

# Phoenix, Arizona

## ASLA Board of Trustees

September 27–28, 2012 Annual Meeting  
**Indiana Trustee Report**

Meeting called to order by President Susan Hatchell, FASLA. Meeting minutes from the 2012 Mid-Year Meeting in Washington, D.C. were approved by the Board. Throughout the course of the meeting, reports and presentation summaries were given to the board from:

- Student Representative Report by Jose Alvarez, Student ASLA
- CELA Report by Patrick F. Mooney, Ph.D.,
- FCSLA, ASLA, CELA
- CSLA Report by Claude Potvin
- IFLA Report by Paulo Pellegrino
- LAAB Report by Dave Walters, ASLA
- LAF Report by Lucinda R. (Cindy) Sanders, FASLA
- ACE Mentor Program Report by William J. Kuhl, FASLA and Robert J. Golde, ASLA
- LAAB/Accreditation Forum Review – Richard Zweifel / Julia Lent

Specific summaries of items that required Board action in some manner as well as the notation of that specific action on the presented issues are highlighted below.

### **1. Programming and Operations Report –**

*Presented by Nancy Sommerville, Executive Vice-President ASLA; Membership discussion by Barbara Drobbins, Director Member & Chapter Services*

Highlights of the report were updates on membership, Public Awareness Campaign, & Advocacy, including:

- Two new positions, member marketing and chapter relations manager, and part-time education programs administrator, have been added to staff. Five positions have turned over since the end of the 2<sup>nd</sup> quarter; total staff turnover to date in 2012 is 8 positions or 17 percent.
- The operational loss for the year of approximately \$540,000 compares favorably to the budget of \$705,000 and the prior year's loss of \$722,000. (ASLA routinely shows a loss during the months preceding the annual meeting because revenues tied to the annual meeting are not booked until after the meeting has taken place.)
- ASLA has accumulated over \$3,000,000 in the cash account and the short-term reserve to pay for the expenses relating to the annual meeting. The long-term reserve (mattress) has approximately \$3,6000,000 in cash, equities, and fixed income securities and during 2012 has an unrealized gain of approximately \$200,000.
- Annual meeting and EXPO attendee registration (approx. 4,000) and ticket revenue are running approximately 20 percent behind the pace of 2010 and 2011 for the same number of weeks ahead of those meetings. Over 130 education sessions as well as Expo are scheduled during the Phoenix meeting. For the first time, a Mobil App has been created specifically for the ASLA Annual Meeting.

- Membership has continued a gradual increase from year-end 2011; as of 8/23/2012, membership has increased by 1.32 percent from year-end 2011. Membership is steady in full members, but has decreased slightly in Student & Affiliate membership levels. Record low membership level is 15,372 on 2/29/2012. Current levels are 15,629, which is consistent with the past couple of years retention rates. Membership recruitment and member benefit campaign efforts have been developed for a variety of platforms for 2013.
- Public Resources & Communication - There were 149 National Landscape Architecture Month events across the country in April and an additional 148 on 04.26.12, totaling 297 events aimed at raising awareness of the profession. Estimated media reach for all of April is nearly 15 million.
- Landscape Architecture Magazine - Advertising sales for FY 2012 issues of Landscape Architecture Magazine (LAM) have grown by eight percent since the end of Q2. Ad revenue for the July, August, and September issues was virtually even with than the same issues of 2011.
- Social Media Outreach - Some 1,778 new followers joined ASLA's Twitter feed, landscape architects, in the second quarter of 2012, for a current total of 15,528. On Facebook, 866 new people liked ASLA's as a fan, bringing the total to 6,904 fans. Our first Twitter chat, hosted by Valley Crest, took place in May to highlight the green infrastructure report. ASLA's videos on YouTube and Vimeo were viewed 20,669 times. A new animation, "The Edible City," launched in early May and has attracted significant participation (*Fast Company*, *The Atlantic*, *Planetizen*) and received more than 6,600 views. In total, the animations have been viewed more than 69,000 times on Vimeo. Second quarter distribution of *LAND* averaged 24,834 and *The Dirt* email subscribers reached 3,276.

**Board Action:** Review of the Programming & Operations Report was requested by the Board.

## 2. Sustainable Sites Initiative Progress Report –

*Presented by Ed Czynscon, Vice-President Professional Practice & Nancy Sommerville, Executive Vice President ASLA*

- SITES Rating System and Publications: Staff and technical subcommittees are completing revisions to the Rating System following several months of credit reviews. Feedback is being provided through an online tool to streamline proposed changes to credits and prerequisites. A public comment period on the revised SITES Rating System is currently scheduled for late September and will be followed by a 30-day public comment period that will close November 1. Release of the final Rating System is scheduled for May 2013, along with publication of a SITES Reference Guide, which will contain resources including required submittal documentation and options, calculation guidelines, and examples of recommended practices and strategies.
- Pilot Project Updates: On September 17 SITES will announce the certification of 8 more pilot projects, bringing the total of certified projects to 11. Eighty-five pilot projects have indicated their intention of completing the certification process under the 2009 Guidelines and Rating System. Twelve of those projects are currently in preliminary review.

