The CELA Bylaws
Approved 4.15.26

Article I-GENERAL PROVISIONS
Section 1. Name. The name of the corporation shall be The Council of Educators in Landscape Architecture, Inc. (hereinafter referred to as the "The CELA"). The CELA is a nonprofit corporation incorporated in the State of Michigan, U.S.A.

Section 2. Location. The CELA shall maintain a registered office and a registered agent in the state of Michigan U.S.A.

Article II-PURPOSES
The purposes of The CELA shall be:
Section 1. Vision and mission.
1.1 The CELA vision. The CELA envisions a world shaped by Landscape Architects.

1.2 The CELA mission. The CELA supports educators to advance the profession.

Section 2. Goals and objectives.
2.1 To build relevance through responsible, accountable, and agile best practices of the organization through established governance practices that support the Board of Directors; efficient management strategies of the organization; and creating confidence and action through effective communication.

2.2 Engage and grow membership through timely communication of services and benefits by providing access to relevant research through such venues as conferences and publications; and support the growth and development of educational programs of landscape architecture and landscape design and their faculty.

2.3 To collaborate with our community to strengthen the profession of landscape architecture by promoting the profession; and partnering with allied organizations.

Section 3. Core Values.
Encouraging inclusivity for global relevance; empowering excellence which promotes and fosters our future; and building community through collaborative endeavors.

Article III-MEMBERSHIP
Section 1. Membership in The CELA shall be limited to educational institutions and other entities open to educational institutions, public or private corporations, professional societies, or other organizations participating in, concerned with or interested in landscape architecture education, who support professionalism in Landscape Architecture, and the Purposes of The CELA and these Bylaws. The Board of Directors shall have final discretion to determine the appropriate membership class of any applicant.

2.1 **Full Member Institution.**
Membership as a Full Member Institution shall be open to landscape architecture programs accredited by the Landscape Architectural Accreditation Board (LAAB) in the United States, the Landscape Architectural Accreditation Council (LAAC) in Canada, or an internationally recognized equivalent accrediting body.

Full Member Institutions shall receive all rights, privileges, and benefits of membership, including full voting rights; eligibility to participate in Council of Educators in Landscape Architecture governance, leadership, committees, task forces, and affiliated organizations; eligibility for CELA faculty and student awards and grants; discounted registration for the CELA Annual Conference; access to member-exclusive resources, webinars, publications, and the CELA Info Hub and Directory; CELA newsletters with academic, professional, and funding updates; and one complimentary copy of *Landscape Journal*.

2.2 **Associate Member Institution.**
Membership as an Associate Member Institution shall be open to schools, departments, programs, or curricula in landscape architecture with three (3) or more full-time equivalent faculty assigned to landscape architecture education that are not otherwise eligible for Full Member Institution status.

Associate Member Institutions are designed for programs actively engaged in landscape architecture education but not yet accredited. Associate Member Institutions shall receive the same rights, privileges, and benefits as Full Member Institutions, including voting rights and eligibility for leadership and service roles, except for the accreditation requirement.

2.3 **North America Affiliated Member Institution.**
Membership as a North America Affiliated Member Institution shall be open to non-profit organizations, associations, corporations, private businesses, and institutions located within the United States or Canada that support landscape architecture education or the profession, but are not directly engaged in landscape architecture practice or education and are not otherwise eligible for Full or Associate membership.

North America Affiliated Member Institutions shall receive discounted CELA conference registration; access to member-exclusive resources, webinars, publications, the CELA Info Hub and Directory; CELA newsletters with academic, professional, and funding updates; and one complimentary copy of *Landscape Journal*. Affiliated Member Institutions shall not have voting rights and shall not be eligible to hold elected office.

2.4 **Global Partner Program Member – Category I.**
Membership as a Global Partner Program Member – Category I shall be open to educational institutions (public or private), corporations, professional societies, or other organizations located outside of the United States that participate in, support, or are interested in landscape architecture education and are not otherwise eligible for Full or Associate membership.

