

The Manitoba Association of Landscape Architects

a component organization of the Canadian Society of Landscape Architects

BY-LAWS

WHEREAS the By-laws of the Association came into effect on the incorporation of the Manitoba Association of Landscape Architects in 1974;

AND WHEREAS the By-laws have been subject to numerous amendments since the incorporation;

AND WHEREAS it is in the best interests of the Association to have By-laws which set out in an accurate and organized manner the general procedures governing its business and affairs;

AND WHEREAS the MALA Experience Record Book, Internship Program and Road to Membership have been updated as part of the by-laws revision;

NOW THEREFORE THE COUNCIL hereby submits to the members of the Association these new By-laws, repealing all previous By-laws of the Institute, for approval by the members and enactment at the same time.

DONE AND PASSED by Members of the Manitoba Association of Landscape Architects duly assembled this 5th day of April, 2024.

APPROVED AMENDMENTS INCLUDED IN THESE BY-LAWS, (originally adopted Mar 09, 1974):

DEC 08, 1983	ARTICLE 6, SECTION 1	ARTICLE 8, SECTION 8 DELETED
SEP 28, 1989	ARTICLE 3, SECTIONS 1,3,4,5,6,9	ARTICLE 4, SECTION 8
	ARTICLE 6, SECTION 4	ARTICLE 8, SECTION 5
FEB 21, 1991	ARTICLE 6, SECTION 1	ARTICLE 6, SECTION 4 DELETED
		ARTICLE 8, SECTION 5 DELETED
APR 15, 1999	ARTICLE 10, SECTION 1	
APR 6, 2001	ARTICLE 9, SECTION 1	
APR 13, 2007	ARTICLE 9, SECTION 1	
April 26,2023	ARTICLE 9, SECTION 1	
April 5,2024	FULL BY-LAW EDIT	

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DEFINITIONS

ARTICLE 1 INTERPRETATION AND DEFINITIONS

Section 1 Whenever the word "association" is hereinafter used, it shall mean the Manitoba Association of Landscape Architects.

Section 2 In these By-Laws, unless the context otherwise requires, words importing the singular shall include the plural and vice-versa.

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Section 3 Definitions

Affiliate Member – Member of the Association without use of an Official Seal. Formerly Associate Members (now Interns) who do not intend to pursue full membership

Annual Meeting – Meeting of the Membership held annually before April 30th to review the activities of the Association and make decisions regarding policies, procedures, fees and other business of the Association.

Association - The Manitoba Association of Landscape Architects

Council – Group of Members, Affiliate Members, Interns, Pre-Interns, Student Affiliates and Lay Public elected to manage and direct the business and affairs of the Association

Director – Members of the Association Council including elected Officers or Members at Large

Examining Board – Group of three (3) Members of the Association of no less than three (3) years Member status charged with evaluating applications for all levels of Membership in the Association

Executive Committee – President, Past President, and Vice President of the MALA

Executive Director – Paid Employee of the Association who acts as Clerk of Council, Oversees the finances of the Association and is responsible for day-to-day activity of the Association.

Friend of the Profession - An individual, organization, institution, or business interested in landscape architecture or the allied arts and supports the further advancement of the profession of landscape architecture

Intern – Pre-Membership status granted to Landscape Architects in training with a combination of accredited education and experience in the field. Formerly Associate Members.

Landscape Architect – Member of the Association who has fulfilled all requirements for Membership and has been granted a Seal of the Association

Member – A person who has fulfilled all requirements for Membership and has been granted a Seal of the Association

Membership – The collection of all Members of the Association

Officer – The President, Past President, Vice-President and Treasurer of Council as elected by the Association

Pre-Intern – Pre-Membership Status granted to Landscape Architects in training with no accredited education but some experience in the field

Student Affiliate – Person currently enrolled in the Undergraduate or Graduate Program in Landscape Architecture at the University of Manitoba or other recognized Post-Secondary Institution

ARTICLE 2 OBJECTIVES

Section 1 The objectives of the Association are:

- a) to promote the profession of Landscape Architecture;
- b) to affiliate those who, by private practice or through public service, are engaged in this profession;
- c) to provide a forum for the exchange of information and ideas among its members;
- d) to provide an authoritative source of information concerning the profession;
- e) to support the advancement of education and research in Landscape Architecture as an instrument of service to the public and the profession;
- f) to be a supporting association of the Canadian Society of Landscape Architects.