**Board Action:** No action was requested by the Board.

### **3. Public Awareness Summit Campaign Update –**

*Presented by Mark Hough, Vice-President Communications & Terry Poltrack, Director, Public Relations & Communications*

- Forty-four of the 48 chapters had representatives at the second Public Awareness Summit, held August 3-5 in conjunction with the Advocacy Summit. Attendees reviewed results to date of the campaign, immediate plans for collective public events celebrating parks scheduled for September, and came up with an action concept for 2013. Also launched this month is the Landscape Architect's Tour of D.C., a beta web and mobile app that leads visitors through the intricacies and delights of effective landscape design.

**Board Action:** No action was requested by the Board.

### **4. FY Annual Operating Plan (AOP) –**

*Presented by Nancy Sommerville, Executive Vice-President ASLA and Tom Tavella, FASLA President-elect*

The Annual Operating Plan (AOP) outlines ASLA programs, their objectives, and specific goals for the coming year. The AOP responds to the Board's evaluation and ranking of strategic objectives and programs. At the 2012 Mid-Year Meeting, the BOT evaluated and ranked these objectives and goals and participated in a SWOT analysis for 2013. Specific highlights include the development of a membership recruitment program and continued support of the coordinated public awareness campaign and hosting a diversity awareness forum. Support chapters' licensure advocacy efforts, including protecting landscape architecture practice and licensing boards from attack, through regular advocacy training webinars, chapter visits, the advocacy summit, the advocacy grant program, and new advocacy tools. Partner with CLARB to enhance preparatory materials for the newly-revised licensing exam.. A goal for 2013 is to also achieve 5 percent growth and a retention rate at or above 86 percent for full and associate members. Grow student membership by 3 percent and increase retention rates for students to 60 percent.

**Board Action:** Proposed Motion: Motion to approve FY 2013 Annual Operating Plan as presented. Board voted to approve Motion unanimously.

### **5. Finance & Budget –**

*Presented by Vaughn Rinner, ASLA Vice President of Finance and Michael O'Brien, ASLA CFO*

The three major topics covered under the Finance & Budget discussion included:

#### **2012 Finance & Investment Report –**

- A significant portion of the Society's change in net assets each year (net income or loss) is derived from the annual meeting. ASLA follows the completed-show method of accounting, which requires it to defer both income- and expense-related items directly attributable to the annual meeting until its completion. The majority of our expenses, such as salaries, are recorded equally each month, so it is not uncommon for the change in net assets to be negative (net loss) until the meeting concludes in October.

- Membership revenue through July 2012 was approximately \$2,000,000. This amount is in line with the same period last year but falls short of the budget by \$140,000. Advertising revenue was \$1,700,000, which compares favorably to 2011's \$1,600,000 but falls short of the budgeted goal by \$101,000. Additionally, ASLA continues to report positive revenue increases in education, joblink, and honors and awards, offset by decreases in magazine circulation and corporate membership. Overall revenue falls short of the budget by \$269,000 or 5.8%, but exceeds the same period of the prior year by \$58,000.
- Based on an assessment of the Society's cash position and short-term working capital needs, the Finance and Investments Committee has authorized a \$150,000 transfer to the long-term reserve through the second quarter. By year-end the contributions are anticipated to total \$315,000 and represent approximately 3 percent of the 2011 expenses (the yearly goal). ASLA has not made a contribution to the long-term reserve since 2007. The value of the long-term reserve is \$3,675,165 and it has an unrealized gain of approximately \$278,000.

### **FY 2013 – 2014 Operating Budgets –**

The 2013 revised budget reflects changes to the 2013 draft budget presented to the Board during last year's annual meeting. Management's changes are discussed below:

- Revenue increases of \$4,000 to the LA CES program and \$26,000 to Honors & Awards Program. The increases are based on a review of the 2012 actual and 2013 projected expenditures.
- A silver lining to the staff turnover experienced this year is a favorable balance in salary expense. The favorable variance freed up salary dollars and allows management the ability to create a five percent salary pool without the need to increase salary expense in the budget. The proposed increase responds to a strongly identified need to provide additional salary and benefits support to staff. Discussions with staff and a third quarter all-staff survey revealed dissatisfaction with compensation and with other benefits and resources as a primary staff concern. In the fourth quarter of 2012, an outside consultant will be retained to assist management with ASLA's annual compensation benchmarking to ensure that salaries are appropriate / competitive.
- A ten-percent set-aside or approximately \$20,000 to cover a potential increase in health insurance premiums. Health insurance premiums won't be known until mid to late November.
- Increase of \$10,000 to the travel budget, based on FY 2012 demand and FY 2013 projected needs.
- Increase in staff support of \$12,000 for tools and training.
- Development and implementation of a "Membership Recruitment Boot Camp," \$10,000.
- Creation of a "Diversity Summit," \$10,000.
- The ASLA "2013 Green Theme" to challenge the office to reduce paper and postage usage and minimize waste.
- In 2010, the Executive Committee introduced the use of financial triggers. A financial trigger could only be executed to the extent net income for that year exceeds the approved or revised amount. Financial triggers are continued in 2013 and 2014 as follows:  
Restore the employee bonus pool; estimated to be approximately \$75,000. Restore the employer contribution (two-percent contribution plus two-percent match) to the staff's 401(k) plan balance; estimated to be approximately \$75,000.

