

THE BYLAWS
OF
LAMBDA ALPHA INTERNATIONAL

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LAMBDA ALPHA INTERNATIONAL

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BYLAWS
OF
LAMBDA ALPHA INTERNATIONAL

ARTICLE I

CORPORATE NAME

The name of this corporation is LAMBDA ALPHA INTERNATIONAL ("LAI"). LAI is an Illinois not-for-profit corporation. Insignia, logos and marks of the Corporation may employ "LAI" as a component of the brand of LAI. Local chapters of LAI shall apply and use the name LAI, its insignia, marks and logo only in accordance with the provisions authorized by LAI from time to time.

ARTICLE II

CORPORATE PURPOSE

LAI is an honorary, non-political professional organization whose purposes are:

1. To recognize and honor men and women in all parts of the world whose achievements have contributed, directly or indirectly, to the advancement of the science of land economics, to a better understanding of the principles of land economics, or to the practical application of such principles in the preservation, development or better utilization of the world's land resources;
2. To encourage and support the study of land economics and support the highest ideals of scholarship and integrity for all fields - professional, business, governmental and academic - in which land economics is studied or practiced;
3. To expand the world's knowledge and understanding of the principles of land economics and encourage and support the application of such principles to both public policy and private endeavor;
4. To take those actions and support those ideas, individually and collectively, which contribute to the enrichment of our urban and rural environment and benefit the quality of human life; and
5. To advance a close working bond and mutual understanding among men and women engaged in all disciplines and activities related to land economics.

ARTICLE III

DEFINITION OF LAND ECONOMICS

The term "land economics" is used throughout these Bylaws in its broadest sense and is intended to include the interrelated disciplines and activities of men and women which, directly or indirectly, have a bearing on the use, reuse and sustainability of the land resource, including, but not restricted to its ownership, management, regulation and conservation, as well as the various planning, appraisal, architectural, engineering, legal and financial activities involved in its development, redevelopment and preservation.

As a scientific discipline, land economics seeks the truth for its own sake. When applied to the problems created by the increasing inter-dependence of nations or to the problems of urban growth and change, land economics seeks to further the orderly and scientific sustainable use of the land resource, to the end that the highest and best use of the world's land resources might be achieved and preserved with a just and equitable regard for the needs of those who use and occupy the land and for all private and public interests involved.

ARTICLE IV

CORPORATE ORGANIZATION

- Section 1. **Government.** The government of LAI shall be vested in the International Board of Governors.
- Section 2. **Principal Office.** The principal office of LAI shall be located at such place as shall be designated from time to time by the International Board of Governors.
- Section 3. **Local Chapters.** To afford the members of LAI in various geographical areas a suitable instrumentality for close cooperation in achieving the corporate purposes set forth in Article II of these Bylaws, the International Board of Governors has the authority under Article VI of these Bylaws to establish such local chapters, as it may deem necessary or desirable.
- Section 4. **Global Chapter.** To facilitate connections between members of LAI on global economic issues, to provide a forum for the development of personal relationships and the sharing of knowledge, to reach out to and strengthen bonds between members and local chapters, and despite any other provision of this By-law not expressly referenced herein, the International Board of Governors has the authority under Article VI (B) of these By-laws to establish a 'Global Chapter' upon the terms and conditions as set out herein.

ARTICLE V

MEMBERSHIP

- Section 1. **Qualifications for Membership.** To be eligible for membership in LAI, a candidate for membership must: i) have a minimum of ten (10) years duration of professional practice in a field of or related to land economics; ii) be a person of good character and distinguished reputation who is recognized as a contributing citizen within their community; iii) have made an outstanding or noteworthy contribution to the advancement of the science of land economics, to a better understanding of the principles of land economics, or to the practical application of such principles in the development, redevelopment, preservation, or better utilization of the world's land resources.
- Section 2. **Inclusivity and Respect.** Membership in LAI is open to all persons who satisfy the qualifications for membership without discrimination on the basis of gender identification, sexual orientation, racial identification, ethnicity, spoken language, religious affiliation, citizenship or national origin. LAI values and expects highly ethical behaviors by all members to demonstrate understanding, respect, tolerance, empathy and good will towards others.
- Section 3. **Exception.** Despite the foregoing, in rare cases where a candidate has made outstanding and noteworthy contributions in less than the required ten (10) years duration of professional practice, a chapter may submit his/her dossier to the International Secretary for consideration by the Executive Committee of LAI and the decision of the Executive Committee regarding membership shall be final.
- Section 4. **Proposals for Membership.** Each member of LAI shall have the right to propose for membership in LAI any individual that such member believes is qualified for membership under the criteria set forth in Section 1 above.

Except for the circumstances in Section 3 above,

- (a) If the principal place of business of an individual proposed for membership ("candidate") is located within the jurisdiction of a local chapter, the proposal shall be submitted to the local chapter.

- (b) If the principal place of business of a candidate is not located within the jurisdiction of a local chapter, the proposal shall be submitted to the International Executive Director. The geographic jurisdiction of each chapter is defined in Article VI, Section 5.
- (c) When the principal place of business of a candidate for membership is located within the jurisdiction of a local chapter, such local chapter shall have the right to determine whether or not the candidate meets the qualifications for membership.
- (d) When the principal place of business of a candidate for membership is not located within the jurisdiction of any local chapter, the International Board of Governors shall have the right to determine whether or not the candidate meets the qualifications for membership.

