

CLARB BYLAWS 2019

COUNCIL OF LANDSCAPE ARCHITECTURAL REGISTRATION BOARDS, INC. BYLAWS

ARTICLE I — NAME

The name of this organization shall be the Council of Landscape Architectural Registration Boards, Inc. (CLARB).

ARTICLE II — DEFINITIONS

The following terms shall have the following meanings when used in these bylaws:

- A. "CLARB" shall mean the Council of Landscape Architectural Registration Boards, Inc.;
- B. "Member board" shall mean the body that is legally authorized to examine, register or discipline landscape architects in a political jurisdiction and is a member of CLARB;
- C. "MBE" shall mean Member Board Executive, defined as a staff member who is broadly responsible for the management and administration of the member board; and
- D. "Examination(s)" shall mean any examination(s) prepared by CLARB.

ARTICLE III — RULES OF ORDER

CLARB shall be governed by Robert's Rules of Order Newly Revised when not in conflict with these bylaws.

ARTICLE IV — MISSION

The mission of CLARB is to foster the public health, safety and welfare related to the use and protection of the natural and built environment affected by the practice of landscape architecture.

To accomplish this mission, CLARB:

- A. Provides programs and services that ensure the competency of landscape architects and others involved in making decisions affecting the development and conservation of land by:
 - 1. Establishing and promoting consistent standards for their professional competency and conduct, and
 - 2. Examining and certifying their competency.
- B. Provides information and resources to those affected by the practice and regulation of landscape architecture, thereby ensuring that they are well-informed, educated and empowered regarding the value and benefits of the licensed practice of landscape architecture.

ARTICLE V — MEMBERSHIP

The membership of CLARB shall be the legally constituted member boards in good standing. Membership may be attained through approval by the Board of Directors.

Section 1. Qualifications and Eligibility

Member boards maintain good standing by abiding by these bylaws and paying all dues or other financial obligations to CLARB in a timely manner.

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Every member board shall be required to accept the actions and decisions of CLARB and the Board of Directors. This acceptance shall extend to all CLARB services provided to member boards to the greatest extent permitted within the context of the laws of their jurisdiction.

Section 2. Removal

If, after written notification from the Board of Directors, a member board fails to pay its dues or other financial obligations to CLARB or shall persistently refuse to abide by these bylaws or the policies enacted by CLARB, the Board of Directors may recommend that such member board be removed from the membership. Upon such recommendation, the member board may be removed from membership in CLARB by an affirmative vote of not less than two-thirds (2/3) of all member boards voting at an annual or special meeting where a quorum is present.

Section 3. Organizational Structure

In order to establish closer communications between member boards and the Board of Directors, and to further assist CLARB in achieving its stated objectives, five (5) regions of CLARB are hereby established.

REGION I: Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ontario, Pennsylvania, Rhode Island, Vermont and Virginia.

REGION II: Illinois, Indiana, Iowa, Kentucky, Ohio, Michigan, Minnesota, Missouri, West Virginia and Wisconsin.

REGION III: Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Texas and Puerto Rico.

REGION IV: Alberta, Colorado, Kansas, Nebraska, New Mexico, North Dakota, Oklahoma, South Dakota and Wyoming.

REGION V: Alaska, Arizona, British Columbia, California, Hawaii, Idaho, Montana, Nevada, Northern Mariana Islands, Oregon, Utah and Washington.

Each member board shall be required to be a member of its region. Regional membership shall be composed of member boards as defined in Article V, Section 1 of these bylaws. Regions may meet as often as desired, independent of the board of directors and/or CLARB staff. For the purpose of conveying information, considerations, concerns and/or requests from the region to the Board of Directors, there shall be one special meeting of the region each year known as the region annual meeting. The Board of Directors and CLARB staff will facilitate this region annual meeting, with one Board of Director officer, or director-at-large in attendance at the meeting, at the request of the region. Outcomes from the region annual meeting shall be conveyed to the full Board of Directors in a timely manner by a designated region member, in company with CLARB staff and Board of Director attendees. New members may be added to the regions by the Board of Directors as required. The Board of Directors may also adjust regional boundaries as needed.