Revenue	2012 Approved	2013 Revised	2014 Draft
Finance and Building Operations	80,000	80,000	80,000
Member and Chapter Services	3,667,000	3,667,000	3,667,000
Meetings and Special Programs	3,850,000	3,850,000	3,850,000
Education and Academic Affairs	157,000	157,000	157,000
Professional Practice	66,000	70,000	70,000
<i>Landscape Architecture Magazine</i>	3,130,000	3,130,000	3,130,000
Publishing and Resource Development	674,000	700,000	700,000
Total Revenue	11,624,000	11,654,000	11,654,000

**Board Action:** Proposed Motion: Motion to approve the 2013 Operating Budget. Board voted to approve Motion unanimously.

**2013-14 Capital Expense Budget:**

- **2012 Activity:** Rewired the entire office network (\$40,000); retired three out-of-warranty switches(100mbps) with three Gigabit Ethernet switches (1000mbps) (\$15,000); and replaced the out-of-warranty phone system with a voice over Internet system from Cisco Systems (\$51,000). ASLA Online created a new website "The Landscape Architect's Guide to Washington, DC"); the guide will be used as a template for developing guides for other cities.
- **2013 Plan:** The 2013 capital expenditure plan includes \$100,000 for upgrades to the membership database (iMIS), energy efficient windows, and funding to support the ASLA Headquarters Site Sustainability Task Force (development of a scope of services and RFP for a site sustainability master plan).
- **2014 Plan:** The 2014 capital expenditure plan includes \$100,000 for hardware upgrades (computers and servers), additional ASLA Online website development, and funding for a ASLA site master plan.
- **Future plans:** Renovation of the first floor (library and learning center) and the conference room on the lower level has been placed on hold until such time as it is identified as a priority.

**Board Action:** Motion to approve 2013-14 capital expenditure plan. Board voted to approve Motion unanimously.

**6. ASLA Fund –**

*Presented by Jonathan Mueller, ASLA Immediate Past President*

- At its annual meeting each year, the Board of Directors elects its successors to hold office for a term of one year upon ratification by the Full Voting Members for the ASLA Fund, a 501c3 organization. (The Voting Members of the ASLA Fund are the BOT of ASLA). High priority programs for the ASLA Fund include:
  - Sustainable Sites Initiative - ongoing
  - Headquarters Green Roof Research and Promotion – ongoing
  - Public Awareness Sub-site for ASLA Online: Designing Our Future – Sustainable Landscapes – National Endowment for the Arts grant proposal was submitted to help fund a new feature of a comprehensive "flyover" of a city and its surrounding suburbs to present the ideas in a global context, but it was not successful.

Emphasis now is on developing a strategic plan to promote the site as a learning tool, including further possible development of curricula. More case studies may be added in 2013 based on budgets and demand. The site, now almost three years after launch, continues to attract interest: The site has had 123,000 views this year, and, since its launch, the website has been viewed close to half a million times. The nine current animations have been watched more than 90,000 times on Vimeo and YouTube and have attracted substantive media attention. The tenth and final animation in this phase will go live later this fall.

- Study of the Economic Impact of the Profession – project deferred due to lack of funding
- Collect Prints and Drawings Collection – delayed due to lack of funding, approaching Council of Fellows regarding collaboration with the National Building Museum to store, scan and digitize collected materials and display selected items.

**Board Action:** Motion to approve the 2013 ASLA Fund Board of Directors. Board voted to approve Motion unanimously.

## **6. Bylaws and Administrative Policy Amendments –**

*Presented by Barbara Drobbins, Director, ASLA Member & Chapter Services*

### **Model Chapter Policies: Conflict of Interest and Member Information Disclosure:**

- In the spring, staff became aware of chapter conflict of interest situations; this highlighted the issue that the National ASLA administrative policy on Conflict of Interest does not apply to chapters. This concern was discussed with legal counsel, who reviewed the ASLA Constitution and Bylaws and relevant policies and recommended that, ASLA: 1) require chapters to adopt a conflict of interest policy, and 2) provide chapters with a model policy. In reviewing this issue further, staff also identified the need for a model chapter policy on confidentiality of member data. ASLA staff has worked with counsel and the Constitution and Bylaws Committee to develop the two new model chapter policies (CONFLICT OF INTEREST AND MEMBER INFORMATION DISCLOSURE) presented. The ASLA Executive Committee approved the policies on August 14, 2012. **(See Attachment).**

**Board Action:** Motion to approve the proposed new Chapter Model Conflict of Interest and Chapter Model Member Information Disclosure policies as recommended by the Constitution and Bylaws Committee and endorsed by the Executive Committee. Board voted to approve Motion unanimously. ***NOTE: Our state chapter's Constitution & Bylaws should be reviewed and amended to come in line with these new changes.***

### **ASLA Bylaws Amendments:**

To modify language regarding disbandment of chapters and insert recognition of the chapter model Conflict of Interest and Member Information Disclosure policies in the ASLA Bylaws, per the policy updates that the board just approved.

