

# BY-LAWS

## INTERNATIONAL SOCIETY OF ARBORICULTURE – ONTARIO INC. (ISAO)

## **1.0 NAME**

The corporate name of the Society shall be the International Society of Arboriculture – Ontario Inc. Hereafter, the name of the Society shall be designated in the abbreviated form ISAO.

## **2.0 OBJECTIVES**

The Objectives of ISAO shall be:

- a) To promote and improve the practice of professional Arboriculture.
- b) To stimulate greater public interest in the planting and preservation of trees.
- c) To promote public education to develop a greater appreciation of trees and to promote co-operation in the conservation of trees and in the beautification of the environment.
- d) To recommend and uphold a "Code of Ethics" established to maintain a high level of practice by those engaged in the profession.
- e) To initiate and support scientific investigation of problems concerned with arboriculture and to publish the results of such investigations.
- f) To sponsor an Annual Conference devoted to the exchange and presentation of information of interest and value to professional arborists and others interested in improving planting and preservation of trees.
- g) To afford the producers of materials, services and equipment, of value to arboriculture, an opportunity to advertise, exhibit and demonstrate their value to arborists.
- h) To encourage and support a separate fund of funds organized exclusively for educational and scientific purposes relating to the practice of arboriculture.
- i) The ISAO shall have its policies, principles and guidelines recorded in printed form. It shall be known as the Policy and Procedures Manual of ISAO.

## **3.0 MEMBERSHIP**

Only MEMBERS of the International Society of Arboriculture will have voting privileges in ISAO.

### **3.1.0 Professional Membership**

Shall be confined to individuals actively engaged in commercial, municipal 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 administration and to other individuals actively interested in the planting and preservation of trees.

### **3.2.0 Life Membership**

Shall be limited to regular members who desire to make a one-time predetermined dues payment.

### **3.3.0 Supporting Membership**

Shall be conferred upon individuals and organizations that, through a desire to promote the aims purposes and welfare of the ISAO, make substantial contributions to ISAO and shall have one representative as a professional member.

### **3.4.0 Senior Membership**

Shall be limited to retired members who have been active members in good standing for at least ten preceding consecutive years and who indicate in writing, their desire to enter inactive status.

### **3.5.0 Student Membership**

Student Members shall be limited to students enrolled in courses in Arboriculture or supporting allied fields, in an accredited institution, college or university, at an undergraduate or graduate level. Student

Membership shall be conferred upon the recommendation of the applicant's faculty advisor or department head and shall be reviewed annually by the Executive-Director to certify the student's status.

### **3.6.0 Honorary Life Membership**

The Board of Directors is empowered to award annually one Honorary Life Membership to a member of ISAO.

### **3.7.0 Honorary Membership**

Shall be limited to individuals who are not members of ISAO, and who have made material contributions to the advancement of arboriculture either through research, field practice, promotion, invention or literature. The Board of Directors is empowered to award annually one Honorary Membership.

### **3.8.0 Associate Chapter Member**

Shall be individuals actively interested in arboriculture. These members are not eligible to serve on the Board of Directors.

## **3.1.0 ACCEPTANCE TO MEMBERSHIP**

Any individual eligible to membership under these Bylaws, upon written application, may be accepted to membership by the Board of Directors following recommendations by a member of ISAO or other qualified person.

## **3.2.0 TERMINATION OF MEMBERSHIP**

Any membership may be suspended or terminated for just cause. Sufficient cause for such suspension or termination shall be

- 1) Nonpayment of dues
- 2) Violation of any of the provisions of the Constitutions, Bylaws, agreements, rules or practices properly adopted (or)
- 3) Any other conduct prejudicial to the interests of ISAO or ISA

Such suspension or termination due to 2 and 3 above shall be by two-thirds vote of the Board of Directors after due notice and opportunity of a hearing.

## **3.3.0 REINSTATEMENT OF MEMBERSHIP**

Any member may be reinstated by reapplication and election to membership and payment of current dues.