Section 4. Member Services

Services provided to members of CLARB shall include, but not be limited to, the following:

A. Examination

CLARB shall produce examinations designed to test the knowledge, skills and abilities required for the practice of landscape architecture and shall issue appropriate descriptive material on the examination for use by the member boards and candidates. The procedures and charges shall be established by the Board of Directors.

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B. Council Record and CLARB Certification

A Council Record is provided as a detailed, authenticated personal record of the activities and accomplishments in the landscape architectural profession and, by means of this record, to facilitate the process of reciprocal recognition of registration between jurisdictions.

CLARB shall, upon request of individual members of the landscape architectural profession, secure, authenticate and record factual data of the applicant's education, training, practice and character and compile the results. This record shall be forwarded to any jurisdiction upon the request of the applicant and payment of the fees stipulated therein.

The Council Record is to be distinguished from CLARB Certification in that the Record makes no statements regarding the extent, character or quality of any examination taken by the applicant, nor of the grades that person received thereon.

CLARB Certification carries the recommendation that an applicant, because of having demonstrated competency, be accorded favorable consideration by any jurisdiction to which that person may apply for licensure/registration.

C. International Relations

CLARB may engage in the exploration and formulation of agreements with foreign countries to allow landscape architects to practice in countries other than their own.

ARTICLE VI — MEETINGS

Section 1. Annual Meeting

CLARB's annual meeting shall be held at a time and place determined by the Board of Directors. Notice of meetings shall be made to the Member Board Executive (MBE) of each member board at least ninety (90) days prior to such meeting.

Section 2. Special Meetings

Special meetings may be called by the president, with the approval of the Board of Directors, or by a majority of the member boards. Notice of the meetings shall be made to the MBE of each member board at least sixty (60) days prior to such meeting. The bylaws pertaining to procedures and conduct of business of the annual meeting shall apply to special meetings.

Section 3. Delegates and Credentials

Each member board is entitled to be represented at CLARB meetings. As many delegates as are able to attend may represent a member board, but only one (1) vote may be cast on each motion for each member board by its credentialed delegate. A letter of credential from the delegate's board shall identify the voting delegate attending the annual meeting or any special meeting of CLARB. The credentialed delegate must be a member or staff of the member board.

Section 4. Quorum

A quorum for the transaction of business at any annual or special meeting shall be the majority of the member boards represented by one (1) or more delegates present.

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Section 5. Resolutions and Other Motions

Resolutions are the substantive matters placed on the agenda for a CLARB meeting in accordance with this section. All resolutions to be considered at the annual meeting or any special meeting except those submitted by special committees and laudatory resolutions shall be submitted to the Board of Directors at a time determined by the Board of Directors.

The Board of Directors shall review each resolution for conformity with these bylaws and may recommend to the author of any resolution such changes as are deemed advisable for the purpose of consistency and clarity and to avoid duplication. The Board of Directors shall publish and distribute all resolutions, except laudatory resolutions, to the member boards, not less than sixty (60) days prior to the annual or special meeting. If the Board of Directors takes a position on any resolution, it shall provide a position statement to be published with the resolution.

Only member boards or regions and the Board of Directors may offer resolutions to be presented at a CLARB meeting, amendments to resolutions to be presented at a CLARB meeting or amendments to resolutions. All other motions permitted under Robert's Rules of Order Newly Revised may be made by any delegate or CLARB officer or director-at-large.

Section 6. Order of Business

An agenda outlining the order of business shall be prepared for all CLARB meetings. The agenda shall be prepared under the direction of the Board of Directors and provided to all member boards at least thirty (30) days before the date set for the particular meeting.

Section 7. Voting

The affirmative vote of the majority of the member boards represented at any CLARB meeting is required to pass any resolution except to amend the bylaws. Resolutions to amend the bylaws are governed by Article XII. There shall be no voting by proxy. Voting by written ballot is permitted only for the election of officers of the Board of Directors and for members of the Leadership Advisory Council. See Article VII, Section 5.

Section 8. Other Participants

Officers and directors-at-large, member boards, persons designated by the Board of Directors and persons designated by the presiding officer shall have the privilege of the floor at CLARB meetings and may take part in the discussion and perform all functions of the delegates except to vote or, except as provided in Article VI, Section 5 with respect to officers and directors, to initiate action.