**Board Action:** Motion to approve ASLA Bylaws Amendments. Board voted to approve Motion unanimously

### **Chapter Model Bylaws Amendments:**

To modify language regarding disbandment of chapters and insert recognition of the chapter



model Conflict of Interest and Member Information Disclosure policies in the Chapter Model Bylaws per the policy updates that the board just approved.

**Board Action:** Motion to approve Chapter Bylaws Amendments. Board voted to approve Motion unanimously

**ASLA Policy on Member Information Disclosure Amendments:**

Revisions to the ASLA Member Information Disclosure policy were presented. In crafting the Chapter Model Member Information Disclosure policy two areas were identified in the Society's policy as needing attention, Ethics Complaints/Resolutions and Sponsorships. ASLA staff worked with counsel and the Constitution and Bylaws Committee to develop the Member Information Disclosure policy. The ASLA Executive Committee approved the edits on August 14, 2012.

**Board Action:** Motion to approve Member Information Disclosure Amendments. Board voted to approve Motion unanimously.

**7. ASLA New Hampshire Chapter Petition–**

*Presented by Greg Miller, Vice President Membership*

The Board of Trustees were asked to consider a petition submitted by the Granite State section of the Boston chapter to establish a chapter within the New Hampshire state lines. In early spring 2012, the Granite State section chair inquired about the procedures and benefits of becoming an ASLA chapter. The section executive committee sought advice from the Vermont chapter leadership (former section of Boston chapter; formed ASLA Vermont chapter in 1999) and subsequently decided to move forward with the initiative. The Granite State section advised the Boston chapter executive committee of their intention, and the section obtained the required two thirds (or 28 members) valid Full/Fellow/Associate member (residing or working in New Hampshire) signatures on the petition. They presented the signed petition (Twenty-eight of the petition signatures have been validated by ASLA Member and Chapter Services staff); Statement from the Boston chapter president and Statement from the ASLA Constitution and Bylaws Committee chair.

**Board Action:** Motion to approve Granite State section request for establishment of the ASLA New Hampshire chapter. Board voted to approve Motion unanimously.

**8. Federal Advocacy Update –**

*Presented by Chad Danos, Vice-President Communications & Roxanne Blackwell, Manager, Federal Government Affairs*

Discussed an overview of MAP-21 including the following highlights;

- MAP-21 designates "Transportation Alternatives" (TA) (instead of Transportation Enhancements). Recreation Trails funded at 2009 levels, and is designated per states levels (unless Governor opts out). Remaining TA funds are unrestricted, distributed by state through competition with a variety of local entities eligible; state DOT not eligible. The concern is the Transferability Clause, where the funds can be reallocated to other bridge or roadway projects. Complete Streets language from MAP-21 legislation was removed.
- Funding Comparison: SAFETY-LU FY 2011 Funding TE \$928M; SRTS \$202M; RTP \$97M = TOTAL \$1.2B vs. TA funded at \$808 M total. This results in an approximate

30% cut in active transportation programs. Eligible uses in the TA include RTP, SRTS, downsizing Interstates to Boulevards, consolidated categories of TE eligible.

- SAFETEA-LU 12 TE Categories consolidated into 6 MAP 21 Categories
  - *Bike/ped projects*
  - *Non-driver projects*
  - *Rails to Trails projects*
  - *Scenic byways projects*
  - *Environmental mitigation*
  - *Community Improvements, including billboard control, historic preservation / historic transportation facilities, vegetation management practices and archeological activities related to transportation.*
- RTP – Governor has the option to “Opt Out” by August 31<sup>st</sup> of this year. For 2013, only Florida and Kansas opted out of RTP.
- Advocacy Advance is coordinating state level advocacy leadership. Each chapter needs to look up your State Lead at [www.bit.ly/MAP21stateleads](http://www.bit.ly/MAP21stateleads) to get in touch with your local leader and be involved in the campaign.
- MAP-21 Basics and Advocacy Advance will be facilitating a webinar on October 18<sup>th</sup> at 2:00 pm to discuss the scope of this new legislation.
- Encourage chapter members to sign up and participate in ASLA's Advocacy Alert.

**Board Action:** The Board facilitated breakout sessions to discuss FY 2013 and beyond Federal Advocacy and Legislative Issue priorities.

## 9. Public Policy –

*Presented by Chad Danos, Vice-President Communications & Julia Lent, Director of Government Affairs*

Upon completion of the four-year comprehensive review of existing ASLA policies and their relationship to the Millennium Ecosystem Assessment, the Policy Committee moved to identify additional policies for ASLA to develop and consider. Today, two policies are proposed for consideration by the Board of Trustees. Urban and Local Agriculture: The purpose of this policy is to affirm ASLA's support of policies that encourage responsible urban agriculture and local agriculture systems. Air Quality: This policy was developed to articulate the link of planning, design, and land use policy with reduction of pollutants and improvement in air quality.

**Board Action:** The Board was asked to review and approve the policy revisions as recommended by the Policy Committee and endorsed by the Executive Committee.

