

The CELA Bylaws (Proposed 10/2019)

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 in the State of North Carolina, U.S.A. and a registered agent in the state of Michigan U.S.A. The CELA may maintain a principal office and such other offices within or outside the state of North Carolina U.S.A as affairs of The CELA may require.

Article II-PURPOSES

The purposes of The CELA shall be:

Section 1. To encourage, support and further education in the field of landscape architecture specifically related to teaching, research, scholarship, and public service.

Section 2. To encourage and support scholarship and scholarly activities among faculty and students concerned with landscape architecture education.

Section 3. To enhance opportunities for the improvement of existing and the development of new curricula in the teaching of landscape architecture.

Section 4. To encourage, support and conduct research related to the improvement of teaching, public service, and the advancement of knowledge of landscape architecture.

Section 5. To foster communication and the exchange of knowledge, information and experience of relevance to landscape architecture education through an annual conference and other educational meetings, the publication and the dissemination of scholarly writings, data and creative endeavors, and through liaison with related organizations.

Section 6. To facilitate scholarly interaction among those involved in landscape architecture education.

Section 7. To encourage and facilitate the involvement of the institutions, individuals and other members in the growth and improvement of landscape architecture education include the above purposes.

Article III-MEMBERSHIP

Section 1. Membership in The CELA shall be limited to companies and other entities supporting 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.

Section 2. There shall be the following classes of membership:

2.1 FULL MEMBER INSTITUTION. Full Member Institutions shall be Institutions regularly, currently and primarily (institutions which derive no less than 50 percent of gross revenues from this source) engaged in education of Landscape Architecture. Membership as a Full Member Institution shall be open to schools, departments, programs and curricula in Landscape Architecture that are accredited by the Landscape Architectural Accreditation Board (LAAB). International Landscape Architecture Programs, i.e. schools, departments, programs and curricula in landscape architecture, that are accredited by their specific in-country organization, or that have more than three full-time equivalent faculty assigned to landscape architecture education shall be eligible for full membership. Schools, departments and programs and curricula that are eligible for full membership may only join The CELA as full members.

2.2 ASSOCIATE MEMBER INSTITUTION. Membership as an Associate Member Institution shall be open to schools, departments, programs and curricula in landscape architecture that have three or more full-time equivalent faculty assigned to landscape architecture education.

2.3 AFFILIATE MEMBER INSTITUTION: Membership as an Affiliate Member Institution shall be open to educational institutions, public or private corporations, professional societies, or other organizations participating in, concerned with or interested in landscape architecture education, not otherwise eligible for Member Institution or Associate Member Institution status.

2.4 CORRESPONDING MEMBERS: Corresponding Membership shall be open to individuals interested in landscape architecture education.

Section 3. Membership Rights and Privileges:

3.1 Member Institutions shall have all rights, privileges and powers attendant to membership. These membership rights include the right to designate one individual to vote on their behalf. And, in accordance with Article V, the right to hold office.

3.2 Associate Member Institutions shall have all rights, privileges and powers attendant to membership. These membership rights include the right to designate one individual to vote on their behalf. And, in accordance with Article V, the right to hold office.

3.3 Affiliate Member Institutions shall have those rights, privileges and powers attendant to membership except the right to vote and to serve as an officer or a director.

3.4 Corresponding Members shall have those rights, privileges and powers attendant to membership including chairing an ad hoc committee or serving as an ex officio on a standing committee.

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, (d) violation of any lawful rule, practice or policy duly adopted by The CELA, or (e) conviction of any felony or act of moral turpitude by the principal, senior executive or individual appointed to vote or hold office. Suspension or termination of membership other than for a failure to pay dues or other amounts owed to The CELA 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.

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.

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) 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) 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; shall determine the policies; shall elect the Officers in accordance with Article VI and shall actively pursue the Purposes of The CELA.

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

Section 2.1. All the CELA Officers and Regional and Student Directors have the right to vote on Board's decisions. The only exceptions are the Executive Director, AoF Chair, LJ Editor, and Representatives on Allied Organizations, which do not have voting privileges and serve as ex-officio.

2.2 The Directors should include, Regional Directors (one from each Region, Chair of The CELA Academy of Fellows (AoF), two (2) Student Directors, and the Executive Director.

2.3 The seven (7) Executive Committee Members will be the Elected Officers (i.e. 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 Academy of Fellows Chair shall be a member of The CELA Academy of Fellows.

