

Pennsylvania–Delaware Chapter, ISA
Bylaws
(September 2011)

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Pennsylvania–Delaware Chapter, ISA

Bylaws

Article I. Name

- A. The name of this organization shall be the Pennsylvania–Delaware Chapter of the International Society of Arboriculture, hereinafter referred to as the Chapter.
- B. The Chapter is a non stock, not for profit corporation, incorporated in the State of Delaware.

Article II. Purpose

The Chapter fosters an appreciation for shade trees; promotes scientific research and the technology and practice of professional arboriculture; and provides education on the importance, care and preservation of trees within the Commonwealth of Pennsylvania and the state of Delaware.

Article III. Membership

- A. Eligibility for Membership
Membership shall be open to all persons interested in the care and preservation of trees, and who share the goals and ideals of the Chapter.
- B. Classifications of Membership
There shall be six classes of members– (a) Standard (b) Provisional (c) Student (d) Honorary Life (e) Honorary, and (f) Privileged
 - 1. Standard members are those who are regular members of both the Chapter and the International Society of Arboriculture (ISA). These members have full voting privileges and may be

elected to office in either the Chapter or the International Society of Arboriculture.

2. Provisional (Chapter-only) members belong only to the Chapter, and are not members of ISA. Provisional members may vote on issues that come before the general membership of the Chapter. Provisional members cannot hold office in the Chapter nor be appointed to any official position. They may participate as members of committees or task forces and may assist with activities of the Chapter.
3. Student membership shall be limited to students enrolled full time in courses in arboriculture or closely related field in an accredited institution, high school, college or university, at the undergraduate or graduate level. Student members cannot hold office in the Chapter nor be appointed to any official position. They may participate as members of committees or task forces and may assist with activities of the Chapter.
4. Honorary Life members are those Members who have been awarded a lifetime membership to the Chapter for meritorious service, professional achievements or significant contribution to the Chapter or the arboricultural profession. This membership may only be awarded by the Board of Directors.
5. Honorary membership shall be awarded to recognize individuals, regardless of membership status, who have demonstrated continued interest and outstanding service to the profession of arboriculture. This membership may only be awarded by the Board of Directors.
6. Privileged membership is available to any member 65 years or older, who has been a member of the Chapter for at least ten years, not gainfully employed, and who formally applies to the Board of Directors for Privileged Status.

C. Termination of Membership

1. 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 Bylaws, agreements, rules, or practices properly adopted by the Chapter or (3) any other conduct prejudicial to the interests of the Chapter 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.

2. The Chapter shall not give any refund of dues for memberships that are terminated for any reason. Reimbursement for duly incurred expenses on behalf of the Chapter shall be promptly made.

Article IV. Board of Directors

A. Authority and Responsibility

The governing body of the Chapter shall be the Board of Directors (hereafter called the Board), who shall supervise, control and direct the affairs of the Chapter; shall determine its policies; shall pursue its objectives; and shall supervise the receipt and disbursement of funds. The Board may adopt such rules, regulations and policies for the conduct of its business as shall be deemed necessary.

B. Number of Directors

The Board of Directors shall consist of eleven (11) voting members including:

- a. President
- b. President-Elect
- c. Vice President
- d. Six directors at large
- e. ISA Council Representative
- f. Past President Representative

C. The Chapter Executive shall serve as an Ex-Effico Non-Voting member of the Board.

- D. All voting members of the Board must be Chapter and ISA members in good standing.
- E. Quorum
Seven voting members of the Board, including at least one officer, shall constitute a quorum.
- F. Terms of Office
Directors at large shall be elected each year by mail, fax or electronic ballot of the general voting membership prior to the annual business meeting. Newly elected directors shall take office following the annual business meeting, and shall serve a term of three years. An elected director may serve in the same position on the Board for a maximum of two consecutive three-year terms. The ISA Director shall serve a term on the Board concurrent with the appointment as ISA Director. The past presidents' representative to the Board shall serve a one year term of office, and may succeed him/herself for a maximum of three consecutive one-year terms.
- G. Multiple Board Positions
An individual shall not hold more than one seat on the Board. Any board member appointed to the position of vice president, ISA Director or to fill a vacated seat in the Executive Committee shall vacate the currently held position.
- H. Meetings
The Board of Directors shall meet at the Chapter's annual business meeting and when called by the President or any five members of the Board. At least fifteen days advance written notice of a meeting shall be given to the members of the Board, except in the case of a telephone or other type of electronic meeting, in which case a suitable pre-arranged time, agreeable to the majority of the Board, shall suffice. The Board shall hold at least four meetings annually.
- I. Vacancies
The Board of Directors shall have the authority to fill vacant director and officer positions on the Board. A director or officer so elected to fill a vacancy shall serve for the unexpired remaining term of his or her predecessor in office. Positions held for less than two years shall not count toward that position's term limit. The president elect and vice president shall each advance to the next position if the

president’s position is vacated, and the Board shall appoint a new vice president.