Section 2 The profession of Landscape Architecture shall mean the art of arranging land and the objects upon it for the development of urban and rural land and water areas for the improvement of the human environment for public and private use, enjoyment, or preservation.

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- Section 3 The term Landscape Architect as used in these By-Laws shall mean a person who, by reason of his/her/their knowledge of the principles of Landscape Architecture and of the physical and biological sciences, acquired by professional education and/or practical experience, is qualified to deal effectively with the problem of relating the environment to society through the profession of land planning and our objectives for the land
- Section 4 The practice of Landscape Architecture within the meaning intent of these By-Laws includes any professional service such as consultation, investigation, evaluation, site planning, landscape designing, teaching and supervision of the construction of projects involving the profession of Landscape Architecture.
- Section 5 The Association shall function as the provincial representative for all matters affecting the practice of Landscape Architecture in the Province of Manitoba.
- Section 6 The Association may act as trustee for scholarships, endowments, or trusts.

ARTICLE 3 OFFICERS OF THE ASSOCIATION

- Section 1 The Officers of the Association shall be a President, a Past President, a Vice-President and a Treasurer,

The offices of President, Past President, and Vice-President and Treasurer shall be filled by representatives of two of either public, private or university sectors of the profession of Landscape Architecture.

The Officers shall be elected by the membership from among their number at the Annual Meeting of the Association, except the Directors representing Affiliate Members, Interns, Pre-Interns and Student Affiliates, who shall be elected by the Affiliate / Intern / Pre-Intern Members and Student Affiliates, respectively.
- Section 2 Executive Director. MALA shall engage an Executive Director, hereinafter referred to as the Execuvite Director, who shall be clerk of Council. He/she/they shall attend all meetings of Council and record all facts and minutes of all proceedings. He/she/they shall give all notices required to be given to Members and to Council. He/she/they shall be the custodian of the seal of the Association and of all books, papers, records, correspondence, contracts, and other documents belonging to the Association, which he/she/they shall deliver up only when authorized by a resolution of the Council to do so and to such person or persons as may be named in the resolution. He/she/they shall perform such other duties as may be determined by the Council. The Executive Director shall be paid at an agreed upon hourly rate approved by council for his/her/their services.
- Section 3 The President shall call and preside at all business meetings of the Association and of the Council, and shall perform such duties as are customary to the office, or as may be assigned to him/her/them by Council. The President is not permitted to vote on decisions of council, except in the case of an equality of votes.
- Section 4 The Past President shall be an officer of the Association as adviser and assistant to the President and in such other capacity as may be assigned by Council.
- Section 5 The Vice-President shall be an officer of the Association and shall exercise the duties of the President in his/her/their absence or inability to act. He/she/they also shall perform such other duties as may be assigned by Council.
- Section 6 The Executive Director shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Association in such bank or banks as may be designated by the Council. He/she/they shall disburse the funds of the Association under the direction of the Council, taking proper vouchers therefore and shall render to Council at the regular meetings thereof or whenever required of him/her/them, an account of all his/her/their transactions as Treasurer, and of the financial position of the Association.
- Section 7 The Treasurer, shall be an Officer of the Association and shall periodically review the financial reports of the Executive Director, including an annual report to membership at the Annual General Meeting of the Association.
- Section 8 Duties of Other Officers. The duties of all other Officers of the Association shall be such as the terms of their engagement calls for or the Council requires of them.
- Section 9 Election and Tenure of Office. The Officers and other Members of Council shall be elected at the Annual Meeting by the members. The Annual Meeting may adopt the slate of Officers and other Members of Council as proposed by the Nominating Committee by acclamation; however, it may, as well, entertain nominations for office from the floor for any number of candidates and for any office. The voting for each office shall be by secret ballot. This term of office shall be for a period of two years and until their successors are elected. The term shall commence immediately after election.