2.6 Each region prescribed by the Board 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, or a Corresponding Member from the region in which he/she is elected.

2.8 Regional Directors shall be Full Institutional Members and shall be elected Institution Members in good standing to three (3) year staggered terms.

2.9 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 BOD 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 every other year.

3.3 The Academy of Fellows Chair shall be elected every three (3) years.

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 or without 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. Any director who misses two (2) meetings of the Board of Directors in any year shall be deemed to have resigned from the Board and from any office held, unless those absences are excused by the Chair.

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 Document 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 Act, 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. The Chair along with the Officers may also take action 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. He or she shall have full authority for the management of the Association's business and affairs, subject to the Bylaws and other governing documents, including authority for the engagement and discharge of other staff and the delegation of responsibilities to them. The Executive Director, along with the Chair, may act as a spokesperson for the Association. The Executive Director will establish and maintain procedures for administration of Association activities and the Association office.

Article VI-OFFICERS

Section 1. The elected officers of The CELA shall be President, Past President, President Elect, who serves a (3) three-year term, including President and Past President, Second Vice-President, Vice President for Research, Secretary & Vice-President for Communications, Treasurer, and the Immediate Past President. Each elected officer shall be a Full Institution Member. The President, First Vice-President/President Elect, and Immediate Past President shall serve a term of (1) one year, beginning 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 Annual meeting of the membership.

Section 2. The President shall preside at all meetings of the Association and its Board of Directors, 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 in the event the President is temporarily unable to fulfill his/her duties.

Section 4. The Secretary shall be responsible, in conjunction with The CELA staff, for the distribution of all official notices to members; recording action taken at meetings of The CELA and its Board of Directors; archiving official records and such other duties as the Board may assign.

Section 5. The Treasurer shall be responsible, in conjunction with The CELA staff, for accounts, financial assets, financial records and property of the Association.

Section 6. The Immediate Past President shall perform duties specified by the Board of Directors, recorded in the Policies and Procedures document.

Section 7. An elected Officer may be removed only by 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. An elected officer who misses two (2) meetings of the Board of Directors in any The CELA year shall be deemed to have resigned from the Board and from any office held, unless those absences are excused by the President, or in the case of the President, by the President Elect.

Section 8. 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 9. 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:

2.1 Standing Committee on Organization Policy, Procedures and Strategic Planning. This Committee is to review and propose policies, procedures and actions regarding The CELA's organizational efficacy, including The CELA Board of Director positions and responsibilities, ad hoc and standing committees' scope of services, regional development, membership initiatives, and governance toward long-range planning needed to sustain and grow The CELA's mission. It shall include Chair: President; President Elect, Past President and Treasurer

2.2 Standing Committee on Budget and Finance will review and propose policies and procedures regarding The CELA's monetary and fiscal activities, including budget preparations, modifications and summaries (reports,) as well as investment and management strategies. It shall include Chair: Treasurer; President Elect, and 2 Regional Directors.

2.3 Standing Committee on Communications, Outreach & Publications shall review and propose policies and procedures regarding efficacy of external communications, and those policies and procedures related to the means in which formal information vital to The CELA's mission is accomplished. Included in this scope are The CELA webpage, Social Media, Landscape Journal, and other methods that influence the flow of information between The CELA, its institutional and individual members, and others. The Committee shall be governed by Chair: Secretary and Vice President for Communications; Vice President for Research; two (2) Regional Directors, a Student Director Elect, and The CELA *Landscape Journal* editors (non-voting). Student director assists the Standing Committee on Education and two (2) Regional Directors assist with conference photos and other social media initiatives

2.4 Standing Committee on Research and Creative Scholarship. The scope of this committee is to review and propose policies and procedures that foster knowledge generation and dissemination through data collection, data analysis, and data reporting via such sources as the Academic Information System (AIS) Annual Conference Proceedings, and Annual Conference Papers, among others. Review CLASS FUND proposals and submit recommendations. The Committee will include the Chair: Vice President for Research and Creative Scholarship; President Elect, and two (2) Regional Directors

2.5 Standing Committee on Awards and Recognitions shall review and propose policies and procedures affecting selecting, recognizing and encouraging the highest ideals of performance in the education of landscape architecture students and the advancement of academic practices. It shall be governed by the President, 2nd Vice President, The CELA Academy of Fellows Chair, and two (2) Regional Directors.