## **4.0.0 MEMBERSHIP DUES AND VOTING PRIVILEGES**

Membership dues shall be assessed upon receipt of proper and authorized membership application. Members are in arrears for nonpayment of dues as of February 15. After February 15 all members in arrears are ineligible to vote, hold office, be a candidate for office, and receive the Ontario arborist or any other publication until their dues are paid.

Membership dues shall be paid annually based on the calendar year.

The Fiscal year of the ISAO shall be January 1 to December 31. Dues paying members who have not paid their dues by February 15 are in arrears. After February 15 all members who are in arrears are ineligible to vote, hold office, be a candidate for office, to receive the Ontario Arborist or any other publication until their dues are paid.

#### **4.1.0 Professional Members**

Shall pay annual dues as established by the Board of Directors. Professional members shall have voting power on all matters coming before ISAO.

#### **4.2.0 Life Members**

Shall pay a one-time dues fee of ten (10) times the annual professional membership dues as established by the Board of Directors at the time of application for Life Membership. The funds collected from ISA/ISAO life membership will be placed in a separate account governed by the Boards of Directors. Life Members shall have all the privileges of Professional Members.

#### **4.3.0 Senior Members**

Shall pay annual dues as established by the Board of Directors and shall have all the privileges of Professional members.

#### **4.4.0 Supporting Members**

Shall pay the annual dues as established by the Board of Directors and have a representative as a Professional member with full voting privileges.

#### **4.5.0 Student Members**

Shall pay the annual dues as established by the Board of Directors and shall have all the privileges of Professional members except for the right to vote.

#### **4.6.0 Honorary Life Members**

Shall hold chapter membership for life without payment of dues and shall have all the privileges of Professional members. Honorary members shall hold chapter membership for life without payment of dues but shall not have the privilege of voting.

#### **4.7.0 Associate Members**

Shall pay annual dues as established by the Board of Directors but have no voting privileges.

#### **4.8.0 Return of Dues**

No member shall be entitled to return of dues upon discontinuance of his membership.

### **5.0 PROFESSIONAL AFFILIATIONS**

The Board of Directors may provide for the affiliations of professional members. Such groups shall be known as Professional Affiliations of ISAO and shall have By-laws. These By-laws, and subsequent changes in them, shall be submitted to the Board of Directors for approval. Said Bylaws should provide for election of officers, terms of office, dues, organizational policies, and operational procedures.

Each Professional Affiliation shall submit an annual report of its activities, a financial report and an annual membership list to the Board of Directors at the Annual Conference.

The Board of Directors is authorized to terminate the affiliation at any time if it is in the best interests of ISAO.

## **6.0 OFFICERS, EXECUTIVE COMMITTEE, AND BOARD OF DIRECTORS**

### **6.1.0 OFFICERS**

The Officers of ISAO shall consist of; President, Vice-President, Immediate Past President and Executive Director.

#### **6.1.1 Election of Officers**

- a) The President-Elect shall succeed to the office of President and the President to Immediate Past President at the termination of the outgoing President's term of office.
- b) The President-Elect and Vice-President shall be elected at the Annual General Meeting by recommendation from the Board of Directors.
- c) The Executive Director shall be appointed by the Board of Directors and shall hold office subject to approval of the Board of Directors.

#### **6.1.2 Term of Office**

- a) All officers, newly-elected, shall take office immediately following the Annual General Meeting, shall hold office until replaced the following year. Appointed officers may hold office for up to two years and may succeed themselves in office.

### **6.2.0 DUTIES and POWERS of OFFICERS**

#### **6.2.1 President**

The President shall act as presiding officer at all meetings of ISAO, the Board of Directors and the Executive Committee.

The President shall convene the Board of Directors, and/or the Executive Committee, whenever, in his opinion, the affairs of ISAO demand, or upon the written request of at least one-third of the members of the Board of Directors or the Executive Committee.

The President shall appoint all standing committee chairs at the time the President takes office and may appoint temporary committees to act during the President's term office or at the Annual Conference.

#### **6.2.2 President-Elect**

The President Elect shall assist the President and in the event of the President's absence or disability, shall perform the duties of the President.