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Section 10 Execution of Documents. Deeds, transfers, licences, contracts and engagements on behalf of the Association shall be signed by the President and by the Executive Director, who shall affix the seal of the Association to such instruments as may be required.

The President and Executive Director may authorize transfer of any and all shares, bonds or other securities standing in the name of the Association in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Association transfers of shares, bonds or other securities transferred to the Association, and may affix the Corporate Seal to any such transfers or acceptance of transfers, and may make, execute and deliver under the Corporate Seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Cheques of the Association shall be authorized by two persons, one of whom shall be the President, Past President or Vice-President and the other shall be the Executive Director. Notwithstanding any provisions to the contrary contained in the By-Laws of the Association, the Council may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Association may or shall be executed.

Section 11 Books and Records. The Council shall see that all necessary books and records of the Association required by the By-Laws of the Association, or by any applicable statute or law are regularly and properly kept.

Section 12 Reports of Officers. The Officers shall submit written annual reports to the Council at least fifteen (15) days prior to the Annual Meeting of the Association.

Section 13 Vacancy, Officer. A vacancy occurring in any office between elections shall be filled by majority vote of the Council for the unexpired balance of the term of such office. Should a vacancy occur in a designated office subsequent to an election but prior to actual assumption of the office, the former candidate for that office, who has received the next highest number of votes, shall automatically become the officer-elect. If he/she/they should be unable or unwilling to assume the office, the Council shall fill the vacancy by a majority vote.

Section 14 Staff. The Council may appoint and engage such administrative and clerical assistance as may be necessary to handle the business of the Association, including the engaging of an administrator and empowering him/her/them to engage or direct additional staff to execute the work assigned.

ARTICLE 4 COUNCIL

Section 1 The Council of the Association shall manage the affairs of the Association.

The Council of the Association shall consist of no fewer than eleven (11) and no more than fifteen (15) persons including the four (4) Officers listed in Article 3 and the following Directors:

1. Two (2) Directors-at-large, who are full members in good standing of the Association.
2. One (1) Director shall be the representative of the University of Manitoba, Faculty of Architecture, Department of Landscape Architecture;
3. One (1) Director shall be the representative of the Intern Members. An alternate should be identified;
 - a. Intern representative shall also serve as the representative for the Pre-Intern Members.
4. One (1) Director shall be the representative of the Student Affiliates. An alternate should be identified;
5. Not less than two (2) and not more than three (3) Directors shall be members of the public-at-large and ideally include a member of an affiliated professional association (APEGM, MAA, MPPI, PIDIM).
6. Up to Two (2) Additional Directors who are full members or Affiliate Members in good standing of the Association
 - a. If there is not an Affiliate Member on council they may elect one Affiliate Member to vote on their behalf at the Annual Meeting or as required.

The Nominating Committee (Article 5, Section 2, Item C) will propose the necessary number of public-at-large Directors to serve on Council for election at the Annual General Meeting and these Directors will have all the rights and responsibilities of full Council members.

Section 2 Vacancy of Council Member. A vacancy in Council between elections shall be filled by Council for the unexpired balance of the term.

