Current LACF Bylaws approved at 2026 Annual Members' Meeting

The By-law relating generally to the conduct of the affairs of the

Landscape Architecture Canada Foundation (LACF)
Fondation d'architecture de paysage du Canada (FAPC)
(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Definition

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Board" means the Board of Directors of the Corporation and "director" means a Member of the Board;

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes case on that resolution;

"proposal" means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

"Meeting of Members" includes:

- Annual Members Meeting is a face-to-face meeting or meeting held by electronic means held in conjunction with the CSLA Annual Congress or AGM;

- **Board Meetings** are face to face meetings or telephone conference or "virtual meetings" such as electronic meetings (Skype or other form) or email meetings;
- **Members Meetings** are either face-to-face meetings or meetings held by other electronic means;

"Foundation" means the Landscape Architecture Canada Foundation (LACF) - Fondation d'architecture de Paysage du Canada (FAPC);

"Member" means a Member eligible to vote at a Member Meeting.

2. Interpretation

a. If any doubt arises as to the construction or interpretation of any provision of the Bylaws, the decision of the Board shall be binding on all Members of the Foundation.

b. In these Bylaws and in all other Bylaws of the Foundation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

c. Both French and English versions of the Bylaws are official. French and English are the official languages of the Foundation.

3. Corporate Seal

a. The corporate seal of the Foundation shall be of such form and design as shall be determined by majority vote of the Board of Directors and shall have affixed thereon the Foundation's corporate name in both official languages.

b. Unless otherwise determined by the Board, the Secretary shall be custodian of the seal of the Foundation, which he/she shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.

4. Financial Year

The financial year end of the Corporation shall be December 31st in each year.

5. Banking Arrangements

a) All funds paid to the Foundation shall be deposited from time to time to the credit of the Foundation in such manner as the Board may approve.

b) Any one of such officers, employees or agents so appointed may arrange, settle, balance and certify all books and accounts between the Foundation's bankers and the Foundation and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and releases or verification slips.

6. Appointment of Auditor

The Board shall vote every year regarding the appointment of an auditor to comply with the NFP Act.

7. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

8. Membership Conditions

a) Subject to the articles, there shall be one class of Members in the Corporation. Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes and who have applied for and been accepted into Membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation.

b) Membership shall comprise all individuals who have donated a minimum amount as set from time to time by the Board in the calendar year preceding the Annual Member Meeting.

c) Where a donation is made by a firm or other organization that firm or organization may designate an individual to represent it as a Member.

d) All Members of the Foundation who are in good standing are entitled to vote at Member Meetings.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendments to this section of the by-laws if those amendments affect Membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

9. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to add, change or delete this section of the by-laws.

10. Notice of Members Meeting

a) Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:
i) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
ii) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

b) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

11. Members Calling a Members Meeting

The Board of Directors shall call a special meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 50% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

12. Absentee Voting at Members Meetings

a) Any Member may be represented by proxy at Members Meetings of the Foundation by another Member, provided such proxy shall be in writing.

b) Each Member of the Foundation present in person or by proxy shall have one vote at Members Meetings. Unless otherwise specifically provided, a majority of Members present in person or by proxy shall be competent to do and perform all acts that are or shall be directed to be done at any such Meeting. In the event of a tie, a motion shall be lost.

c) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the by-laws of the Corporation to change this method of voting by Members not in attendance at a meeting of Members.

13. Termination of Membership

A membership in the Corporation is terminated when:
a) the Member dies or resigns;
b) the Member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
c) the Member's term of membership expires; or
d) the Corporation is liquidated and dissolved under the Act.

14. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

15. Proposals Nominating Directors at Annual Members Meeting

a) Subject to the Regulations under the Act, any proposal may include nominations for the election of Directors if the proposal is signed by not less than 5% of Members entitled to vote at the meeting at which the proposal is to be presented.

b) The majority of individuals to be chosen for nomination shall be landscape architects of at least eight (8) years membership in the Canadian Society of Landscape Architects (CSLA), with notable interest in the ideals of the profession and the goals and objectives of the Foundation. However, up to 25% of individuals may also be worthy members of other professions, or any other interested individual, providing their interest, background and experience can be expected to be of service and usefulness to the Board and the Foundation. Special attention shall be given at all times to ensure that Board members represent all regions of Canada as much as possible.

c) Nominees for election to the Board of Directors need not be Members of the Foundation.

d) Directors shall be elected at the Annual Meeting of the Members. The Annual Meeting may adopt the slate of Directors proposed by the Nominating Committee, by acclamation, or it may entertain nominations from the floor. If, for valid reasons, the Annual Meeting cannot be held, then the election of Board Members shall be conducted by mail ballot, approximately one year after the previous election.

e) The votes for each office shall be taken by show of hands or, if demanded by any Member present, by ballot.

