

# Constitution and Bylaws Of the Iowa Arborists Association Amended 02-26-2020

## Article I. Name

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

Section Two: The Corporation is a Non-profit Corporation organized pursuant to Chapter 504A of the Iowa Code and continues to be organized pursuant to the Revised Iowa Nonprofit Corporation Act of Chapter 504 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) **SENIOR MEMBER:** Senior membership shall be open to those individuals who are retired from professional or educational practice of arboriculture or urban forestry.

- (c) **SPONSORING MEMBER:** Sponsoring membership shall be open to all individuals, organizations or firms who by their affiliation, wish to support the IAA. This is a non-voting membership.
- (d) **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 otherwise interested in a career working with trees.

Section Three: **DUES SCHEDULE:** Dues shall 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 shall be:

Professional Member- \$50.00/yr;  
Senior Member- \$5.00/yr;  
Student Member- \$5.00/yr.

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

Section Five: **MEMBERSHIPS:** Memberships are effective for 12 calendar months, beginning from the date **payment on** dues is received by the ISA (International Society of Arboriculture).

Section Six: **DUES:** Payment for dues shall be paid annually and on the anniversary date of receipt of the original payment.

Section Seven: **RESIGNATION:** Members may exercise their right to resign by filing a written resignation with the Treasurer. Such resignation, however, shall not relieve such resigning member from the obligation to pay any dues, assessment or other charges accrued and unpaid.

Section Eight: **TRANSFER OR ASSIGNMENT:** Membership dues or rights in IAA are not transferable.

#### **Article IV. Meetings**

Section One: **ANNUAL MEETING:** An annual meeting shall be held each year and notice of the date of such meeting shall be provided to members no less than 30 days in advance.

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

Section Three: **NOTICE OF MEMBERSHIP MEETINGS:** Notice may be provided by electronic communication and/or by posting on the IAA website; and in any case, shall state the place, day and hour of such meeting. In the case of a special meeting or when required by statute, or when required by these By Laws, the notice shall also include the purpose for which the meeting is being called.

Section Four: **QUORUM:** Members present or by proxy, holding one-tenth of the votes may be cast at any Membership meeting and 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 or her absence, the Past President 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 membership status and the corresponding right to vote at a 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; a President, a President-Elect, Past President, Secretary, Treasurer, and seven (7) elected Representatives, (NW, NE, SW, SE and 2 designated as At Large. Officer positions will be elected annually and the Directors (Representatives) and 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 odd 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 and after the election or until the successors 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 becomes 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 throughout a year. Such meetings shall be noticed by the President or the Secretary at least ten (10) days in advance of said Board Meeting or may be scheduled 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 may waive his or her attendance at meeting by contacting the President or other Officer or Representative with at least twenty-four (24) hours advance notice prior to the meeting. If any Officer or Representative misses more than three consecutive regular Board meetings, without formally waiving his or her attendance, that Officer or Representative's position shall be considered vacant by resignation.

Section Four: **SPECIAL BOARD MEETINGS:** A 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 choose any place in the State of Iowa, as the location for such special meeting. Notice of any special meeting of the Board of Directors shall be given at least five (5) days before the meeting and by electronic communications and posting on the IAA Website. 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 special 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 actions of the majority of the Board of Directors present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except where otherwise provided in the By-Laws of IAA.

Section Seven: **ELECTION:** Elections for IAA Officers and Board members shall be by the voting members and either 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 which are available for that year. In the event of an unfilled vacancy exists at the time of the annual meeting, a write-in election shall be held for any such position and ballots shall be counted prior to the end of the annual meeting.

Section Eight: **COMPENSATION:** Directors shall not receive salaries or compensation for their services, but pursuant to resolution of the Board of Directors, they may be compensated for their necessary and reasonable expenses associated with their duties for IAA.

Section Nine: **OFFICERS:** All Officers and Representatives of the IAA shall have a single vote when voting at meetings of the Board of Directors, except the President who 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 the 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 is received in writing, setting forth the action(s) to be taken, and if signed by all the Directors or all the members of the Committee of Directors, as the case may be, who are entitled to vote with respect to the subject matter thereof.