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- Section 3 Removal of Members of Council. The Members may, by resolution passed by at least two-thirds of the votes cast at a General Meeting called for such purpose, remove any Member of Council before the expiration of his/her/their term of office and may, by the majority of votes cast at that meeting, elect any person in his/her/their stead for the remainder of his/her/their term.
- Section 4 Authority of Council. The Council shall consider and report upon all business to be acted upon by the Association. Pursuant to this business, council:
1. Shall have the authority to delegate administrative functions to an Executive Committee;
 2. Shall establish rules for the regulation of its proceedings and those of its Executive Committee;
 3. Shall put into effect the votes of the Association;
 4. Shall be the custodian of all property of the Association
 5. Shall authorize all contracts and expenditures; but shall not incur any liabilities exceeding the amount of the unappropriated funds in the hands of the Treasurer without prior approval of the general membership;
 6. Shall have the authority to create and abolish standing committees and to appoint to them, and to appoint and discharge special committees to further the work of the Association;
 7. Shall be the final authority for interpretation of the Constitution and By-Laws of the Association;
 8. Shall perform such other functions as are customary for the Board of Directors or Trustees of a corporation to perform, or as may be assigned or delegated to it by the Association.
 9. The Executive Committee, acting for the Council and by its authority shall, in conformity with policies determined by the Council, perform such administrative duties as may be delegated to it by the Council.
- Section 5 Meetings of Council. Meetings of the Council shall be called by the President as frequently as, in his/her/their judgment, the accumulation of business to be transacted shall demand, and at places and times to be determined by him/her/them. The Council shall meet at least once per month with the exception of July and August (summer holiday break period).
- Except as otherwise required by law, the Council may hold its meetings at such place or places at it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Members of Council are present, or if those absent have signified their consent to the meeting being held in their absence. Council Meetings may be formally called by the President or Vice-President or by the Executive Director on direction of the President or Vice-President or by the Executive Director on direction in writing of two (2) members of Council. Notice of such meetings shall be given via Email to each Member of Council not less than five (5) business days before the meeting is to take place.
- The statutory declaration of the Executive Director or President that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The Council may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Council Meeting may also be held without notice, immediately following any General Meeting of the Association. The Members of Council may consider or transact any business either special or general at any meeting of the Council.
- Section 6 Errors in Notice, Council Meetings. No error or omission in giving such notice for a meeting of Members of Council shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Member of Council may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.
- Section 7 Voting, Members of Council. Questions arising at any meeting of Council shall be decided by a majority of votes. In case of an equality of votes, the President shall have a casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Member of Council present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried shall be admissible in evidence as prima facie proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, his/her/their duties shall be performed by the Vice-President or such other Member of Council as the Council shall appoint for the purpose.
- Section 8 Quorum of Council. A quorum for the transaction of business at any meeting of Council shall consist of not less than the majority of Council, of which at least one (1) shall be the President, Past President or Vice-President, present in person.
- Section 9 Remuneration for Members of Council. There shall be no remuneration for Members of Council.

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ARTICLE 5 EXAMINING BOARD AND COMMITTEES

Section 1

a) The Association shall receive and act upon all application for membership in the Association, as provided in the Constitution and for such purposes shall maintain an Examining Board, consisting of three (3) members of the Association of which at least two (2) members shall not be Members of Council. The term of office for Members of the Examining Board shall be three (3) years. The Examining Board shall be appointed by a majority vote of Council. The term of Members of the Examining Board shall be so arranged by the Association that the term of not more than two (2) Members shall expire in any one year. No Member of the Examining Board who is also an endorser of a candidate shall participate in the Examining Board's official action on that candidate.

b) Candidates for and members of the Examining Board shall have a minimum of 3 years Full Membership with MALA.

c) The Examining Board shall establish and maintain minimum standards governing the qualifications of candidates for Membership or Affiliate Membership, Internship or Pre-Internship, subject to the approval of the Council; shall prepare forms of application for Membership or Affiliate Membership, Internship or Pre-Internship and shall perform such other duties regarding membership as may be assigned to it by the Council.

d) Examinations of applications for Membership or Affiliate Membership, Internship or Pre-Internship shall be held at least once every six months at such place or places as the Examining Board directs.

e) The Examining Board shall examine all degrees, diplomas, certificates, and other credentials presented or given in evidence for the purpose of obtaining admission to Membership or Affiliate Membership, Internship or Pre-Internship and may require the holder of such degree, diploma, certificate or other credentials to attest on an oath, orally or by affidavit, concerning the matter of his/her/their application.

f) The candidate shall submit, if required, to an examination or interview before the Examining Board, or before such Members of the Examining Board as may be deputed by the Examining Board to conduct such examination.

g) Within 30 days after the close of each examination, the Members of the Examining Board who have conducted such examination or interview shall make and file with the Executive Director a certificate stating the result of same..