16. Cost of Publishing Proposals for Annual Members Meetings

The Member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the Members present at the meeting.

17. Place of Members Meeting

Subject to compliance with section 159 (Place of Members Meetings) of the Act, meetings of the Members may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

18. Quorum at Members Meetings

At any Members Meeting, unless a greater number is required by the Act, a quorum shall consist of ten (10) Members in person or by proxy. Should the number of Members present in person or by proxy at a Members Meeting fall below the number required for a quorum, there shall be no further valid transaction of business until a quorum is again present.

19. Votes to Govern at Members Meetings

At any meeting of Members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

20. Participation by Electronic Means at Members Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

21. Members Meeting Held Entirely by Electronic Means

If the Directors or Members of the Corporation call a meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

22. Board of Directors

a. The Board shall comprise at least twelve (12) Directors including four (4) officers and at least eight (8) other Directors. All officers must also be Directors to be able to attend meetings of Directors. In accordance to the Act, the Board may decide from time to time to increase the number of Directors to thirty (30). Individuals other than Board Members may attend Board meetings on the invitation of the Board.

b. The majority of Directors shall be Members in good standing of the CSLA, and represent the regions of Canada and diversity of the profession as much as possible.

c. Term of Office: The term of office for all Directors shall be in overlapping terms for a period of approximately three (3) years, from the Annual Meeting of the election year to the Annual Meeting in the third year of their term, requiring the election of approximately one-third of the Directors per year.

d. Board Members who miss three (3) meetings consecutively shall be automatically removed from the Board.

e. Term limits: Board Members may serve three consecutive terms, if re-elected, then must resign from the Board. The Board Member is eligible to stand for re-election after an absence of at least one three-year term.

f. Board Vacancies: A vacancy on the Board between elections shall be filled, for the remainder of the term, by majority vote of the Board.

g. Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

23. Calling of Meetings of Board of Directors

a) Meetings of the Board may be called by the President of the Board, the Vice-President of the Board or any two (2) Directors at any time.

b) Board Meetings may also be called by the President on direction in writing by three (3) Board Members, delivered to him/her not less than thirty (30) days prior to a face to face meeting, and 10 days prior to a virtual meeting such as a telephone conference call or live electronic meeting (Skype or other form) or email meeting.

c) Directors may participate in a Board Meeting as long as it permits all persons participating in the meeting to hear (or read) each other's comments, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

d) No error or omission in giving notice of any Board Meeting or any adjourned Board Meeting shall invalidate such meeting, or make void any proceedings taken thereat, and any Director may at any time waive notice of any such meeting, and may ratify, approve and confirm any or all proceedings taken or had thereat.

24. Notice of Meeting of Board of Directors

a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 23- Calling of Meetings of Board of Directors.

b) Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

c) Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

25. Votes to Govern at Meetings of the Board of Directors

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

26. Committees of the Board of Directors

Standing Committees

The Foundation shall maintain the following Standing Committees:

A. The Executive Committee of the Board;
B. The Nominating Committee;
C. The Grants Committee and
D. The Scholarship Committee

A. Executive Committee

a. The Officers of the Foundation shall comprise the Executive Committee.
b. Between meetings of the Board of Directors, the Executive Committee shall possess and exercise all powers of the Board of Directors in the management and administration of the affairs of the Foundation, in such manner as the Executive Committee deems best for the interest of the Foundation, unless in such cases where specific directions have been given by the Board of Directors.
c. Meetings of the Executive Committee may be held at any place in or outside of Canada. Minutes shall be kept of such meetings, recording all actions taken, which shall be submitted to the Board of Directors as soon as practicable.

B. Nominating Committee

a. The Nominating Committee shall be a standing committee consisting of three (3) persons subject to approval by the Board. It shall consist of the Past President, or failing this another Board Member, who shall act as committee chair, one Member designated from and by the CSLA Board of Governors, and one CSLA Fellow at large.

b. The Nominating Committee shall annually prepare and present a slate of candidates to replace the Directors whose term will expire. The proposed slate shall be made public to the Members not later than thirty (30) days prior to the Annual Meeting, after the nominated persons have been contacted and indicated their willingness to accept their office, if elected.

C. Grants Committee

a. The Grants Committee shall be a standing committee consisting of such number of Members, not less than three, as the Board may by resolution determine. The Committee Chair shall be a Board Member. The majority of committee Members shall be Members in good standing of the LACF. Committee Members and Chair shall be subject to approval by the Board,
b. Operating through policies and allocations set by the Board, the Grants Committee shall annually invite applications for Foundation grants and scholarships, review the applications and select and publish the successful applicants, all in a manner and time frame prescribed by the Board. The Grants Committee shall also perform such other related duties as may from time to time be determined by the Board.