Global Partner Program Members – Category I shall be eligible to serve as CELA Global Partners in an ex officio, non-voting capacity on the CELA Board and Committees, including eligibility to serve as a CELA Regional Director in regions that include international territories, where applicable. Additional benefits include discounted CELA conference registration; access to member-exclusive resources, webinars, publications, and the CELA Info Hub and Directory; CELA newsletters; the ability to list up to seven (7) individual members under the program; and one complimentary copy of *Landscape Journal*.

2.5 **Global Partner Program Member – Category II.**
Membership as a Global Partner Program Member – Category II shall be open to the same types of organizations described in Section 2.4 that are located in countries designated by the United Nations as Least Developed Countries (LDCs), subject to application review and approval by CELA offices.

Global Partner Program Members – Category II shall receive the same rights, privileges, and benefits as Category I Global Partner Program Members at a reduced membership rate. Global Partner Program Members shall not have voting rights and shall serve in an ex officio, non-voting capacity in governance roles.
Section 4. Membership Application:
4.1 Membership applications shall be made in writing using the form, criteria and procedures prescribed by the Board of Directors. An eligible applicant shall be accepted to membership upon review and approval of a completed membership application by The CELA staff.

Section 5. Membership Duration, Registration and Termination:
5.1 Membership in The CELA shall be for a period of one year, which can be extended from year to year upon payment of annual dues and may be suspended or terminated by: (a) voluntary withdrawal as herein provided, (b) failure to pay dues or fees as herein set forth, (c) violation of these Bylaws or the Member Code of Conduct. Suspension or termination of membership shall be accomplished by a vote of the Board of Directors; prior to such suspension or termination, the member shall be accorded such due process rights as shall be determined by the Board of Directors and included in the Policies and Procedures Manual of The CELA.

5.2 Withdrawal from membership shall be effective upon receipt of written notice of such withdrawal dues and other amounts owed for the current fiscal year and all dues and other amounts owed for any previous fiscal year or part thereof, shall be due and payable as of the date of withdrawal from membership. If dues and any such other amounts are not so paid, the resigning member shall be deemed by The CELA to have resigned while not in good standing. Resigning members shall not be entitled to a refund of dues paid to the date of, and including the year of resignation.

5.3 Members in arrears for dues or other amounts owed to The CELA shall be deemed to be not in good standing and may be dropped from membership.

5.4 Reinstatement. Reinstatement of former members whose membership has been suspended or terminated shall require a vote of the Board of Directors and shall be contingent upon payment of any obligations due to the Association as of the date of suspension or termination.

5.5 Transfer of membership. Membership in The CELA is not transferable or assignable.

5.6 Upon withdrawal and or termination of membership, all rights, privileges and interest of that member in The CELA shall cease.

Article IV-MEMBERSHIP MEETINGS
Section 1. An Annual Meeting of the members of The CELA shall be held each year on a date and at a location determined by the Board of Directors. Regular meetings of the members may be held on such dates and at such locations as determined by the Board of Directors. Notice of the Annual Meeting and regular meetings shall be sent to membership of the Association at least thirty (30) days before the designated time of the meeting.

Section 2. Special meetings of The CELA may be called by (a) the Chair, (b) the Board of Directors, or (c) upon written request of ten percent (10%) of Members with Full Membership privileges. Notice of a special meeting of the members shall include a description of the matter or matters for which the meeting is called.

Section 3. One-quarter of the total number of the voting Members shall constitute a quorum for the transaction of business at meetings of The CELA.

Section 4. Mail or electronic (e-mail) ballots must confirm actions taken at a meeting attended by less than the quorum.

Section 5. Robert's Rules of Order, most recent edition, shall be the parliamentary rules governing all deliberations of the Association when not in conflict with (a) these Bylaws or (b) the duly approved Policy and Procedures of the Board of Directors.

Article V-BOARD OF DIRECTORS
Section 1. The Board of Directors shall direct and control the affairs and finances of the organization; shall determine the policies of the organization; and shall elect the Officers in accordance with Article VI and shall actively pursue the Purposes of The CELA.

Section 2. Composition of the Board of Directors. The Board of Directors shall be comprised f the CELA Officers and Directors.

2.1 The Board of Directors should include: the officers of the Executive Committee, the Regional Directors (one from each Region), the Chair of the Committee of the Academy of Fellows (AoF), two (2) Student Directors, and the Executive Director.