Section 2

a) The President or the Council may appoint any committee as may be necessary from time to time, consisting of such number of its Members and with such powers as they may designate, consistent with these By-Laws. Such committees shall hold office at the pleasure of the Council and may be disbanded on the completion of their duties.

b) Membership in committees need not be limited to officers but may consist of Members, Affiliate Members, Interns, Pre Interns, Student Affiliates, Friends of the Profession and/or Honorary Members.

c) The Nominating Committee shall be a standing committee with Member(s) to be appointed by the President within thirty (30) days after his/her/their taking office. The Nominating Committee shall prepare and present a slate of Officers and other Members of Council consistent with these By-Laws. The proposed slate shall be made public to the Members not later than ten (10) days prior to the Annual Meeting after the nominated members have been contacted and indicated their willingness to accept their office, if elected at the Annual Meeting.

Section 3

In keeping with an agreement with an external body, the Council may appoint a representative to an external body as Council deems appropriate. Such appointment shall be a Member in good standing.

ARTICLE 6 MEMBERSHIP CATEGORIES

Section 1

Member:

a) Member status in the Association shall be granted when an applicant:

1. is of good character;
2. has had 3600 hours, a minimum of two (2) years practical experience in an approved landscape architectural internship program under the supervision of a member in good standing;
3. has been a resident of the Province of Manitoba for a period of not less than one (1) year, unless subsection 1 c) is applicable;
4. has passed the prescribed examination of the Association (All four (4) L.A.R.E. Exams as administered by the Council of Landscape Architectural Registration Boards, CLARB) or is exempt therefrom pursuant to its regulations;
5. and has met requirements of Sections 3 and 4.

b) Any person who is an accredited Member of any Landscape Architecture association or institute similarly constituted to this Association, and who applies for membership in this Association, will, subject to examination requirements, be admitted to membership upon producing to the Council satisfactory proof or competence of membership in such association or institute.

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c) Those currently enrolled as Associates must complete the internship program (see Article 6 Section 3) by December 31, 2026 or will need to adhere to the new by laws and policy.

Section 2

Affiliate Member:

a) Affiliate Member status in the Association shall be granted when an applicant:

1. is of good character;
2. has had two (2) years or more practical experience in an approved landscape architectural internship program satisfactory to Council under the supervision of a Member in good standing;
3. has had seven (7) years or more working experience in landscape architectural work satisfactory to Council while under a similarly constituted internship program;
4. has had six (6) years or more education and holds a Bachelor of Landscape Architecture or a Master of Landscape Architecture degree from a CSLA Accredited program or institution recognized by the Association, or has successfully completed the pre-internship program as described in Sections 3 and 4

b) Any person who is an accredited intern of any Landscape Architecture association or institute similarly constituted to this Association, and who applies for Affiliate Member status in this Association, may on the discretion of Council be admitted to Affiliate Membership upon producing to the Council (via the Examining Board) satisfactory proof of competence, and membership in such association or institute and meet the requirements of Sections 3 and 4.

c) Associate Members in MALA for 7 years or longer, prior to the updating of these bylaws, will be required to identify if they are proceeding with the Internship stream or becoming an Affiliate Member by June 31, 2024.

Section 3

Intern (formerly Associate Members):

a) Intern status in the Association shall be granted when an applicant:

1. is of good character;
2. meets one (1) of the following four (4) requirements:
 - a. has a Bachelor of Landscape Architecture or Master of Landscape Architecture degree from a CSLA Accredited program or institution recognized by the Association;
 - b. holds an unaccredited or related degree in a similarly constituted program, has had 3,600 hours, a minimum of two (2) years practical experience in an approved landscape architectural pre-internship program under the supervision of a Member in good standing and has met requirements described in Section 4, 2.a;
 - c. holds a related diploma or unaccredited related international degree satisfactory to Council, has had 7,200 hours, a minimum of four (4) years practical experience in an approved landscape architectural pre-internship program under the supervision of a Member in good standing and has met requirements described in Section 4, 2.b;
 - d. holds no education or holds an unrelated degree or diploma, and has had 10,800 hours, a minimum of six (6) years practical experience in an approved landscape architectural pre-internship program under the supervision of a Member in good standing and has met requirements described in Section 4, 2.c;

b) Any person who is in an accredited Intern of any Landscape Architecture association or institute similarly constituted to this Association, and who applies for Intern status in this Association, may on the discretion of Council be admitted to Internship upon producing to the Council (via the Examining Board) satisfactory proof of competence and membership in such association or institute.

c) Former Associate Members with less than 7 years experience, at the incorporation of these new by-laws, must complete their Internship requirements by December 31, 2026, or will need to adhere to the new requirements, by-laws and policy.