#### **6.2.3 Vice President**

The Vice President shall assist the President and, in the event of absence or disability of both the President and the President-Elect, shall perform the duties of the President.

#### **6.2.4 Immediate Past President**

The Immediate Past President shall assist the President as requested. The Immediate Past President shall serve as a Chairman of the Nominating Committee, and a member of the Past Presidents Advisory Committee and the Strategic Planning Committee.

#### **6.2.5 Executive Director**

The Executive Director, under the terms and conditions of an employment agreement and the direction and approval of the Board of Directors, the Executive Director is responsible for the overall management of ISAO and shall serve as administrator, treasurer, and recording secretary for ISAO and its activities. These duties shall be more completely detailed in the Policy and Procedures Manual.

### **6.3.0 BOARD OF DIRECTORS**

The Board of Directors shall consist of the Officers (President, Immediate Past President, President-Elect, Vice-President, and executive –Director), and seven elected members.

#### **6.3.1 Election of Members of the Board**

Representative on the Board of Directors shall be elected at the Annual General Meeting from the membership of ISAO and shall serve for a three-year term.

#### **6.3.2 Voting**

Each elected member of the Board of Directors shall have a full vote on all matters coming before the Board of Directors, except the President shall vote only to break a tie.

A simple majority of the Board of Directors shall continue a quorum. The act of the majority of the Board of Directors members present at a meeting at which the quorum is present shall be the act of the board of Directors.

The Board of Directors may conduct mail ballots of its membership on urgent matters of policy, budget or administration. 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. The ballots shall be counted at the ISAO office. A mail ballot may be distributed via normal mail, electronic mail, or facsimile.

#### **6.3.3 Duties and Powers of the Board of Directors**

The Board of Directors shall be responsible for and have general supervision of the affairs of ISAO and the supervision of the Officers in the discharge of their duties.

It shall be empowered to act for ISAO at and between its Annual General Meetings.

The designation of time and place of the Annual General Meeting, the filing of vacancies that may occur in any elective or appointed office of ISAO unless otherwise provided for, approval of the agenda for the Board of Directors meetings and the supervision of the Societies financial affairs. Interim action of the Board of Directors shall not financially obligate ISAO beyond the available funds in the treasury.

It shall direct the appointed officers in the discharge of their duties as herein provided and it shall require an annual audit of the books of ISAO prior to the Annual General Meeting.

It shall handle such other ISAO affairs as may be brought to its attention by individual members of ISAO.

The chapter representative of the International Board of Directors shall participate in all meetings of the Board of Directors but may not vote unless that representative is a member of the Board of Directors in their own right.

### **6.4.0 EXECUTIVE COMMITTEE**

#### **6.4.1 Members**

The members of the Executive Committee shall consist of the elected and appointed officers of ISAO.

#### **6.4.1 Duties and Powers**

1. Through the Executive-Director, the Executive Committee shall administer the affairs of ISAO as directed by the Board of Directors.
2. The Executive Committee shall recommend to the Board of Directors for review and action:

- a) ISAO objectives for the coming year
  - b) Budget proposals
  - c) Original and updated changes to the Constitution, Bylaws, policy and Procedures Manual and employee job descriptions.
  - d) Future conference sites.
  - e) Committee recommendations.
  - f) ISAO employee evaluations and salary recommendations.
  - g) Other appropriate matters.
3. The Executive Committee is empowered to authorize a mail ballot of the Board of Directors.
  4. The Executive Committee shall review with the Executive Director, establish and implement action on, and inform the Board of Directors:
    - a) Investment of special reserves.
    - b) Agenda for the Board of Directors meeting.
    - c) ISAO employee evaluation criteria.
    - d) Employee salary scales and personnel matters.
    - e) Status of office, equipment, etc.
    - f) Status of publication number and relevance.
    - g) Carry out other directives of the Board of Directors.

## **7.0 COMMITTEES**

The ISAO shall have the following standing committees and such other temporary committees as deemed advisable by the Board of Directors and appointed by the President. Policies and Procedures for each committee prepared and kept up to date by the Board of Directors shall be printed.