2.6 Standing Committee on Conferences and Events is charged with reviewing, proposing policies and procedures related to scheduling, hosting, recruiting, managing and funding The CELA, or The CELA involved conferences and events, including communications with attendees registered on complimentary basis.

The Committee will include the Chair: Past President; President Elect, and two (2) Regional Directors.

2.7 Standing Committee on Member Support Services - Education - Career Diversity-Inclusion and Training shall review and propose opportunities in support of members and programs including developing or coordinating workshops and panels in conjunction with Standing Committee on Conferences and Events.

It will include Chair: President Elect; Student Director/Director Elect, The CELA Academy of Fellows Chair or Academy of Fellows Representative, The CELA Allied Organization Reps from ASLA, LAAB, LAF and CLARB (or others), All Regional Directors and Landscape Journal Editor.

Section 3. The CELA Academy of Fellows

3.1 Name and Purpose

The name of the Academy shall be The Council of Educators in Landscape Architecture Academy of Fellows (hereinafter the AoF or Academy). The purpose of the Academy is to recognize outstanding landscape architecture educators and advance The CELA mission. Members of the Academy represent the highest level of achievement within The CELA membership. The CELA has bestowed the title of Fellow on select members since 2006.

The Academy shall be operated under the auspices of the Bylaws of The CELA, and is subject to all rules, regulations and policies therein.

Academy Fellows are individuals who have been elected into Fellowship based upon their exemplary contributions to landscape architecture education, research and/or service, and to The CELA. Academy Fellows serve as role models, for The CELA membership and for those outside of the Council. As such, they value engagement in and support of the Council.

As recognized leaders of the landscape architecture education profession, Fellows shall maintain a commitment to The CELA code of conduct.

3.2 Categories of Fellows

Fellows are continuous, fulltime landscape architecture educators who belong to The CELA-member programs in good standing.

Emeritus Fellows are retired from full-time employment, and have submitted written notice to the AoF and The CELA that they elect Emeritus status

- *Emeritus Fellows* shall pay a reduced dues rate
- *Emeritus Fellows* retain all *Fellow* benefits of membership.

Living Legends are Fellows who have remained in good standing and who pay a one-time fee of \$5,000. This allows them to remain in good standing without paying annual dues.

Honorary Fellows are persons who are not eligible for regular membership as a *Fellow*. Examples (but not limited to these):

- Exceptional faculty from landscape architecture programs that are not The CELA members;
- Landscape architecture scholars who teach in other academic programs.

- Landscape architects whose principal professional activity is outside of academe, but who have made exemplary, sustained and consistent contributions to landscape architecture education and scholarship at a national or international level.

3.3 Admission to Fellowship

The intent of Fellowship is to honor a faculty member's accomplishments in teaching, scholarship/creative activity and/or service. The accomplishments must reflect exemplary contributions to landscape architecture education and scholarship and/or service over an extended period. Nominees are senior faculty and must have been a faculty member for a minimum of ten years at The CELA member school (or schools) in good standing.

In order to be admitted, a candidate must be nominated, elected and inducted into Fellowship.

3.4 Nomination Eligibility

Nominees should demonstrate excellence in at least two of the categories listed below. Past or present contribution of service to The CELA is highly valued.

Categories:

1. Teaching: Nomination should demonstrate exemplary teaching recognized as outstanding by students, graduates and peers. Nominees should be mentors who effectively shape students' professional and intellectual development through teaching, counseling, and guidance and serve as role models for their peers.
2. Research, Scholarship, and/or Creative Activity: Nomination should demonstrate the creation of new and/or validation of existing knowledge and experience that advances the discipline and profession of landscape architecture education. Excellence in research, scholarship and/or creative activity should be communicated through peer-reviewed articles, published books or other media, and/or juried awards.
3. Service & Administration: Nomination should document exemplary Leadership in service to the public realm or landscape architecture education. Service that benefits the public realm may be at local, regional, national and/or international levels and has brought visibility to the discipline and profession. Service to landscape architecture education includes evidence of significant, impactful past or current service to The CELA or related peer landscape architecture organizations with noteworthy outcomes that advanced the mission of the Council.

3.4 Admission

Candidates elected as Fellows are expected to attend the induction ceremony at the next The CELA Conference following selection as Fellow. This expectation may be excused by The CELA Academy of Fellows Executive Committee in exceptional or extenuating circumstances.

