

CONSTITUTION AND BY-LAWS OF THE
ILLINOIS ARBORIST ASSOCIATION, CHAPTER
INTERNATIONAL SOCIETY OF ARBORICULTURE

CONSTITUTION

ARTICLE I

NAME: The name of this organization shall be the "Illinois Arborist Association, Chapter International Society of arboriculture," hereinafter referred to as IAA. The parent organization will hereinafter be abbreviated ISA.

ARTICLE II

PURPOSE - Foster interest, establish standards, exchange professional ideas and pursue scientific research in arboriculture.

ARTICLE III

MEMBERSHIP

SECTION A. The membership of this Chapter shall consist of Active, Senior, Student, Honorary, Honorary Life, Affiliate Chapter and Associate members.

SECTION B.

1. Active Membership shall be restricted to active members of ISA. Active members of the Chapter shall maintain membership in ISA, and 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 without charge one copy of the Chapter newsletter and one copy of the Proceedings of the Annual Meeting, if printed.
2. Senior Membership shall be restricted to senior members of ISA. They shall pay annual dues to the Chapter and have all privileges of active members.
3. Student Membership shall be restricted to student members of ISA. They shall pay Chapter dues as designated by the Executive Committee.
4. ISA Honorary and Honorary Life Membership shall be recognized by the Chapter. Honorary and Honorary Life members of ISA who are Chapter members shall have all the privileges of active Chapter members for life without payment of dues.
5. Affiliate Chapter Membership is available to an individual wishing to affiliate with the Chapter without becoming a member of ISA. Affiliate members shall pay dues to the Chapter. They shall have no voting privileges or right to hold office. They receive without charge one copy of the Chapter newsletter and one copy of the Proceedings of the Annual Meeting, if printed.
6. Associate Membership shall be limited to sole proprietorships, companies, partnerships, or corporations engaged in arboricultural work and the manufacture and/or distribution of equipment and supplies for arboricultural work. Associate members are entitled to five (5) affiliate members whose names shall be provided to the executive director at the time of application. Changes in names of members may be made at time of annual dues billing. Additional members may be added at the same dues amount as is paid for affiliate membership. This membership category is limited to one membership per firm.

Associate members shall pay annual dues to the Chapter as is determined by The Executive Committee. They shall have no voting privileges or right to hold office. They receive one copy of the Chapter newsletter and one copy of the Proceedings of the Annual Meeting, if printed, for each person in this membership category. They shall be entitled to individual member rates for all Illinois Arborist Association events and programs.

ARTICLE IV

OFFICERS, DIRECTORS, AND STANDING COMMITTEES

- SECTION A. OFFICERS. The officers of this organization shall be President, President-Elect, Vice President and Executive Director.
- SECTION B. DIRECTORS. The Chapter shall elect nine (9) Directors from the active members, consisting of two (2) Municipal, two (2) Commercial, one (1) Research & Education, one (1) Utility, one (1) Program Director, one (1) Industry Director and one (1) ISA Representative to the ISA Council of Representatives herein referred to as ISA Representative.
- SECTION C. BOARD OF DIRECTORS. The Board of Directors shall consist of the officers and duly elected Directors of the Chapter.

ARTICLE V

DUTIES AND POWERS OF OFFICERS, BOARD OF DIRECTORS, AND STANDING COMMITTEES

SECTION A. OFFICERS.

1. President. The President shall preside at the meetings of the Chapter, the Executive Committee and the Board of Directors. He/She shall approve the program for the annual meeting of the Chapter, and appoint all local, temporary, and standing committees except as herein stated. He/She shall convene the Executive Committee whenever the necessity therefore arises, or at the request of any members of the committee. He/She shall convene a Board of Directors meeting whenever necessary or at the request of any three members of the Board.
2. President-Elect. The President-Elect shall assist the President, and in the event of his/her absence or disability, shall perform his regular duties. He/She shall be responsible for supervising any changes to the chapter constitution and by-laws. He/She shall serve as chairperson of the Donations Committee.
3. Vice-President. The Vice President shall assist the President, and, in the event of the absence disability of both the President and President-Elect, shall perform his/her duties. He/She shall serve as chairperson of the Chapter Membership Committee.
4. Executive Director. The Board of Directors shall be empowered to contract the services of an Executive Director and to enter into a contract covering the terms of said employment.

