



NWT Association of Landscape Architects

Bylaws

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1.0 INTERPRETATION

1.1 Definitions

In this bylaw and all other bylaws and resolutions of the NWT Association of Landscape Architects:

- a) "Association" means the NWT Association of Landscape Architects;
- b) "Board" means the Board of Directors for the Association;
- c) "CSLA" means the Canadian Society of Landscape Architects;
- d) "Member" means a member of the Association;
- e) "NWTALA" means the NWT Association of Landscape Architects.

2.0 MEMBERSHIP

2.1 Membership Categories

1) Landscape Architect (Full) member shall be a person who:

- 1) has been an Associate member of the Association for two (2) years, prior to making application, and
- 2) produces documentation satisfactory to the Interview Panel that shows that the applicant has obtained an undergraduate or graduate degree in landscape architecture from an accredited program of landscape architecture, or the Interview Panel is satisfied that the applicant's qualifications are substantially equivalent to an undergraduate or graduate degree in landscape architecture from a recognized program of landscape architecture, and
- 3) produces documentation satisfactory to the Interview Panel that shows that the applicant has substantially earned a living from practicing landscape architecture and has work experience of not less than three (3) years, and
- 4) has been endorsed by two (2) Landscape Architects of the CSLA. Each endorser shall provide personal letters certifying that they personally know the candidate and vouches for their character, methods of practice, and professional accomplishments, and
- 5) has successfully completed an interview with the Interview Panel, or
- 6) notwithstanding other membership requirements, Full members in good standing of CSLA component organizations or other body of landscape architecture approved by the Association will upon payment of Association dues and subject to interview

requirements, be accepted for Full membership to the Association.

- 2) **Associate** member shall be a person who is in the process of obtaining the work experience required for acceptance as a Full member. An Associate shall be a person who:
 - 1) has obtained a university degree in landscape architecture from a recognized program of landscape architecture, or has at least a post-secondary diploma and has been actively engaged in the practice of landscape architecture for not less than three (3) years over a period of time determined by the Interview Panel. They shall submit examples of work and pass an interview set by the Interview Panel, and
 - 2) has been endorsed by one (1) Landscape Architect of the Association.
 - 3) after four years of being an Associate, the Associate must reapply to retain Associate membership status.

- 3) **Student Affiliate** member shall be a person who is actively pursuing their studies toward a university degree in a recognized landscape architecture program or a diploma in landscape architectural technology from a recognized landscape architectural technology program. They shall submit:
 - 1) proof of enrollment (confirmation of enrollment or a current class schedule); and
 - 2) resume (brief outline of experience).

- 4) **Affiliate** members shall include: Friends of the Association and Honourary members.
 - 1) **Friends of the Association** shall be persons who are interested in the profession of landscape architecture but who do not necessarily hold a degree in landscape architecture. Educators, architects, engineers, planners, and other persons of the design professions; or horticulturists, ecologists, botanists, and other persons of the natural arts and sciences; or government officials concerned with the use and administration of open space; or managers concerned with the management of landscape architects or open space; or other associations, government agencies and business will all be encouraged to join the Association as Friends.
 - 2) **Honourary members** shall be distinguished persons who are not landscape architects whom the Association wishes to honour in recognition of their outstanding contribution to the profession. Nomination of Honourary members shall be made by the Board and must be ratified by the majority of the membership.

- 5) **Inactive** member status shall be granted by the Board on request and upon payment of dues. They shall be a member who:
- 1) are members in good standing; and
 - 2) has submitted a letter indicating their individual circumstances in support of the request.
- 6) **Retired** member is a Landscape Architect who has retired from active practice. Notice of retirement to be submitted to the Board and upon acceptance be identified as Retired. They shall be a member who:
- 1) has been a member in good standing of the Association for twenty-five (25) years; or
 - 2) has been engaged in the full-time practice of landscape architecture for twenty-five (25) years.
- 7) **Life** member has made significant contributions to the profession of landscape architecture. The Board may designate outstanding members as Life members of the Association. They shall be a member who:
- 1) has been a member in good standing of the Association for twenty-five (25) years; or
 - 2) has been engaged in the full-time practice of landscape architecture for twenty-five (25) years; and
 - 3) retired from the profession.