Section 4

Pre-Intern:

a) Pre-Intern status in the Association shall be granted when an applicant:

1. is of good character;
2. meets one (1) of the following three (3) requirements:
 - a. has had four (4) years or more education and holds an unaccredited or related degree in an similarly constituted program, and has completed two (2) years or more working experience in landscape architectural work satisfactory to Council;
 - b. has had two (2) years or more education and holds a related diploma or unaccredited related international degree satisfactory to Council, and has completed four (4) years or more working experience in landscape architectural work satisfactory to Council;
 - c. has a high school diploma or holds an unrelated degree or diploma and has completed six (6) years or more working experience in landscape architectural work satisfactory to Council.

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- Section 5 Friend of the Profession:
- a) Friend of the Profession status in the Association shall be granted when an applicant:
1. is of good character;
 2. is an individual, organization, institution, or business interested in landscape architecture or the allied arts and supports the further advancement of the profession of landscape architecture;
- b) Any individual, organization, institution, or business who applies for Friend of the Profession status in this Association, may on the discretion of Council be admitted to Friends of the Profession upon producing to the Council (if so required) satisfactory proof of non-competence. Applications will be thoroughly reviewed to ensure there is no possibility for confusion to the general public with services provided by MALA Members.

- Section 6 Student Affiliate:
Student Affiliation in the Association shall be granted where a student is in a recognized program in landscape architecture.

- Section 7 Honourary Member:
Honourary Members shall be persons who have performed notable service in advancing the cause of landscape architecture in the Province of Manitoba. Not more than one (1) honorary membership may be granted in any year

ARTICLE 7 ELECTION OF MEMBERS, AFFILIATE MEMBERS AND INTERNS / PRE-INTERNS

- Section 1
- a) Each applicant for Membership, Affiliate Membership or Internship / Pre-Internship shall submit to the Executive Director of the Association, upon the forms prescribed by the Council, evidence of his/her/their educational qualifications and landscape architectural experience, place of residence and references as to his/her/their landscape architectural experience.
- b) Every application for Membership, Affiliate Membership or Internship / Pre-Internship shall be endorsed by two (2) Members of the Association of whom at least one (1) shall have been a Member of the Association for not less than three (3) years. Each endorser shall certify on the application form that he/she/they personally knows the candidate and vouches for his/her/their character, his/her/their methods of practice, his/her/their experience, and the quality of his/her/their attainments in the profession as evidenced by actual works of landscape architecture in the design of which the candidate had a major responsibility.
- c) The Examining Board shall by appropriate investigation and examination satisfy itself as to the character, education, experience, methods of practice and current professional qualifications of the candidate in accordance with Article 6.
- d) The Executive Director, upon receiving from the Examining Board a recommendation for admission, shall within thirty (30) days notify Members of the Council who shall, at their next meeting, vote on their acceptance or rejection of the candidate.
- e) If the candidate is accepted by the Council, the Executive Director shall notify the Candidate of his/her/their election by registered mail within thirty (30) days. Acceptance by the candidate is effected by payment of his/her/their first year's dues. Receipt of this payment at administrative headquarters shall constitute the effective date of Membership, Affiliate Membership, or Intern / Pre-Intern status except that, if the payment be for the following year, the effective date shall be January first of that year. On receipt of such dues, the Executive Director will notify the endorsers, the Examining Board Chairperson, and the President and Treasurer of the Association, giving the date paid and the effective date of Membership or Associate status.
- f) If the report is unfavourable, the Executive Director shall notify the candidate and his/her/their endorsers of the unfavourable report.
- g) An application fee as determined by Council shall accompany all applications and shall not be refundable.