ARTICLE VII — BOARD OF DIRECTORS

Section 1. Duties

The Board of Directors shall have full control of the property, affairs and business of CLARB. It shall carry the responsibility for all activities of CLARB. It shall exercise all authority, rights and power granted to it by the laws of the District of Columbia and shall perform all duties required by said laws and these bylaws, in accordance therewith. It shall not delegate any of the authority, rights or power or any other duties imposed upon it by these bylaws or otherwise, unless said delegation is specifically provided for in these bylaws.

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Section 2. Members

The Board of Directors shall consist of the officers as set forth in Article VII, Section 3 and at least six (6) and not more than eight (8) directors-at-large.

The majority of the members of the Board of Directors must be licensed landscape architects from a member board jurisdiction. The president, president-elect and immediate past president must be licensed landscape architects.

Members of the Board of Directors shall serve without compensation.

Section 3. Officers

The officers of the Board of Directors shall be a president, a president-elect, a treasurer and the immediate past president. All officers, except for the president and immediate past president, shall be elected by CLARB as specified in Article VII, Section 5.

Section 4. Nominations for Leadership

The Leadership Advisory Council shall be charged with identifying and vetting nominees and recommending candidates for service on the Board of Directors and the Leadership Advisory Council.

The chair of the Leadership Advisory Council shall collect the names of potential candidates for all positions on the Board of Directors and the Leadership Advisory Council. In the event that there are not a sufficient number of nominations made by the membership, the Leadership Advisory Council may identify one (1) or more additional nominees for each position and shall distribute the final list of candidates to all member boards at least ninety (90) days prior to the annual meeting.

Section 5. Elections and Appointments

A. Appointment of Directors-at-Large

Directors-at-large shall be recommended by the Leadership Advisory Council and approved by the Board of Directors.

B. Election at the Annual Meeting

Elections shall be by written ballot at the annual meeting unless by a majority vote that CLARB shall agree to waive the provision. A majority vote of the member boards represented, and voting shall elect officers of the Board of Directors and members of the Leadership Advisory Council.

Where a majority vote has not been obtained on a ballot, the candidate receiving the least number of votes shall be eliminated prior to the next ballot.

If there is a single nominee for each open office, the slate of nominees may be elected by acclamation of the membership without a formal vote.

Member boards that are not represented at the annual meeting by a delegate may submit their votes for elections by written ballot. Such written ballots shall be counted on the first ballot only in the event of non-majority vote.

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C. Election in the Absence of an Annual Meeting

In the event that CLARB is unable to conduct an annual meeting before the end of a fiscal year, the following procedures shall apply:

- 1) Where there is a single nominee for an office whose election is uncontested by the membership, that person shall assume the office on the first day of the first month of the next fiscal year.
- 2) If there is more than one (1) nominee for an office, the chair of the Leadership Advisory Council shall conduct the election for that office by written ballot no later than the last day of the first month of the fiscal year as set forth in Section 5, Item B, above, or as soon thereafter as practicable, time being of the essence.

D. Election in the Event of Catastrophe

In the event of a catastrophe where there are no officers able to conduct an election, CLARB's chief executive officer (CEO) shall convene a meeting of the Leadership Advisory Council as set forth in Article VII, Section 4, above as soon as practicable and conduct an election by written ballot as set forth in Article VII, Section 5, Item B, time being of the essence. If the CEO is unable to conduct such election, the statutory agent for CLARB shall conduct nominations and elections as set forth herein.

Section 6. Terms of Office

A. President

The president shall serve from the adjournment of the annual meeting or from the beginning of the fiscal year, whichever shall first occur, until the adjournment of the following annual meeting, or the end of the fiscal year, whichever shall first occur. The president-elect shall automatically assume the office of president.

B. President-Elect

The president-elect shall serve as such from the adjournment of the annual meeting at which such person is so elected or from the beginning of the fiscal year, whichever shall first occur, until the adjournment of the following annual meeting, the end of the fiscal year or when a successor is duly elected, whichever shall first occur.

C. Past President

The immediate past president shall serve as such from the adjournment of the annual meeting at which such person assumes the office or from the beginning of the fiscal year, whichever shall first occur, until the adjournment of the following annual meeting or the end of the fiscal year, whichever shall first occur.