Section 5. Classification of Membership. A person who has been elected and initiated into LAI is perpetually a member of LAI unless he or she formally resigns pursuant to Section 8 below or is expelled from membership. A member receives and can assert no benefit other than name listing in the records of LAI and his or her local chapter unless he or she: (i) holds a membership classification and (ii) pays the dues, if any, required for such classification. The classifications of membership are as follows:

Active Member, LAI/Local Chapter: A member who currently pay LAI AND LOCAL CHAPTER DUES.

Active Member, LAI At-Large: A member who currently pays LAI At-Large dues.

Inactive Member: A member who does not currently pay dues. Such inactive members do not have the option to be an active member of a local chapter.

Retired Member: A member of LAI who, regardless of years as an Active Member, has retired from significant income-producing involvement in work associated with land economics. Determination of retired status rests solely with the individual; and, a member who is in fact retired, but wishes to do so may continue to have Active Member status by paying active member dues.

Emeritus Member: A member who has maintained active status for twenty (20) years, has served in leadership positions at the Chapter or International level; and has retired from professional work associated with land economics. A nomination for Emeritus status may be made by vote of a Chapter's Board and/or by the International Board. The International Board of Governors shall ratify all Emeritus elections. There shall be no International or Chapter dues required for Emeritus Members.

International Fellow of LAI: An active member whose efforts have significantly advanced the purposes, organization, or growth of LAI. Only the International Board of Governors shall confer fellowship and no more than two fellowships shall be conferred in each calendar year. The title of International Fellow is additive to any other category of membership. There shall be no International or Chapter dues required for an International Fellow of LAI.

In addition to the foregoing, the following provisions shall apply to members who fail to pay dues:

- (a) In the event that receipt by International of dues payment from a member (or remittance of the International component of dues to International from a Chapter that collects dues), has not occurred by October 1st of the calendar year to which the dues apply, such member shall be deemed to be non-dues paying and shall accordingly be classified as an Inactive Member.

International shall advise the relevant Chapter that said member has been classified as an Inactive member as a consequence of non-payment of dues. By method agreed between the Chapter and International, notice of the change in membership classification will be sent forthwith to the subject member;

- (b) The International Secretary in conjunction with the Executive Director shall maintain an "Inactive Member" of LAI roster included in the password-protected area of the database. The Inactive Member roster shall be accessible to members in good standing;
- (c) The local chapter shall be responsible for annually updating and advising the LAI Executive Director on or before October 1 in every calendar year, its membership roster particularly identifying those members whose names are to be transferred to the "Inactive Member" of LAI roster;
- (d) The Executive Director shall review dues records and each fall, prior to creating dues invoices for the ensuing year, transfer to the Inactive Members of LAI database, the names of all such persons identified as Inactive Members; and
- (e) The local chapter executive shall specifically contact each Inactive Member to attempt to reinstate the Inactive Member to Active Member classification and to acquire an understanding of the reasons for the inactivity. The International Executive Director and other members of the International Executive Committee will provide all reasonable requested support. .

Section 6. Change of Address. If a member changes his or her principal place of business to the jurisdiction of another local chapter, such member shall notify the International Executive Director of such change. Upon the giving of such notice, such member shall become a member of the local chapter having jurisdiction over his or her new principal place of business.

If a member changes his or her principal place of business to a location that is not within the jurisdiction of any local chapter, such member shall notify the International Executive Director of such change and, upon the giving of such notice, such member shall become a member-at-large.

If any member-at-large changes his or her principal place of business to a location that is within the jurisdiction of a local chapter, such member shall notify the International Executive Director of such change and, upon the giving of such notice, such member shall become a member of the local chapter having jurisdiction over his or her new principal place of business.

Section 7. Initiation to Membership. To become a member of LAI, a candidate for membership must be initiated in accordance with the general requirements of the suggested form of Ritual approved by the International Board of Governors and take the pledge of allegiance as provided therein. A candidate for membership who has been approved for admission to LAI may not be initiated in absentia, regardless of circumstances.

The suggested form of Ritual must contain the following elements:

1. History of LAI;
2. Purposes of LAI;
3. Explanation of Name;
4. LAI pledge; and
5. Citation indicating the achievements that qualified the initiate for membership.

Section 8. Membership Termination. A membership in LAI is terminated when: a) the member dies; b) the member resigns by voluntarily delivering a written resignation to the Executive Director or to the local Chapter executive in which case such resignation shall be effective on the date specified in the resignation;

c) the member is expelled in accordance with the following paragraph. Upon termination of membership, the person's membership rights automatically cease to exist.

The International Board of Governors may expel a member whose conduct which may be detrimental to the function or reputation of the Society as determined by the Board in its sole discretion. In the event that that Board makes a provisional determination that a person's membership in LAI should be terminated, the President, or such other Officer as may be designated by that Board, shall notify the member of the Board of Governor's provisional determination and provide an opportunity for the member to forthwith make a written submission to the Board of Governors before the Board of Governors Board makes a final and irrevocable decision. Following the Board of Governor's final decision to expel a member, the Executive Director shall send such former member a letter of notification of membership termination. Such letter shall request the return of the membership certificate, the return of the person's LAI key pin and the cessation of use of any representations, marks or insignia of membership status in LAI.

Section 9 **Membership Recognition.** Members, Retired Members and Emeritus Members of LAI may use in connection with their names the designations "Member of Lambda Alpha International", "Member of LAI" and "MLAI". International Fellows of LAI may use the designation of "Fellow of Lambda Alpha International", "Fellow of LAI" and "FLAI". Persons whose membership classification is Inactive or whose membership in LAI has been terminated or placed in abeyance for any reason shall not use such designations in connection with their names.