J. Indemnification

Every Director or Officer of the Chapter, or staff person employed by the Chapter and others who may be appointed to official positions, shall be indemnified by the Chapter against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Director, Officer or in the employ of the Chapter at the time such expenses are incurred, except in such case wherein the Director, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

K. Remuneration

All members shall serve in a voluntary capacity and shall not receive remuneration or compensation for their services, except for staff personnel. Expenses incurred on behalf of the Chapter or in direct performance of Chapter business may be reimbursed based on the Policies and Procedures Manual or upon approval of the Board of Directors.

L. Removal of Directors and Officers

Any director or officer of the Board can be removed from office by a two-thirds vote of the Board, without cause. Any Board member who misses two consecutive scheduled board meetings may be considered as resigned from the Board, and the position may be filled as a vacancy.

Article V. Officers

A. Officers

1. The officers of the Chapter shall include the president, president elect, vice president, treasurer and secretary. The president elect shall succeed to the office of president. The

vice president shall be elected from those currently serving as directors at large by vote of the Board, and shall succeed to the office of president elect. Nominees for vice president shall have served at least one year on the Board of Directors.

2. The treasurer and the secretary shall be elected from those currently serving on the Board of Directors by vote of the Board.

B. Terms of Office

1. The president, president elect and vice president shall each have a term of one year or until a successor to that office is elected. The president may stand for re-election to the same office for not more than one additional consecutive year. Officers shall assume office immediately following the Chapter's annual business meeting.
2. The treasurer and the secretary shall have terms of one year, and may be reappointed by the Board of Directors. The treasurer and the secretary shall assume office immediately following the Chapter's annual meeting.

C. Duties of Officers

1. The president shall be the chief elected officer of the Chapter, and shall serve as chairman of the Board of Directors; have the authority to appoint special committees and task forces subject to approval by the Board of Directors; be an ex officio member of all committees except the nominating committee; and shall convene the Executive Committee whenever the necessity arises or on request of three members of the Executive Committee.
2. The president elect shall perform such duties as are delegated by the President or the Board of Directors, or which are established by the Board. In the event of the president's absence or disability, the president elect shall perform the president's duties.

3. The vice president shall perform such duties as are delegated by the president or the Board of Directors, or which are established by the Board.
4. The secretary shall be responsible for recording and reviewing minutes of meetings, and shall have other such duties as determined by the Board of Directors.
5. The treasurer shall supervise the custody, receipt and disbursement of Chapter funds, and shall have other such duties as determined by the Board of Directors.

D. Executive Committee:

1. There shall be an Executive Committee consisting of the president, president elect, vice president, treasurer and secretary, and the chief staff executive in an ex officio, non-voting capacity.
2. The Executive Committee may act for the Board of Directors pursuant to delegation of authority to the committee by the Board and shall be responsible for the day-to-day operations of the Chapter, operating in accord with the policies established by the Board.
3. A majority of the Executive Committee shall constitute a quorum at any duly convened meeting of the committee. The President shall convene such meetings of the Executive Committee as the business of the Chapter may require.

Article VI. Positions and Appointments

A. Appointments

The Board of Directors shall make such appointments to positions as required by ISA or as deemed necessary for the operation of the Chapter and fulfillment of its mission. The Board shall announce to the membership any positions to be filled no less than 30 days prior to the Board decision. Nominations for any position shall be accepted no less than 15 days prior to the Board decision.

B. Terms

Each appointed position shall serve a term specified by the Board, except positions whose term is specified by ISA.

C. ISA Council Representative

An ISA Council Representative shall be appointed by the Chapter Board of Directors to serve on the ISA Council of Representatives, for a term as stipulated by ISA. The ISA Council Representative shall be a full member of the Chapter and ISA. The ISA Council Representative may serve no more than two consecutive terms in that position. The Penn Del Board may appoint an alternate to serve on the ISA Council if the primary representative cannot attend.

Article VII. Dues

A. Establishment of Dues

The Board of Directors shall establish dues and membership fees. Honorary Life members shall have membership for life without payment of dues.