D. Treasurer

The treasurer shall serve for two (2) years from the adjournment of the annual meeting at which such person is so elected or from the beginning of the fiscal year, whichever shall first occur, until a successor is duly elected. Elections for the office of treasurer shall be held in odd-numbered years. No person shall serve more than two (2) successive terms as treasurer unless he/she was appointed to the office to fill a vacancy during the previous period.

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E. Directors-at-Large

Directors-at-large shall serve for two (2) years from adjournment of the annual meeting or from the beginning of the fiscal year, whichever shall first occur, until their successors are duly appointed. No person shall serve more than two (2) successive terms as director-at-large unless he/she was appointed to the office to fill a vacancy during the previous period. As is possible, the terms may be staggered so that one half (1/2) of the directors-at-large will be appointed each year.

No incumbent shall serve for more than one (1) year in succession as president or president-elect, provided, however, that an officer shall be eligible for re-election for the full term of office if during the period immediately prior thereto such officer had succeeded to or been elected to fill a vacancy.

Section 7. Vacancies and Removal from Office

A vacancy in the office of president shall be filled by the president-elect assuming the office. A vacancy in the office of president-elect, treasurer or director-at-large shall be filled by an appointee designated by the Board of Directors to complete the unexpired term.

An officer or director-at-large may be removed from office by a two-thirds (2/3) majority of the Board of Directors for conduct deemed detrimental or unbecoming to CLARB.

Section 8. President

The president shall:

- A. Preside at all meetings;
- B. Appoint all standing committees subject to the approval of the Board of Directors with the exception of the Leadership Advisory Council, which shall be elected by the membership in accordance with Article VII, Section 5;
- C. Present to CLARB at the annual meeting a report of activities during the term of office as president;
- D. Appoint all members of special committees subject to the approval of the Board of Directors, unless a specific action of CLARB names the personnel of the committees;
- E. Be an ex officio member of all committees;
- F. Interpret these bylaws and the rules of order in the conduct of meetings; and
- G. Perform all duties pertaining to the office of president.

Section 9. President-Elect

The president-elect shall, in the absence or incapacity of the president, exercise the duties of and possess all the powers of the president.

Section 10. Treasurer

- A. General Duties.** The treasurer shall exercise general supervision of CLARB's financial affairs and shall have the custody of its monies and securities except as otherwise provided in these bylaws. The treasurer shall oversee the collection of all monies due to CLARB and all disbursements of money of CLARB and may purchase, sell, assign and transfer such of its securities as are placed in the treasurer's charge. The treasurer shall supervise the keeping of the records and books of accounts of financial transactions of CLARB, and perform all duties

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required to be performed by law and these bylaws and the duties that are properly assigned by the Board of Directors.

The treasurer shall ensure the performance of an annual financial audit or review by a certified public accountant. The treasurer shall also perform the duties of secretary as provided by law or as delegated by the Board of Directors. With the approval of the Board of Directors, the treasurer may delegate some of the duties of secretary to the CEO but may not delegate the signing of minutes or other official documents.

- B. Reports.** The treasurer shall make a written report to CLARB at its annual meeting and at other meetings as required by the Board of Directors.
- C. Delegation of Duties of the Treasurer.** The treasurer shall not authorize any person to sign any financial instrument, minutes, notice or agreement of CLARB that requires the signature of the treasurer, unless such delegation or authorization is expressly permitted by action of the Board of Directors. The treasurer may delegate to the CEO and other assistants the actual performance of the clerical, bookkeeping, statistical, collecting and recording work of the office and may authorize the CEO or any other officer to sign checks of CLARB within the practices and policies prescribed by the Board of Directors.
- D. Liability of the Treasurer.** The treasurer shall not be personally liable for any decrease in the capital, surplus, income balance or reserve of any funds or account resulting from any actions performed in good faith in conducting the usual business of the office.

Section 11. Directors-at-Large

Directors-at-large shall actively participate in the governance of CLARB, including assimilating information, attending meetings of the Board of Directors and participating in the decision-making process of the Board of Directors.

Directors-at-large are also responsible for bringing issues from the membership to the Board of Directors and for communicating the Board of Directors' decisions to the membership. Directors-at-large shall discharge their duties in good faith and in a manner that is in the best interests of the organization.

Section 12. Bonding

The Board of Directors shall determine who shall be bonded, and the cost of such bond shall be paid from the funds of CLARB.