The Executive Director is contracted by the Chapter and shall assume the major duties of the Chapter Society and Treasurer as determined and outlined by the Board of Directors. He/She may be bonded at Chapter expense for an amount deemed advisable. He/She may be Secretary to the Board of Directors. He/She shall not have the power to vote. He/She may be a member ex-officio to all Standing Committees.

He/She shall gather, coordinate, and disseminate valuable and useful information relating to the profession of arboriculture through Newsletters and bulletins to all Chapter members. He/She shall diligently and effectively work in the interest of the Chapter and its members as outlined in Article II of the Constitution.

He/She shall perform such other duties as may be assigned to him/her by the Executive Committee and/or Board of Directors of the Chapter, or other duties as prescribed in the Bylaws of the Chapter.

He/She shall render a detailed written Executive Director report covering the fiscal year. This report shall be submitted no later than March 31st for the prior fiscal year. This report will be e-mailed out and posted on the IAA website.

SECTION B. DIRECTORS. The Chapter Directors shall be members of the Board of Directors.

SECTION C. BOARD OF DIRECTORS. The Board of Directors shall be empowered to act for the Chapter at, and between, its annual meeting. The Board of Directors shall appoint and fix the terms of the Executive Director and the Editor. They shall fill officers and Director vacancies between meetings. The Board of Directors shall be the policy making body of the Chapter and will act on matters of Chapter business submitted to it by the Executive Committee. The Board of Directors has the authority to establish and appoint committees.

SECTION D. THE EXECUTIVE COMMITTEE. The Executive Committee shall provide general supervision over the affairs of the Chapter and is empowered to make administrative decisions regarding the operation of the Chapter. It shall meet as required for the purpose of reviewing administrative matters of the Chapter brought to it by the Executive Director, Committees or members of the Chapter. It shall be recommend to the Board of Directors for decisions any matters requiring new or revised policy.

SECTION E. NOMINATIONS COMMITTEE. The Nominations Committee shall be responsible for solicitation from the general membership individual members qualified to serve in elected positions of the Chapter. The nominations for elected officers; president, president-elect, vice president and Directors, shall be submitted to the Board of Directors for review and approval prior to submittal of the ballot to the general membership for voting purposes. A mail ballot shall be sent to the general membership prior to the annual meeting. Election results shall be announced at the annual meeting each year.

The committee shall present a slate of candidates which reflects the categories of membership, municipal, utility, commercial, research and education and members at large. The committee will endeavor to provide candidates for Director positions who will be representative of the number of active and senior members of the Charter in each category as identified above.

SECTION F. MEMBERSHIP COMMITTEE. The Membership Committee shall seek the aid of present Chapter members in directing the attention of qualified nonmembers to the benefits and privileges of membership in the Chapter and in ISA.

SECTION M. AWARDS COMMITTEE. The Awards Committee shall be responsible for the selection of appropriate candidates for presentation of Chapter awards. Two award categories shall be established, the Award of Merit and the Honorary Life Membership. The Committee recommend additional award categories which shall be established with the approval of a two thirds vote of the Board of Directors at any duly authorized meeting.

The Award of Merit shall be the highest honor bestowed by the Chapter to recognize outstanding service in advancing the principles, ideas and practices of arboriculture. The Award shall be granted to only active and senior members of the Chapter that made material contributions to arboriculture, either through work in the organization, research, field practice, or promotion. The Award shall be limited to not more than one individual annually. The recipient of this award shall also be granted a life membership in the chapter.

