

INTERNATIONAL SOCIETY OF ARBORICULTURE (ISA)
Revision Dates: 03/20; 08/20; 10/20; 4/24; 10/24; 2/26; 8/26

—BYLAWS—

ARTICLE I NAME AND PRINCIPAL OFFICE

Section A. Name/Nonprofit Incorporation

The name of the corporation shall be the International Society of Arboriculture, hereinafter referred to as ISA, the Society, or the Corporation. ISA shall be incorporated as a nonprofit, tax-exempt corporation organized under the laws of the State of Illinois for the purposes set forth herein, and in the Articles of Incorporation.

Section B. Principal Office/Other Offices

The principal office of ISA shall be located in the State of Illinois unless otherwise designated by ISA's governing body, known as the Board of Directors or the Board. ISA may have such other offices at such suitable places, as may be designated by the Board of Directors.

Section C. Registered Agent

The ISA shall appoint and continuously maintain a registered agent in the State of Illinois, USA.

ARTICLE II PURPOSES AND LIMITATIONS

Section A. Mission Statement

Through research, technology, and education the International Society of Arboriculture promotes the professional practice of arboriculture and fosters a greater worldwide awareness of the benefits of trees.

Section B. General Purposes

ISA has been founded as a non-profit, tax-exempt, professional membership association dedicated to advancing the professional field of arboriculture, within the meaning of Section 501(c)(5) of the U.S. Internal Revenue Code and regulations, the Illinois Nonprofit Corporation Law, and any applicable successor laws. Subject to the limitations set forth in the Articles of Incorporation and these Bylaws, the purposes of ISA are to support and promote the professional field of arboriculture and to encourage quality professional practice.

Section C. Specific Purposes

The purposes and objectives of the ISA shall be:

1. To promote and improve the quality practice of professional arboriculture.
2. To promote public awareness and to develop a greater appreciation for trees, and to promote cooperation in the preservation of trees and in the beautification of the environment.
3. To stimulate greater interest in the planting and preservation of trees.

4. To initiate and support scientific research and the investigation related to arboriculture, and to publish the results of such research and investigation.
5. To support arborists through educational activities, professional conferences, written publications, and other appropriate means.
6. To clarify, develop, foster, and maintain quality, professional practice standards.
7. To establish professional knowledge and skills through credentialing programs, and to facilitate the continuing education of arborists.
8. To develop, foster, and maintain appropriate professional ethical principles and standards.
9. To sponsor an annual conference devoted to the exchange and presentation of information of interest and value to professional arborists and others concerning the planting and preservation of trees.
10. To seek and foster national and international cooperation and collaboration with other organizations, both public and private, relating to arboriculture and to matters of common interest and benefit.
11. To engage in other activities as permitted by law.

The Society shall have its policies, principles, and procedures recorded in printed form, which shall be known as the Policies and Procedures Manual of the ISA. The ISA Board of Directors shall be responsible for establishing governance policies to direct the organization and Executive Director to accomplish the stated purposes and objectives of the society.

Section D. Limitations

The purposes and activities of the ISA shall be restricted as follows:

1. Unless authorized by applicable law, no part of any contributions, donations, assets, net earnings, of other finances of the Society inure to the 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.
2. ISA shall not engage in any activities relating to election campaigns for candidates seeking political office, nor shall any Director, Officer, agent, representative, or employee engage in such activities on behalf of the Society.
3. The Board of Directors shall have the authority, responsibility, and accountability to develop, establish, and enforce policies and procedures necessary to implement the goals and requirements of this Article.

ARTICLE III MEMBERSHIP

Section A. Membership

The ISA shall be organized as a membership organization under policies determined and established by the Board of Directors. Qualified persons and organizations seeking membership shall be accepted as

Members of the Society upon the acceptance of the required application, dues, fees, and assessments, and consistent with all corporate policies. The Board may establish membership categories as needed.