## 10. Open Forum Issue Discussion

Open Forum discussion issues –

- Discussion of updating ASLA Mission Statement to strengthen health, safety & welfare as related to licensure challenges
- Name designation for graduates
- Highlight of the open comment period on SITES pilot projects
- Association of Professional Landscape Designers challenges in southern California.

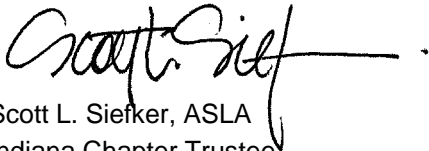


- Highlighted the “Land Up” conference from the Illinois Chapter
- Discussed expanding the CEO Roundtable to more a broader “think tank”
- Discussed ASLA’s participation in the update of the historic landscapes database from the National Parks Service
- Questioned the inclusion of SITEs in federal government projects
- Idaho / Montana requested ASLA feedback regarding the Landscape Architecture Landmark status
- Encouraged funding for the Public Awareness and Advocacy summits to be continued
- Recognized the University of Tennessee at Knoxville for recently receiving their accreditation – the first in the State of Tennessee

The Board facilitated breakout sessions to discuss and develop the Federal Advocacy Priorities and Legislative Agenda for 2013-2014. The meeting concluded with open forum discussion.

The next meeting of the Board of Trustees will be conducted at the Mid-year Meeting, April 26-27, 2013 in Washington, D.C.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Scott L. Siefker", followed by a horizontal line.

Scott L. Siefker, ASLA  
Indiana Chapter Trustee

Agenda Item #9a: Chapter Model Policies: Conflict of Interest and Member Information Disclosure	Action
<p><b>Purpose:</b> To present a proposal for Chapter Model Conflict of Interest and Chapter Model Member Information Disclosure policies.</p>	
<p><b>History and Background:</b> In the Spring, staff became aware of chapter conflict of interest situations; this highlighted the issue that the National ASLA administrative policy on Conflict of Interest does not apply to chapters. This concern was discussed with legal counsel, who reviewed the ASLA Constitution and Bylaws and relevant policies and recommended that, ASLA: 1) require chapters to adopt a conflict of interest policy, and 2) provide chapters with a model policy. In reviewing this issue further, staff also identified the need for a model chapter policy on confidentiality of member data.</p>	
<p>ASLA staff has worked with counsel and the Constitution and Bylaws Committee to develop the two new model chapter policies presented. The ASLA Executive Committee approved the policies on August 14, 2012.</p>	
<p><b>Governing Rules/Procedures:</b></p>	
<p><b>ASLA Constitution</b> Article 6. Chapters</p>	
<p>601. The Society shall be composed of chapters. The Board of Trustees shall approve the organizational structure and establish the territorial limits of each chapter. Full Members, Associate Members, and Affiliate Members shall be assigned to chapters in accordance with the Bylaws.</p>	
<p><b>ASLA Bylaws</b> Article 7. Chapters</p>	
<p><b>Constitution and Bylaws</b></p>	
<p>708. The constitution and bylaws of all chapters shall be consistent with the Constitution and Bylaws of the Society.</p>	
<p>709. The laws of the state shall prevail when chapters are incorporated under state law and such legal requirements may be at variance with the Constitution and Bylaws of the Society.</p>	
<p><b>Action Requested:</b> Review and approval of the proposed new Chapter Model Conflict of Interest and Chapter Model Member Information Disclosure policies as recommended by the Constitution and Bylaws Committee and endorsed by the Executive Committee.</p>	
<p><b>Staff Contact:</b> Barbara Drobins</p>	

<b>Chapter Model Conflict of Interest Policy</b>	
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*[Note: It is the Chapter's responsibility to ensure that its policy is consistent with any applicable conflict of interest laws in its state of incorporation.]*

**General**

This conflict of interest policy is designed to help executive committee members, board and other committee members, officers, other volunteers, and employees of the Chapter identify situations that present potential conflicts of interest and to provide the Chapter with a procedure, which if observed, will allow a transaction to be treated as valid and binding even though an executive committee member, board or other committee member, officer, other volunteer, or employee has or may have a conflict of interest with respect to the transaction. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in an applicable statutory provision, the statutory provision shall control.

**Definitions**

"Covered Person" means any person serving as a Chapter executive committee member, officer, board or committee member, or other volunteer group member, or employee.

"Family Member" means a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Covered Person.

"Financial Interest" means a financial or pecuniary interest of any kind, which in view of all the circumstances is substantial enough that it would affect, or could reasonably be perceived by others to affect, the Covered Person's or Family Member's judgment with respect to transactions to which the Chapter is a party. This includes all forms of compensation. For purposes of this policy, an ownership interest of less than three (3) percent in a publicly traded company shall not, by itself, constitute a Financial Interest.

"Representative" means a director, officer, agent, partner, consultant, trustee, or representative.

"Transaction" means any agreement, relationship, or business dealing involving: the sale or purchase of goods, services, or rights of any kind; providing or receiving a loan or grant, or the establishment of another type of pecuniary relationship. The making of a gift to the Chapter is not a Transaction.

**Conflicts of Interest**

For purposes of this policy, each of the following circumstances shall be deemed a conflict of interest:

1. Outside Interests

- (a) A Transaction involving the Chapter and a Covered Person or Family Member.
  - (b) A Transaction involving the Chapter and an entity in which a Covered Person or Family Member has a Financial Interest, or of which such person serves as a Representative.