D. Scholarship Committee

a. The Scholarship Committee shall be a standing committee consisting of not less than three, as the Board may by resolution determine. The Committee Chair shall be a Board Member. The majority of committee Members shall be Members in good standing of the LACF. Committee Members and Chair shall be subject to approval by the Board.
b. Operating through policies and allocations set by the Board, the Scholarship Committee shall co-ordinate the award and publication of LACF scholarships, and recommend to the Board scholarship nominations.
c. The Scholarship Committee shall also perform such other related duties as may from time to time be determined by the Board.

Standing Committee Rules

a. No Member of a Standing Committee shall receive remuneration for duties performed on behalf of the Foundation but may be reimbursed for reasonable expenses incurred while performing such duties with the approval of the Board of Directors.
b. Any Member of a Standing Committee may be removed by a two-thirds majority vote of the Board.
c. The President, subject to approval by the Board, may appoint any standing or special committee as may be necessary from time to time, consisting of such number of its Members or non-Members and with such powers as they may designate, consistent with these by-laws. Such committees shall hold office for an indefinite period at the pleasure of the Board.
d. Membership in committees need not be limited to Members of the Board, but may also consist of Members in good standing of the CSLA and of other professions.
e. The appointment of Committee Members, excepting the Chair, shall be for an indefinite period at the pleasure of the Board, or until a Member resigns.

27. Appointment of Officers

The officers of the Foundation shall be a President, Vice-President, Past President and Treasurer and such other officers as the Board may determine. Officers shall be elected by the Directors of the Board and shall hold office for three years, or until their successors are elected.

President - The President shall be the chief executive officer of the Foundation. He/she shall preside at all meetings of the Board of Directors and the Executive Committee. In his/her absence from any of these meetings, his/her place shall be taken by the Vice President, if present, or otherwise by a chairperson selected by the meeting. The President shall be responsible for the general and active management of the business of the Foundation. He/she shall perform all duties incidental to this office and those imposed by these by-laws or delegated by the Board of Directors. The President shall assure that all orders or resolutions are carried into effect and he/she, or any other Board Member appointed by the Board, shall sign all by-laws and other documents requiring the signature of officers of the Foundation. He/she shall have the power to appoint committees, subject to approval by the Board, and to call meetings and cause notification of such meetings.

Vice-President - The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the Board.
Past President – The Past President shall participate in the nominating committee, be an advisor to the President, the Executive Committee and the Board and shall perform other duties which shall from time to time be imposed by the Board.

Treasurer - The Treasurer shall have the custody of the Foundation's funds and securities and shall keep full accurate accounts of receipts and disbursements in books belonging to the Foundation. He/she shall deposit all moneys and other valuable effects in the name and to the credit of the Foundation and in such depositories as may be designated by the Board from time to time. He/she shall disburse the funds of the Foundation as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the President and to the Board at its regular meetings, or whenever they request it, an accurate account of all his/her transactions as Treasurer and of the financial position of the Foundation. The Treasurer shall be responsible for the investments of the Foundation in accordance with policies established by the Board, and for the annual statutory reporting. He/she shall also perform such other duties as may be determined from time to time by the Board.

28.Indemnification

All Directors and Officers of the Foundation and their heirs, executors, administrators, assigns and estate shall, from time to time, and at all times, be indemnified and saved harmless, out of the funds of the Foundation, from and against:

All costs, charges and expenses whatsoever that Directors or Officers sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect

of any act, deed, matter or thing howsoever made, done or permitted by them in or about the execution, in good faith, of the duties of their offices or in respect of any such liability; and,

All other costs, charges and expenses that they may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

No Director or Officer of the Foundation shall be liable for the acts, receipts, neglects, or defaults of any other Director, Officer, or employee, or for joining in any receipt, act for conformity, or for loss, damage, or expense happening to the Foundation through the insufficiency of title to any property acquired by the Foundation, or for, or on behalf of, the Foundation, or for the insufficiency or deficiency of any security in or upon which any monies of, or belonging to, the Foundation shall be placed out or invested, or for any loss or damage arising from bankruptcy, insolvency, or tortuous act of any person, firm, or corporation deposited or for any other loss, damage or misfortune whatever which may happen in the execution of his/her respective office or trust, or in relation thereto, unless the same shall happen by or through his/her own willful act or through his/her own willful neglect or default.

29.By-laws and Effective Date

Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

This section does not apply to a by-law that requires a special resolution of the Members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by Members.

Passed by at least a majority of the Members of the Corporation at a meeting properly held and constituted as evidenced by the signature of the President, May 6, 2026.

Signed:

Christine Abe, OALA, CSLA
LACF President