Section 13. Meetings of the Board of Directors

The Board of Directors shall meet in order to transact business and shall hold at least two (2) meetings each year. One (1) meeting shall be held in conjunction with the annual meeting.

A special meeting or meetings may be held upon the call of the president, or upon written request of the majority of the Board of Directors. All members shall be given due notice in writing of the time and place of the meeting, although notice in writing may be waived by any member. A majority of the membership of the Board of Directors shall constitute a quorum for the transaction of business.

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ARTICLE VIII — CHIEF EXECUTIVE OFFICER

Section 1. Appointment

The Board of Directors may employ a person to be known and designated as chief executive officer (CEO). The salary and term of office shall be established by the Board of Directors.

Section 2. Duties

The CEO shall have management and administrative responsibility for the CLARB office and staff, and other CLARB affairs, subject to general direction and control of the Board of Directors.

The CEO shall be responsible for the hiring, supervision, compensation, promotion, demotion, termination and management of all other employees of CLARB, as well as all vendors, consultants and contractors of CLARB, within general budgetary guidelines determined by the Board of Directors. The CEO shall serve as spokesperson on established policy and positions. The CEO shall be supervised by the president and shall serve at the pleasure of the Board of Directors. The CEO shall serve on the Board of Directors as an ex officio director, without vote.

Section 3. Review

The Executive Committee shall conduct a performance review of the CEO annually with input from the Board of Directors.

ARTICLE IX — COMMITTEES

Section 1. Authorization and Appointment of Committees

Committees may be established to perform services for CLARB. Except as may be herein specifically provided, all committees shall be appointed as provided by Article IX, Section 5 of these bylaws and shall be under the jurisdiction of the Board of Directors, reporting to it when directed.

The Board of Directors may delegate to any of its officers the authority to supervise the work of any of the committees. The president shall have the power to make appointments of any unfulfilled or vacant committee membership subject to the approval of the Board of Directors.

The Board of Directors may at any time discontinue a committee, other than a standing committee established in the bylaws, or make any changes in a committee's personnel for conduct deemed detrimental or unbecoming of CLARB without regard to the terms of appointment or election of the committee members.

Section 2. Reports of Committees

Each committee shall report in writing annually to the Board of Directors at least sixty (60) days prior to the annual meeting and shall make interim reports to the Board of Directors as directed.

Section 3. General Procedure of Committees

Every committee shall perform in accordance with these bylaws and with the directions of the Board of Directors. No committee, or any member or chairperson thereof, shall incur financial obligations on behalf of CLARB unless funds have been properly appropriated therefore as provided elsewhere herein and specific authorization has been given by the Board of Directors. No member or chairperson, or any committee, shall commit CLARB orally or otherwise to any matter unless specifically authorized to do so.

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Section 4. Terms of Committee Appointments

The term of committee appointments shall expire at the adjournment of the annual meeting or at the end of the fiscal year, whichever shall first occur, except as otherwise provided by these bylaws.

Section 5. Standing Committees

The following committees are hereby authorized as basic to proper functioning of CLARB:

A. Audit and Finance Committee

The Audit and Finance Committee shall be chaired by the treasurer and prepare budgets, maintain financial policies and procedures, arrange for financial audits and perform other duties as determined by the Board of Directors.

B. Executive Committee

The Executive Committee shall be chaired by the president and composed of the president-elect, immediate past president and treasurer. The CEO shall serve on the Executive Committee as an ex officio member without vote. Three (3) voting members of the Executive Committee shall constitute a quorum.

The Executive Committee shall act on behalf of the Board of Directors to govern the affairs of CLARB between meetings of the Board of Directors, subject to general policies established by the Board of Directors. All actions of the Executive Committee must be ratified at the next meeting of the Board of Directors. The Executive Committee shall be responsible for providing a written review of the CEO's performance in accordance with Article VIII, Section 3.

C. Exam Committee

The Exam Committee shall be responsible for the development of the examination and other duties as determined by the Board of Directors. The chair(s) of this committee shall be a licensed landscape architect.