2. Outside Activities

- (a) A Covered Person competing with Chapter in the rendering of services or the provision of goods.
- (b) A Covered Person having a Financial Interest in, or being a Representative of, an entity that competes with the Chapter.

### **Procedure**

Prior to executive committee, board or other committee action on a Transaction involving a Conflict of Interest, a Covered Person having a Conflict of Interest shall disclose all facts material to the Conflict of Interest to the executive committee, board or other committee. Such disclosure shall be reflected in the minutes of the meeting.

The person having a Conflict of Interest shall not participate in discussion of the matter by the executive committee, board or other committee except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

The person having a Conflict of Interest shall not vote on matters relating to the Transaction. Such person's ineligibility shall be reflected in minutes of the meeting.

In the event it is unclear whether a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chapter's president or his/her designee (or if the individual with the potential conflict of interest is the president, to the executive committee), who shall determine whether there exists a Conflict of Interest that is subject to this policy. In making this determination, the Chapter's president or his/her designee (or, as applicable, the executive committee) may seek the advice of counsel or other third parties.

Covered Persons who are not members of a Chapter executive committee, board or other committee, or who have a Conflict of Interest with respect to a Transaction that is not the subject of executive committee, board or other committee action, shall disclose such conflict to the Chapter's president or his/her designee. The Covered Person shall refrain from any action that may affect ASLA's participation in such Transaction.

### **Gifts, Gratuities, Entertainment, and Honoraria**

A Covered Person or Family Member shall not accept gifts, entertainment, or other item of gratuity in excess of \_\_\_\_\_ (\$\_\_\_\_\_) dollars *[suggested limit: \$150]* in value from an individual or entity that: does or is seeking to do business with the Chapter or any of its Executive Committee members; is a competitor of Chapter; or has received or is seeking to receive a loan, grant, or other financial commitment from the Chapter.

### **Procurement**

It shall be the Chapter's policy to discourage sole-source awards of contracts for the procurement of goods and services where the recipient of the contract is: a Covered Person; or a company or entity in which the Covered Person has a Financial Interest. The procurement of goods or services from any of the foregoing persons or entities shall be undertaken through an open and competitive process involving the evaluation of proposals or bids by an impartial evaluator. Covered Persons participating in such

competitive process shall also adhere to all other applicable provisions of this Conflict of Interest policy. Notwithstanding the foregoing, competition shall not be required if the involvement of the Covered Person in the transaction is fully disclosed to the Executive Committee, and the Executive Committee determines that the transaction is otherwise fair and reasonable.

#### Acknowledgement

By my signature below, I hereby acknowledge that I have received a copy of the Chapter Conflict of Interest Policy; that I have carefully reviewed the Policy; and that I will abide by its requirements.

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Signature

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Date

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Printed Name

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Position with Chapter

#### **Chapter Model Member Information Disclosure Policy**

*[Note: It is the Chapter's responsibility to ensure that its policy is consistent with any applicable conflict of interest laws in its state of incorporation.]*

The Chapter should strive to maintain the personal and professional privacy of its members, while also responding to reasonable requests for information from other members, professional colleagues, ASLA staff, and the public. The disclosure policies below seek to balance the needs of everyone involved.

Except as set forth in this policy, the Chapter may not disclose member information without the prior consent of the member.

#### Membership Information

Non-confidential information, or information that an ASLA member can reasonably expect to be considered non-confidential, can be disclosed to a general inquiry. This would include Member Type (Full, Fellow, Associate, etc.), Category (Full, Emeritus, Associate Level, etc.), and Status (Active, Inactive). Additional information such as duration of membership; changes in membership type, category or status; and dues payment information will only be released to ASLA national and subject-member-relevant chapter officers; national and chapter staff; and to the subject member personally.

Requests for written confirmation will be handled in the same manner as general, oral inquiries.

#### Member Information

**Member Number:** Member identification numbers will only be released to ASLA national and chapter subject-member-relevant chapter officers; national and chapter staff; and to the subject member personally. Affiliate organizations, continuing education providers, and representatives of the subject member's firm will be provided with the subject's member number if the subject member gives personal prior authorization.

**Addresses:** Business addresses will be released to a general inquiry. Home addresses, used as a member's secondary or primary address will be released to ASLA national and subject-member-relevant chapter officers; national and chapter staff; and to the subject member personally. ASLA member mailing lists are available only to corporate members and select affinity partners, with use limited to three times annually. These mailing lists do not include any member who has previously requested an "Exclude from Mail List" block.

**Phone Numbers:** Business telephone numbers will be released to a general inquiry. Home phone numbers will be released to ASLA national and subject-member-relevant chapter officers; national and chapter staff; and to the subject member personally. The Chapter will neither sell nor trade either business or home telephone numbers.

**Fax Numbers:** Business fax telephone numbers will be released to a general inquiry. Home fax numbers will be released to ASLA national and subject-member-relevant chapter officers; national and chapter staff; and to the subject member personally. The Chapter will neither sell nor trade either business or home fax telephone numbers.