3.5 Schedule of Election

The selection of Fellows shall take place in the fall of each year. The selection schedule will be

developed by the AoF Chair and The CELA Executive Director. A sample schedule can be found in the CELA Policies and Procedures Manual.

3.6 Nomination Process and Nominating Materials

The AoF Chair shall develop a call for nominations to be sent to all Fellows in good standing and the CELA Board of Directors. The text of the call shall include the criteria, procedure, and deadline. A recommended list of criteria can be found in the Policies and Procedures Manual.

- The person making the nomination is responsible for completing the nominating materials.
- The CELA Executive Director (hereinafter The CELA Ex. Dir.) will validate that the nominators and nominees are from The CELA member schools in good standing prior to voting by the Academy.
- Any current *Fellow* members who are in good standing may nominate members in good standing who meet the nomination eligibility criteria.
- Nominations received by Fellows not in good standing shall be disqualified.
- Nominations received that do not meet the nomination guidelines shall be disqualified.
- The CELA BOD may nominate up to five Faculty who they believe to be members in good standing who meet the nomination eligibility criteria.
- Each Fellow and The CELA BOD may nominate up to two persons for Honorary Fellow.

3.7 Voting for New Fellows

Voting for new Fellows will be conducted online and proctored by The CELA Executive Director. The CELA Executive Director will prepare the ballot, proctor the voting, certify the votes, and present them to the AoF Leadership and The CELA's Executive Committee.

Fellows in good standing will be permitted to cast a single vote for up to five individual new Fellow nominees and up to two new Honorary Fellow nominees. "Stacking" of multiple votes on a candidate by a voting Fellow will not be permitted. In the case of circumstances where voting online is not available, Fellows may contact The CELA Executive Director for an alternative method of voting.

The top nominees with the most votes shall be elected, up to five per year.

Up to two Honorary Fellows with the most votes may be elected per year. An Honorary Fellow nominee must receive votes of support from at least half of the voters to be elected.

In the case of a tie vote, a vote of the AoF Leadership will recommend to The CELA BOD for ratification.

3.8 Dues, Initiation Fees and Donations

Dues and donations support AoF initiatives such as, but not limited to, the AoF Speaker fees (The CELA Annual Conference), the AoF Best Poster Award, a Traveling Plaque, and AoF medals and pins for new members.

Dues, initiation fees and donations shall be determined by the Academy and established by the category of Fellow membership. Rates are listed in the Policies and Procedures Manual. Donations are encouraged and a tax deductible receipt for the donation portion will be provided by The CELA Executive Director.

All dues, initiation fees and donations shall be collected and deposited by The CELA Executive Director and The CELA Treasurer, and held in trust by The CELA for the Academy of Fellows. The AoF Secretary-Treasurer will receive regular records of all receipts and disbursements to the AoF Fund.

All dues, initiation fees and donations shall be payable by mail, phone or online. The CELA Executive Director, The CELA Treasurer and the AoF Secretary-Treasurer will verify the collection of dues and donations, disbursement of funds and verification of AoF Fellows in good standing.

Use of membership dues, initiation fees and donations shall be at the discretion of the Academy as per laws and regulations in the State of Michigan (non-profit status) and State of North Carolina.

3.9 Fellows in Good Standing

A Fellow in good standing is a member who has been initiated and is current on dues and fees.

A Fellow in good standing may participate in the activities of the Academy (making nominations, participating in elections, participating in the business of the Academy and using the FCELA designation as a credential).

A member who is delinquent with dues or fees will be considered not in good standing and placed in an inactive status. Inactive members may not participate in the activities of the Academy nor may they use the FCELA designation or claim Fellow status. An inactive Fellow may reactivate their membership status by remitting delinquent dues or fees. The CELA Executive Director and AoF Secretary-Treasurer will alert members in the process of becoming delinquent about their status.

Annually, the AoF Secretary-Treasurer and The CELA Executive Director will update the AoF membership roster listing Fellows, Emeritus Fellows, and Honorary Fellows and indicating their status as Sustaining, Standing (Active or Inactive), or Deceased.

3.10 Inactive Status

A Fellow who experiences hardship that prevents him or her from paying dues may request *Inactive Status*, which may be granted based on approval by the AoF Leadership. *Inactive status*

is granted for one year but may be extended upon request following review and approval by the AoF Leadership.

Any Fellow who is retired, who experiences hardship that prevents him or her from paying dues should consider petitioning for Emeritus status (see 3.2).

