

OHIO CHAPTER INTERNATIONAL SOCIETY OF ARBORICULTURE BYLAWS

SECTION I NAME AND OFFICE

A. Name

The name of the organization shall be the Ohio Chapter International Society of Arboriculture, hereafter referred as the Chapter. The present organization is the successor organization of the Ohio Chapter of the National Shade Tree Conference organized in 1942 and the Ohio Chapter of the International Shade Tree Conference (ISTC) in 1961. In 1975, the Ohio Chapter of the ISTC became the Ohio Chapter International Society of Arboriculture.

B. Office

The principal office of the Chapter shall be located in the State of Ohio, USA. All activities carried on by the Chapter at the principal office shall be designated by the Board of Directors.

SECTION II MEMBERSHIP

A. The Chapter shall be organized as an educational organization with membership policies formulated by the Board of Directors. The Board may establish categories as needed.

B. Types of Membership

1. Regular Membership shall be open to individuals residing in Ohio and actively engaged in commercial, municipal and/or utility arboriculture; to individuals who represent or are employed by governmental agencies, organizations, or institutions whose principal duties are concerned with research, instruction, extension, and/or administration; and to other individuals actively interested in the planting and preservation of shade trees and other landscape plants. Regular members are members of the International Society of Arboriculture (ISA).
2. Chapter Only Membership shall be open to individuals residing in the State of Ohio who are not members of ISA.
3. Senior Membership shall be limited to retired members who have been active members in good standing for at least ten (10) consecutive preceding years and who indicate in writing the desire for an inactive status.
4. Sustaining Membership shall be conferred upon individuals or organizations that support the objectives of the Chapter and make a substantial financial contribution to the Chapter.

5. Student Membership shall be limited to students enrolled in an accredited secondary or post-secondary educational institution.
6. Life Membership shall be open to an individual who desires to make a one-time, predetermined dues payment.
7. Honorary Life Membership may be conferred on a member by recommendation of the Board of Directors.
8. Honorary Membership is limited to individuals, who are not members of the Chapter, who have made significant contributions to the advancement of arboriculture.
9. Affiliate Membership shall be open to any individual residing outside the State of Ohio.

B. Termination of Membership

Any Chapter membership may be suspended or terminated for just cause. Sufficient cause for suspension or termination shall be (1) nonpayment of dues, (2) violation of any provisions of the Articles of Incorporation, Bylaws, agreements, rules, or practices properly adopted by the Chapter, or (3) any other conduct prejudicial to the interests of the Chapter. Such suspension or termination due to (2) and (3) above shall be by a majority vote of the Board of Directors after due notice and an opportunity for a hearing.

C. Reinstatement of Membership

Reapplication to membership and payment of current dues may reinstate any member whose membership is terminated for nonpayment of dues. Any member whose membership for items B(2) and or B(3) above shall be reinstated upon a majority vote of approval by the Board of Directors.

SECTION III DUES, VOTING PRIVILEGES & HOLDING OFFICE

A. Dues

1. Membership dues shall be paid annually based on a calendar year. Members are in arrears for nonpayment of dues as of January 31. After, January 31, all members in arrears are ineligible to vote, hold office, be a candidate for office, and receive any Chapter publication until the dues are paid.
2. Member Dues
 - a. Regular Members shall pay annual ISA dues as recommended by the ISA Board of Directors, and Chapter dues as recommended by the Chapter Board of Directors.
 - b. Chapter Only, Senior, Sustaining, Student and Affiliate Members shall pay dues as recommended by the Chapter Board of Directors.

- c. Life Members shall pay a one-time dues fee as established by the Chapter Board of Directors at the time of application. Upon making application and payment, the life member will have further dues waived for the remainder of his/her life.
 - d. Honorary Life Members shall have membership dues waived for the remainder of his/her life.
 - e. Honorary Members shall have membership dues waived for one year.
3. Return of Dues. No member shall be entitled to return of dues upon discontinuance of his/her membership.
- B. Voting Privileges
- 1. Member voting rights shall include voting in the election of the Chapter Board of Directors and officers, matters presented at any annual business meeting requiring a member vote, or voting to revise, update or otherwise alter the Chapter's Articles of Incorporation or Bylaws in the event that such a matter is placed before the membership.
 - 2. Member Voting Privileges
 - a. Regular, Chapter Only, Life, Honorary Life and Affiliate Members shall have voting privileges.
 - b. Senior, Sustaining, Student and Honorary Members shall not have voting privileges.
- C. Holding Office. Only Regular Members and Honorary Life Members with ISA membership may hold office.

SECTION IV CHAPTERS

Authorized chapters of ISA shall include the Ohio Chapter, organized as the first chapter of ISA on January 30, 1942. The Chapter shall submit required documentation to ISA as stipulated in the ISA bylaws.

SECTION V OFFICERS AND BOARD OF DIRECTORS

- A. The Board of Directors shall consist of a President, Vice President, Treasurer, Secretary and no less than six and no more than ten (10) Directors as stipulated in the Policies and Procedures Manual.