**Email Addresses:** Email addresses will only be released to ASLA national and subject-member-relevant chapter officers; national and chapter staff; and to the subject member personally. Affiliate organizations, continuing education providers, and representatives of the subject member's firm will be provided with the subject's email address if the subject member gives personal prior authorization. Email addresses will be used only for ASLA and Chapter business purposes and will not be sold or traded for solicitation purposes.

**Birth Date:** Birth dates will only be released to ASLA national and subject-member-relevant chapter officers; national and chapter staff; and to the subject member personally. Affiliate organizations, continuing education providers, and representatives of the subject member's firm will be provided with the subject's birth date if the subject member gives personal prior authorization.

**Gender/Ethnicity:** A member's gender and/or ethnicity will only be released to ASLA national and subject-member-relevant chapter officers; national and chapter staff; and to the subject member personally. Affiliate organizations, continuing education providers, and representatives of the subject member's firm will be provided with the subject's gender/ethnicity information if the subject member gives personal prior authorization.

**Licensure/CLARB Certification:** State license and CLARB certification information will only be released to ASLA national and subject-member-relevant chapter officers; national and chapter staff; and to the subject member personally. Affiliate organizations, continuing education providers, and representatives of the subject member's firm will be provided with the subject's state license and CLARB certification information if the subject member gives personal prior authorization.

**Event Sponsors:** The Chapter may provide event sponsors with registered attendee (member and non-member) names and mailing addresses as a sponsor benefit. Event sponsors will be provided with attendee email address only if personal prior authorization is given.



Agenda Item #9b: ASLA Bylaws proposal 2012-02	Action
<p><b>Purpose:</b> To modify language regarding disbandment of chapters and insert recognition of the chapter model Conflict of Interest and Member Information Disclosure policies in the ASLA Bylaws.</p>	
<p><b>History and Background:</b> With a recent chapter's action to become incorporated, it was noted that the Society does not have the authority to "disband" an incorporated organization. ASLA legal counsel proposed modifying language in the Society's Bylaws to reflect ASLA's ability to terminate the relationship.</p> <p>In addition, this proposal includes revisions to include amendments that recognize the newly crafted Chapter Model Conflict of Interest and Chapter Model Member Information Disclosure policies.</p> <p>The Constitution and Bylaws Committee has reviewed the proposed amendments and found them to be structured correctly and consistent with the existing Constitution and Bylaws of the Society. The ASLA Executive Committee approved the amendments on August 14, 2012.</p>	
<p><b>Governing Rules/Procedures:</b></p> <p><b>ASLA Constitution.</b> Article 9. Bylaws</p> <p>901. The Board of Trustees shall establish the Bylaws necessary for administering the Society in accordance with the Constitution.</p> <p>902. Proposed Bylaws and Bylaws amendments shall require an affirmative vote by two-thirds (2/3) of the entire voting membership of the Board of Trustees for adoption and shall become effective on adoption or on the date specified by the board.</p> <p><b>ASLA Bylaws.</b> Article 12 Amendments</p> <p>1201. The Board of Trustees shall amend the Bylaws while in session at a regular, scheduled midyear or annual meeting.</p> <p>1202. Members of the Board of Trustees shall sponsor proposed amendments. The sponsor shall prepare the proposed amendment in the format prescribed by the Constitution and Bylaws Committee and shall secure the endorsement of one or more other members of the Board. The sponsor shall forward the proposed amendment to the chair of the Constitution and Bylaws Committee, the president, and the secretary of the Society at least sixty (60) days prior to a scheduled midyear or annual meeting.</p> <p>1203. The chair of the Constitution and Bylaws Committee shall review the proposed amendment to ensure consistency with the Constitution or the Bylaws of the Society and assist the sponsor in rectifying any inconsistency. The chair shall then endorse and forward the proposed amendment to the sponsor, the president, and the secretary at least forty-five (45) days prior to the scheduled midyear or annual meeting.</p>	

1204. At least thirty (30) days prior to the midyear or annual meeting, the secretary shall post the proposed amendment for review by the Board of Trustees and the president shall place the proposed amendment on the action agenda for the meeting.

1205. The Board of Trustees shall consider the proposed amendment while in session at the midyear or annual meeting and shall adopt, amend and adopt, reject, or refer the proposed amendment back to the sponsor for further study. Testimony for or against adoption may be presented. An affirmative vote by two-thirds (2/3) of the entire voting membership of the Board of Trustees shall be required for adoption.