Section B. Classes and Categories of Members/Voting Rights

1. Professional Member: Professional Membership shall be limited to individuals actively interested in the planting and preservation of trees, or otherwise involved in the field of professional arboriculture. Professional Members shall pay annual dues, have all membership voting rights and privileges as determined by these Bylaws and policies set forth by the Board of Directors, and are eligible to hold elected and appointed offices in the Society.
2. Senior Member: Senior Membership shall be limited to retired Professional Members in good standing, who have retained ISA membership for at least ten (10) cumulative years. Senior Members shall pay annual dues and shall have all rights and privileges of Professional Members.
3. Student Member: Student Membership shall be limited to undergraduate or graduate students enrolled in courses of study related to arboriculture, or supporting and allied fields, in an accredited institution, college, or university. Eligibility for Student Membership shall be determined pursuant to policies established by the Board of Directors. Student Members shall pay annual dues, shall have Member voting rights, and shall not be eligible to hold elected or appointed office. Student Members shall have other, limited privileges as determined by the Board of Directors.
4. Honorary Life Member: Honorary Life Membership shall be limited to all past ISA Presidents, Executive Directors, Editors of *Arboriculture and Urban Forestry*, and Conference General Chairs, who are no longer serving in such offices. The Board of Directors is empowered annually to award one additional Honorary Life Membership to a Member of the ISA. Honorary Life Members shall hold membership for life without payment of dues and shall have all the rights and privileges of Professional Members.
5. Associate Member: Associate Membership shall be available to individuals residing in countries where English is not the primary language as designated by an authoritative source. Associate Members shall pay annual dues, shall have Member voting rights, and shall be eligible to hold elected or appointed office. Associate Members shall have other limited privileges as determined by the Board of Directors.

The Board of Directors may, in the interests of ISA, establish other classes of membership and related qualifications.

Section C. Membership Expiration, Resignation, Suspension, Expulsion, Termination or Transfer

1. Expiration. ISA shall issue membership to qualified individuals for a period of time established by the Board of Directors. Membership shall expire and end when such period has ended, unless renewed consistent with ISA policies and by the payment of all applicable dues, assessments, or fees following notice by invoice. Following membership expiration, a former Member must abide by all ISA intellectual property policies, including policies related to trademark and copyright.
2. Resignation. Any Member may submit a written resignation to the President, Secretary, or Executive Director. Such a resignation shall become effective upon receipt, consistent with applicable policies, except that a resignation may not prevent ISA from completing any ethics, disciplinary, or similar proceeding, or from seeking payment for: charges incurred; corporate services actually rendered; benefits received; and dues, fees, or other assessments owed to the

- Society. All paid membership dues are forfeited upon resignation. Upon resignation, a former Member must return, and cease all use of, all ISA intellectual property.
3. Suspension or Termination. Pursuant to a fair process, and with reasonable cause, ISA may suspend or terminate the membership of any Member for reasonable cause. This process shall include: at least fifteen (15) days prior notice of the proposed suspension, expulsion, or termination, including the reasons therefore; an opportunity for the Member to be heard, orally or in writing, by an impartial person or body authorized to decide whether the proposed termination or suspension will occur; and, a two thirds (2/3) vote of approval by the Board of Directors. A Member whose membership is suspended or terminated, shall be liable to ISA for: corporate services actually rendered; benefits received; and any charges, dues, fees, or other assessments incurred before the suspension, expulsion, or termination. Upon suspension or termination, a former Member must return, and cease all use of, all ISA intellectual property.
 4. Transfer. ISA membership or any right arising therefrom is not transferable to any other person, regardless of category or classification.

Section D. Reinstatement of Members

An expired membership may be reinstated upon submission of a complete membership application and payment of all current dues, fees, and assessments. A terminated membership shall be reinstated only upon a two-thirds (2/3) vote of approval by the Board of Directors.