2.2 All the CELA Officers and Regional and Student Directors have the right to vote on Board's decisions. The following members of the Board of Directors do not have voting rights and serve as ex-officio: The Executive Director, AoF Committee Chair, and *Landscape Journal* editor.

2.3 The seven (7) Executive Committee Members will be the Elected Officers: President, First Vice-President/President Elect, Second Vice-President, Vice President for Research (VPR), Secretary & Vice-President for Communications (VPC), Treasurer, and the Immediate Past President.

2.4 Each Student Director shall be enrolled in a professional landscape architecture degree program at a The CELA Member School or a Ph.D./Doctoral student holding at least one (1) professional degree in landscape architecture.

2.5 The Chair of the Committee of the Academy of Fellows shall be a member of The CELA Academy of Fellows.

2.6 Each region prescribed by the Board in the Policies and Procedures Manual shall elect a Regional Director who will administer the affairs of The CELA for that region.

2.7 Each Regional Director shall be a faculty member at a Member or Associate Member Institution, from the region in which he/she is elected, and shall be elected to three (3) year staggered terms.

2.8 The President shall serve as the Chair of the Board of Directors and as the Chair of the Executive Committee.

Section 3. Nomination and Election of Directors.
3.1 One third (1/3) of Regional Member Directors shall be elected each year to serve three (3) year terms.

3.2 Each of the two (2) Student Directors shall be elected in alternate years for a two (2) year term.

3.3 The Academy of Fellows Chair shall be elected every three (3) years and serve a three (3) year term.

3.4 At least six (6) months prior to the Annual Meeting, the Standing Committee on Organization Policy, Procedures and Planning, composed of The CELA President; President Elect, Past President, and Treasurer, shall meet to review and verify qualified candidates for each position to be vacated the following year.

3.5 The elected Board of Directors shall commence its term at the close of Annual meeting of the membership.

3.6 Candidates for offices of Director and/or officers may be subjected to background searches and inquiry beyond those authorized by applicants for membership to verify their worthiness of trust placed in The CELA Directors and officers.

Section 4. Removal/Resignation. Directors may be removed with cause at any time by a vote of the voting members in accordance with Article IV. A director may resign at any time by providing written notice of resignation to the Chair. See the Policies and Procedures Manual for other terms of removal.

Section 5. Compensation. Directors shall serve without compensation for their services or duties as The CELA Directors, and shall not seek reimbursement from The CELA for expenses, except those found in The CELA Policies and Procedures Manual or unless pre-approved by the Executive Director.

Section 6. Meetings. The Board of Directors shall meet at least quarterly in each calendar year, or more frequently upon the call of the Chair, or at the request of any three directors. Notice of quarterly or monthly meetings of the Board of Directors shall be given in any manner permitted by the bylaws, including by electronic mail, at least five (5) days in advance of any such meeting. Any or all directors may participate in any meeting of the Board of Directors through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting.

Section 7. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 8. Manner of Acting. Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present and for which proper notice is given shall be the act of the Board of Directors.

Section 9. Action without a Meeting. The Board of Directors may act other than at a meeting by the unanimous written consent of all directors; a director's written consent may be in electronic form and delivered by electronic means. A 60% majority vote of the Chair and the Officers may also approve actions for matters requiring immediate attention.

Section 10. Vacancy. Any vacancy occurring on the Board of Directors between annual meetings shall be filled by the Board of Directors. A director so elected to fill a vacancy shall serve the unexpired term of his or her predecessor.

Section 11. Executive Director. The Board of Directors may cause the Association to employ an Executive Director or engage a management services company to provide an Executive Director with authority, duties and responsibilities commensurate with such position. Subject to the overall guidance and direction of the Board of Directors, the Executive Director shall perform all duties incident to the position and such other duties as may be prescribed by the Board of Directors from time to time.

