

CONSTITUTION
of the
INTERNATIONAL SOCIETY OF
ARBORICULTURE – ONTARIO INC
(ISAO)

CONSTITUTION
of the
INTERNATIONAL SOCIETY OF ARBORICULTURE – ONTARIO INC (ISAO)

Article I. Name The corporate name of this organization shall be the International Society of Arboriculture – Ontario Inc. and will be known as ISA Ontario. Hereafter the name of the organization shall be designated in the abbreviation form as ISAO or referred to as Society. It shall be an affiliate of the International Society of Arboriculture. It shall be governed BY THE Constitution and By-laws of that organization and nothing contained herein shall be at variance therewith.

Article II. Objectives the objectives of this Society shall be educational and scientific in order to foster a greater appreciation for trees and to promote the research, technology and practice of professional arboriculture.

Article III Membership

Section 1. Membership of the ISAO shall consist of the Professional Members, Life Member, Supporting Members, Honourary Life Members, Honourary Members, Associate Chapter Members, Student Members and Senior Members

Section 2. The Standards for membership and procedures for membership acceptance, classifications, termination and reinstatement shall be established by the Board of Directors in accordance with the By-laws.

Article IV. Dues and Voting Privileges The membership dues and voting privileges shall be established by the Board of Directors in accordance with the By-laws.

Article V. Professional Affiliations The ISAO shall provide for the organization of special interest groups of its members. Such groups shall be known as Professional Affiliations and shall be committed to abide by the Constitution and By-laws of the ISAO.

Article VI. Officers, Executive Committee and Board of Directors

Section 1. Officers. The elected officers of this Society shall be a President, President-Elect, Vice-President, and Immediate Past President. The elected office shall be chosen from the membership for terms of one year. Only the Executive Officers may succeed him/herself in office. The officers are empowered to perform those duties designated by the By-laws and the Policy and Procedures Manual.

Section 2. Executive Committee. The Executive Committee shall consist of the elected officers of the Society as given in Section 1, above. Through the Executive Director and/or Administrative contract, the Executive Committee shall administer the programs of the Society within the guidelines established by the Board of Directors as described in the Policy and Procedures Manual. Each member of Executive Committee shall have one vote on all matters coming before the Committee.

Section 3. Board of Directors. The Board of Directors shall consist of the elected officers as designated in Section 1, above, and seven (7) elected members. Each member shall be elected as provided for in the By-laws. The Board of Directors, through Executive committee and Executive Director and/or administrative contract shall be responsible for policies and programs of the Society. Each member of the Board of Directors shall have a full vote on all matters presented to the Board of Directors, the President shall vote only to break a tie vote.

Article VII. Committees:

The ISAO shall have standing committees as specified in the By-laws and temporary committees as deemed necessary by the Board of Directors. Temporary committees may be appointed by the President.

Article VII. Meetings:

Section 1. There shall be an Annual Meeting of ISAO at such time and place as may be designated by the Board of Directors.

Section 2. The conduct of all meetings shall be in accordance with Robert's Rules of Order.

Article IX. Publications

Section 1. The ISAO shall publish a periodical known as the Ontario Arborist. A Proceeding of the Annual Meeting shall; be published. The essential minutes of the business sessions shall be printed and available to all members. Other publications may be printed at the discretion of the Board of Directors.

Section 2. The Board of Directors shall establish the objectives and policies of these publications consistent with the By-laws.

Article X. Official Headquarters:

The location of the office of the ISAO and the business activities carried on at the office shall be designated by the Board of Directors and incorporated in to Policy and Procedures Manual.

Article XI. Incorporation and Dissolution

Section 1. The ISAO shall be legally incorporated as designed by the Board of Directors.

Section 2. The ISAO shall be organized exclusively for educational and scientific purposes. In no event shall any part of any contributions, donations, assets, net earnings of other finances of the corporation inure to benefit of, or be distributed to, its members, directors, officers or other private persons, except to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporate purposes.

Section 3. No substantial part of activities of the corporation shall be the carrying-on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4. In the event of dissolution of the corporation, the Board of Directors shall, after paying , or making provisions for payment of, all the liabilities of any separate fund or funds organized exclusively for educational or scientific purposes relating to the practice of arboriculture, dispose of all the s=assets of such fund or funds exclusively for purposes similar to those of the fund itself or to such organization or organizations, as the Board of Directors shall determine, which are organized and operated exclusively for such purpose. Any of such assets of the fund or funds not so disposed of, shall be disposed of by the provincial court in which the principal office of the corporation is then located, exclusively for such purposes. The Board of Directors shall dispose of all other assets of the corporation after paying or making provisions for the payment of all the liabilities of the corporation, exclusively for the purpose of the corporation in such manner or to such organization or organizations, as the Board of Directors shall determine. Any of such assets of the corporation not so disposed of shall be disposed of by the provincial court in which the principal office of the corporation is then located, exclusively for such purposes

or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Article XII. Amendments

Section 1 CONSTITUTION – This constitution, except for Articles VI and XI, may be amended by a favourable vote at least two-thirds of the Board of Directors, provided such changes have been presented to all members of the Board of Directors, by Executive Committee at least thirty (30) days in advance of the meeting. Articles VI and XI may only be amended at an annual meeting of the Society by the majority vote at least two-thirds of members eligible to vote, present voting, provided the Boards of Directors and notice has been sent to eligible members at least thirty (30) days in advance of the meeting. Voting by mail or authorize proxy will also be permitted.

Section 2. These shall be adopted as required such By-laws as deemed essential to the development of good procedure in the ISAO. The By-laws shall not be at variance with the constitution, but shall be subordinate to it and shall be altered or amended to accord therewith.