which is received after midnight, thirty days following mailing of the ballot.

Section 404

The candidate receiving the largest number of votes shall be declared elected, provided that if there be a tie in the number of votes cast for any office, the Executive Committee shall declare by majority vote one of the candidates elected. The results of the election shall be announced at the next Chapter meeting and published to the Chapter. Those elected shall attend any Executive Committee meeting held between their election and formal assumption of office to facilitate the transition and a smooth transfer of responsibilities.

Section 405

The electees shall assume their office on October 1, following their election except that the Trustee-Elect shall begin the designated term at the conclusion of the Society's Annual Meeting following election.

Section 406

Should a vacancy occur during the term of the President, the President-Elect shall succeed to that office. Should a vacancy occur during the term on a Trustee, the President shall make an appointment for the balance of the term. Should a vacancy occur in the terms of any other office, the vacancy shall be filled by a majority vote of the Executive Committee. Should a vacancy occur in an office subsequent to an election but prior to actual assumption of the office, the former candidate for that



office who had received the next highest number of votes shall automatically become that officer-elect. If the candidate should be unable or unwilling to assume the office, the Executive Committee shall fill the vacancy by a majority vote.

TEXAS  
CHAPTER

**ARTICLE V                    COMMITTEES**

APPOINTMENTS

Section 501                    The President shall make all appointments and fill all vacancies to standing committees and other committees established by the Executive Committee.

Section 502                    The President-Elect shall determine prior to assumption of office, proposed appointments to committees and designation of chairs thereof and submit their names to the Executive Committee for approval.

Section 503                    Terms of appointment to standing committees shall be for one year, expiring on October 1 when the President-Elect becomes a President; terms of appointment of other committees shall be as designated by the Executive Committee. However, the committee members and chairs shall continue their duties should their replacements be unable to or fail to assume the duties.

STANDING COMMITTEES

Section 504                    Nominating Committee

The Nominating Committee shall consist of three members, of whom one shall be the Immediate Past President, if available and another may be an Associate. It shall be their duty to present a slate of nominees for each elected office of the Chapter as prescribed in Article IV of these Bylaws.

Section 505                    Committee of Tellers

The Committee of Tellers shall consist of three members, one of whom shall be an Associate. They shall count election ballots, and other ballots submitted to the Chapter membership. The chair shall submit a written report on the results of each ballot to the President with a copy to the Secretary.

Section 506                    Committee on Constitution and Bylaws

American  
Society of  
Landscape  
Architects



The Committee on Constitution and Bylaws shall consist of three members, one of whom shall be the Secretary. They shall draft changes in the Chapter's Constitution and Bylaws request by Executive Committee or any as may be desirable and also as may be necessary for consistency with the Society's Constitution and Bylaws.

TEXAS  
CHAPTER

Section 507                      Committee on Student Organizations

A standing committee shall be appointed to advise and assist student organizations, if there are Student Affiliates at educational institutions within the territory of the Chapter.

American  
Society of  
Landscape  
Architects

**Section 508**                      Committee on Finance

The Committee shall consist of a minimum of three members including the President, the President-Elect, and Treasurer. The duties of the committee shall include preparation of the annual budget; arranging for annual audit of the Chapter's financial records at the end of the fiscal year; and to make recommendations on financial policy to the Executive Committee.

**ARTICLE VI                      SECTIONS**

Section 601                      Three or more Fellows, Members and/or Associates located in a city of other specific area within the larger territory of the Chapter may be organized as a Section upon approval by the Chapter Executive Committee and Society's Executive Committee.

Section 602                      The name of the Section shall be determined by the Chapter Executive Committee in accordance with the Society's requirements.

Section 603                      Each Section shall have a chair and what other officers as are deemed necessary to conduct Section business. They shall be elected by the Section from among its members at a time coincidental with the time of election of Chapter officers.

Section 604                      Authority and administrative responsibility for the Section shall remain vested in the Chapter Executive Committee.

Section 605                      The Chair shall be a Fellow, Member, or Associate within the Section.

Section 606                      The Chair shall be elected by the respective sections.



TEXAS  
CHAPTER

American  
Society of  
Landscape  
Architects

Section 607 Should a vacancy occur, a temporary chair would be appointed by the President of the Chapter until section elections can be called.

Section 608 The Chair of each section shall be a voting member of the Executive Committee.

## **ARTICLE VII STUDENT ORGANIZATIONS**

Section 701 The Chapter may sponsor the activities of a Student Chapter chartered by the Society, or any other landscape architectural student organization, at educational institutions within the territorial boundaries of the Chapter.

## **ARTICLE VIII PUBLIC STATEMENTS**

Section 801 The Executive Committee may issue in behalf of the Chapter public statements on policies or matters of concern to the membership that affect the profession of landscape architecture and the well-being of the public in addition to those that affect the direct interests of the Chapter and Society.

Section 802 The Executive Committee shall not issue any public statement contrary to a policy of the Society or purporting to have the approval of the Society without first obtaining the written consent of the President of the Society.

Section 803 A Member, Associate, or Affiliate of the Chapter shall not issue any public statement in behalf of the Chapter or Society except when authorized by the President of the Chapter or President of the Society, as the case may be.

## **ARTICLE IX UNPROFESSIONAL CONDUCT**

Section 901 Any Member, Fellow, Associate or Affiliate of the Chapter shall be guilty of unprofessional conduct if the Society's Code of Professional Ethics is violated, the Society's or Chapter's Constitution and Bylaws is violated, or the laws regulating the practice of landscape architecture are violated.

Section 902 Any charges preferred against a Member, Fellow, Associate or Affiliate shall be submitted in writing to the President of the Chapter who shall present the charges to the Executive Committee for their investigation and consideration. The accused shall be given a fair opportunity to hear the charges and to present a defense against them. If the Executive Committee's findings uphold the charges, the report shall be



TEXAS  
CHAPTER

forwarded to the Board of Trustees for their adjudication in accordance with the Society's Bylaws, Article I, Section 119. If the Executive Committees findings do not uphold the charges, the report shall be sent to the person or persons who preferred the charges.

Section 903

Correspondence, investigations, findings and other proceedings relating to cases of unprofessional conduct shall be handled in a confidential manner in Executive Session.

**ARTICLE X FISCAL YEAR**

The Fiscal Year of the Chapter shall begin on the First Day of January, the same as that of the Society.

American  
Society of  
Landscape  
Architects

**AMENDMENTS:**

**Constitution:** Adopted from National Model Chapter Constitution. Approved by the ASLA Board of Trustees on October 29, 2003. Voted by the Membership on September 15, 2004

**By-Laws:** January 1988, November 2000: BY-LAWS: Article II - Section 201, 202, September 2002: **BY-LAWS: Article I – Title of First Section; Section 101, 102, 103, 105, 107; Article II – Section 205, 210; Article III – Section 301, 303, 304, 310; Article IV – Section 401, 405; Article V – Section 503, 508; Article VI – Section 606; Article X – added as new article.**

June 2008 – BY-LAWS - Article III – Section 302, 304, 305, 310; Article IV – 402, 405, 406; Article I – 902, 903; Article X.

**END OF CONSTITUTION AND BY-LAWS**