ARTICLE 8 CONDITIONS OF MEMBERSHIP

- Section 1 Each Member of the Association shall have the approved seal of the Association, the impression of which shall contain the name of the landscape architect and the words "Member of the Manitoba Association of Landscape Architects" with which seal he/she/they may stamp all construction drawings and/or written specifications under his/her/their signature.
- Section 2 A Member shall have the right to vote on all matters requiring a ballot of the entire Association Membership, and shall be eligible to hold office, to serve on committees, and to serve on the Council.

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- Section 3 Affiliate Members shall have the right to speak on all matters concerning the business of the Association and shall be eligible to serve on committees, but shall not be eligible to serve on the Council save in their election of a representative to Council, who shall have a vote on the Council. Individual Affiliate Members shall not have a vote. They shall be designated as Affiliate Members of the Manitoba Association of Landscape Architects, which designation shall not be abbreviated or changed in any way. This designation shall not be used on any professional letterhead, card or sign, nor shall it be used, except with the official consent of the Council, in any other place or manner, lest its use be interpreted to imply that the Affiliate Member is a Member rather than an Affiliate Member of the Association.
- Section 4 Interns / Pre-Interns shall have the right to speak on all matters concerning the business of the Association and shall be eligible to serve on committees, but shall not be eligible to office or to serve on the Council save in their election of a representative to Council, who shall have a vote on the Council. Individual Interns / Pre-Interns shall not have a vote. They shall be designated as an Intern / Pre-Intern of the Manitoba Association of Landscape Architects, which designation shall not be abbreviated or changed in any way. This designation shall not be used on any professional letterhead, card or sign, nor shall it be used, except with the official consent of the Council, in any other place or manner, lest its use be interpreted to imply that the Intern / Pre-Intern is a Member rather than an Intern / Pre-Intern of the Association.
- Section 5 Student Affiliates shall have the privilege of attending meetings of the Association and of participating therein, but shall have no vote, except in their election of their representative to Council, which delegate shall have a vote on the Council. Student Affiliates shall be eligible to serve on committees.
- They shall be designated as Student Affiliates of the Manitoba Association of Landscape Architects, which designation shall not be abbreviated or changed in any way. This designation shall not be used on any professional letterhead, card or sign, except with the official consent of the Council, in any other place or manner, except in curriculum vitae or job applications, lest its use be interpreted to imply that the Student Affiliate is a Member rather than a Student Affiliate of the Association.
- Section 5 Honourary Members shall have the privilege of attending meetings of the Association and of participating therein but shall have no vote and shall not be eligible to hold office or to hold membership on Council. Honourary Members shall be eligible to serve on committees.
- Section 6 Members, Affiliate Members, Interns, Pre-Interns, Student Affiliates, and Honourary Members shall receive the proceedings of the Association and such other Association documents and publications as the Council may direct.
- Section 7 Friends of the Profession have the privilege of attending meetings and events of the Association but have no vote and shall not be eligible to hold office or to serve on Council. The Friend receives all membership mailings of the Association, as well as a free copy of an updated Membership mailing list on request at any time during the year.

ARTICLE 9 DUES AND FEES

- Section 1 Association dues, fees and charges shall be payable by the MALA membership as shall be established by majority vote of the Council, up to a maximum amount equal to the annual rate of inflation, based on the Consumer Price Index, across all categories, rounding up to the nearest dollar. Any and all increases, if deemed necessary by the MALA Council, shall be announced at an Annual or other General Meeting. The MALA shall invoice the membership annually for Association dues plus dues, fees, and levies established by the Canadian Society of Landscape Architects.
- Supplementary fee increases beyond the annual rate of inflation may be required at times and shall be established by a majority vote of the MALA Council. These additional increases shall become effective only when announced and confirmed by a vote of the members at an Annual or other General Meeting.
- The Secretary shall notify the members on an annual basis of the dues or fees payable by them, and, if they are not paid within sixty (60) days of the due date, the members in default shall thereupon automatically cease to be members of the Association. Former full Members may on payment of all unpaid dues or fees be reinstated by majority vote of the Council. Former Associates may on payment of all unpaid dues or fees, or the equivalent of two years current Associate dues or fees (whichever is less), be reinstated by majority vote of the Council.