An Honorary Life Membership award shall be granted only to active and senior members of the

Chapter who have substantially contribution to the progress of arboriculture and have given unselfishly of their efforts in supporting and promoting the objectives of the Chapter and the International Society of Arboriculture. The award shall be limited to not more than one individual annually.

The Awards Committee is responsible for recommending candidates for awards to the Board of Directors three months prior to the annual meeting. Approval of candidates for awards categories shall require a two-thirds vote of the Board of Directors voting. Voting may be completed by mail ballot sent by the Executive Director or at a regular Board of Directors meeting.

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SECTION O. FINANCE COMMITTEE. The Finance Committee shall be responsible for overseeing all financial transactions of the Chapter. An annual budget shall be submitted to the Board of Directors annually for approval. An annual review and report of the past fiscal years financial transaction shall be made to the Board of Directors. An audit of financial transactions may be required by the Board of Directors.

SECTION P. EDITOR. The Editor shall be appointed by the President with approval of the Board of Directors. The editor may serve as **chairperson** of the publications committee. The Editor shall prepare publications and a newsletter for distribution to the general membership as directed by the Executive Committee.

ARTICLE VI

MEETINGS - There shall be an annual meeting of the Chapter at such time and place as may be designated by the Executive Committee and the Board of Directors.

ARTICLE VII

CONDUCT - The conduct of the Chapter and its meetings shall accord with "Roberts Rules of Order." Twenty five voting members shall constitute a quorum at the annual meeting of the Chapter and 3 members shall constitute a quorum of the Executive Committee and 5 members shall constitute quorum of the Board of Directors

ARTICLE VIII

INCORPORATION AND DISSOLUTION

SECTION A. The Chapter shall be legally incorporated in Illinois.

SECTION B. The Chapter shall be organized exclusively for educational and scientific purpose. In no event shall any part of any contributions, donations, assets, net earnings, or other finances of the corporation inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporate purposes.

No substantial part of the activities of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c) (5) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

SECTION C. In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of any separate fund or funds organized exclusively or educational and scientific purposes relating to the practice of arboriculture and (a) qualifying as

exempt under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the correspondence provision of any future United States Internal Revenue Law) and (b) contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of the future United States Internal Revenue Law), dispose of all the assets of such fund or funds exclusively for purposes similar to those of the fund itself or to such organization or organizations, as the Board of Directors shall determine, which are organized and operated exclusively for such purposes as shall at the time (a) qualify as exempt under Section 501(a) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and (b) contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any of such assets of the fund or funds not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes, and qualifying under Section 170(c) (2) as aforesaid. The Board of Directors shall dispose of all other assets of the corporation, after paying or making provision for the payment of all the liabilities of the corporation, exclusively for the purpose of the corporation in such manner or to such organization or organizations, as the Board of Directors shall determine, as shall at the time qualify as exempt under Section 501(c) (5) of the Internal Revenue Code of 1954, (or the corresponding provision of any future corporation not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

INDEMNIFICATION Any and all officers, members of the Board of Directors, members of the Executive Committee, members and former members of the Board of Governors, Governors, former officers and former members of the Executive Committee, Chapter Director and any persons who may have served at its request, shall be indemnified by the Illinois Arborist Association Chapter International Society of Arboriculture against expenses (including Attorney's fees) judgments, fines, and amounts paid in settlement actually and necessarily incurred by them in connection with the defense of settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party by reason of being or having been officers or an officer, Governors or a Governor, or a member of the Executive Committee of the corporation, or Director except in relation to matters as to which any such Governor, or officer of the corporation, former officer, former Governor, former Executive Committee member or officer, former Director or person adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

ARTICLE X

AMENDMENTS This Constitution may be amended at any annual meeting of the Chapter by a two thirds affirmative vote of the members present and voting, provided that: (1) the amendments have the prior approval of at least a 2/3 majority of the Board of Directors and (2) notice has been sent to the membership at least thirty (30) days in advance of the annual meeting indicating the proposed changes to be voted on.