ARTICLE VI

(A) LOCAL CHAPTERS

Section 1. **Purpose.** Subject to the requirements hereinafter set forth, the International Board of Governors is authorized to establish, revoke, substitute or dissolve such local chapters, as it may from time to time deem necessary or desirable to afford the members of International Board of Governors a suitable instrumentality for close cooperation in achieving the corporate purposes set forth in Article II of these Bylaws.

Section 2. **Petition for Charter.** Each Petition to the International Board of Governors seeking a Charter for a chapter shall be in such form and shall contain such information, as may be required by the International Board of Governors.

Section 3. **Issuance of Charter.** Upon receipt of a Petition for Charter from not less than ten (10) active members located within the jurisdiction of a proposed local chapter, the International Board of Governors may, by a two-thirds (2/3) vote, issue a Charter establishing a new local chapter of LAI provided that no such Charter shall be issued until the local chapter shall first enter into a LAI Chapter Affiliation Agreement, in such form as is determined from time to time by the International Board of Governors.

Section 4. **Name.** Each local chapter of LAI shall be identified by a general description of the geographic territory to be included in its jurisdiction, by the name of an individual who has made an outstanding contribution to the field of land economics, or by such other name as the Board of Governors deems appropriate.

Section 5. **Territorial Jurisdiction.** Each Charter issued to a local chapter shall indicate the territorial jurisdiction of such local chapter. The territorial jurisdiction of any local chapter may be altered by a two-thirds (2/3) vote, of the International Board of Governors.

Section 6. **College, University Student Chapters.** The International Board of Governors may adopt policies, rules or regulations for the creation and governance of student chapters of LAI at colleges and universities. Such policies, rules or regulations may provide for qualifications for membership, initiations, chapter name, fees and dues, faculty advisors, officers, meetings, dissolution and such other matters as the International Board of Governors deems appropriate.

- Section 7. Chapter Leadership Special Assistance.** The International Board of Governors or the Executive Committee may, at any time either determines that any chapter has an inadequate number of active members to properly carry out the purposes of LAI, take such action as to begin working more closely with the chapter through the appropriate Regional Vice President in order to implement chapter membership development, reorganization of the chapter's Executive Committee, or other activities necessary for the chapter's ongoing overall success. If key members of such chapter, the Regional Vice President and the Executive Committee determine that such chapter is unable to maintain an adequate number of active members or determine that any chapter officer has not properly carried out the functions of his or her office or have acted in a manner inconsistent with the purposes of LAI, the International Board of Governors or the Executive Committee may, by resolution (i) immediately remove such officer and (ii) appoint an active member of such chapter to serve the remainder of the term of the removed officer or revoke the charter of the local chapter, in which latter event all funds of such local chapter shall immediately be transmitted to the International Treasurer. Such funds shall first be used to retire any indebtedness of the revoked local chapter and the balance of such funds shall then be retained by LAI and used for its corporate purposes, including, but not limited to the redevelopment of the revoked or a substitute chapter.
- Section 8. Organization.** Local chapters chartered after January 1, 1994 shall generally be incorporated under state or equivalent or federal or equivalent foreign law. Each chapter shall adopt chapter bylaws, which shall be generally consistent with the Standard Chapter Bylaws. The Bylaws and any amendments thereto of each local chapter chartered shall be subject to the review and consideration of the International Board of Governors.
- Section 9. Provisional Affiliations.** The International Board of Governors may adopt policies, guidelines and rules to LAI and its local chapters to enable the attraction of individuals or entities not eligible for membership in LAI, as it determines appropriate.

ARTICLE VI

(B) GLOBAL CHAPTER

- Section 1. Purpose.** Subject to the requirements hereinafter set forth, the International Board of Governors hereby constitutes and establishes a 'Global Chapter' as a suitable instrumentality for the close cooperation of members and as between local chapters in achieving the corporate purposes set forth in Article II of these By-laws.
- Section 2. Global Chapter Leadership and Term of Office.** The International Board of Governors shall not less frequently than each Biennial Election as provided for in Article X hereof, appoint with the advice of the International Nominating Committee, individuals to fill the position of Global Chapter responsibilities identified and described in Section 4 hereof.
- Section 3. Membership.** Every member of LAI in any classification of membership provided for in Article V, Section 5 may be a member of the Global Chapter on such terms and conditions as the International Board of Governors shall from time to time prescribe. Despite the foregoing, by special invitation or application approved by the International Executive Committee, an individual or organization without membership representation in LAI may be provided access to the services and offerings of the Global Chapter on such terms and conditions as the International Executive Committee may from time to time prescribe.
- Section 4. Structure.** The affairs, functions, programs and undertakings of the Global Chapter shall be the responsibility of the offices and their descriptions as hereinafter listed subject to the term limit specified in Article VIII, Section 14:
- (a) **Global Chapter Chair.** The Global Chapter Chair shall be the Chief Administrative Officer of the Global Chapter and preside at all meetings, in whatever format, of the Global Chapter. The

Chair shall supervise and direct the activities of the Global Chapter subject to the declared policies and directions of the International Board of Governors and shall perform all other duties usual to such office. The Chair, with the advice of the other office holders of the Global Chapter shall prepare and support an annual budget for the Global Chapter and shall report annually in the fall to the International Board of Governors concerning the activities of the Global Chapter.

(b) **Global Chapter Membership Coordinator.** The Global Chapter Membership Coordinator with the assistance of the International Executive Director and the International Secretary shall be responsible for the maintenance and growth of the Global Chapter membership roster including promoting ease of access between members and local chapters through the provision and outreach of such vehicles for exchanges as may facilitate the objectives of LAI, including the provision of electronic platforms and such other forums or devices for contact as may be appropriate, approved and funded in the annual budget request of the Global Chapter provided to the International Board of Governors.

