

**Constitution and By Laws
Of the
Iowa Arborist Association
Amended 02-23-17**

Article I Name

Section One The name of this Corporation is the Iowa Arborist Association (IAA)

Section Two The Corporation is a Non-profit Corporation organized pursuant to Chapter 504A of the Iowa Code.

Article II Purpose

The general purpose of the IAA shall be to promote and encourage an appreciation for trees and horticulture/landscape related needs and opportunities to increase education in planting and caring for shade and ornamental trees in our communities and to foster the science and practice of professional arboriculture within the State of Iowa.

Article III Membership

Section One Members Members shall consist of any individual, firm or corporation interested in the field of arboriculture and urban forestry in the State of Iowa

Section Two Membership Classification Individuals or corporations interested in membership must apply under the following membership classifications:

- (a) PROFESSIONAL MEMBER shall be open to any individuals actively engaged in the practice of arboriculture or urban forestry. This shall include those individuals who are responsible for the supervision, management, and/or planning of arboriculture or urban forestry activities. Professional membership shall include; municipal arborists or foresters, utility arborists or foresters, commercial arborists or tree surgeons, urban foresters and other practicing arborists.
- (b) EDUCATIONAL MEMBER Educational membership shall be open to those individuals engaged in education or research involving arboriculture or urban forestry or in supportive or allied disciplines.
- (c) SENIOR MEMBER Senior membership shall be open to those individuals who are retired from professional or educational practice of arboriculture or urban forestry
- (d) ASSOCIATE MEMBER Associate membership shall be open to any and all individuals not actively engaged in the practice of arboriculture or urban forestry, but who's associated profession or interest supports the purposes of the IAA
- (e) SPONSORING MEMBER Sponsoring membership shall be open to all individuals, organizations or firms who by their affiliation, wish to support the IAA.
- (f) STUDENT MEMBER Open to students enrolled in a 2 – 4-year college program in arboriculture, forestry, horticulture, landscape architecture or other related fields. This classification is also open to middle and high school students enrolled in Future Farmers of America (FFA), or interested in a career working with trees.
- (g) CORPORATE MEMBER Open to any commercial companies representing products and services of the Arboriculture Field who wish to support the IAA. Corporate members are entitled to one voting member and employees of the company are entitled to discount membership rates at IAA events.

Section Three DUES SCHEDULE Dues will be set by majority vote of the Board of Directors after seeking input from the general membership at the Annual Membership meeting. Initially the Dues of IAA membership will be:

- (a) Professional Member \$50.00/year
- (b) Educational Member \$15.00/year
- (c) Senior Member \$5.00/year
- (d) Associate Member \$15.00/year
- (e) Sponsoring Member \$50.00/year
- (f) Student Member \$5.00/year
- (g) Corporate Member \$100.00/year

Section Four VOTING OF MEMBERS Voting privileges shall be extended to dues-paying active members in PROFESSIONAL, EDUCATIONAL, SENIOR AND CORPORATE membership classification. Voting privileges shall be denied to members listed as Delinquent. Electronic voting by Board Members in good standing is allowed and members also in good standing.

Section Five Membership dues are good for 12 calendar months, beginning from the date that dues are received by either the ISA or the Treasurer of the IAA and in accordance with Article II section Two of the By Laws.

Section Six DUES Dues shall be due annually on the anniversary of the original payment receipt.

Section Seven RESIGNATION Any member wishing to resign can do so by filing a written resignation with the Treasurer, but such resignation shall not relieve the member(s) so resigning of the obligation to pay any dues, assessment or other charges therefore accrued and therefore unpaid.

Section Eight TRANSFER OR ASSIGN Membership dues in IAA is not transferable.

ARTICLE IV MEETING OF MEMBERS

Section One ANNUAL MEETING An Annual meeting shall be held on the first day of the ISU Shade Tree Short Course, in Ames Iowa.

Section Two SPECIAL MEETINGS Special meetings of the members may be called either by the President of the Board of Directors or not less than one-tenth of the members.

Section Three NOTICE OF MEMBERSHIP MEETINGS Notice may be given in the IAA's newsletter "Tree Talk" or posted on the IAA website and shall state the place, day and hour of any meeting. In cases of a special meeting or when required by statute or by this constitution and By Laws, the purpose for which the meeting is called shall be in the notice.

Section Four QUORUM Members present or by proxy holding one-tenth of the votes may be cast at any Membership meeting shall constitute a quorum at such meeting. The act of a majority of the membership present or by proxy at which quorum shall be the act of the members.

Section Five CHAIR OF MEETINGS The President, or in his/her absence, the duly appointed person, shall call all the membership meetings to order, and shall act as chair of such meetings, and the Secretary, or duly appointed person, of the corporation shall act as Secretary of all meetings of the members.

The order of business may be altered or suspended at any membership meeting by a majority vote of the members present. The usual parliamentary rules laid down in "Roberts Rules of Order" shall govern all deliberations, when not in conflict with this Constitution and By Laws.