ARTICLE XI

BYLAWS There shall be adopted such Bylaws as are deemed essential to the development of good procedure in the Chapter. They shall not be at variance with the Constitution, but shall be subordinate to it and shall be altered or amended to accord therewith.

BYLAWS

ARTICLE I

SECTION A. ELECTIONS.

1. Officers, except for the Executive Director, shall be elected by mail ballot from the membership of the Chapter for terms of one year.
2. The Executive Director and the Editor shall be appointed as designated in ARTICLE V, SECTION C and Section P of the Constitution.
3. Any active member who receives nomination from 10% of the active membership shall be placed on the ballot for the elected office sought after. Such nominations shall be in written form and received at the office of the Association at least 60 days prior to the annual meeting.

SECTION B. DIRECTORS. Directors shall be elected from the membership of the Chapter by mail ballot for terms of two years and their terms shall be so arranged that approximately one half of the members shall be elected each year except the first year there will be elected for one year terms and three will be elected for two year terms. No member shall be elected as Director for more than two consecutive terms.

SECTION C. CHAPTER DIRECTOR TO ISA. The Board of Directors of the Chapter shall elect a Chapter Director to serve on the ISA Board of Directors for a three (3) year term. A Director may be elected for no more than two continuous terms.

SECTION D. VACANCIES. The Board of Directors shall have the power to elect successors to any office which may become vacant, or to fill any vacancy that may occur in its membership or committees until the next annual meeting.

ARTICLE II

SECTION A. PUBLICATIONS. Following each annual meeting of the Chapter, the Executive Director shall transmit to the Editor of the Chapter the minutes and copies of papers presented at the annual meeting. Proceedings of the Chapters' annual meeting and educational session papers may be printed at the discretion of the Board of Directors and approved by it.

ARTICLE III

FISCAL YEAR The fiscal year of the Chapter shall be from January 1st of each year to December 31st of the same year.

ARTICLE IV

TERMINATION OF MEMBERSHIP

SECTION A. Suspension or termination of members shall be within the control of the Board of Directors.

SECTION B. Members may be suspended or terminated by: (1) violating any of the provisions of the Constitution and Bylaws or any agreement, rule or practice adopted by the Chapter, (2) if found guilty of any act, omission or conduct prejudicial to the welfare of the Chapter, (3) nonpayment of dues. Such suspensions or termination shall be by majority vote of the Board of Directors after due notice and opportunity for leaving.

SECTION C. Nonpayment of dues within ninety (90) days after due date without explanation acceptable to the Constitution and Bylaws of the Illinois Arborist Association, Chapter International Society of Arboriculture

Board of Directors shall be sufficient reason for suspension. Upon approval by majority vote of the Board of Directors a suspended member may be reinstated.

ARTICLE V

VOTING

SECTION A. Voting at the Annual meeting or any meeting shall be restricted to active and senior members in good standing, whose dues are paid in accordance with the bylaws, and whose membership is neither suspended nor terminated at the time of said meeting.

SECTION B. Any active and senior members in good standing may register his vote by absentee ballot with the Executive Director, on all matters at the annual meeting, providing in all instances that proper credentials are presented and approved.

SECTION C. Associate, Affiliate, and Student members shall not have voting power in the Chapter.

ARTICLE VI

DUES - Dues for all memberships shall be determined annually by the Executive Committee and approved by the Board of Directors. Changes in dues shall require the approval of a majority of the members present at the annual meeting.

ARTICLE VII

AMENDMENTS These Bylaws may be amended at any annual meeting of the Chapter by a two-thirds affirmative vote of the members present and voting, provided that: (1) the amendments have the prior approval of at least two thirds of the Board of Directors and (2) notice has been sent to the membership at least thirty (30) days in advance of the annual meeting indicating the proposed changes to be voted on.

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