(c) **Global Chapter Communications and Programs Coordinator.** The Global Chapter Communications and Programs Coordinator with the assistance of the Executive Director and the International Communications Director, shall be responsible for the identification and conduct of outreach to members and local chapters, including the provision of programs, communiques, issue forums, webinars, power point presentations, videos and other forms of website and other communications and educational exchanges, all designed to serve Global Chapter members, local chapters and the goals and objectives of LAI.

Section 5. Rights, Privileges, Powers and Reporting Responsibilities. The Global Chapter Chair, Global Chapter Membership Coordinator and Global Chapter Communications and Programs Coordinator shall be members of LAI and may be a member of the International Executive Committee, a local chapter executive, an officer Assistant of LAI, a chair or member of a Committee thereof, or an officer of the Land Economic Foundation, but in any event shall be entitled to all the rights and privileges attendant such office except voting rights, unless otherwise prescribed by this By-law. The Global Chapter shall report directly to the International Executive Committee and shall be included on the agenda of all meetings of the International Executive Committee of LAI except for special purpose meetings not involving the Global Chapter or as are otherwise privileged. The Global Chapter may make Rules for the conduct of its activities subject to the approval thereof by the International Executive Committee.

Section 6. Organization. The Global Chapter shall be an organized adjunct to LAI, unincorporated but subject to the reporting and approval provisions prescribed herein and the specific provisions of Articles XII, XIII and XVI hereof.

The International President and the International Executive Director shall do all acts, manner and things necessary to provide for the constitution, service and notarization of the 'Global Chapter' constituted hereby, including the provision of facilities, services and matters to identify and conduct the activities thereof.

The International Executive Committee shall have the authority to determine and appoint interim office holders to constitute the offices of the Global Chapter in accordance with the provisions hereof to hold office until the 2017 Biennial Election.

ARTICLE VII

INTERNATIONAL BOARD OF GOVERNORS

Section 1. Government of Corporation. The International Board of Governors shall exercise all of the powers of this corporation.

Section 2. Composition. The International Board of Governors shall consist of the President; the immediate Past President; the Vice President; the five (5) Regional Vice Presidents; the Secretary; the Treasurer; the Historian; the Communications Director; the current President of each local chapter; and not more than two at-large members, each of whom shall be, during his or her term of office, an active member of LAI. The International Board of Governors may appoint the at-large members at its first meeting following the biennial election of the Executive Committee. If any at-

large member, during his or her term of office, dies, resigns or fails to meet the above qualifications, the International Board of Governors shall appoint, for the balance of the term, a replacement at-large member.

- Section 3. Meeting.** The International Board of Governors shall meet at least annually. In absences of any special circumstances, the meeting held during the fall shall be designated the annual meeting. Meetings(s) of the International Board of Governors, including the meetings held pursuant to Article X, shall be held at a time and place designated by the International President with the approval of the Board. Notice of the time and place of each Meeting shall be given to each member of the Board not less than sixty (60) days prior to the date of such Meeting(s). To the extent that items of business to be considered at a Meeting(s) are known fifteen (15) days prior to the Meeting(s), notice of such items of business shall be sent to each member of the Board not less than fifteen (15) days prior to the date of said Meeting(s).
- Section 4. Special Meetings.** Special meetings of the International Board of Governors may be called by the International President or by any five members of the Board. Notice of the time and place of a special meeting of the Board shall be given to each member of the Board not less than seven (7) days prior to the date of such special meeting. Each such notice must set forth the purpose of the special meeting and the business to be transacted at such meeting.
- Section 5. Quorum.** A majority of the members of the International Board of Governors shall constitute a quorum.
- Section 6. Conduct of Business.** Business meetings of the International Board of Governors shall be conducted by the International President in accordance with the latest edition of Roberts Rules of Order. The International President may, in his or her discretion, (i) permit members (other than members of the International Board of Governors) to address the International Board of Governors, and (ii) place a reasonable time limit on any such address. Only members of the International Board of Governors may introduce motions, have the privileges of the floor and vote at any business meeting of the International Board of Governors. All Board of Governor's Meetings shall be open to active members.
- Section 7. Vote Required.** Except as provided elsewhere in these Bylaws, any action of the International Board of Governors shall be determined by a majority vote.
- Section 8. Electronic Meetings.** If all of the International Board of Governors present at or participating in a general or special meeting consent, a meeting of the International Board of Governors or of a committee of the International Board of Governors may be attended upon or held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a member of the International Board of Governors or committee participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the International Board of Governors and of committees of the International Board of Governors while a member thereof holds office.
- Section 9. Voting Rights and Authorization.** Each member of the International Board of Governors shall be entitled to one vote. Only those persons present (in person, by telephone, electronic or other communication facilities) at a meeting of the International Board of Governors shall be entitled to vote. Notwithstanding the foregoing, in the event that a local Chapter president will not be present at a meeting of the International Board of Governors, such Chapter president may appoint a member in good standing from the same local Chapter (Chapter Appointee) to attend the meeting and will be granted full voting rights for that local Chapter. Notice of the Chapter Appointee must be made in writing to the International President a minimum of two (2) business days prior to the International Board of Governors meeting.

