

**BYLAWS OF  
THE INDIANA ARBORIST ASSOCIATION, INC.  
Chapter of the International Society of Arboriculture**

APPROVED JUNE 24, 1987, REVISED March 28, 2013

**ARTICLE I. Name and Purpose**

**Section 1. Name.**

The name of the Corporation is the INDIANA ARBORIST ASSOCIATION, INC. (IAA), a chapter of the International Society of Arboriculture (ISA).

**Section 2. Purpose.**

- 1 - Increase public awareness of the value of trees and professional tree care.
- 2 - Provide education and training opportunities for practitioners to improve professional skills.
- 3 - Increase awareness of career opportunities in arboriculture.
- 4 - Increase the involvement of the IAA in the development of public policy.

**Section 3. Principal Office/Other Offices**

The principal office of IAA shall be located in the State of Indiana unless otherwise designated by IAA's governing body, known as the Board of Directors or the Board. IAA may have such other offices at such suitable places as may be designated by the Board.

**Section 4. Registered Agent**

The IAA shall appoint and continuously maintain a registered agent in the State of Indiana.

**ARTICLE II. Membership**

**Section 1.** The membership of this Chapter shall consist of Active, Senior, Student, and Life.

- A. *Active membership* is available to individuals actively engaged in commercial, municipal, and utility arboriculture, or to individuals who represent or are employed by governmental or other non-commercial agencies, organizations, private companies or businesses, and institutions whose principal duties are concerned with research, instruction, control, design, supervision, planting, and maintenance of, or pertaining to, the general welfare of trees.

All active members (i.e., dues paying members) shall have voting rights. Only active members in good standing, which abides by ISA and IAA standards, membership fees are up-to-date, and are not currently subject to any disciplinary actions or penalties may hold office or be a member of the Board of Directors.

Application for active membership shall be submitted on forms approved by IAA Executive Director or its Board of Directors.

- B. *Senior Membership* shall be restricted to senior members of IAA who are over the retirement age as determined by the Social Security Administration. They shall pay annual dues to the Chapter and have all privileges of active members and available to member at and over the retirement age.
- C. *Student Membership* shall be restricted to (i) students of an accredited program, with valid school identification, or (ii) high school or vocational school students enrolled in a horticultural or landscaping program as may be deemed appropriate and shall pay Chapter dues as designated by the Executive Committee.
- D. *Life Membership* shall be recognized by the Chapter. Life members of the Chapter shall have all the privileges of active Chapter members for life without payment of dues. Life membership may be granted to an individual who has performed a meritorious service to the Association or who has made an outstanding contribution to arboriculture in Indiana through research, education, governmental, or other non-commercial activities.

A Life membership may be granted, subject to approval by the Board of Directors, to those retired members who have had at least ten (10) consecutive years of membership in good standing in the Association.

Nominations for Life membership must be made by a member in good standing of the Association, and submitted in writing to the Executive Director. The same shall be submitted to the Board of Directors following nomination and, to become effective, must be approved by majority vote.

## **Section 2. Termination of Membership**

Any member may be suspended or have their membership terminated for just cause. Suspension or termination of members shall be within the control of the Board of Directors.

Members may be suspended or terminated for just cause which may include: (1) violating any of the provisions of the Bylaws or any agreement, rule or practice adopted by the Chapter, (2) if found guilty of any act, omission or conduct prejudicial or detrimental 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, with the exception of nonpayment of dues.

### **ARTICLE III. Financial**

**FISCAL YEAR** The fiscal year of the Chapter shall be from July 1st of each year to June 30th of the subsequent year.

#### **Section 1. Dues.**

Dues for all memberships shall be determined annually by the Executive Committee and approved by the Board of Directors. Any changes will require a two-thirds (2/3) vote of the Board.

#### **Section 2. Dues Payment.**

Dues are payable on or before March 31 of each year. Members in arrears for one (1) year shall be automatically dropped from the membership roll and must submit another application to rejoin the association.

Nonpayment of dues without explanation acceptable to the Board of Directors shall be sufficient reason for suspension at the Board's discretion. Upon approval by majority vote of the Board of Directors a suspended member may be reinstated with proper payment of dues.

