

BYLAWS

of

MIDWESTERN CHAPTER – INTERNATIONAL SOCIETY OF ARBORICULTURE

(An Iowa Nonprofit Corporation)

(Hereinafter referred to as “The Chapter”)

ARTICLE I – PURPOSE

The Chapter is organized as a mutual benefit nonprofit corporation for the purpose of improving the practice of Arboriculture and stimulating a greater appreciation of the value of landscape trees in the Midwest states of Iowa, Kansas, Missouri, Nebraska, North Dakota, Oklahoma, and South Dakota. The Chapter shall carry out its purpose pursuant to activities allowed an organization exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II – OFFICES

Section A) Principal Office: The principal office of The Chapter shall be located at any place, either within or without the State of Iowa, as designated in The Chapter’s most current Biennial Report filed with the Iowa Secretary of State pursuant to Iowa Code § 504.1613. The Chapter may have such other offices, either within or without the State of Iowa, as the Board of Directors may designate or as the business of The Chapter may require from time to time.

Section B) Registered Office: The registered office of The Chapter required by the Revised Iowa Nonprofit Corporation Act, Chapter 504 of the Iowa Code, to be maintained in the State of Iowa may be, but need not be, identical with the principal office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III – MEMBERSHIP

Section A) Membership Categories: Membership categories shall be:

- 1) Active Member
- 2) Student Member
- 3) ISA Honorary and Honorary Life Member
- 4) Midwestern Chapter Honorary and Honorary Life Member

Section B) Dues and Privileges of Membership:

- 1) Active members of The Chapter shall pay annual dues to The Chapter. They shall have voting power on all matters coming before The Chapter. They shall be eligible to hold any elective or appointive office. They shall receive one free copy of all Chapter newsletters.
- 2) Student members shall be limited to students currently enrolled full-time in courses of arboriculture, or supporting and allied fields in recognized institutions at the college level or above and are student members of ISA. They have no voting privileges or right to hold office.
- 3) Midwestern Chapter Honorary and Honorary Life Members shall have all the privileges of active Chapter members without payment of dues. Chapter Honorary Membership is for one year. Chapter Honorary Life Membership is for life.

ARTICLE IV – OFFICERS, DIRECTORS

Section A) Organization: The Chapter shall be governed by the Board of Directors (hereinafter referred to as the “Board”). The Board is the legal authority of The Chapter and shall be empowered to act for The Chapter between its annual meetings. The Board members shall be the President, Vice President, Immediate Past President, and six (6) Board members elected at large. The President, Vice President and Immediate Past President shall also be known as the Chapter officers.

Section B) Election of Board Members and Chapter Officers: The Vice-President shall be required to have served on the Board of Directors and shall be elected every other year. Board members and Vice-President shall be elected from the membership of The Chapter by mail ballot. The ballot shall contain the nominations approved at the annual meeting of The Chapter. The Chapter Membership shall elect three (3) board members at large, and fill all vacancies each year. The Vice-Presidency is a six (6) year commitment, progression from Vice-President to President then Immediate Past President. The Vice-President and Board members at large shall each be elected for a term of two (2) years. Vacancies may be filled by presidential appointment. Officer vacancies should be filled from Board members at large. The member receiving the next highest number of votes in the most recent election shall fill Board member at large vacancies.

Section C) Duties of Board members and Chapter Officers:

- 1) President: The President shall preside at and set the agenda for all meetings of The Chapter and the Board. He/she shall appoint all temporary and standing committee chairs of The Chapter except as stated herein. He/she shall convene the Board of Directors whenever necessary or at the request of any three (3) elected Board members.

A Secretary shall be appointed by the Present to see that minutes and records of The Chapter are kept. Following the Annual Meeting and each board meeting the Secretary shall transmit the minutes to the President and the Newsletter Editor. These may be edited for publication in the Newsletter.

An Executive Director shall be selected by the President and approved by the Board of Directors. The Executive Director is contracted and compensated to handle all routine business of The Chapter. The contract shall specify duties, compensation, and effective dates. The Executive Director may be appointed as the Secretary.

A Finance Officer shall be selected by the President and approved by the Board of Directors. The Financial Officer shall be the Chair of the Finance Committee and is the Chapter Treasurer. The Financial Officer shall appoint a person, subject to the approval of the Board, to be authorized to sign at the bank or other institutions in which The Chapter funds are deposited for the purpose of dispersing funds in the event the Executive Director is unavailable. The Chapter Policies and Procedures shall specify duties.

- 2) Vice-President: The Vice-President shall assist the President and in the event of absence or disability of the President shall also perform those duties.
- 3) Immediate Past President: The Immediate Past-President has duties assigned by the President and/or the Board.
- 4) Board Members at Large: Board members at large shall represent The Chapter membership as voting members of the Board of Directors.