ARTICLE VIII

INTERNATIONAL OFFICERS

- Section 1. **Election of Officers.** The elected officers of LAI shall be elected by a majority vote of the delegates authorized to vote at the biennial election meeting of the Board of Governors as provided in Article X.
- Section 2. **Tenure of Officers.** Each elected officer of LAI shall serve for a period of approximately two years commencing upon the first Monday immediately following the date of the adjournment of the biennial election meeting at which he or she was elected and expiring on the last Sunday following the next biennial election meeting, provided that his or her successor has been duly elected and qualified.
- Section 3. **Vacancies.** If a vacancy occurs in any office created hereunder except the office of International President, such vacancy shall be filled for the unexpired term by the International Board of Governors.
- Section 4. **Removal of Officers.** As provided in the statutes of the State of Illinois governing Illinois not for profit corporations, any elected or appointed officer of the corporation may be removed from office by the Board of Governors, or the persons authorized to elect or appoint such officer whenever in their judgment the best interests of the corporation will be served thereby.
- Section 5. **International President.** The International President shall be the Chief Executive Officer of LAI and shall preside at all meeting of the International Board of Governors, the biennial elections meeting and the International Executive Committee. The President shall supervise and direct the activities of LAI subject to the declared policies and direction of the International Board of Governors and shall perform all other duties usual to such office. The President shall also be responsible for liaison with the Trustees of the Land Economics Foundation and shall make periodic reports to the International Board of Governors concerning the activities of the Foundation.
- Section 6. **International Vice President.** The International Vice President shall act as the representative of the International President in such matters as the President may assign to the Vice President and shall perform the duties of the President in the event of the President's death, absence or disability.
- Section 7. **Regional Vice Presidents and Assistant Regional Vice Presidents.** There shall be five (5) Regional Vice Presidents:
- Regional Vice President, Eastern North America,
Regional Vice President, Central North America,
Regional Vice President, Western North America,
Regional Vice President, Asia Pacific, and
Regional Vice President, Europe and Middle East
- The International President shall from time to time determine the boundaries of each region. Each Regional Vice President shall perform such duties as shall be assigned to him or her by the International President. There shall be, for each Regional Vice President, no more than two (2) Assistant Regional Vice Presidents, each of whom shall perform such duties as shall be assigned to him or her by the Regional Vice President with whom he or she is affiliated.
- Section 8. **International Secretary.** The International Secretary shall be responsible for the maintenance of the International Membership Roster in a format prescribed by the International Board of Governors and shall distribute such Membership Roster to the membership not less

than once annually. The Secretary shall also be responsible for the preparation and distribution of the minutes of all business meetings of the International Board of Governors, and the International Executive Committee. With the approval of the International President, these duties may be partially delegated to the International Assistant Secretary or the International Executive Director.

- Section 9. International Assistant Secretary.** The International Assistant Secretary shall act as the representative of the International Secretary in such matters as the Secretary may assign to the Assistant Secretary.
- Section 10. International Treasurer.** The International Treasurer shall maintain such books and records as will provide an accurate accounting of all funds received and disbursed by LAI (as distinct from the receipts and disbursements of the local chapters) in accordance with Generally Accepted Accounting Principles. The Treasurer shall also be responsible for the preparation of an annual financial report (Annual Report) for the end of each calendar year (December 31). The Annual Report shall be submitted to the International Board of Governors no later than March 31 (of the succeeding calendar year).
- The Treasurer shall prepare a budget for the ensuing year (Annual Budget) to be presented at each fall business meeting of the International Board of Governors. The International Treasurer shall supply financial statements of revenues and expenditures in the current year prior to each business meeting and at intervals otherwise requested by the International Executive Committee.
- Section 11. International Assistant Treasurer.** The International Assistant Treasurer shall act as the representative of the International Treasurer in such matters as the Treasurer may assign to the Assistant Treasurer.
- Section 12. International Historian.** The International Historian shall be responsible for the preservation of the archives and historical records of LAI and shall administer and monitor the Agreement between LAI and the Archivist. With the approval of the International President, these duties may be partially delegated to the International Assistant Historian or the International Executive Director.
- Section 13. International Communications Director.** The International Communications Director shall be responsible for developing and distributing content over all traditional and social media channels currently available as a means of communication between International and local Chapters; enabling communication between local Chapters; and enabling member to member communication. With approval of both the International President and International Communications Director, these duties may be partially delegated to the International Assistant Communications Director or the International Executive Director. The International Communications Director shall also be responsible for the LAI website (development, content, maintenance) and other social media channels as may from time to time be authorized by the International Board of Governors.
- Section 14. Eligibility for Office.** Each active member shall be eligible to be nominated and elected to any International office; provided, however, that the International President shall not be eligible to serve more than one consecutive term. Each elected Officer of LAI may serve a maximum of ten years in total (whether consecutive or intermittent), provided that time served as the International President, the International Past President, and an Assistant Officer shall not apply to the ten year maximum.
- Section 15. Voting Rights.** In the event that an elected officer of LAI with voting privileges cannot attend a meeting of the International Board of Governors or any committee thereof, his or her Assistant Officer in attendance shall have full voting rights for the Meeting.

ARTICLE IX INTERNATIONAL STAFF

Section 1. **International Executive Director.** The International Executive Director may be an individual, a partnership or a corporation and shall be appointed by the International President, subject to the approval of the International Board of Governors. The terms of the Executive Director's engagement shall be set forth in a written agreement approved by the International Board of Governors.

The International Executive Director shall be in charge of the International Headquarters and shall administer the business affairs of LAI under the direction of the International President. The Executive Director shall be responsible for maintaining liaison with the local chapters and members-at-large and keeping accurate records relating to the current membership. The Executive Director shall also attend all formal meetings of the International Board of Governors, and the International Executive Committee and take the minutes thereof under the direction of the International Secretary. The Executive Director shall also perform such other duties as may be assigned to the Executive Director by the International President or as may be assigned to the Executive Director by other officers of the corporation with the approval of the President.