3.11 Rights and Benefits

Fellows in good standing have the following rights and benefits:

- To be designated as a Fellow of the Council of Educators in Landscape Architecture;
- To use the FCELA as a post nominal designation following their name;
- To receive notice of and attend and participate in any annual meetings or special business;
- To be named in and have access to the directory of Fellows;
- To have access to communications of and any publications of the Academy;
- To advise the AoF Leadership and provide input on position statements and resolutions;
- To vote on official business;
- To nominate and vote for candidates for elected office;
- To serve in elected office;
- To nominate/sponsor no more than 2 candidates for Fellowship per year;
- To receive a commemorative Academy of Fellows medal and pin.

Honorary Fellows in good standing have the following rights and benefits:

- To be designated as a Fellow of the Council of Educators in Landscape Architecture;
- To use the FCELA as a post-nominal designation following their name;
- To receive notice of and attend and participate in any annual meetings or special business;
- To be named in and have access to the directory of Fellows;
- To have access to communications of and any publications of the Academy;
- To advise the AoF Leadership and provide input on position statements and resolutions;
- To receive a commemorative Academy of Fellows medal and pin.

3.12 Fellowship Responsibilities

Fellows are responsible for maintaining active participation in the Academy and the CELA, advancing The CELA's Mission, and contributing to the work of the Fellowship. Responsibilities include (but are not limited to):

- Payment of dues;
- Participating in the nomination and election of new Fellows;
- Participating in meetings, communications and missions of the Academy.

Opportunities to advance the missions of the Academy may include:

- Serving in a mentorship role;
- Serving on Academy committees;
- Serving in an Academy Leadership position;
- Contributing financial support to the Academy.

3.13 Business Meetings

Annual Academy of Fellows Business Meeting: The annual business meeting of the membership shall be held at The CELA Annual Conference on a date and time determined by the AoF Leadership with at least 6 months' notice. Date, location and time will be coordinated with the host committee of the conference.

Special Business Meetings: Special business meetings of the membership may be called by the AoF Leadership or by a majority of the Fellows. Fellows shall be provided with at least 30 days' notice. Notice shall be provided via U.S. or electronic mail, and shall include the date, time and place of the meeting and the purpose or purposes for which the meeting is called.

3.14 Voting

All *Fellows* present at the annual business meeting or special meeting are eligible to vote. New *Fellows* are eligible to vote at the business meeting held during the Annual Meeting at which they are scheduled to be inducted.

Voting rights of Fellows shall not be delegated to another nor exercised by proxy.

Voting may be conducted between meetings by mail or electronic vote.

3.15 Quorum

For the purpose of conducting AoF business, a quorum shall consist of at least two-thirds of the *Fellows* in good standing. The AoF meets annually at The CELA meeting for fellowship and to discuss business of the Academy. The meeting agenda will be distributed in advance of the meeting, allowing members to provide input via proxy. Because it is unlikely that a quorum of at least two-thirds of the *Fellows* in good standing will be in attendance at the meeting AoF business requiring a vote will be conducted via an electronic vote.

3.16 Responsibilities

The AoF shall manage the property, business and affairs of the Academy as stated in the CELA Bylaws, Section 3.

The AoF Leadership shall formulate policy for the Academy and its committees, and develop and actively pursue Academy strategic initiatives which support the mission of The CELA.

The Academy shall have the responsibility for managing its funds in consultation with the CELA Treasurer and Executive Director which can be ratified by the Board. The CELA BOD and Executive Director shall facilitate AoF financial transactions of receiving, depositing accounting and disbursement of AoF funds. The CELA Standing Committee on Budget and Finance shall oversee the disbursement of Academy funds.

AoF Leadership is accountable to the Fellowship of the Academy and The CELA BOD.

In the event that an AoF leader fails to attend more than two consecutive regular business meetings, he or she may be removed from office by a two-thirds vote of the Fellows.

The AoF Leadership shall have the responsibility to act and make decisions on time sensitive AoF matters between business meetings.

3.17 Leadership Positions

The AoF Leadership shall consist of the Chair, Past Chair, Chair-Elect and Secretary-Treasurer, who shall together constitute the Leadership of the AoF.

To facilitate communications between the Academy and The CELA, the Chair or a person designated by the AoF, shall serve as an ad-hoc non-voting member of The CELA BOD, pursuant to an arrangement for reciprocal participation in AoF business.