Section D) Removal of Board of Directors Members, Officers:

- 1) Removal of Officers: If an elected Chapter Officer is not acting in the best interest of The Chapter, including, but not limited to, illegal activities, failure to follow direction of the Board or failure to perform duties, that officer may be removed from office by a majority vote of all of the Board of Directors members, not just those in attendance at any particular meeting. This vote does not remove that officer from membership on the Board. The Board shall appoint a replacement for that officer from its ranks.
- 2) Removal of Board of Directors Members: Any majority vote of The Chapter membership in attendance at any duly called membership meeting is needed to remove a Board member. A mail ballot may be used at anytime in lieu of voting at a membership meeting. If a mail ballot is used, a majority agreement of those voting by mail is needed to remove a Board member. If a Board member resigns from the Board, the Board shall fill the vacant Board position following the procedure in Article III, Section B.

ARTICLE V – STANDING COMMITTEES

Section A) Standing Committees: Standing Committees are to assist in the various member services and functions of The Chapter. The President will appoint the chair unless otherwise stated. The chair may select additional members as needed or directed. The Chapter standing committees are:

- 1) Events Committee
- 2) Programs Committee
- 3) Finance Committee

Section B) Responsibilities

- 1) Events Committee: The Events Committee is responsible for local aspects of the Annual Conference, Tree Climbing Championships and any other events held for the benefit of the Chapter membership. The Chapter Policies and Procedures and Job Descriptions shall specify duties. The Chapter membership events are intended to provide educational and networking opportunities for the membership as well as generate funds for the operation of The Chapter. The Events Committee shall be comprised of a Chair, the Conference Liaison, the Tree Climbing Championships Liaison, the Executive Director and any other event liaisons appointed by the President.

- 2) Programs Committee: The Programs Committee shall manage the functions of all Chapter programs including, but not limited to Certification, Awards, Membership, TREE Fund, Scholarship, Sponsorship, Communications and any other programs sponsored by the Chapter. The Programs Committee shall be comprised of a Chair, the Certification Liaison, the Awards Liaison, the Membership Liaison, the TREE Fund Liaison, the Scholarship Liaison, the Sponsorship Liaison, the Communications Liaison, the Executive Director and any other program liaisons appointed by the President. The Chapter Policies and Procedures and Job Descriptions shall specify duties.
- 3) Finance Committee: The Finance Committee shall be chaired by the Finance Officer. The Finance Committee shall prepare an annual budget and present it to the Board at the mid-year meeting. The budget shall be updated at the next Board meeting and be submitted for approval prior to the annual meeting. The Finance Committee shall review and advise the Board on Chapter investments, investment strategy and fund raising opportunities. The Chapter Policies and Procedures shall specify duties.

ARTICLE VI – FISCAL YEAR

The fiscal year of the Chapter shall begin on October 1st and end on September 30th.

ARTICLE VII – MEETINGS, CONDUCT & AMENDMENTS

- Section A) Annual Meeting: There shall be an Annual Meeting of the members of The Chapter at such time and place as designated by the Board.
- Section B) Conduct and Quorums: The conduct of The Chapter meetings shall be accord with “Robert’s Rules of Order.” Twenty-five (25) members shall constitute a quorum at the Annual Meeting of The Chapter. Six (6) voting members shall constitute a quorum at the Board meetings.
- Section C) Amendments to Bylaws: These Bylaws may be amended at the Annual Meeting of The Chapter by a two-thirds vote of the members present and voting provided that the amendment shall have the prior approval of the Board. A mail ballot may be used at anytime in lieu of voting at the Annual Meeting. A two-third vote of agreement by all those voting is needed to pass amendments by mail ballot.

ARTICLE VIII – INCORPORATION AND DISSOLUTION

- Section A) The Chapter shall be legally incorporated in Iowa as a Nonprofit Corporation.
- Section B) The Chapter is organized as a mutual benefit nonprofit corporation for the purpose of improving the practice of Arboriculture and stimulating a greater appreciation of the value of landscape trees in the Midwest states of, Iowa, Kansas, Missouri, Nebraska, North Dakota, Oklahoma, and South Dakota. The Chapter shall carry out its purpose pursuant to activities allowed an organization exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- Section C) Upon the dissolution of the Chapter, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction in the county in which the principal office of the Chapter is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized or operated exclusively for such purposes.

ARTICLE IX – POLICIES AND PROCEDURES

- Section A) Policy and Procedure Limitations: There shall be adopted such Policies and Procedures as are deemed necessary to the development of The Chapter. They shall not be at variance with the Bylaws but shall be subordinate to it. Changes to the Policies and Procedures may be made at any Board meeting by a majority vote when a quorum is present.

The foregoing Bylaws of Midwestern Chapter – International Society of Arboriculture were adopted on the _____ day of _____, 2012.

Michael Sestric, President
Midwestern Chapter – International
Society of Arboriculture