ARTICLE X INTERNATIONAL ELECTIONS

Section 1. **Biennial Elections.** In 1983 and each second calendar year thereafter, LAI shall hold an election of officers to the Executive Committee and of Chairs to the Standing Committees, such election and associated business meeting to be held biennially in the fall.

Section 2. **Nominations.** The Nominations Committee shall recommend candidates for the election of officers to form the Executive Committee and as Chairs of the Standing Committees, which recommendations shall be considered by the Board of Governors in accordance with this Article X. Any voting member of the Board of Governors may make additional nominations for officers to the Executive Committee provided such nominations are consistent with the Nomination and Election Policies and Procedures, if any, which may be approved from time to time by the Board of Governors. Such additional nominations, if any, shall also be considered by the Board of Governors in accordance with this Article X. All nomination for officers shall be voted upon pursuant to the Voting Procedure and Voting Authorization set forth in this Article X, Sections 3 and 4.

Section 3. **Voting Procedure.** For the biennial election of new officers each member of the Board of Governors shall be entitled to one vote.

Section 4. **Voting Authorization.** For clarity to the voting as outlined in section 3, each candidate for election as an officer to the Executive Committee who is a voting member of the current Board of Governors is entitled to vote at any such election. Each member of the Executive Committee shall be entitled to one vote. No voting shall be permitted by proxy.

ARTICLE XI INTERNATIONAL COMMITTEES

Section 1. **International Executive Committee.** The International Executive Committee shall consist of the President, Vice President the five (5) Regional Vice Presidents, the Immediate Past President, the Secretary, the Treasurer, the Historian and the Communications Director. The

President shall be the Chair of the Executive Committee. The Executive Committee shall meet annually at such time and place as the President may determine. Special meetings of the Executive Committee may be called by the President with the approval of not less than three other members of the Executive Committee.

Despite the composition of the Executive Committee as provided for in this section, the Chair of a Standing or Special Committee that is not on the Executive Committee, or his or her designate, may attend and enjoy the rights and privileges of a member of the Executive Committee and vote on any matter, report or agenda item that is properly before the Executive Committee provided that the subject matter thereof arises from or is directly related to the work of his or her Standing or Special Committee.

The Executive Committee shall have and exercise the powers of the International Board of Governors in the management of the corporation between the meetings of the International Board of Governors; provided, however, that the Executive Committee shall not have the power to alter or amend the Bylaws; elect, appoint or remove any member of the Executive Committee or any director or officer of the corporation; adopt a plan of merger or a plan of consolidation with another corporation; authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; amend, alter or repeal any resolution of the International Board of Governors, which by its terms provides that it shall not be amended, altered or repealed by the Executive Committee; or take any action that is not authorized by the provisions of the General Not for Profit Corporation Act of the State of Illinois.

Business meetings of the Executive Committee shall be conducted in accordance with the latest edition of Roberts Rules of Order. A majority of the Executive Committee shall constitute a quorum for the transaction of business. Such meetings may be held in person, or by any method of communication by means of which all participating can communicate with each other simultaneously.

Section 2. International Standing Committees. The standing committees of LAI shall be as follows:

1. International Archives Committee;
2. International Awards Committee;
3. International Bylaws Committee;
4. International Finance Committee;
5. International New Chapter Development Committee;
6. International Nominating Committee;
7. International Communications Committee; and
8. International Chapter Services Committee

Section 3. Appointment of Standing Committees. Except as otherwise provided in these Bylaws, in the event of a vacancy of a Standing Committee Chair, the International President with the consent, either concurrent or subsequent, of the International Board of Governors, shall appoint the Chair of any Standing Committee required and arising during his or her term of office. The International President, after consultation with the Chair of a Standing Committee, shall appoint each member of a Standing Committee. Such appointments shall be made as soon as possible following the President's election to office and the appointees shall serve at the pleasure of the International President.

Section 4. International Archives Committee. The International Archives Committee shall consist of the International Historian, the International Assistant Historian and such additional members, as the President shall deem appropriate. The Historian shall serve as Chair of the Archives Committee and the Assistant Historian shall serve as Vice Chair. This committee shall be responsible for securing books, articles, manuscripts and other published materials relating to the subject of land economics that were written or collected by members of LAI;

classifying all such materials; and forwarding all such materials to the Archivist for deposit in the Lambda Alpha Literary Archives.

Section 5. International Awards Committee. International Awards Committee. The International Awards Committee shall consist of a Chair and such additional members as the President shall deem appropriate. The committee shall solicit nominations for awards, review the qualification of all individuals who have been suggested for an official award from LAI, and shall make recommendations to the International Board of Governors as to the recipients of such awards.

Section 6. International Bylaws Committee. The International Bylaws Committee shall consist of a Chair, and such additional members, as the President shall deem appropriate. This committee shall review all suggested addition to, or amendment of, these Bylaws and shall report its comments and suggestions to the International Executive Committee and the International Board of Governors. The International Bylaws Committee shall also prepare Standard Chapter Bylaws that conform to the requirements of these Bylaws and make such Standard Chapter Bylaws available to each local chapter. The Standard Chapter Bylaws (and any changes thereof recommended by the International Bylaws Committee) shall be subject to the approval of the International Board of Governors. LAI shall review the Bylaws actually adopted by each local chapter to ascertain whether such Bylaws do, in fact, comply with the requirements of these Bylaws and the Standard Chapter Bylaws and shall report such determination and recommendation to the International Board of Governors.