B. Elections and Terms

1. Election of Officers

The Vice President shall succeed to the office of President at the termination of the outgoing President's term of office. The outgoing President shall become Immediate Past President. The Vice President shall be elected by the full voting membership by mail ballot prior to the Annual Meeting by a majority of the members voting, and shall hold office for one year. The slate for Vice President shall be no less than two and no more than three candidates. First preference as candidates shall be given to second-year Directors, second preference to first-year Directors, and third preference to former Directors who have not served as President. All candidates must be members of both ISA and the Chapter. The candidate receiving the highest number of votes shall be declared Vice President. In the event of a tie, new ballots shall be mailed for re-voting.

2. Election of Chapter Directors

One-half of the Directors shall be elected by the full voting membership for two-year terms by mail ballot prior to the Annual Meeting. The slate shall be no less than six candidates and no more than eight in any given year. All candidates must be members of both ISA and the Chapter. The candidates with highest number of votes shall be declared Directors. The other candidates shall become alternates, to become Directors in case of vacancies, in order of vote totals, highest to lowest. In the event of a tie, new ballots shall be mailed for re-voting. A Director may be re-elected for a maximum of one additional term or until a successor has been duly elected and qualified. After serving two terms, a board member may be permitted to return after two years off the board. The Chapter's independent auditors cannot serve on the Board of Directors.

3. The nominees for Vice President and Directors may be placed on the ballot providing that the provisions of the nominating process, as stipulated in the Policies and Procedures Manual, have been followed. All members having voting privileges shall vote by mail ballot. Votes for write-in candidates shall be accepted. Ballots shall be distributed to members not less than thirty (30) days prior to the start of the Annual Conference, and counted prior to the Annual Meeting by a subcommittee appointed by the President. The newly elected Vice President and Board Directors shall be announced at the Annual Meeting. All newly elected Directors and Vice President shall take office at the close of the current Annual Meeting and shall hold office until replaced.

4. Appointment of Treasurer

The President shall appoint, upon Board approval, the Treasurer for a two-year term. S/he may serve more than one term on the same conditions. Preference shall be given to Directors or Regular Members with financial experience.

If a current Director is appointed Treasurer, the alternate with the highest vote total will complete the unexpired term of office.

B. Duties

1. President

The President shall act as presiding officer at all meetings of the Chapter and the Board of Directors. The President shall appoint all standing committee chairs at the time s/he takes office and may appoint special committees to act during his/her term of office.

2. Vice President

The Vice President shall assist the President. In event of absence or disability of the President, the Vice President shall perform the duties of the President.

3. Executive Director

The Executive Director shall be hired, or have his/her employment terminated by the Board of Directors. The Executive Director shall be a non-voting member of the Board of Directors. Under the terms and conditions of an employment agreement and the review and supervision of the Board of Directors, the Executive Director is responsible for the overall management of the Chapter. These duties shall be more completely detailed in the Policies and Procedures Manual. In the event the Executive Director is unable to perform his/her duties, the Board of Directors will appoint an acting Executive Director until a permanent replacement can be selected.

4. Treasurer

The Treasurer shall also serve as Chair of the Finance Committee.

5. Secretary

The Executive Director shall serve as the Secretary of the Chapter. The Secretary shall have, perform or supervise all regular duties commonly vested in the office of the Secretary of a non-profit organization.

6. Immediate Past President

The Immediate Past President shall have an overall responsibility as an advisor to the President and provide continuity between presidential terms. S/he shall serve as Chair of the Nominating Committee. The Immediate Past President shall perform other duties as designated by the President and approved by the Board of Directors.

7. Board of Directors

The Board of Directors functions as the ultimate authority regarding matters affecting the Chapter as stipulated in the Policies and Procedures Manual. For ease of operation, some specific duties and/or authorities may be delegated to other bodies. No such delegation is to be a permanent reduction of any Board authority. It shall be empowered to act for the Chapter at and between its Annual Meetings. In no case shall the Board of Directors obligate the Chapter financially beyond the

available funds in the treasury without specific empowerment by vote of the members of the Chapter. It shall handle other Chapter affairs as may be brought to its attention by the committees or by individual members of the Chapter.

C. Voting

The Vice President, Treasurer, and each elected member of the Board of Directors shall have a full vote each on all matters coming before the Board of Directors. The President shall vote only to break a tie. The Board of Directors may conduct a vote of its members on urgent matters of policy, budget and/or administration via mail ballot or teleconference vote. To conduct a mail ballot, a "Notice of Mail Ballot" shall be distributed to Board members providing the specific motion or motions to be acted upon. Fourteen (14) calendar days later, the actual ballot shall be distributed to Board of Director members. Fourteen (14) calendar days following ballot distribution, the ballots shall be counted at the Chapter office. A mail ballot may be distributed via United States mail, electronic mail or facsimile. Mail ballots or teleconference votes that are not unanimous will be considered to be disapproved and will be voted on at the next formal meeting of the Board of Directors. Voting by proxy is not permitted.

D. Compensation

Members of the Board of Directors shall serve without compensation, except for the reimbursement of expenses, incurred on behalf of the Chapter, as stipulated in the Policies and Procedures Manual.