Reciprocal Participation - The CELA 2nd Vice-President, or a person designated by The CELA BOD, shall serve as an ad-hoc non-voting member of AoF Ex Com.

The Chair shall:

- Serve as the Academy's official representative and spokesperson, and is responsible for the overall management of the activities of the Academy including overseeing the nominations of new members and presenting awards at the Annual Awards Luncheon
- Serve as Chair of the Fellows Speaker Committee
- Serve as ex-officio member of all AoF committees
- Report Annually to The CELA BOD at The CELA Annual Meeting and as needed
- Establish the agenda for the annual AoF business meeting, special meetings of the Fellowship and meetings of the AoF Leadership
- Insures that The CELA Representative to the AoF Leadership, The CELA President and The CELA Executive Director are copied on all AoF business communication

The Past-Chair shall:

- Assist the Chair in coordinating the activities including those of the AoF sub and ad hoc committees
- Coordinate with The CELA Executive Director in the process for electing new Fellows (including the call for nominations, validating candidates, distributing the ballot, counting the ballots and reporting the results to the AoF Exec. Com, The CELA Representative to AoF, The CELA President and The CELA Executive Director
- Serve as chair the AoF *Mentoring Committee*
- Oversee the distribution of the "Travelling Plaque" which identifies and recognizes past AoF Chairs

The Chair-Elect shall:

- Assume the duties of the Chair in the Chair's absence or at the discretion of the Chair.
- Serve as Chair of the "AoF *Best Poster Award*" committee

- Shall develop the presentation/slideshow of fellows and honorary fellows and deliver to the 2nd VP prior to the conference
- Shall develop the presentation/slide for the Best Poster Award winner and deliver to the 2nd VP prior to the Awards Banquet

The Secretary-Treasurer shall:

- Be responsible for ensuring that records of meetings of the Fellowship and the AoF Leadership are maintained, oversees all publications, and that members are notified of the annual business meeting and any special business meetings
- Be responsible for monitoring the fiscal affairs of the Academy in conjunction with the Treasurer of The CELA, and report on the Academy's financial condition to the Fellowship and AoF Leadership in accordance with the CELA's established accounting best practices

3.18 Elections

Elections for Officers shall be held at the annual business meeting of the Academy, and may include ballots by mail or electronic ballot. A majority of votes cast for any office shall constitute an election.

The election years of Chair-Elect and Secretary-Treasurer shall be staggered.

3.19 Terms of Office

The terms for all AoF Leadership positions shall be two years. Fellows may not serve more than three consecutive terms on the AoF Leadership or more than two consecutive terms in the same office. (For purposes of this section, serving as Chair-Elect and subsequently as Chair is considered serving a single term).

The Chair-Elect shall become Chair at the adjournment of the annual business meeting two years following the election of the Chair-Elect, or at the termination of the Chair's term, whichever occurs first. Terms of office for all positions shall commence at the adjournment of the annual business meeting and continue until a successor has been elected and assumes office.

No individual who serves as an elected member of The CELA BOD may concurrently serve as an elected member of the Academy Leadership.

3.20 Vacancies

If the office of Chair becomes vacant, the Chair-Elect shall assume the Chair and shall serve the remainder of that term as well as the term for which she or he was elected. (This shall not be considered a vacancy in the office of the Chair-Elect for the purposes of subsection (b), below). The AoF Leadership shall appoint a member of the Academy to serve as an at-large member of the AoF Leadership during the remainder of the vacant Chair's term.

In the event that the Chair-Elect becomes unable to complete the remainder of the Chair's term, a new Chair and Chair-Elect shall be elected at the next Academy election. The Secretary-Treasurer shall serve as an interim Chair until the conclusion of the next annual business meeting, at which time the new Chair and Chair-Elect shall take office.

If the office of Chair-Elect becomes vacant due to resignation or inability to serve, the Secretary-Treasurer shall serve concurrently as an interim Chair-Elect until the next annual business meeting and the Board shall appoint a current Academy member to serve as an at-large member of the AoF Leadership.

If the subsequent Academy election takes place in an even-numbered year, a new Chair-Elect shall be elected at that time, shall take office at the adjournment of the annual business meeting, and shall serve for one year before taking office as Chair.

If the subsequent Academy election takes place in an odd-numbered year, a new Chair and Chair-Elect shall be elected at that time and shall both take office at the adjournment of the annual business meeting.