### **7.1.0 Arbor Day and Beautification Committee**

The Arbor Day and Beautification committee shall consist of up to 4 members. The President shall appoint one of these members as Chairperson.

#### **7.1.1 Duties of the Committee**

The committee shall produce outlines or programs for Arbor Day and Beautification projects which can be used as a guide throughout the chapter. They shall gather information of all materials which might assist programs for Arbor Day and Beautification groups. Projects worthy of financial support of the ISAO, in keeping with the funds available, shall be recommended by the Board of Directors.

### **7.2.0 Awards Committee**

The Awards Committee shall be comprised of up to 3 members appointed by the President. The President shall appoint one of those members as Chairperson

#### **7.2.1 Duties of the Committee**

The committee will consider all nominations made for awards and other recognitions by any member of ISAO in good standing. After consideration, the Awards Committee will recommend candidates for the above categories to the Board of Directors two months prior to the Annual General Meeting of ISAO. Granting of awards and honours shall be by two-thirds vote of the Awards Committee members voting and by two-thirds vote of the Board of Directors voting. Each award need not be presented annually.

### **7.3.0 Tree Climbing Championship Committee**

The Tree Climbing Championship Committee shall be comprised of up to 10 members appointed by the President. The President shall appoint one of those members as a Chairperson.

### **7.3.1 Duties of the Committee**

The Tree Climbing Championship Committee shall promote staging of a tree-climbers championship that will culminate in the selection of a Chapter Champion. This champion will compete in the International Championship at the Annual Conference. The championship provides an opportunity for working arborists to demonstrate their talents through a standardized series of competitive exercises.

### **7.4.0 Membership Committee**

The Committee shall consist of three or more members and the Executive Director. The chairperson of the committee shall be appointed by the President.

#### **7.4.1 Duties of the Committee**

The committee shall be responsible for the initiation, development, co-ordination and implementation of annual membership campaigns. The committee shall establish methods of increasing membership and present these to the Board of Directors for consideration.

### **7.5.0 Nominating Committee**

The Nominating Committee shall consist of the three immediate Past Presidents. The most recent retiree shall serve as a Chairperson.

#### **7.5.1 Duties of Committee**

The committee shall select a slate of candidates for the office of the President-Elect, Vice-President and members of the Board of Directors for the following year. The slate will be presented to the Board of Directors and upon approval to the Annual General Meeting for voting.

### **7.6.0 Past Presidents Advisory and Resolution Committee**

This committee shall consist of all Past Presidents of ISAO. The committee shall elect its chairperson annually. The retiring ISAO President, each year, shall automatically become a member at the end of their term as President.

#### **7.6.1 Duties of Committee**

The committee shall consider proposed resolutions on objectives, policies and procedures to submit to the Board of Directors of ISAO.

Recommendations may be made to the Past Presidents Committee by the Board of Directors and by individual Past Presidents when submitted to the chairperson in writing thirty days prior to the date of the Annual General Meeting. It shall have the authority to originate resolutions and to modify, combine and edit all resolutions submitted to it.

All resolutions submitted thirty days prior to the date of the Annual General Meeting shall be referred to the Past Presidents Advisory and Resolutions Committee for its consideration and recommendation to the Board of Directors at the Annual General Meeting. No resolutions other than those submitted or originated by the Past Presidents Advisory and Resolutions Committee shall be considered unless consideration thereof shall be recommended by two-thirds vote of the Board of Directors.

Resolutions should reflect the suggestions and attitudes of the members of ISAO. The resolutions adopted at the Annual General Meeting will help form the basis of ISAO long term objectives and programming for the coming year.

### **7.7.0 Program Committee**



The Program Committee shall consist of the following members, the President, the President-Elect, Executive-Director and the Chairperson of the Annual Conference.

#### **7.7.1 Duties of Committee**

It is the responsibility of this committee to develop a suitable program for the Annual Conference.

#### **7.8.0 Publications Committee**

This committee shall consist of at least two members, the Executive-Director and one or more members appointed by the President. The President shall appoint one of these members as Chairperson.