Section E. Membership Dues, Fees, Assessments and Voting Rights

1. General. ISA shall assess yearly membership dues, fees, and other assessments (fees) from each Member of the Society, based on their respective membership category. All such fees will be payable in advance of each year of membership, in amounts determined by the Board of Directors. No Member or former Member shall be entitled to the return of paid fees following expiration, resignation, suspension, or termination of membership.
2. Non-Payment of Fees. Non-payment of all applicable fees shall cause membership to expire or be terminated. A Member who has not paid all applicable fees shall be in default and not in good standing. Expired Members shall not be entitled to exercise any rights or privileges of membership until all such current fees are paid in full. Members, who pay all fees in arrears within sixty (60) days of notice of the default, shall not lose any membership seniority or similar status. Sixty (60) days following such notice of default, a membership shall expire and terminate if all fees due have not been paid in full.
3. Board Authority/Dues, Fees, and Assessment Reduction and Waiver. The Board of Directors shall have the sole authority and responsibility to develop, establish, and enforce policies to determine, modify, and, in special circumstances, reduce or waive fees for special and particular reasons, including, but not limited to, financial hardship and other appropriate considerations.
4. Member Voting Rights. Member voting rights shall include eligibility to vote with respect to: all membership elections; matters presented at any Annual Business Meeting requiring a Member vote; and, the revision or other amendment of the Society Bylaws in the event that such a matter is placed before the membership. No individual shall be accorded more than one (1) vote on any matter, irrespective of membership status in the Society.

Section F. Member Ethical Standards and Procedures

The Board of Directors or the voting membership of the Society may adopt and publish ethical standards, which shall apply to all classes of membership. Such ethical standards shall govern the activities and professional behavior of all Members and among other purposes, shall prohibit violations of these Bylaws and ISA policies.

Section G. Use of ISA Intellectual Property

Members shall use ISA names, trademarks, logos, symbols, and other intellectual property of the corporation only in a manner consistent with applicable law, these Bylaws, and corporate policies.

**ARTICLE IV
MEMBERSHIP MEETINGS**

Section A. Parliamentary Procedures

The conduct of membership business meetings generally shall be consistent with Robert's Rules of Order, unless otherwise indicated by these Bylaws, ISA Policies, or Board Resolution.

Section B. Annual Business Meeting

There shall be an Annual Business Meeting of the ISA at such time and place as may be designated by the Board of Directors. The minutes of the Annual Business Meeting shall be made available to all Members.

The Board of Directors may also call other business meetings as deemed necessary. Among other corporate functions, the Annual Business Meeting shall be conducted to:

1. Provide a forum for the Members to present and discuss matters of concern;
2. Make recommendations to the Board of Directors concerning Society matters;
3. Act upon proposed amendments to the Bylaws; and,
4. Act upon such other business as may be properly brought before the Members.

Section C. Special Meetings

Special Meetings of Members may be called for any lawful purpose by the Board of Directors or the Executive Committee.

In addition, upon petition, the membership of ISA may call and conduct Special Membership Meetings under the following conditions:

1. The Member Sponsor(s) of the meeting shall present to the Secretary a petition signed by twenty percent (20%) or more of the current voting Members in good standing, requesting that a Special Membership Meeting be convened;
2. The petition shall state the specific purpose of the meeting and provide a description of the manner in which the meeting will address these purposes and will benefit the Society and the membership at large;
3. Only the business specified in the petition will be addressed at the meeting;
4. The Board of Directors shall set a date and location for the meeting within ninety (90) days of receipt of a valid Special Meeting petition, and shall provide notice of the meeting to the membership in a timely manner and at least thirty (30) days prior to the meeting;

5. Fifty percent (50%) of the voting membership of ISA shall constitute a quorum for a Special Meeting called by the membership;
6. Within thirty (30) days following the conclusion of the meeting, the Member Sponsor(s) of the Special Meeting shall prepare and present to the Board of Directors a report discussing all activities conducted during the meeting; and,
7. The Member Sponsor(s) shall agree to satisfy any other requirements established by the Board of Directors.