### **ARTICLE IV. Officers, Directors and Standing Committees**

#### **Section 1. Officers.**

The officers of the organization shall consist of the President, Vice President, Secretary, Treasurer, Executive Director and Immediate Past President.

#### **Section 2. Board of Directors**

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, immediate past President, and six designated area members elected as Directors.

- A. Term of Office - Those elected to specific office shall serve for a period of one (1) year and shall hold office until their successors are elected by the membership. The Executive Director is an ex-officio member of the Board.
- B. The six (6) elected as Directors shall serve for a three (3) year term. The Directors shall represent the following areas: Utilities, Suppliers, Municipal-Institutional-Agency, Line Clearance Contractors, Commercial Tree Care, and Nursery-Grower.
- C. The Immediate past President shall serve as a member of the Board of Directors for one (1) year following their term as President.

### **Section 3. Election of Officers and Directors.**

Only active members in good standing of the IAA may hold a position on the board. Elections for officers and directors shall be by ballot at the annual conference business meeting each year. In the event of postponement of the annual meeting, provisions shall be made by the President, using available technology, to reschedule and hold the meeting.

- A. The Secretary shall be elected to the office each year. The remaining officers shall ascend to the next chair, for example, Secretary to Vice President to President to Immediate past President.
- B. The Directors shall be elected in the following rotation:
  - i. Year One: Municipal-Institutional-Agency, and Nursery Grower
  - ii. Year Two: Utilities and Commercial Tree Care
  - iii. Year Three: Line Clearance Contractors and Suppliers
- C. The five (5) elected area Directors shall be elected from the active membership of the IAA to a term of three (3) years.
- D. In the event that a vacancy occurs in the Board of Directors or among the officers of the Association before a term has expired, the Board of Directors shall select a replacement to serve the unexpired term by majority vote.

### **Section 4. Standing Committees.**

Standing committees shall be formed with a continued existence to do its assigned work on an ongoing basis. The following committees are established by an official and binding vote providing for its scope and powers. Standing committees meet on a regular or irregular basis dependent upon their charge.

**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. The Executive Committee 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. The Executive Committee shall make recommendations to the Board of Directors for decisions or any matters requiring new or revised policy. This committee shall consist of the President, Vice-President and Past President.

**Board and Staff Development:** This 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 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 notice 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 reflective of the demographics of the membership of the Charter in each category as identified above.

**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. The committee will provide for welcoming new members, collaborate on recruitment instruments (i.e. brochures, pamphlets, web copy), and be involved in a process for evaluating member satisfaction.

**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 transactions shall be made to the Board of Directors. An audit of financial transactions may be required by the Board of Directors. This committee shall consist of the Executive Director, Secretary and a member at-large.

**Awards Committee:** The Awards Committee shall be responsible for the selection of appropriate candidates for presentation of Chapter awards. The award categories shall be established as ISA Gold Leaf Awards, Meritorious Service Award, Distinguished Service Award, Tree Worker Award and the Ramsey/ IAA Student Award. The Committee may 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 Awards Committee is responsible for recommending candidates for awards to the Board of Directors at least 2 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 at a regular Board of Directors meeting.

**Information and Education Committee:** This committee shall be responsible for the administration of the certification of arborists in the State of Indiana in all categories of expertise designated by the ISA. The certification subcommittee shall adopt administrative policies and procedures for certification of members and non-members. Such policies and procedures shall be approved by the Education Committee and shall be reviewed by the Executive committee every three (3) years. Changes in policies and procedures shall be presented to the Board of Directors for adoption.

The Education committee shall seek to provide opportunities for quality education for members, non-members and industry professionals. The committee shall seek ways and means to initiate and further scientific investigations of the various

problems of arboriculture and/or allied and supporting disciplines and shall prepare publications and compile information of interest and value.

The committee shall prepare an educational exhibit for the Annual Chapter meeting.

The committee shall prepare publications of interest and a newsletter for distribution to the general membership.