2.2 Rights of Members

Decisions by the members shall be made by consensus whenever possible. Upon acceptance by the Board and payment of all dues, members will be governed by the following rules:

- a) Full members shall be the only category of member to use the title "Landscape Architect", orally or otherwise. Full members may:
- attend and take part in general meetings, annual general meetings and special meetings of the Association; and
 - be elected to the Board and any committees of the Association and vote on any matter; and
 - be granted the right to use a stamp issued by the Association provided they meet and maintain all requirements specified by the Association; and
 - be eligible for nomination as the Association representative on the CSLA Board of Directors. Any member who pays CSLA dues through another component association shall not be eligible to represent the Association as a CSLA Board of Director; and
 - receive all communications that the Association may issue.

- b) Associates shall use the title “NWTALA Associate” and may:
- attend and take part in general meetings, annual general meetings and special meetings of the Association; and
 - be elected to the Board and any committees of the Association excluding the Interview Panel; and
 - vote on any matter except for matters of budget, election of Directors, changes of bylaws and issues of grievance and professional conduct; and
 - receive all communications that the Association may issue.
- c) Student Affiliates shall use the title “NWTALA Student Affiliate” and may:
- attend and take part in general meetings, annual general meetings and special meetings of the Association; and
 - be elected to the Board and committees of the Association excluding the Interview Panel; and
 - vote on any matter except for matters of budget, election of Directors, changes of bylaws and issues of grievance and professional conduct; and
 - receive all communications that the Association may issue.
- d) Friends of the Association shall use the title “NWTALA Friend” and Honourary member Affiliates shall use the title “NWTALA Honourary member” and may:
- attend and take part in general meetings, annual general meetings and special Meetings of the Association; and
 - not vote or be elected to the Board; and
 - serve on any committees of the Association; and
 - receive all communications that the Association may issue.
- e) Inactive members shall use the title “NWTALA Inactive” and may not use any other designation. Inactive members shall return their stamp at their own expense for the duration of their inactive status. Inactive members may:
- attend and take part in general meetings, annual general meetings and special meetings of the Association; and
 - not vote or be elected to the Board; and
 - serve on committees of the Association; and
 - receive all communications that the Association may issue.
- f) Retired members shall not engage in the practice of landscape architecture except in a limited capacity. A Retired member shall use the title “NWTALA Retired Landscape Architect”. Retired members may:
- attend and take part in general meetings, annual general meetings and special meetings of the Association; and
 - be elected to the Board and any committees of the Association and vote on any matter; and
 - no longer use their stamp; and
 - receive all communications that the Association may issue.
- g) Life members shall not engage in the practice of landscape architecture except in a limited capacity. A Life member shall use the title “NWTALA Life Member”. Life members will be

exempt from paying annual dues and may:

- attend and take part in general meetings, annual general meetings and special meetings of the Association; and
- be elected to the Board and any committees of the Association and vote on any matter; and
- no longer use their stamp; and
- receive all communications that the Association may issue.

2.3 Obligations of Members

- a) All members will comply with these bylaws as well as the Code of Ethics to remain in good standing with the Association. Full members and Associates shall practice landscape architecture in accordance with the CSLA Code of Professional Conduct.
- b) Membership dues shall be fixed annually by a majority of the members present at the annual general meeting. Membership dues amounts may be established for each category of member. The Association shall invoice members and collect dues annually including dues levied by the CSLA. Payment of Association and CSLA dues must be made according to the annual invoice.

2.4 Withdrawal and Expulsion of Members

- a) The Board may cancel the membership of any member for:
 - misrepresentation of their registration; or,
 - non-conformation with the Code of Ethics; or,
 - non-payment of annual dues.
- b) Any member whose conduct is considered detrimental to the Association may be expelled by a majority vote of the members present at a special meeting of the Association.
- c) Any member may withdraw from membership in the Association by notice in writing to the Registrar.
- d) In the case of non-payment of dues, the member shall be reinstated to good standing upon payment of outstanding dues and penalties, subject to approval by the Board.

3.0 GOVERNING BODY

3.1 Board of Directors

- a) The Board shall be the governing body of the Association and shall govern, manage and conduct the affairs of the Association in accordance with the objectives of the Constitution.
- b) There shall be a minimum of three (3) to a maximum of six (6) Directors on the Board, elected in

accordance with Section 3.3 of these bylaws.