Section 12. Regional Directors (RDs). *The Regional Directors are elected CELA Board members representing the regions designated by CELA. Regional Directors shall serve on the Board of Directors as the Officer of The CELA region from which elected for a term of three years (can be reelected up to two terms). Regional Directors may not serve concurrently as Officers of The CELA while in capacity as an RD. The Regional Director, with the institutional representatives, shall be responsible for carrying out The CELA policies, purposes, and communication within their region. Specific duties include, but are not limited to:*

- *Attend annual meetings of the Board and regularly and actively participate in the CELA Board of Directors conference calls/zoom calls*
- *Create/Maintain up-to-date institution information and faculty rosters at institutions within their defined region*
- *Keep files of regional records and correspondence in CELA platforms (website, Basecamp, etc.)*
- *Communicate with all department heads/program chairs of institutions within their defined region*
- *Brainstorm ideas of engagement and communication/collaboration between institutions within their region and within the CELA as a whole*
- *Coordinate regional meetings/gatherings regionally or at the CELA annual conference, if/when needed*
- *Sit and actively serve on CELA standing committees as defined by CELA bylaws pertaining to each individual region*
- *Serve as CELA award jurors for Faculty and Student awards and Fountain Scholars, as needed*
- *Serve as moderators for Concurrent Session at CELA conference (number of sessions to be determined by need each year) as needed*
- *Other activities and tasks may from time to time be assigned by the Board or Executive leadership*
- *Cooperate with the incoming Regional Director to ensure a smooth transition of information and responsibilities*

Within the active pool of Regional Directors, one or two RDs shall be nominated to serve as a point-of-contact each year to the rest of the Executive Committee or Board of Directors. This (these) individual(s) will be nominated by their fellow Regional Directors and will assume the role with a majority vote. Specific duties of this role include:

- *Call Regional Director-only meetings to share news and events from all regions*
- *Inform the Executive Committee or the Board of Directors on behalf of all other regions of any major news, events, or special items of note throughout all regions, as needed*
- *Inform the CELA Secretary of news for inclusion in CELA communications*
- *Relay pertinent information from The CELA Board meetings to the other RDs*

Article VI-OFFICERS

Section 1. The elected officers of The CELA shall include the seven (7) positions of: President, Past President, First Vice President/President Elect, who each serve a (3) three-year term, rotating one (1) year in each position; Second Vice-President; Vice President for Research & Creative Scholarship (VPR); Secretary & Vice-President for Communications (VPC); and

Treasurer. Each elected officer shall be from the faculty of a Full Institution Member. The one (1) year terms of the President, First Vice-President/President Elect, and Immediate Past President shall begin at The CELA Annual Meeting. The Second Vice-President, Vice President for Research, Secretary & Vice-President for Communications, and the Treasurer, shall serve a term of two (2) years, which shall commence at the close of The CELA Annual meeting of the membership.

Section 2. The President shall preside at all meetings of the Association and its Board of Directors in the role of Chair of the Board of Directors, and perform such additional duties as prescribed by the Board of Directors.

Section 3. The President Elect shall perform duties specified by the Board of Directors and shall perform the duties of the Chair of the Board of Directors in the event the President is temporarily unable to fulfill his/her duties.

Section 4. The Second Vice-President shall serve in the place of the 1st VP when both the President and the 1st VP are unable to perform their duties and shall be a member of the Board and the Executive Committee.

Section 5. The Vice President (VP) for Research shall serve as coordinator of research related business of the CELA.

Section 6. The Secretary & VPC shall be responsible, in conjunction with The CELA staff, for the distribution of all official communications to members; and such other duties as the Board may assign.

Section 7. The Treasurer shall be responsible, in conjunction with The CELA staff, for oversight of the accounts, financial assets, financial records and property of the Association, and shall present a report on the finances of the Association at the Annual Meeting.

Section 8. The Immediate Past President shall perform duties specified by the Board of Directors, recorded in the Policies and Procedures document.

Section 9. An elected Officer may be removed only by a consensus vote of the Board of Directors, whenever in its sole judgment the best interests of The CELA will be served thereby. An elected officer may resign at any time by providing written notice of resignation to the President or, in the case of the resignation of the President, to the President Elect.

Section 10. A vacancy in the office of President shall be filled by President Elect. A vacancy in any office other than President may be filled by the Board of Directors.

Section 11. Elected officers shall serve without compensation for their services or duties as The CELA Officers, and shall not seek reimbursement from The CELA for expenses, except those

found in The CELA Policies and Procedures approved document or with pre-approval by the Executive Director.