If the office of Secretary-Treasurer becomes vacant, the AoF Leadership shall name an at-large member of the Academy to serve in that office for the duration of the term.

Any vacancy occurring on a standing subcommittee shall be filled by the AoF Leadership. If a Fellow appointed to fill a vacant position on a standing committee serves for more than half of a term, he or she shall be considered to have served a full term.

3.21 Meetings

The AoF Leadership shall meet as needed.

Regular meetings of the AoF Leadership shall be held in conjunction with each Annual Meeting of the Academy. Other regular meetings shall be scheduled as needed.

Special meetings of the AoF Leadership may be called by the Chair or at the request of the Chair-Elect or Secretary-Treasurer. At least two days' notice shall be provided to each member but will strive to provide five days' notice.

The AoF Leadership and its subcommittees may conduct meetings either in person or, as provided below, by electronic communication.

3.22 Traveling Plaque

The Past President shall oversee the distribution of the "Travelling Plaque" which identifies and recognizes past AoF Chairs (see Article 4, Section 3, b). The Traveling Plaque shall be housed with the Executive Director.

3.23 Standing Subcommittees

The Standing Subcommittees of the Academy are 1) *Best Poster Award Subcommittee*, 2) *AoF Speaker Subcommittee* (for The CELA Annual Conference) and 3) *AoF Mentoring Subcommittee*. Subcommittee membership is appointed or reaffirmed prior to The CELA annual meeting. Additional Standing Subcommittees may be added as needed.

Best Poster Award Subcommittee:

- Chair of this committee is the AoF President-Elect.
- The award shall be given annually at The CELA Annual Conference.
- The award shall consist of one first place winning poster, and as many Honorable Mention awards as deemed appropriate by the committee.
- The first place award shall be a framed certificate. The award recipient(s) will receive a total of \$500 to be applied to the following year's The CELA Conference Registration Fee. The award will be given as a voucher, and is non-transferable.
- The Honorable Mention award(s) shall be a certificate.

Standards of the award (i.e. poster size, number, etc.) and criteria for evaluation will be determined in conjunction with The CELA Vice-President of Research and Creative Scholarship (criteria), and The CELA Standing Committee on Conferences and Events (space available).

Fellow's Speaker Subcommittee: The Academy supports The CELA missions by sponsoring a speaker or presentation event at the annual CELA conference (contingent on available funds).

- Chair of this committee is the AoF President.
- Fellows' Speaker Recommendation List.
Approximately eight months prior to the Annual Meeting, the Chair will solicit recommendations for the Fellow's Speaker following the selected theme of the conference.
- Each recommendation will be accompanied by a brief summary of the recommended speaker's qualifications (200 words).
- The Chair will compile the list and share it with all the Fellows and the CELA Standing Committee on Conferences and Events (conference organizers). The recommended list of speakers is advisory only; the conference committee may select a speaker from the list, or not.
- Coordination of the Fellows Speaker. The AoF Chair will initiate the transfer of \$2,000 from the Fellows' Fund account to The CELA Annual Conference account to cover expenses related to the Speaker.
- The AoF Chair will introduce the Fellows Speaker at The CELA Annual Conference and acknowledge all Fellows present as well those who have departed.

Mentoring Subcommittee: The AoF Mentor Program matches The CELA Members with Fellow members to form unique supportive bonds for professional development and career growth.

- Chair of this Subcommittee is the AoF Past President.
- The Chair will match the mentee's particular interests with an appropriate mentor and help establish the relationship.
- Contact will be made through an application on The CELA website.

- Services may include: Ongoing career development; Occasional check-in; Preliminary peer review; and Quick brainstorming.

3.24 Subcommittee Appointments

Subcommittee Chairs shall, in consultation with AoF Leadership leaders shall appoint Fellows as members of the subcommittees.

3.25 Additional Organizational Units

In addition to the standing subcommittees, the AoF Leadership shall create additional organizational units, which may include but are not limited to subcommittees, commissions, task forces and panels to carry out the work of the Academy. The appointments, terms of office, and duties of any such units shall be determined by the AoF Leadership with ratification by The CELA BOD.

3.26 Parliamentary procedures

Except as otherwise provided in The CELA Bylaws, business at Academy meetings shall be conducted in accordance with the current edition of Robert's Rules of Order (Newly Revised).

3.27 Amendments to the AoF section

Proposed Amendments or changes to the AoF section shall be submitted to The CELA BOD and voted on according to The CELA bylaws.

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.