**Annual Conference Committee:** The Conference Committee shall develop a suitable program for the annual conference. The committee will be led by the Vice President and the Executive Director who shall be responsible for recruitment and development of the committee. The committee shall be responsible for all arrangements and tasks involved in conference activities.

It shall be the responsibility of the Executive Director to negotiate and arrange contracts, and create a fiscally responsible conference with regards to the mission and goals of the organization.

The conference committee shall meet regularly as prescribed by the committee chair and report at scheduled Board of Directors meetings.

**Special Events Committee:** The Committee shall be responsible for development of fund raising mechanisms through special events, donations, partnerships and grants. This shall include the annual golf outing.

**Public Relations Committee:** serves the organization to oversee and develop website content, develop public education materials, increase awareness of arboriculture, and oversee media outreach initiatives.

**Climbing Competition Committee:** Coordinate the IAA Tree Climbing Championship that will choose our competitors for the annual ISA International Tree Climbing Championship. This committee is responsible for securing a proper location, recruiting and qualifying competitors, finding judges and assist in support and funding.

## **Section 5. Other Committees and Task Groups.**

**Ad hoc committees** may be formed for a specific task or objective, and dissolved after the completion of the task or objective. These committees may be formed at the discretion of the board and require majority vote to establish.

## **Section 6. Duties and Powers of Officers, Board of Directors, and Standing Committees**

- A. *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 members of 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.

- B. *Vice President* - shall assist the President, and in the event of his/her absence or disability, shall perform their regular duties. He/She shall be responsible for supervising any changes to the chapter constitution and by-laws. The Vice President is the Program Chairperson for the annual conference and annual business meeting.
- C. *Secretary* - The Secretary shall keep a record of proceedings of the meetings. The Secretary shall work with the IAA Executive Director to include meeting notices, board activities, results in voting and other official proceedings and rulings.
- D. *Treasurer* - The Treasurer shall collect the dues and disburse the moneys of the association under the direction of the Board of Directors, keep the financial records of the Association, file appropriate tax forms, and make a report of the financial condition of the Association at the annual meeting and/or upon request of the Board of Directors. The Treasurer may be required to give bond for such amount and with such surety as may be specified by the Board of Directors.
- E. *Executive Director*. The Board of Directors shall be empowered to enact the services of an Executive Director (ED) and to enter into an agreement covering the terms of said employment. The Executive Director is authorized by the Chapter to assume the major duties of the Chapter and Treasurer as determined and outlined by the Board of Directors. The ED may be bonded at Chapter expense for an amount deemed advisable. The ED shall not have the power to vote, and may be a member ex-officio to all Standing Committees. The ED shall gather, coordinate, and disseminate valuable and useful information relating to the profession of arboriculture through newsletters and bulletins to all Chapter members. The ED shall diligently and effectively work in the interest of the Chapter and its members, and 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.

The Officers and Directors shall at all times act in the best interests of the Society and independent of any other interests. Each Officer, Board Member and Committee Member shall act in a manner consistent with the obligations owed to IAA and required by these Bylaws, regardless of any other affiliation, membership, position or directorship.

#### **Section 7. Duties of the Board:**

- A. Act on all matters of interest to the Association and report such action to the members through the Secretary and Executive Director.
- B. Each Director shall sign and abide by the approved Board of Directors Contract and Conflict of Interest Policy. Each Director shall review and sign at the beginning of their term and shall be enforceable the length of their respective office term.
- C. Review all protests or complaints submitted in writing by an active member against the Officers, Directors, or active members. The Board may appoint a temporary Grievance

Committee to review said complaints/protests and make a recommendation(s). A Grievance Committee is required before termination of any member as stated in Article II, Section 2.