Section 7. International Finance Committee. The International Finance Committee shall consist of the International Treasurer, the International Assistant Treasurer and such additional members, as the President shall deem appropriate. The Treasurer shall serve as Chair of the Finance Committee and the Assistant Treasurer shall serve as Vice Chair. The Finance Committee shall periodically review the financial status of the corporation and make such recommendations to the International Board of Governors, as the Finance Committee deems appropriate.

Section 8. International New Chapter Development Committee. The International New Chapter Development Committee shall consist of a Chair, the Assistant Regional Vice Presidents for their respective regions and such additional members, as the President shall deem appropriate. This committee shall be responsible for helping members-at-large organize local chapters in geographic areas that currently are not within the jurisdiction of any local chapter. In addition, if the principal place of business of a candidate for membership is not located within the territorial jurisdiction of a local chapter, the new Chapter Development Committee shall review the proposal for membership relating to such candidate and submit its recommendation to the International Board of Governors.

Section 9. International Nominating Committee. The International Nominating Committee shall consist of the immediate Past President, current President, and not less than three (3) or more than five (5) other active members who agree to serve at the request of the immediate Past President. Exclusive of the immediate Past President and current President, a member of LAI who is an officer or Assistant Officer of the International Executive Committee or who is the Chair of a Standing Committee or Special Purpose Committee of LAI is not eligible for service on the International Nominating Committee unless such member confirms in writing that he/she will not accept a nomination for or hold any position as an officer or Assistant Officer on the International Executive Committee or a Chair of a Standing Committee or Special Purpose Committee of LAI, for the ensuing term. The immediate Past President shall serve as Chair of the International Nominating Committee so constituted.

The International Nominating Committee, through a report, shall nominate for the ensuing term one or more individuals for each International office comprising the International Executive Committee, and the officers of the Global Chapter pursuant to Article VI Section 4. With the advice of the International President and the International Vice President and notwithstanding Article XI,

Section 3, the International Nominating Committee shall also nominate for the ensuing term the Chair of any Standing Committee of LAI.

All nominations are subject to election by the International Board of Governors at the biennial meeting called for the purpose. The International Nominating Committee shall cause a copy of its report to be delivered to the International Executive Director and to each member of the International Board of Governors at least sixty (60) days prior to the biennial election meeting.

In the event that a nominee of the International Nominating Committee withdraws or becomes ineligible or incapable to serve for any reason between the date of the International Nominating Committee's nomination report and the date of the biennial election meeting, the International Nominating Committee may amend its nomination report through notice in writing to the International President up to the day preceding the date of the biennial election meeting.

Section 10. International Communications Committee. The International Communications Committee shall consist of the International Communications Director, the International Assistant Communications Director, additional members with expertise or interest in communications, and such other additional members as the International President shall deem appropriate. The Committee is responsible for maintaining/managing LAI and LAI Chapter branding; all LAI communication channels including KeyNotes (online publication), LAI-TV (YouTube channel), the LAI / LEF website, LAI social media channels, traditional printed material, external media relations, and such other public relations, publications and functions as may be deemed appropriate by the International President, the Executive Committee or the International Board of Governors.

Section 11. International Chapter Services Committee. The International Chapter Services Committee shall consist of a Chair being the International First Vice-President, the Regional Vice-Presidents for each of the geographical areas constituted by LAI from time to time, the International Treasurer and such additional members as the President shall deem appropriate. It shall be the objective of the Chapter Services Committee to encourage, foster and direct closer relations between the Chartered chapters of LAI, of the LAI Executive Committee and Board of Governors. The Committee's efforts will include regular contact with Chapter Presidents and Chapter Executive Members. Wherever possible, Regional Vice-Presidents will endeavor to solicit areas for improved services from local chapters within their respective territorial areas, as well as attending local chapter meetings. Additionally, the Committee shall oversee all LAI Membership processes and procedures and make recommendations to the Board of Governors regarding membership policies and procedures. The Committee shall report on its activities and at all regularly scheduled meetings of the LAI Executive Committee and/or Board of Governors.

Section 12. International Special Committees. The International President may appoint such Special Committees, as he or she may deem appropriate.

Section 13. Committee Policies and Procedures. A Committee of LAI, including the International Executive Committee and the International Board of Governors may formulate and apply such practices, policies and procedures as may from time to time be approved by the International Board of Governors under Article XVIII.

ARTICLE XII DUES AND ASSESSMENTS

Section 1. International Dues. In each calendar year, the International Board of Governors shall, fix the amount of the annual dues for the succeeding calendar year of each of the classifications of membership set forth in Article V, Section 3. The Board may fix reduced, or no, annual dues for

active members residing outside of the United States or Canada.

Despite the foregoing, the Executive Director shall at each two year interval from and after January 1, 2018, bring to the Board of Governors a proposal to increase the amount of annual dues for that and the succeeding calendar year for each of the classifications of membership set forth in Article V, Section 3 by the amount of the increase in the United States of America Consumer Price Index - U (CPI – U, all urban consumer group index) in the previous two year interval, such dues increase to be set at the nearest dollar.

Invoices for membership dues shall be prepared and mailed by December 1. Unless confirmed otherwise only by a chapter that has consistently prepared dues invoicing locally, the International Executive Director shall prepare and mail all invoices for International and local chapter dues and optional Land Economic Foundation contributions. Local chapter dues collected by the International Executive Director shall be remitted to the appropriate local chapters within 30 days of receipt. International dues continuing to be collected by local chapters shall be remitted to the International Executive Director within 30 days of receipt.