#### **7.8.1 Duties of Committee**

This committee shall be responsible for the Ontario Arborist, new publications and for the revision and updating of all the association sponsored publications, the Proceedings of the Annual General Meeting and Business Proceedings.

Publications recommended for revision and updating or publications by the Publications Committee shall be approved by the Board of Directors.

#### **7.9.0 Education Committee**

This committee shall consist of three or more members appointed by President. The President shall appoint one of these members as Chairperson.

#### **7.9.1 Duties of Committee**

The Education Committee shall devise, develop and promote educational programs and material to increase the arboricultural understanding and competence of arborists. These may include but are not limited to:

- 1) Educational seminar, workshops or courses offered by the ISA directly.
- 2) Make recommendations to the Program Committee for the Annual Conference and arboricultural tours.

The Publications Committee shall be cooperative involved in the planning and development of educational program material.

#### **7.10.0 Conference General Chairperson**

The Conference General Chairperson shall be appointed by the Board of Directors.

#### **7.10.1 Duties of Conference General Chairperson**

The Conference General Chairperson shall be responsible to the Board of Directors and the membership for overseeing the Annual Conference. He/She shall appoint a committee, of which he/she is chairperson, and the committee will automatically include the President, the President-Elect and the Executive Director.

#### **7.11.0 Strategic Planning Committee**

This committee shall consist of five or more members. The Immediate Past President shall be the Chairperson.

#### **7.11.1 Duties of Committee**

The committee shall be responsible for the long-range planning and future direction of ISA Ontario. Committee members should be responsive to member's needs and interests, and act as a clearinghouse to evaluate suggestions, criticisms and other comments received from members and present them to the Board of Directors for the formation of a "Strategic Plan".

Once such plan is formulated it shall be this committees mandate to formulate appropriate objectives and an operational plan which in turn can be reviewed and monitored on a regular basis.

The committee should ideally produce an operational plan each year they and the Board should produce a "Strategic Plan" every three to five years.

## **8.0 MEETINGS**

This section of the By-laws on Meetings shall be in accordance with that of Article 8 of the Constitution.

## **9. PUBLICATIONS**

Publications to be revised, up-dated or published are to be recommended to the Board of Directors by the Publications Committee. Final decisions on the recommendations shall be made by the Board of Directors.

### **9.1.0 Ontario Arborist**

The ISAO shall publish a bimonthly periodical known as the Ontario Arborist. The Ontario Arborist shall be distributed to all members without charge and to accredited libraries for a charge established by the Board of Directors.

### **9.2.0 Proceeding of the Annual Conference**

Following each Annual Conference, Proceedings of the Annual Conference shall be prepared for publication and shall be made available to members without charge and to accredited libraries for a charge established by the Board of Directors.

### **9.3.0 Minutes to Annual General Meeting**

The essential minutes of the Annual General Meeting shall be printed and made available to all members of ISAO without charge.

## **10.0 OFFICIAL HEADQUARTERS OF ISAO-ONTARIO INC.**

1. The Official headquarters of ISAO shall be in Ontario.
2. All activities carried on by ISAO at the official headquarters shall be designated by the Board of Directors.

## **11.0 INCORPORATION AND DISSOLUTION OF THE ASSOCIATION**

This section of the by-laws shall be in accordance with that of Article 11 of the Constitution.

## **12.0 AMENDMENTS TO THE BY-LAWS**

### **12.1.0 By-law Amendments**

The By-laws may be altered or amended by the following procedure:

1. The proposed change shall be transmitted to the members of the Board of Directors at least one day in advance of the Annual General Meeting and be available in printed form for study and be approved by at least two-thirds of the Board.
2. It shall be read and voted upon at the Annual General Meeting, a two-thirds vote of the members present and voting being required for passage.

There shall be adopted as required such By-laws as are deemed essential to the development of good procedure in the International Society of Arboriculture. They shall not be in variance with the Constitution but shall be subordinate to it and shall be altered or amended to accord therewith.