## **Article VI. Officers and Executive Committee**

Section One: **OFFICERS:** The officers of the IAA shall be President, President-Elect, Secretary, Treasurer and the immediate Past President. These officers will constitute the Executive Committee.

Additional elected board members will be the **ISA** Liaison, the Regional representatives (NW, NE, SW, and SE) and At Large Representatives (2) and an ISA Certification Liaison.

**Section Two: ELECTION AND TERM OF OFFICE:** The office of the President-Elect, Secretary and Treasurer shall be elected in accordance with Article V. Section Seven. The President-Elect shall have at least one year of IAA Board experience prior to being nominated and upon election, shall assume all associated duties of President commencing one year from the date of election. Regional Representatives and At Large Representatives will be elected on staggered two-year terms. In odd numbered years, the NE and SW Regional Representatives, and one At Large Representative shall be elected. In even numbered years NW and SE Representatives, one At Large Representative, and the ISA Liaison shall be elected. Each officer shall hold office until his or her successor is elected.

**Section Three: REMOVAL:** Any Officer, Representative, Director or agent elected or appointed by the members may be removed by the members or the Board of Directors whenever, in their sole judgement, such removal is in the best interests of the IAA. Such removal shall be without prejudice to the contract right, if any, of the person so removed. The removal by membership of any officer, director or agent shall require the same number of votes as is required for election; and 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, which occurs in any office, for any reason, may be filled by the Board of Directors for the unexpired portion of the term or until succession occurs. In the case of a vacancy in the office of President, the immediate past president, if available, will assume the office of President. If the immediate past president is unavailable or in the case of a president elect vacancy, then a special election shall be held in accordance with Article V, Section Seven.

**Section Five: EXECUTIVE COMMITTEE:** The Executive Committee shall manage the general, financial and internal affairs of the Corporation, and shall act on behalf of it between Board Meetings, including without limitation, the approval of payment on debts owed by the Corporation; the filing of Biennial Reports with the Iowa Secretary of State; the annual e-filing of IRS Form 990-N; and generally exercise all of the authority of the Board of Directors in the management of the IAA, including overseeing, reviewing, investigating and acting upon all disputes and unprofessional conduct regarding its members and the Board.

**Section Six: PRESIDENT:** The President shall preside over all meetings of the membership and executive committees and their respective chairpersons; shall execute all necessary documents, convene all Board and special meetings of the organization and such other 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, have all the powers of and be subject to the restrictions, duties, and responsibilities conferred upon the office of President. The President-Elect, in cooperation with the Component Relations Coordinator, will maintain a current list of and contact information for all members. The President-Elect shall also perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors, including duties as ISA Representative.

Section Eight: **SECRETARY:** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; shall conduct appropriate correspondence as delegated by the President, including monitoring of all email correspondence to the IAA board; and perform such other duties as from time to time may be assigned by the Board of Directors.

Section Nine: **TREASURER:** The Treasurer shall receive, manage and disburse all moneys and property of IAA, as directed by the Executive Committee; shall maintain accurate records of such moneys and property and submit a financial report for review at each Board and Annual meeting, or as directed by the Executive Committee. The Treasurer shall also undertake such duties as may be assigned by the President or the Board of Directors, from time to time.

Audit Director at Large are responsible for auditing the Treasurer's activity for the previous year. They are responsible for reporting their finding to the Board no later than the 2<sup>nd</sup> scheduled board meeting.

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. Duties may also include acting as chair or co-chair to any committees established by the IAA.

Section Eleven: **ISA CERTIFICATION LIAISON:** The ISA (International Society of Arboriculture) Certification Liaison shall act as field communication contact with the ISA, and for such other ISA related matters including, Continuing Education Credits; maintaining communication with ISA exam proctors; assigning CEU's to any and all education sessions and workshops sponsored by the IAA; maintaining records of all CEU's assigned; providing CEU sign-up sheets when necessary; and reports to IAA Board Members on Liaison activity, including reports on any illegal use of certification credentials (logos, inferences, or wording). This position is by appointment and for a minimum of three years. If and when a new Liaison is appointed, the current Liaison will be responsible for training his or her successor.