ARTICLE 10 ANNUAL AND OTHER MEETINGS OF MEMBERS

- Section 1 The Annual or any other General Meeting of the Members will be held at the head office of the Association or elsewhere in Manitoba as the Council may determine and on such day as the Council shall appoint. At every Annual Meeting, to be held not later than April 30th of that year, in addition to any other business that may be transacted, the report of the Council and the financial statement shall be presented, and Council elected as required. A report of the auditors may also be presented if Council by resolution directs that auditors be appointed at a fixed remuneration for any given year. The Members may consider and transact any business either special or general without any notice thereof at any meeting of the Members. The Council or the President shall have power to call at any time a General Meeting of the Association. No public notice or

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advertisement of members' meetings, Annual or General, shall be required, but notice of time and place of every such meeting shall be given to each Member, Affiliate Member, Intern / Pre-Intern, Student Affiliate, and Honourary Member by sending the notice by Email at least ten (10) days before the time fixed for the holding of such meeting; provided that any meetings of Members may be held at any time and place without such notice, if all the Members of the Association are present thereat, and at such meeting any business may be transacted which the Association at Annual or General Meetings may transact.

- Section 2 Error or Omission in Notice. No error or omission in giving notice of any Annual or General Meeting or any adjourned meeting, whether Annual or General, of the Members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Affiliate Member, Intern, Pre-Intern, Student Affiliate, Director of Council, or Officer for any meeting or otherwise, the address/email address of such person shall be his/her/their last address/email address recorded on the books of the Association.
- Section 3 Quorum of Members. A quorum for the transaction of business at any meeting of Members shall consist of the majority (i.e. 50%+1) of Members of the Association present in person, or by written proxy.
- Section 4 Voting of Members. Subject to the provisions, if any, contained in the Letters Patent of the Association, each Member of the Association shall at all meetings of Members be entitled to one (1) vote and he/she may vote by proxy. Such proxy need not him/her/themself be a Member but before voting shall produce and deposit with the Executive Director, sufficient appointment in writing from the Member he/she/they represent(s). No Member shall be entitled either in person or by proxy to vote at meetings of the Association unless he/she/they have paid all dues or fees, if any, then payable by him/her/them.

At all meetings of Members, every question shall be decided by a majority of the votes of the Members present in person or represented by proxy unless otherwise required by the By-Laws of the Association, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. Upon a show of hands, every Member having voting rights shall have one (1) vote, and unless a poll be demanded a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number for or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a majority of votes given by the Members present in person or by proxy, and such poll shall be taken in such manner as the President shall direct and the result of such poll shall be deemed the decision of the Association in general meeting upon the matter in question. In case of an equality of votes at any General Meeting whether upon a show of hands or at a poll, the President shall be entitled to a vote.

- Section 5 Amendment to By-Laws. Members entitled to vote at any Annual or special Meeting may amend the By-Laws by a two-thirds (2/3) majority vote thereof. Proposed amendments to the By-Laws shall be made public to the members not later than ten (10) days prior to the Annual or special Meeting.

ARTICLE 11 BANKING

- Section 1 Financial Year. Unless otherwise ordered by the Council, the fiscal year of the Association shall terminate on the 31st day of December of each year.
- Section 2 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Council and any one of such Officers or agents may endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for collection" or "for deposit" with the Association by using the Association's rubber stamp for the purpose. Any one of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.
- Section 3 Deposit of Securities for Safekeeping. The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Council. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Association signed by such Officer or Officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Council and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Council shall be fully protected in acting in accordance with the directions of the Council and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

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ARTICLE 12 BORROWING

- Section 1 The Council may from time to time when authorized by the general Membership:
- a) borrow money on the credit of the Association; or
 - b) issue, sell or pledge securities of the Association; or
 - c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association

By-Laws as amended at the Annual Meeting held April 5, 2024.