- D. Review any governmental activities (local, state and federal) which could affect the Association or on which the Association may take a position. Any such position shall be drafted and approved by a majority of the Board.
- E. Prior to the annual business meeting of the Association, prepare a slate of at least two (2) nominees each for the Secretary and incoming Director positions.
- F. Appoint or elect, by majority vote, a Chapter Representative to represent the IAA as a member of the International Society of Arboriculture Council of Component Representatives.
- G. Appoint one of their members, or a professional, to examine the financial records kept by the Treasurer and take any necessary action. This shall be done prior to the annual business meeting.
- H. Prepare an annual budget for approval at the first Board meeting after the annual meeting.
- I. The Board of Directors shall not obligate the Association financially beyond the available funds in the treasury, unless specifically authorized to do so by a two-thirds (2/3) vote of the active members in attendance, either in person or by proxy, at any regular or special meeting of the membership.
- J. The Officers and Directors shall at all times act in the best interests of the Society and Association and independent of any other interests.

## **ARTICLE V. Meetings**

### **Section 1. Annual Meeting**

The annual meeting of the association will be held each year at such time and place as the Board of Directors shall recommend.

The agenda for the annual meeting shall include:

1. Call meeting to order.
2. A summary of activities of the association from the past year.
3. Secretary report, including summary of motions for the year.
4. Treasurer's report
5. ISA Chapter representative report.
6. Certification report
7. Tree Fund report
8. Old Business for discussion
9. New Business; includes ballots on candidates for Secretary and any other vacancy.



10. Passing of the gavel.
11. New president's comments.
12. Adjournment.

## **Section 2. Meetings of the Board of Directors .**

The President shall notify Directors of all meetings. The Board of Directors shall meet at the annual conference, and during the year as determined by the President. The Board shall hold a minimum of six meetings per year.

The conduct of the Chapter and its meetings shall accord with current "Roberts Rules of Order." A majority of voting members shall constitute a quorum at the annual meeting and at the Board of Directors meetings.

Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board or committee by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting. Records of the meeting proceedings shall be kept by the Secretary as required for any meeting.

A majority of the voting Directors shall constitute a quorum for any meeting of the Board of Directors. Such majority shall be capable of transacting corporate business, consistent with these Bylaws and applicable state and federal law.

## **Section 3. Special Meetings of the Membership or the Board.**

Special meetings of the membership or Board may be called by any two (2) of the Board of Directors or by the President. They may be called upon the receipt of a written request thereof, signed by at least 5 active members in good standing. Notices of all special meetings shall be sent to the Board of Directors at least five (5) days prior to the date set for the meeting. Meetings via telephone conferencing or e-mail may be set as long as they meet all other conditions prescribed in these by-laws.

## **Section 4. Voting.**

Only active members shall have voting rights. All active members shall be entitled to vote, except as limited in previous articles aforementioned in Article 2, Sec. 1.

The bylaws for the IAA allows for voting and polling via e-mail. The following procedures will govern this option.

- 1) E-mail voting should be done only on items requiring immediate attention or those items that cannot be handled during regular scheduled meetings.

- 2) The President may at his /her discretion initiate the e-mail voting process.
- 3) The motion and an explanation of the motion will be included in the e-mail requesting a vote.
- 4) The Board shall have no less than five business days from the day of the request for votes to vote on the request. During that time, any board member can discuss or ask for clarification about the motion.
- 5) A deadline for the vote will be set and all votes must be received by that time.
- 6) If the number of votes received by the deadline is less than the established quorum then the motion fails.
- 7) If the number of votes meets or exceeds the established quorum then majority determines the outcome.
- 8) The Executive Director shall be responsible for tallying the votes and the President shall act as check for the vote.
- 9) The results of the vote shall be provided within two days after the established deadline for a vote.
- 10) An e-mail vote will have the same effect as a regular council vote and will be entered into the minutes of the next Board meeting.

### **Section 5. Compensation.**

No officer or member shall receive any compensation for traveling expenses for attending association meetings, unless specifically approved by a majority vote of the board.

## **ARTICLE VI. AMENDMENTS**

The power to make, alter, amend or appeal these Bylaws is vested in the Board of Directors, who by majority vote by the actual number of Directors elected, may alter, amend or repeal the Bylaws.

## **Article VII. INDEMNIFICATION**

Any and all officers, members of the Board of Directors, members of the Executive Committee, members and former members of the Board of Directors, 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 Indiana 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, Director, 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 Director, 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.