Section Twelve ISA: **COMPONENT RELATIONS COORDINATOR:** The Component Relations Coordinator is an appointed position and serves at the direction of the President, whose minimum duties shall include maintaining a list of memberships; receiving and organizing information from the ISA and in conjunction with, participate in a monthly conference call with ISA; and generally, act as a liaison between the ISA Board and the IAA, which shall include attending the Core annual meeting before the ISA annual conference.

In addition, Component Relations Coordinator will ensure the IAA board is aware of how ISA can assist with various issues of running the IAA; report on ISA activities, programs, publications, and changes to the IAA membership through articles on the web site; attend IAA Board meeting as a nonvoting member.

Encourage more ISA membership within the IAA membership base; and generally be a proponent of the ISA to all IAA members. Help to solve problems for, or direct, ISA members to who within the ISA organization can answer a question or solve a problem. You are encouraged to volunteer for service with at least on ISA Board Committee or Task Force. Train successor for 2 months after they assume office. Be available after that time for additional questions as necessary

Requirements: IAA Board service (prefer having gone through Presidential track) along with showing an ability to meet commitments and timetables. Problem solving and critical thinking skills are important. Have computer access for email and ability to access (ISA connection) website. IAA and ISA Memberships. Conduct yourself in a professional manner consistent with the status as a senior representative of the Society.

## **Article VII. Committees**

Section One: **COMMITTEES:** The Board of Directors, by resolution adopted by a majority of the Directors, may create committees and designate individuals to serve on the same, including one or more Board of Directors. The President, subject to the approval of the Board of Directors, shall annually appoint individuals to such standing, special or sub-committees as may be required in the discretion of the President. 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

Section Two: **COMMITTEE CHAIRS AND RULES:** One member of each committee shall be appointed Chair by the President. Each committee may adopt its own rules for governance which are not inconsistent with this Constitution and By-Laws or with the rules adopted by the Board of Directors. All committees are responsible to maintain their own financial and attendance records.

Section Three: **STANDING COMMITTEES:**

**Iowa Climbing Day Committee Chair.** This person will direct all activities necessary for the Iowa Climbing Day Workshop and Competition.

**Iowa TREE Fund Liaison.** This person will direct all activities necessary to represent IAA in regard to the **TREE Fund** and manage fundraising necessary to contribute to the TREE Fund.

**Fund Raising Committee.** This committee is responsible for raising money to support IAA's capital goals and creating and maintaining cooperate partners; and further recognizing our partners at all Association's events.

**Bylaw Committee.** This committee is responsible for reviewing, revising and updating the current Bylaws.

**Membership Committee.** This committee is responsible for working with the ISA component agent in maintaining the membership roster and recruitment and retention of members.

## **Article VIII. Contracts, Checks, Deposits, and Funds**

Section One: CONTRACTS: The Board of Directors may authorize any Office to enter into any contract or execute and deliver any instrument in the name of and on behalf of the IAA and such authority may be general or confined to specific instances.

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 the Treasurer or the President. All receipts submitted for reimbursement and all purchases made by a member using a corporate credit card must be approved by two (2) Board members in addition to the Treasurer. If any unapproved purchases are found to be unwarranted, the purchaser will be denied reimbursement or required to repay the association.

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 day after the Annual membership meeting.

#### **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 a new Constitution and By-Laws may be adopted at the Annual meeting by a majority vote of members present and by proxy, representing one-tenth of the entire membership.

The foregoing is duly adopted at the Annual meeting held on the 26<sup>th</sup> day of February, 2020.

#### **Article XIII. Termination**

In the event that the IAA seeks to dissolve the Corporation, the Board of Directors shall seek guidance and counsel from a professional that is familiar with all State and Federal Laws regarding such



dissolution, including without limitation: guidance with notifications to the IRS via form 990, as well as any other required filings or notices; providing assistance to the IAA in developing a plan for the distribution of all assets to another non-profit organization, and or guide the fair market sale of assets, whether to satisfy any loan or judgment or otherwise; and providing guidance in completing a Schedule N and Articles of Dissolution with the State of Iowa.