E. Removal, Resignation and Vacancy

A board member may be removed for cause by a simple majority at which a quorum is present. Notice providing the time and place of the board meeting in which such action is proposed to be taken must be given to all board members, including the board member in question, at least fourteen (14) calendar days prior to a final vote of the Board. No board member shall be removed unless a statement of reasons for the removal accompanies such notice. Any board member, who has been divested of, has resigned, or otherwise lost his/her membership in the organization, shall be removed from the Board. A board member may resign at any time by submitting a written letter of resignation to the President. In the event of death, resignation, or removal of a board member or vacancies resulting from newly created board positions, occurring between annual meetings of the members, the alternate nominee with the highest vote total shall fill the vacancy for the remainder of the unexpired term. In the event of the death, resignation or removal of the President, the Vice President shall ascend to the office of President. In the event of the death, resignation or removal of the Vice President, the Board of Directors shall appoint one of the current Directors to fill the vacancy.

SECTION VI COMMITTEES

The Chapter shall have standing, special, and ad hoc committees deemed necessary by the Board of Directors. Policies and procedures for the committees shall be included in the Policies and

Procedures Manual. The President shall appoint all standing committee chairs at the time s/he takes office and may appoint special committee chairs to act during his/her term of office. Ad hoc committees are appointed by the President for the time necessary to complete the charge. Each Director shall serve on at least one standing committee.

SECTION VII MEETINGS

A. Board Meeting

The Board of Directors shall convene minimally quarterly and whenever the affairs of the Chapter demand such meeting. The time and place of the meeting is to be determined by the Board of Directors. Special meetings of the Board of Directors may be called by any three members of the Board of Directors at any reasonable time by giving each Board member notice by United States mail, facsimile or electronic mail at least two weeks prior to the meeting date. Fifty-one percent (51%) or more of the Directors must attend to hold a special meeting. The Executive Director shall call the time and place of the special meeting based on a consensus of the Directors.

B. Annual Meeting

The Chapter shall hold an annual business meeting and conference at a time and place designated by the Board of Directors. Notice of the annual meeting shall be delivered by United States mail, facsimile or electronic mail no fewer than thirty (30) days before the date of the meeting to each member entitled to vote at such meetings. The conduct of Board and business meetings shall be in accordance with Robert's Rules of Order.

SECTION VIII INDEMNIFICATION

A. Persons Indemnified

Any and all officers, members of the Board of Directors, former officers, former members of the Board of Directors and any persons who may have served at its request or by its election as a director or officer of another corporation shall be indemnified by the Chapter. However, if the only liability asserted against a Director in an action, suit, investigation, or proceeding (or claim or other matter therein) is pursuant to section 1702.55 of the Ohio Revised Code, or if it is proved by clear and convincing evidence in a court with jurisdiction that the act or omission of the Director, officer, or volunteer for which liability is being asserted in an action suit, investigation, or proceeding (or claim or other matter therein) was one undertaken with a deliberate intent to cause injury to the Chapter or was undertaken with a reckless disregard for the best interests of the Chapter, any Director, officer, or volunteer who is the subject of such an action, suit, investigation, or proceeding (or claim or other matter therein) shall not be entitled to the indemnification mandated by this Section.

This indemnification Section has equal applicability to the Executive Director of the Ohio Chapter of the ISA.

B. Scope of Indemnity

Indemnification shall be against any and all costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon a person indemnified under Section A in connection with any action, suit, investigation, or proceeding (or claim or other matter therein), whether civil, criminal, administrative, or otherwise in nature, with respect to which such person is named or otherwise becomes or is threatened to be made a party by reason of being or having been directors, or a director, officers or an officer, or ISA governors or a governor of the corporation, or by reason of being or at any time having been, at the direction or request of the Corporation (which must have been specifically noted in a resolution of the Board), a director, trustee, officer, volunteer, administrator, manager, employee, member, advisor, or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise, including any employee benefit plan.

SECTION IX AMENDMENTS OF THE BYLAWS

The Bylaws may be amended by a favorable vote of at least sixty percent (60%) of the Board of Directors, provided that the proposed amendments are not substantive, as described in the Policies and Procedures Manual, and that such proposed amendments have been presented in writing to the Board of Directors at least thirty (30) days in advance of the board meeting. The Bylaws may be amended substantively at any Annual or regularly scheduled business meeting of the Chapter by a sixty percent (60%) favorable vote of the members present and voting, providing the amended Bylaws have been approved by the Board of Directors. The Bylaws may also be amended between scheduled meetings by a sixty percent (60%) vote of the voting members on a mail ballot.

SECTION X POLICIES & PROCEDURES

The Board of Directors shall establish and maintain a Policies and Procedures Manual in accordance with the bylaws.

SECTION XI QUORUM

A quorum at a regular meeting of the Board of Directors shall consist of those board members present with no less than forty percent (40%) of the board members in attendance. A quorum at a special meeting of the Board of Directors shall consist of at least fifty-one percent (51%) of the board members. A member quorum shall consist of those members present at a regularly scheduled and publicized annual meeting.