**Action Requested:** Review and approval of the ASLA Bylaws proposal 2012-02.

**Staff Contact:** Barbara Drobins

2012-02	ASLA Board of Trustees	September 2012
<b>An Act:</b>	To repeal and re-enact with amendments Sections 708, 717, 721, 722, 723 and 724 of the Bylaws of the Society.	
<b>Purpose:</b>	To modify the disbandment of chapters text and insert recognition of the chapter model Conflict of Interest and Member Information Disclosure policies.	
<b>Sponsor:</b>	Gregory A. Miller, ASLA, Vice President, Membership	
<b>Endorser:</b>	Thomas R. Tavella, FASLA, President-Elect	

**Section 1:** Sections 708, 717, 721, 722, 723 and 724 of the **Bylaws of the Society** to read as follows:

#### **Article 7. Chapters**

##### **Constitution and Bylaws**

708. The constitution and bylaws of all chapters shall be consistent with the Constitution and Bylaws of the Society.

[708.1 Chapters shall adopt policies to assist in the identification and resolution of conflicts of interest that may arise in the governance of chapter affairs.](#)

[708.2 Chapters shall adopt policies governing the release of member and membership information that are consistent with the Society's Member Information Disclosure Policy.](#)

##### **Funds**

717. All chapter funds, property, and other assets shall become the funds, property, and assets of the American Society of Landscape Architects, Inc., upon ~~disbandment~~ disaffiliation of a chapter.

##### **DisbandmentDisaffiliation**

721. Chapters may voluntarily ~~disband~~ disaffiliate from the Society by an affirmative

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

722. Chapters may be ~~disbanded~~ involuntarily disaffiliated by an affirmative vote by two-thirds (2/3) of the entire voting membership of the Board of Trustees for violation of the Constitution and Bylaws of the Society, failure to elect chapter officers in a timely manner, failure to maintain minimum membership strength as defined in Section 701, or for other due cause, provided the chapter is duly notified of the charges against it, given a fair hearing of the charges, and a fair opportunity to respond.

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

724. On the specified effective date, of disaffiliation, the Chapter shall no longer have the right to designate itself as a Chapter of the Society, as part of its corporate name or otherwise, and shall forfeit all rights and privileges of a Chapter as set forth in the Society's Constitution, Bylaws and policies. In addition, the territorial limits of the adjacent chapter or chapters shall be modified by the Board of Trustees to incorporate the area of the ~~disbanded~~ disaffiliated chapter.

**Section 2:** This action shall take effect upon approval by an affirmative vote by two-thirds (2/3) of the entire voting membership of the Board of Trustees.

**Key:** Blue Underline indicates language added; ~~Red Strikethrough~~ indicates language deleted.

Agenda Item #9c: Chapter Model Bylaws	Action
<p><b>Purpose:</b> To modify language regarding disbandment of chapters and insert recognition of the chapter model Conflict of Interest and Member Information Disclosure policies in the Chapter Model Bylaws.</p>	
<p><b>History and Background:</b> With a recent chapter's action to become incorporated, it was noted that the Society does not have the authority to "disband" an incorporated organization. ASLA legal counsel proposed modifying language in the Chapter Model Bylaws to reflect ASLA's ability to terminate the relationship.</p> <p>In addition, this proposal includes revisions to include amendments that recognize the newly crafted Chapter Model Conflict of Interest and Chapter Model Member Information Disclosure policies.</p> <p>The Constitution and Bylaws Committee has reviewed the proposed amendments and found them to be structured correctly and consistent with the existing Constitution and Bylaws of the Society. The ASLA Executive Committee approved the amendments on August 14, 2012.</p>	
<p><b>Governing Rules/Procedures:</b></p> <p><b>ASLA Constitution.</b> Article 9. Bylaws</p> <p>901. The Board of Trustees shall establish the Bylaws necessary for administering the Society in accordance with the Constitution.</p> <p><b>ASLA Bylaws.</b> Article 7 Chapter Constitution and Bylaws</p> <p>708. The constitution and bylaws of all chapters shall be consistent with the Constitution and Bylaws of the Society.</p> <p>709. The laws of the state shall prevail when chapters are incorporated under state law and such legal requirements may be at variance with the Constitution and Bylaws of the Society.</p>	
<p><b>Action Requested:</b> Review and approval of the Chapter Model Bylaws revisions.</p>	
<p><b>Staff Contact:</b> Barbara Drobins</p>	

Sections 1015, 1016, 1301, 1302, 1303, 1304 and 1305 of the **Chapter Model Bylaws** of the Society to read as follows:

**Conflicts of Interest**

1015. The Executive Committee shall adopt a policy to assist in the identification and resolution of conflicts of interest that may arise in the governance of Chapter affairs.

**Member Information Disclosure**

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

**Article 13. ~~Disbandment~~Disaffiliation & Dissolution**

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

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

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

1304. On the specified effective date, ~~the territorial limits of the adjacent chapter or chapters shall be modified by the Board of Trustees to incorporate the area of the disbanded chapter~~ of disaffiliation, the Chapter shall no longer have the right to designate itself as a Chapter of the Society, as part of its corporate name or otherwise, and shall forfeit all rights and privileges of a Chapter as set forth in the Society's Constitution, Bylaws and policies.

1305. The Chapter may voluntarily dissolve upon adoption by the Executive Committee of a resolution recommending dissolution and approval of the resolution by an affirmative vote by two-thirds (2/3) of the Full and Associate Members assigned to the Chapter, voting at a meeting called for this purpose. Notice of the meeting shall comply with the laws of the state of incorporation. Upon adoption of a resolution recommending dissolution by the members, the Executive Committee shall proceed with distribution of Chapter assets and filing of articles of dissolution as provided by applicable law.

Blue Underline indicates language added; ~~Red Strikethrough~~ indicates language deleted.