D. Leadership Advisory Council

The immediate past president of CLARB will chair the Leadership Advisory Council, and six (6) members will be elected at large, each serving a term of three (3) years. Leadership Advisory Council members shall be ineligible for nomination to serve on the CLARB Board of Directors during their term, regardless of whether they serve the full term. The majority of the members of the Leadership Advisory Council must be licensed landscape architects or MBEs.

To be eligible for election to the Leadership Advisory Council, the candidate shall:

- I. Have current or past service on a board; and
- II. Have actively participated in CLARB.

The Leadership Advisory Council shall perform the duties as described in Article VII herein. No person shall serve more than two (2) successive terms as a Leadership Advisory Council member unless he/she was appointed to the office to fill a vacancy during the previous period.

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Section 6. Committees of Special and Limited Function

Such committees may be appointed from time to time to perform special and limited functions as assigned. The president shall appoint these committees subject to the approval of the CLARB Board of Directors.

ARTICLE X — FINANCES, FUNDS, ACCOUNTING AND INVESTMENTS

Section 1. Dues and Fees

- A. Membership Dues.** The annual membership dues for each member board shall be established by the Board of Directors.
- B. Fees.** The fees for the examination shall be established by the Board of Directors.

Section 2. Fiscal Year

CLARB's fiscal year shall begin October 1 and end September 30.

Section 3. Operating and Reserve Funds

The Board of Directors shall have charge of the investment of all funds of CLARB. It shall sell, purchase, transfer and convey securities and exercise all rights of proxy, or participation in reorganizations, of depositing securities and similar rights of CLARB with respect to its securities, or it may authorize such purchases, sales, transfers, conveyances and the exercise of any or all of said right.

The members of the Board of Directors shall not be personally liable for any decrease of the capital, surplus, income, balance or reserve of any fund or account resulting from any of their acts performed in good faith. The accounts of such investments shall be incorporated into the annual report to CLARB.

ARTICLE XI — AMENDMENTS

These bylaws may be amended by an affirmative vote of three-fourths (3/4) of member boards voting at an annual or special meeting where a quorum is present. Notice of the text or substance of any amendment shall be provided with the notice of the meeting. All amendments so adopted shall become effective immediately unless otherwise provided. There shall be no voting by proxy.

ARTICLE XII — INDEMNIFICATION

Except as provided below, CLARB shall indemnify in full:

- A.** Any director-at-large, officer, CEO, consultant or former director-at-large, officer, consultant or employee of CLARB or any subsidiary of CLARB.
- B.** Any member or former member of any CLARB committee against expenses, including attorney's fees, and against the amount of any judgment, money decree, fine or penalty, or against the amount of any settlement deemed reasonable by the Board of Directors, necessarily paid or incurred by such person in connection with or arising out of any claim made, or any civil or criminal action, suit or proceeding of whatever nature brought against such person, or in which such person is made a party, or having been such director-at-large, officer, executive employee or committee member of or for CLARB. Such indemnification shall apply to any such person even though at the time of such claim, action, suit or proceeding, such person is no longer a director-at-large, officer, executive secretary, CEO, consultant or committee member of or for CLARB.

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No indemnification shall be provided for any person with respect to any matter as to which such person shall have been grossly negligent or have engaged in intentional misconduct. If such person has not been so adjudicated, such person shall be entitled to indemnification unless the Board of Directors decides that such person did not act in good faith in reasonable belief that his/her action was in the best interests of CLARB. Expenses incurred by the person(s) described in the preceding paragraph may, with the approval of the Board of Directors, be advanced by CLARB in advance of the final disposition of the action or proceeding involved, whether civil or criminal, upon receipt of any undertaking by the recipient to repay all such advances in the event such person is adjudged to have engaged in intentional misconduct, or in the event the Board of Directors decides that such person is not entitled to indemnification.

CLARB shall have the power to purchase and maintain insurance on behalf of any person who is or was a director-at-large, officer, CEO, consultant or committee member of CLARB, or is or was serving at the request of CLARB or of the Board of Directors as a director-at-large or officer of another corporation, whether nonprofit or for profit, against any liability incurred by such person in any such person's status as such, whether or not CLARB would have the power to indemnify that person against such liability under this article or otherwise.

Any rights of indemnification hereunder shall not be exclusive and shall accrue to the estate of the person indemnified.

Any other present or former employee or agent of or for CLARB may be indemnified in like manner by vote of the Board of Directors.

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