- c) The Directors shall have the power to appoint from their own number a Treasurer and a Registrar. Further they have the power to appoint from their own number a Chairperson and a Secretary for each meeting.
- d) The Directors shall be elected for a one-year term. All Board members shall be eligible to run for further office upon expiration of their term.
- e) Quorum for Board meetings shall be two (2) three (3) Directors.
- f) The Board shall meet at the call of two (2) or more Directors.
- g) The Board may appoint a salaried staff-person who shall be responsible to the Board.
- h) The Directors shall have the power to appoint any member to fill a vacancy in their numbers and any Director so appointed shall retire from office on the date of the next annual general meeting.

3.2 Duties of Appointed Board Members

- a) The Treasurer shall prepare and monitor the annual budget, have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all monies and other valuable effects in the name and to the credit of the Association.
- b) The Registrar shall maintain a register of members of the Association. The Registrar shall enter in the appropriate register:
 - the name of an individual whose registration has been approved by the Interview Panel and who has paid the dues prescribed by the bylaws;
 - the business address of that individual, or if that individual has no business address, the residence address; and,
 - other information as directed by the Board.

The Registrar shall delete from the register the name of members whose registration is suspended or cancelled, or voluntarily withdraws.

The Registrar shall keep custody of the register and make available the register for inspection to any person during regular business hours.

- c) The Chairperson appointed during a meeting shall preside over that meeting and perform other duties as may be prescribed by the Board.

- d) The Secretary appointed during Board and membership meetings shall act as clerk and prepare a written record of the minutes and votes taken at all meetings. The custody of minutes from all Board and membership meetings will be kept by the Registrar.

3.3 Elections

- a) The members shall nominate from their own number a minimum of three (3) to a maximum of six (6) Directors at the annual general meeting.
- b) Nominees must be Full members of the Association, except for one (1) Director position, which may be filled by an Associate or Student Affiliate member.
- c) A Director shall prepare and transmit to each Full, Associate and Student Affiliate member ballots for the election of Directors at least 30 days prior to the annual general meeting.
- d) Associate and Student Affiliate members may only vote for the Associate/Student Affiliate Director. Full members may vote for up to six (6) Directors.
- e) Ballots shall be returned to the Association to arrive at least one (1) day prior to the annual general meeting or if delivered by hand at the commencement of the annual general meeting.

3.4 Removal of Directors

A Board member position shall be declared vacant by removal should they:

- a) be suspended or expelled as a member of the Association;
- b) be removed from office by an Extraordinary Resolution of the members of the Association.

For the purposes of the Association, Extraordinary Resolution shall mean a resolution passed by a majority of not less than $\frac{3}{4}$ (75%) of the members who are entitled to vote and are present in person or by written proxy at a general or special meeting.

4.0 MEETINGS

- a) The annual general meeting of the Association shall be held between January 31 and April 30 on a date set by the Board, for the purpose of:
 - election of Directors;
 - consider reports and statements of the Association;
 - set dues;
 - authorizing the Board to fix the remuneration of the auditors as required; and

- transact such other business as may properly be brought before the meeting.
- b) Notice of the time and place of the annual general meeting of members shall be emailed to each member seven (7) days prior to the meeting.
- c) Quorum for the annual general and special meetings shall be one-third (30%) either in person, telephone, video conferencing or by written proxy of voting members.
- d) Special meetings shall be held at the call of three or more Directors. The special meeting shall be held within fifteen (15) days of receipt of the demand in writing. Notice shall be emailed at least seven (7) days prior to the date set.
- e) General meetings may be held at a time and date to be determined at the annual general meeting or at the call of the Directors.
- f) Directors present at general meetings, annual general meetings or special meetings shall have the power to appoint from their own number, a Chairperson and a Secretary. The Chairperson shall perform the duties as outlined in Section 3.2.c) of these bylaws. The Secretary appointed for the meeting shall perform the duties as outlined in Section 3.2.d) of these bylaws.
- g) Subject to the provisions in Section 2.2 of these bylaws, each member of the Association shall at all meetings be entitled to one vote, either in person, telephone, video conferencing or by written proxy on any motion or resolution.