Section 2. International Initiation Fee. The International Board of Governors shall, from time to time, fix the amount of the International Initiation Fee to be charged to each new member of LAI. The Board may fix reduced, or no, Initiation Fees for new members residing outside of the United States or Canada.

Despite the foregoing, the Executive Director shall at each two year interval from and after January 1, 2018, bring to the Board of Governors a proposal to increase the amount of the International Initiation Fee for that and the succeeding calendar year for each new member of LAI by the amount of the increase in the United States of America Consumer Price Index – U (CPI – U, all urban consumer group index) in the previous two year interval, such fee increase to be set at the nearest dollar.”

International Initiation Fees shall include International membership dues for the year each active member is initiated. If a new member is initiated as prescribed by this bylaw after October 1, the International Initiation Fee shall include International membership dues for the following calendar year.

The International Executive Director may, with the advice and consent of a local Chapter, collect either or both the International Initiation Fee and the local Chapter Initiation Fee and first year Chapter dues, if any, to be paid by each new member whose principle place of business is located within the territorial jurisdiction of such local Chapter.

Where a local Chapter orders and receives from the Executive Director new member initiation insignia, the local Chapter is responsible to International for the new member International Initiation Fee, in the event that the fee has not been paid by the new member.

Section 3. International Special Assessments. The International Board of Governors may, from time to time, levy a special assessment upon all active members to create a special reserve fund for a specific purpose or to pay the cost of specific activity or project, provided that notice of the intention to consider the levy of such special assessment has been given to all active members not less than sixty (60) days prior to the meeting of the Board at which the levy of such special assessment is to be considered, and provided further that the levy of any such special assessment is approved by two-thirds (2/3) vote at a meeting of the International Board of Governors.

The due date (or due dates) for the payment of any special assessment levied by the International Board of Governors shall be determined by the Board at the time that such special assessment is approved.

Section 4. Fiscal Year. The fiscal year of this corporation is the calendar year.

- Section 5. **Fee for reinstatement of inactive members.** In the event that a member classified as Inactive notifies a Chapter or International of an intention to return to the Active classification of membership, International shall require the payment of a one-time reinstatement fee in addition to payment of dues for the calendar year in which the change to Active member classification takes effect. The quantum of such reinstatement fee shall be fixed by the Board of Governors and shall not exceed 50 percent of the amount of the International component of the annual dues.
- Section 6. **Supervision of Local Chapter.** The International Board of Governors shall have the right to prescribe uniform rules and procedures controlling the business and financial activities of local chapters, including, but not restricted to record keeping requirements, reporting requirements and requirements relating to the filing of proper tax or information returns.
- Section 7. **Chapter Dues.** In each calendar year, the Board of Directors of a local chapter shall, by a majority vote of the members of the Board present and voting at a quorum meeting, fix the amount of the annual dues of active members of the local chapter for the succeeding calendar year.
- Section 8. **Local Chapter Initiation fees.** A local chapter may charge an Initiation fee to a new member of the chapter.
- Section 9. **Local Chapter Special Assessments.** A local chapter may levy a special assessment upon the members of the local chapter without the prior consent of the International Board of Governors.
- Section 10. **Chapter Inactive Member Reinstatement Fee.** Local Chapters may impose a fee for the reinstatement of an Inactive member. The Chapter may fix the quantum of the fee.

ARTICLE XIII CONTRACTS, DEPOSITS, CHECKS AND EVIDENCES OF INDEBTEDNESS

- Section 1. **Contracts.** The International President together with any one of the Executive Director, the International Treasurer or the International Secretary may enter into contracts which duly obligate LAI consistent with its purposes and approved budgets. Extra-budgetary matters, matters involving the entry into long term debt obligations, and matters respecting interest in real property require approval of the Board of Governors.
- Section 2. **Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies and other depositories as the International Board of Governors may select.
- Section 3. **Checks and Evidences of Indebtedness.** All checks and other orders for the payment of money and all noted and other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation as shall from time to time be determined by the International Board of Governors.

ARTICLE XIV CORPORATE SEAL

The corporate seal of this corporation shall be in such form as may be selected from time to time by the International Board of Governors.

ARTICLE XV RULES OF ORDER

Section 1. Roberts Rules of Order. In all situations where the provisions of Roberts Rules of Order do not conflict with the provisions of the General Not For Profit Corporation Act of the State of Illinois, as amended, or these Bylaws, the latest edition of Roberts Rules of Order shall be recognized as the authority governing the conduct of all meetings of the corporation, including, but not restricted to the meeting of the International Board of Governors, the International Executive Committee and all standing and special committees.

ARTICLE XVI INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

LAI shall indemnify current and former officers, directors, employees and agents with respect to claims brought against them in those capacities (a) as required by law, and (b) as permitted by law to the extent that such indemnification obligations are covered, both as to scope and as to policy limits, by a policy of insurance purchased by LAMBDA APLHA.

ARTICLE XVII AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds (2/3) vote of the International Board of Governors, provided that written notice of the substance of the proposed amendment has been sent to each member of the Board at least thirty (30) days prior to the meeting of the Board at which the amendment is to be considered.

ARTICLE XVIII POLICY RESOLUTIONS

The International Board of Governors may from time to time by resolution adopt, replace, suspend or repeal policies and procedures that are binding on the corporation.

Dated: March 27, 2003
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Revised: October 15, 2014
Revised: October 1, 2015
Revised: April 27, 2017
Revised October 18, 2018
Revised November 7, 2019
Revised April 30, 2020
Revised April 22, 2021