Section Six **RECORDS** The records of the IAA shall be the sole and conclusive evidence of who are the members and as to who shall have the right to vote at any membership meeting.

ARTICLE V BOARD OF DIRECTORS

Section One **GENERAL POWERS** The affairs of the IAA shall be managed by the Board of Directors

Section Two **NUMBER, TENURE, QUALIFICATIONS AND VACANCIES** The Board of Directors shall consist of the elected officers of the IAA; President, President-Elect, Past President, Secretary, Treasurer and seven (7) elected Representatives, (NW, NE, SW, SE and 2 At Large) and a ISA Liaison. Officer positions will be elected annually and the Directors (Representatives) and ISA Liaison will be elected on staggered two-year terms by written ballot according to Article V, section 7 below. NE and SW Directors and one At Large will be elected in uneven numbered years, and NW and SE and one At Large and the ISA Liaison will be elected in even numbered years. Officers and Representatives shall take office at the end of the Annual meeting after the election or until the succession of such position have been elected and qualified. Officers and Representatives must be members in good standing with the IAA.

If an Officer or Representative position shall be vacant, such a position shall not be considered as part of the Board for purposes of determining whether a quorum is present at any meeting, but the Board shall consist of the Directors in office at any time. A vacancy in an elected Board position may be filled by the Board of Directors for the unexpired portion of the term.

Section Three **BOARD MEETINGS** Board meetings shall be held at least on a quarterly basis through the year. These meetings will be announced by the President or the Secretary at least ten (10) days in advance of said Board Meeting., or may be set in advance for the entire year by the current President. Regular Board Meetings will be open to any member of the IAA. Any Board member must waive attendance of any meeting by contacting the President, or other Officer or Representative at least twenty-four (24) hours prior to said meeting. If any Officer or Representative misses more than three consecutive regular Board meetings, without waiving attendance through contact with the President, or other Officer or Representative, that Officer or Representative position shall be considered vacant.

Section Four **SPECIAL BOARD MEETINGS** Special meeting of the Board of Directors may be called by or at the request of the President, or any three Directors. The person or persons authorized to call special meetings of the Board may pick any place in the State of Iowa, as the place for holding any special meeting of the Board called by them. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto written notice via United States mail, FAX, electronic and personal communications. Any Director must waive attendance of any meeting by contacting the President, or other Officer or representative within twenty-four (24) hours prior to the meeting.

Section Five **QUORUM** One-half of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section Six MANNER OF ACTING The act of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided in the Constitution or By-Laws of IAA.

Section Seven ELECTION Elections for IAA Officers and Board members shall be by the voting members by written or electronic ballot. Nominations for the Officers or Board member of IAA shall be by member nomination to the Nominating Chair at least sixty (60) days before the annual meeting. Ballots will be sent to all voting members at least thirty (30) days prior to the annual meeting. Results of the election will be reported at the annual meeting that will establish the Officers and Director positions available for that year. In the event of an open position at the time of the annual meeting, a write-in shall be allowed for that position with those ballots being counted prior to the end of the annual meeting.

Section Eight COMPENSATION Directors as such shall not receive any stated salaries or compensation for their services, but by resolution of the Board of Directors, they may be compensated for expenses that assist the IAA.

Section Nine OFFICERS All Officers and representatives of the IAA shall have a vote at all meetings of the Board of Directors, except that of the President of the IAA shall only vote in the event of a tie-vote.

Section Ten INFORMAL ACTIONS BY DIRECTORS Any action required to be taken at a meeting of that directors or any other action which may be taken at a meeting of the directors or committee of directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the directors or all the members of the committee of directors, as the case may be, entitled to vote with respect to the subject matter thereof.

ARTICLE VI AND EXECUTIVE COMMITTEE

Section One OFFICERS The officers of the IAA shall be President, President-Elect, Secretary, Treasurer/Component Relations Coordinator and immediate Past President. These officers will constitute the Executive committee. Additional elected board members will be ISA Liaison, Regional representative (NW, NE, SW, SE) and At Large Representative (2) and ISA Certification Liaison.

Section Two ELECTION AND TERM OF OFFICE The office of the President-Elect, Secretary and Treasurer/Component Relations Coordinator, will be elected by written ballot annually in accordance with article 5 section 7. President-Elect will assume duties of President one year from the election. Regional representatives, At Large representatives and ISA Liaison will be elected on staggered two-year terms. In uneven numbered years NE and SW Regional Representatives and one At Large Representative will be up for election. In even numbered years NW and SE Representatives and one At Large Representatives and ISA Liaison will be up for election. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Section Three REMOVAL Any officer, Director or agent elected or appointed by the membership may be removed by the membership or Board of Directors whenever in its judgement the best interests of the IAA would be served thereby, such removal shall be without prejudice to the contract right, if an, of the person so removed. The removal by membership of any officer, director or agent shall require the same number of votes are required hereunder for election; the removal of any such person by the Board of Directors shall require a majority vote of the Board of Directors.