Article VII-COMMITTEES AND OTHER ASSEMBLIES
Section 1. The President shall oversee appointment of the Committee Chairs of all (a) Standing Committees and Advisory Groups (required by these Bylaws) and (b) other assemblies (not required by these Bylaws). Committees and other assemblies shall have only such authority as is granted to them by these Bylaws or the Board of Directors.

Section 2. Standing Committees and Advisory Groups shall have a minimum of two (2) members plus a chair. These are listed in The CELA Policies and Procedures Manual.

Section 3. The CELA Academy of Fellows. There shall be an Academy of Fellows (AoF) composed of the Fellows of the Council of Educators in Landscape Architecture (CELA). The AoF shall elect Leadership comprised of a chair, chair-elect, and secretary/treasurer based on rules established by The CELA for the conduct of its business and procedures established by the AoF. The rules are subject to approval of the affirmative by the majority of the CELA Board present and voting. The President of CELA serves as an ex officio member of the executive committee. The prime purpose of the AoF is to recognize individuals who have made exemplary contributions to landscape architecture education, research and service. Academy Fellows serve as role models for the CELA membership, and for those outside of the Council. The AoF may make recommendations to the CELA Board as it deems necessary and appropriate.

Section 4. Other Assemblies. The Chair may, with the concurrence of the Board of Directors, appoint such other Committees, Advisory Groups and/or Councils as deemed appropriate.

Section 5. Committee Action. At all meetings of standing committees and advisory groups a majority of those present when a meeting is held shall be sufficient for the transaction of business unless otherwise required by these Bylaws.

Article VIII - FISCAL YEAR
The fiscal year of the Association shall commence on the first day of November and shall end on the last day of October the following year.

Article IX-INDEMNIFICATION
Section 1. The CELA shall, to the fullest extent permitted by the Act and the U.S. Internal Revenue Code (501©3), indemnify, defend and hold harmless Officers, Directors and “Agents” (i.e., Committee Chairs, Committee Members, staff, etc.) acting on behalf of The CELA and having approval to do so, against any and all losses, claims, lawsuits, damages, actions, proceedings and other liability, including, without limitation, expenses actually and necessarily incurred by them in connection with the settlement and/or defense of any of the foregoing in which they are made party or parties, by reason of having been Officers, Directors or Agents of the Association.

Section 2. The Association shall obtain and maintain "Directors and Officers" and general liability insurances, including insurance covering the Association's indemnification obligations set forth herein, consistent with usual limits and coverage recommended by qualified agents for organizations having purposes, assets and activities like those of The CELA. The CELA may also obtain and maintain other insurances the Board of Directors may deem appropriate.

Article X-DISSOLUTION

Section 1. The CELA shall use its funds and other assets to accomplish the Purposes specified in these Bylaws and no part of such funds or assets shall inure to or be distributed to Officers, Directors or members of the Association.

Section 2. Upon dissolution of The CELA, any funds and/or assets remaining after discharging all obligations of the Association shall be distributed pursuant to a plan of dissolution adopted by the Board of Directors and approved by the voting members of the Association, which plan is consistent with the Association's obligations under the Act and the Code.

Section 3. Dissolution of The CELA must be approved by the voting members of The CELA by the lesser of two-thirds of the votes cast or by a majority of the votes entitled to be cast, written notice having been given such members at least thirty (30) days prior to such vote.

Article XI-AMENDMENTS

These Bylaws may be amended by the voting members of The CELA by the lesser of two-thirds of the votes cast or by a majority of the votes entitled to be cast at a meeting held for that purpose, providing that the proposed amendments shall have been submitted in writing to the Board at least two months prior to the annual meeting and distributed in writing to the membership at least one month prior to that meeting. The Bylaws also may be amended by mail, email, or internet ballots. Notice of the proposed changes shall be submitted in writing at least two months prior to voting and specific changes distributed to the membership at least one month prior to voting.

Article XII-BOOKS AND RECORDS

The CELA shall keep correct and complete books and records as required by the Act. Members shall have only such rights to inspect the books and records of The CELA as are provided in the Act.