5.0 FINANCES

5.1 Borrowing Powers

- a) The Directors, by a two-thirds majority vote (60%), may borrow funds for the current operations of the Association up to one thousand dollars (\$1,000.00).
- b) No single disbursement may exceed one thousand dollars (\$1,000.00) without the approval of the Board.

5.2 Disposal of Funds

- a) All monies received by or on behalf of the Association must be deposited in the Association bank account, which account must be with one of the chartered banks of Canada.
- b) All disbursements from the bank account shall be made by cheques signed by the Treasurer and one other designated Director.

5.3 Auditor

- a) An auditor may be appointed by the members at the annual general meeting for preparation of an audited financial statement.
- b) The fiscal year of the Association ends on the 31 of December each year.

5.4 Annual Filings

- a) A notice of Directors and a financial statement must be submitted to the Registrar of Societies each year, regardless of whether or not any changes have occurred, and regardless of whether or not the Association has had any income.
- b) At the annual general meeting, a financial statement must be presented for the inspection of members. The financial statement must either be endorsed by the auditor, or by the original signatures of two Directors if there is no auditor. Statements must always be prepared according to the Association's fiscal year end. The financial statement must always:
 - include the assets and liabilities of the Association, presented in the form of a balance sheet; and
 - include the income/receipts and expenses/disbursements of the Association, presented in the form of an income statement.
- c) A notice of Directors, originally signed by one Director, must be submitted with the financial statement; the notice must include the time period and the names, addresses, and occupations of the Directors.

5.5 Remuneration of Board and Members

- a) There will normally be no remuneration of Directors or members.
- b) The Association may not distribute any part of its income to any of its members. This does not preclude the payment of reasonable salaries or employee benefits, nor does it preclude the reimbursement of reasonable out-of-pocket expenses.
- c) The remuneration to be paid to the Directors shall be such amounts as from time to time may be determined by an Extraordinary Resolution of the Association.

6.0 INTERVIEW PANEL

- a) There is hereby established the Interview Panel consisting of a minimum of two (2) to a maximum of five (5) Full members of the Association, one (1) of whom shall be appointed Chairperson by the panel members. At least one (1) member of the Interview Panel shall be involved in the private sector or in public service, practicing in the field of landscape architecture in the Northwest Territories; and, one (1) shall be a member serving on the Board.
- b) Members of the Interview Panel shall be appointed by the Board.
- c) The Interview Panel shall meet at the call of the Chairperson.
- d) At least two (2) members shall be required for a meeting of the Interview Panel.
- e) The Interview Panel shall establish its own rules of operation and procedure. These rules shall be approved by the Board.
- f) The Interview Panel will establish a process for reviewing all applications for all classes of membership in the Association, and criteria for evaluating the applications.
- g) The Interview Panel shall consider applications from persons to become members of the Association in accordance with these bylaws and may:
 - approve the registration; or
 - refuse to approve the registration; or
 - defer approval until the applicant has completed any further type and term of experience required by the Interview Panel.
- h) The Interview Panel shall transmit within fifteen (15) days a written notice of any decision made by it to the applicant.
- i) If the decision made by the Interview Panel is to refuse the registration of the applicant, written reasons for the decision shall be transmitted to the applicant.

7.0 MAKING, ALTERING AND RESCINDING BYLAWS

- a) Bylaws of the Association may be rescinded, altered or added to at the annual general meeting or by Extraordinary Resolution of the Society at a special meeting by the majority of members and not otherwise, but no rescission, alteration or addition shall have any effect until it has been registered by the Registrar of Societies. Notice of the change will be transmitted to the members thirty (30) days prior to the meeting.

8.0 KEEPING OF RECORDS

- a) All books and records of the Association shall be open to inspection of all members at the annual general meeting and shall be made available for inspection by any member throughout the year during regular business hours.

9.0 LIQUIDATION AND DISSOLUTION

- a) In the event that the Association is dissolved by a vote of two-thirds of the Board, and after payment of all indebtedness of the Association, the remaining funds, investments, and other assets shall be distributed by the Treasurer to the Landscape Architecture Canada Foundation (LACF), a charitable organization that supports research, communication and scholarship in landscape architecture (#893208777 RR0001).