Section Four VACANCIES A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section Five EXECUTIVE COMMITTEE The Executive Committee shall manage the general and financial affairs of the organization, act for the organization between Board Meetings, approve payment of all just bills subject to the limitations of Section 504A of the Iowa Non-Profit Corporation Act. This includes filing a Biennial report with the Iowa Secretary of State. Such report is due on uneven numbered years. Also, the Executive Committee will oversee the IRS filing 990N each year. Such committee shall exercise all of the authority of the Board of Directors in the management of the IAA.

Section Six PRESIDENT The President shall preside at all meetings of the membership and executive committees and their respective chairpersons, execute all documents, convene all Board and special meetings of the organization and other such duties as may be prescribed by the Board of Directors or by this Constitution and By-Laws from time to time.

Section Seven PRESIDENT-ELECT The President-Elect shall in the absence of the President or in the event of his/her inability or refusal to act, shall perform the duties of the President, and when so actin, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect will maintain a current list of members in cooperation with the Treasurer/Component Relations Coordinator. The President-Elect shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section Eight SECRETARY The Secretary shall keep the minutes of the meeting of the members and of the Board of Directors, conduct such correspondence as delegated by the President and perform other duties as from time to time may be assigned by the Board of Directors.

Section Nine TREASURER/COMPONENT RELATIONS COORDINATOR The Treasurer shall receive, manage and disburse all moneys and property of IAA as directed by the Executive Committee. Keep accurate records of such moneys and property. Submit a financial report at each Board and Annual meeting or as directed by the Executive Committee. The Treasurer will conduct duties as assigned by the President and may be assigned by the Board of Directors from time to time. Component Relations Coordinator is an appointed position. The duties include maintaining membership list and information directly from the ISA. This position includes participation in a monthly conference call with ISA.

Section Ten REGIONAL AND AT-LARGE REPRESENTATIVES. Elected Representatives shall have the responsibility for the general direction of the affairs of the IAA and be empowered to act for the IAA. Representatives will assist the Executive Committee when managing the affairs of the IAA, conduct duties as assigned by the President and may be assigned by the Board of Directors from time to time.

Section Eleven ISA LIAISON The ISA Liaison shall have the responsibility of maintaining communications between the IAA and the International Society of Arboriculture. The ISA Liaison will coordinate Certified Arborist Examinations and continuing education training.

Section Twelve ISA CERTIFICATION LIAISON The ISA Certification Liaison shall act as field communication contact for Continuing Education Credits, maintain communication with ISA exam proctors, assign CEU's to any and all education sessions and workshops sponsored by the IAA. Maintain records of all CEU's assigned, provide CEU sign-up sheets when necessary, reports to IAA Board Members on Liaison activity, reports any illegal use of certification credentials (logos, inferences,

wording). This is an appointed position shall be maintained for at least three years. When a successor is named, the current CEU Liaison will be responsible for training his/her successor.

ARTICLE VII COMMITTEES

Section One COMMITTEES The Board of Directors, by resolution adopted by majority of the Directors in office, may designate one or more committees, each of which shall consist of one or more Board of Directors. The President, subject to the approval of the Board of Directors shall annually appoint such standing, special or sub-committees as may be required or as he/she may find necessary. Vacancies in the membership of any committee may be filled by appointments made by the Committee Chair in consultation with the President. A majority of the whole committee will constitute a quorum.

Section Two COMMITTEE CHAIRS AND RULES One member of each committee shall be appointed Chair by the President. Each committee may adopt rules for its own government not inconsistent with this Constitution and By-Laws or with the rules adopted by the Board of Directors.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section One CONTRACTS The Board of Directors may authorize any Officer in IAA to enter into any contract or execute and deliver any instrument in the name of and on behalf of the IAA.

Section Two CHECKS, DRAFTS, ETC All checks, drafts and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of IAA, shall be signed by either Treasurer or President.

Section Three DEPOSITS All funds of the IAA shall be deposited from time to time to the credit of IAA in such bank, trust companies or other depositories as the Board of Directors select.

Section Four GIFTS The Board of Directors may accept on behalf of IAA any contribution, gift, bequest or devise for the general purposes or for any special purpose of IAA.

ARTICLE IX BOOKS AND RECORDS

IAA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority if the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote.

ARTICLE X FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end the last day of June in each year.

ARTICLE XI WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the Non-Profit Corporation Act of Iowa or under the provisions of the Articles of Incorporation or the By-Laws of the IAA, a waiver thereof in writing signed by the persons entitled to such a notice, whether before or after the time stated therein, shall be deemed equivalent to giving such notice.

ARTICLE XII AMENDMENTS

This constitution and By-Laws may be altered, amended or replaced and new constitution and By-Laws may be adopted at the Annual meeting by a majority vote of members present and in proxy representing one-tenth of the entire membership.

The foregoing are by Constitution of the Iowa Arborist Association, duly adopted at the Organization meeting of said IAA held on the 23rd day of February, 2017.