

# **BYLAWS**

**of**

## **MIDWESTERN CHAPTER – INTERNATIONAL SOCIETY OF ARBORICULTURE**

(A Nebraska 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 awareness of the benefits of trees in the Midwest states of Kansas, Missouri, Nebraska, and Oklahoma.

The Chapter shall carry out its purpose pursuant to activities permitted for 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 Nebraska. The Chapter may have such other offices, either within or without the State of Nebraska, 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 Nebraska law may be, but need not be, identical with the principal office in the State of Nebraska, 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) Professional Member
- 2) Student Member
- 3) Midwestern Chapter Honorary and Honorary Life Member

Section B) Dues and Privileges of Membership:

- 1) Professional Members of The Chapter shall pay annual dues to The Chapter. They shall have voting power on all matters coming before The Chapter and they shall be eligible to hold any elective or appointive office.
- 2) Student Members of The Chapter are not required to pay annual dues. 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. As a Student Member, they have no voting privileges or ability to hold elective office.
- 3) Midwestern Chapter Honorary and Honorary Life Members shall have voting power on all matters coming before The Chapter and shall be eligible to hold any elective or appointive office 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:

- Board members and the Vice-President shall be elected from the membership of The Chapter by mail, e-mail or fax ballot.
  - The Vice-President shall be required to have served on the Board of Directors and shall be elected every other year.
  - The Vice-Presidency is a six (6) year commitment, with a progression from Vice-President to President and then Immediate Past President.
- The Vice-President and Board members at large shall each be elected for a term of two (2) years.
- The Nominations Committee shall create a slate for Board approval. The slate, if approved by the Board, will be presented as a ballot for approval by the full Chapter.
- The Chapter Membership shall elect three (3) board members at large, and fill all vacancies each year.
  - If there is a Board vacancy throughout the year, the candidate receiving the next highest number of votes in the most recent Board election shall fill the Board member at large vacancy.
  - If no members are willing, able, or do not meet this distinction, vacancies shall be filled through presidential nomination followed by full Board approval.
- Any officer vacancies within a calendar year shall be filled from Board members at large.
  - This term will expire upon the next annual election of Officers by the membership.
  - If there is a vacancy for the Immediate Past President, an Officer at Large position shall be elected by the Board to serve out the unexpired term.
    - This Officer at Large position shall be assigned the duties of the Immediate Past President role.

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.
  - He/She shall carry out the duties as set forth in the Policy Manual and any other duties as set forth by the Board.
  
- 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.
  - He/She shall carry out the duties as set forth in the Policy Manual and any other duties as set forth by the Board.
  
- 3) Immediate Past President/Officer at Large: The Immediate Past-President(or Officer at Large if no Immediate Past President is able to serve) has duties assigned by the President and/or the Board.
  - He/She shall carry out the duties as set forth in the Policy Manual and any other duties as set forth by the Board.
  
- 4) Board Members at Large: Board members at large shall represent The Chapter membership as voting members of the Board of Directors.
  - He/She shall carry out the duties as set forth in the Policy Manual and any other duties as set forth by the Board.
  
- 5) Finance Officer: A Finance Officer shall be selected by the President and approved by the Board of Directors.
  - The Finance Officer shall be the Chair of the Finance Committee and is the Chapter Treasurer.
  - The Finance 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.
  
  - He/She shall carry out the duties as set forth in the Policy Manual and any other duties as set forth by the Board.

- 6) Executive Director: An Executive Director may be selected by the Executive Committee 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.
  - He/She shall carry out the duties as set forth in the Policy Manual and any other duties as set forth by the Board.
- 7) Secretary: A Secretary shall be appointed by the President 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. The Executive Director may be appointed as the Secretary.
  - He/She shall carry out the duties as set forth in the Policy Manual and any other duties as set forth by the Board.

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, e-mail or fax ballot may be used at any time in lieu of voting at a membership meeting. If a mail, e-mail or fax ballot is used, a majority agreement of those voting by mail, e-mail or fax 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 IV , 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.

All committees shall have at least three members and, of these three, two shall be Board members.

The Chapter standing committees are:

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

Section B) Responsibilities

- 1) Executive Committee:

The Executive Committee shall be comprised of:

- the Board President as the Chair,
- The Board Vice President,
- The Immediate Past President or the Officer at Large if there is no Immediate Past President,
- and the Executive Director - *ex officio*

The Executive Committee will function as the Nominations Committee and is responsible for:

- Vetting potential candidates for Board elections,
- Vetting potential candidates for Board Officer Positions,
- Preparing a slate of candidates for Board approval to be sent to the Membership for election in accordance with Article IV, Section B.

The Executive Committee is also responsible for selecting the Executive Director candidate for full Board approval in accordance with Article IV, Section C, Number 7.

The Executive Committee shall also conduct an annual review of the Executive Director and present this review and recommendations to the full Board at the annual January Board meeting. In this responsibility, the Officers of the Board shall meet in executive session without the Executive Director present .

- 2) Events Committee: 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 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 Events Committee shall be comprised of:

- the Chair (who shall be a Board member selected by the Board President)
  - the Conference Liaison,
  - the Tree Climbing Championships Liaison,
  - the Executive Director - *ex officio*
  - and any other event liaisons appointed by the President.
- The Job Descriptions within the Chapter Policies and Procedures Manual shall specify duties.

- 3) 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:

- the Chair (who shall be a Board member selected by the Board President)
  - at least one additional Board member
  - the Executive Director - *ex officio*
  - and any other program liaisons appointed by the President.
- The Job Descriptions within the Chapter Policies and Procedures Manual shall specify duties.

4) Finance Committee:

- 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 Finance Committee shall be comprised of:

- the Finance Officer as Chair,
  - the Board President,
  - The Board Vice President,
  - the Executive Director - *ex officio*
  - and any other liaisons appointed by the President.
- The Job Descriptions within the Chapter Policies and Procedures Manual shall specify duties.

## **ARTICLE VI – FISCAL YEAR**

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



## **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 in accord with "Robert's Rules of Order." Twenty-five (25) members shall constitute a quorum at the Annual Meeting of The Chapter. Five (5) 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, e-mail or fax ballot may be used at any time 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, e-mail, fax or a combination of the three ballot forms.

## **ARTICLE VIII - INCORPORATION AND DISSOLUTION**

- Section A) The Chapter shall be legally incorporated in Nebraska 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 awareness of the benefits of trees in the Midwest states of Kansas, Missouri, Nebraska, and Oklahoma. The Chapter shall carry out its purpose pursuant to activities permitted for 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 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.