B. Payment of Dues

Dues shall be paid annually and are due on the first day of the Chapter's fiscal year. Members who have not paid their dues within sixty days after the beginning of the fiscal year shall be considered delinquent and all services, rights and privileges shall be suspended until the dues are paid in full.

C. Collection of Dues

Dues payment shall be collected by the chief staff executive or as directed by the Board of Directors. The chief staff executive shall provide to ISA a list of members, and shall receive and record any dues of members who have made payment through the ISA.

Article VIII. Meetings and Voting

A. Annual Business Meeting

The Chapter shall hold an annual business meeting at such time and place as shall be determined by the Board of Directors.

B. Notification

The Board of Directors shall publish and publicize the location, time and date of regularly scheduled meetings. All scheduled meetings shall be open to any member and to invited guests, except when the Board enters executive session that may be attended exclusively by the Board of Directors.

C. Simple Majority

Any election or other motion voted on by the membership shall be decided by a simple majority of the votes cast, unless otherwise specified in these Bylaws.

D. Parliamentary Procedure

The business of the Chapter shall be conducted in accordance with the most recent version of Robert's Rules of Order.

Article IX. Committees

A. Standing Committees

Standing committees may be established by the Board to fulfill permanent and ongoing functions. The president shall appoint a chair to each standing committee.

B. Ad hoc Committees

The president shall establish temporary committees and task forces as needed to carry out the activities of the Chapter. Such committees and task forces may be denominated to indicate their purpose.

C. Appointment of Chair

The president shall appoint all committee chairs. Task forces may operate without a designated chair.

Article X. Amendment of Bylaws

A. Proposals to Amend Bylaws

Amendments to these Bylaws may be submitted by any member of the Board of Directors, or by signed petition of ten percent (10%) of the registered voting membership.

B. Approval of Amendments

These bylaws may be amended, altered or revised by a majority of the ballots received. Such voting shall be conducted by mail or electronic ballot to all registered members.

Article X. Amendment of Bylaws

The Board of Directors shall maintain a written Policies and Procedures Manual, which shall set forth the policies, procedures and general guidelines to be used in the day-to-day operation of the Chapter. The Policies and Procedures Manual may be amended by resolution of the Board of Directors.

Article XII. Finance

A. Fiscal Year

The Board of Directors shall determine the fiscal year.

B. Budget

The Board of Directors shall approve an annual budget prior to the next fiscal year. The approved budget shall be made available to the membership on written request, and at the annual meeting, for informational purposes.

C. Annual Review

An independent review of the accounts of the Chapter shall be conducted by an independent auditor approved by the Board of Directors within ninety days of the end of the fiscal year. The Board may call for a certified audit of the finances of the Chapter at any time.

D. Financial Report

The Board of Directors shall make the audited financial report for the fiscal year available to the membership within one hundred twenty days of the end of the fiscal year.

Article XIII. Dissolution of the Chapter

A two-thirds majority of all registered voting members shall be required to dissolve the Chapter. Notice of intent to dissolve the Chapter shall be sent to all registered members no less than thirty days prior to the voting. In the event of dissolution, the Board of Directors, or a committee designated by the Board, shall settle debts and obligations of the chapter and shall distribute all remaining assets of the Chapter exclusively for the purposes of the Chapter, or distribute the assets to such tax-exempt, non-profit organizations which, in the judgment of the Board or its designated committee, best furthers the objectives and purposes for which the Chapter is organized.

Provisos: Transition of the Board of Directors

- A. The transition of the Chapter governing body, to meet the criteria set forth in these Bylaws, shall be effective at the adjournment of the annual business meeting to be held during the 2005 Annual Symposium.
- B. The officers duly elected to the positions of president, president elect and vice president shall retain those offices. The elected treasurer and secretary shall become directors on the new Board, and shall serve full three-year terms as directors-at-large.
- C. The current Executive Committee shall appoint two directors to serve two-year terms, and two directors to serve one year on the new Board.
- D. The Past Presidents Committee shall elect one past president to serve on the new Board, as described in these Bylaws.
- E. The current ISA Director, also holding the position of vice president, shall fill that position through the August 2005 ISA Board of Directors meeting, after which the Chapter Board of Directors shall appoint a new ISA Director to complete the current term.
- F. The Bylaws are subject to approval by the ISA Constitution and Bylaws Committee. Any articles or sections found by ISA to be not in compliance with the ISA Constitution or Bylaws shall be changed by the Chapter Board of Directors. All other articles and sections shall remain as approved.