Section D. Notice of Membership Meetings

ISA shall provide written notice of each Annual Business Meeting and other membership meetings to all voting Members in good standing through multiple media including, but not limited to, the annual conference program, website, newsletters, ISA membership publications, and email. Such notice shall be provided not less than ten (10), no more than sixty (60) days, before the date of the meeting and shall state: the date, time, and place of the meeting; and, a description of the business to be transacted. No business, other than that specified in the notice, shall be transacted at a membership meeting.

Section E. Member Questions

The Board of Directors shall give Members reasonable opportunities to express their views on, and to decide, questions properly presented to the membership.

Section F. Quorum Requirements

Ten percent (10%) of the voting Members registered and in attendance shall constitute a quorum at any Annual Business Meeting for the purpose of voting on all questions, resolutions, and other actions, so long as the Annual Business Meeting has been properly announced and questions have been submitted in a manner consistent with these Bylaws and applicable law.

Section G. Meeting Voting Procedures

All votes of the membership taken at the Annual Business Meeting will be conducted by voice vote, standing vote, or secret ballot, if authorized by these Bylaws or resolution of the Board of Directors. Each voting Member is entitled to one (1) vote per question, motion, or resolution only. Unless otherwise required by the Articles of Incorporation, these Bylaws, or applicable law, all actions of the membership shall be carried by a majority vote. Except with respect to mail ballots, voting by proxy shall not be permitted.

Section H. Mail Balloting

With respect to any question or proposed action that the Board of Directors determines should be submitted to voting Members without attendance at a meeting, ISA shall mail, e-mail, fax, or otherwise deliver a written ballot to each voting Member at the last known postal address, e-mail address, or fax number provided to the corporation, which shall be deemed to be good and sufficient notice of such vote. Each completed ballot returned to ISA shall be deemed a limited proxy authorizing and directing the corporation to vote in the manner indicated on the ballot only. The sale or transfer of a vote is strictly prohibited. Unless otherwise required by these Bylaws or applicable law, all questions, resolutions, and other actions submitted shall be carried by a majority vote of the Members voting, provided that the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at the most recent Annual Business Meeting.

ARTICLE V BOARD OF DIRECTORS

Section A. Duties and Functions of the Board

1. General Authority. The ISA Board of Directors functions as the ultimate, supervisory authority regarding matters affecting the Society. When appropriate, the Board may delegate certain, limited authorities to other ISA bodies and representatives. However, such delegation shall not constitute a permanent reduction of any Board authority.

Board Directors shall act at all times in the best interests of the Society and independent of any other interests, including the interests of the Director, another organization, individual Chapters, Associate Organizations or Professional Affiliations. Each Board Director shall act in a manner consistent with the obligations owed to the Society and required by these Bylaws, regardless of any other affiliation, membership, or position of the Director.

2. Specific Authority. The Board of Directors shall have authority and control over all lawful corporate activities, including, but not limited to, policies and matters related to: membership and member services; corporate planning and services; educational programs; publications; fees, dues, and assessments; Board functions and operations; funding, spending, and the corporate budget; contract and grant arrangements; management of corporate resources; and, ethics, grievance, appeals, and disciplinary processes.
3. The Board will govern lawfully and shall adhere to the principles of Policy Governance. Changing to another method of governance other than Policy Governance shall take a two-thirds (2/3) vote of the Board of Directors at any Board meeting where a quorum is present.
4. Functions. The Board of Directors shall develop and implement all appropriate policies and procedures in order to carry out corporate goals and purposes, as set forth in these Bylaws and in the Articles of Incorporation, including all policies and procedures related to ISA strategic planning, corporate ends and vision, executive authorities and limitations, Board governance, and Board-staff relations.

Section B. Limitations and Conduct of the Board

The Board of Directors shall establish policies and procedures specifying Board limitations and conduct, including, but not limited to, the following:

1. Compensation for Services. Unless authorized by applicable law, voting Board Directors, including Officers, shall not receive any compensation or other tangible or financial benefit for service on the Board of Directors. However, the Board of Directors may authorize payment by ISA of: actual, reasonable expenses incurred by Directors regarding attendance at Board meetings and other approved activities; and, a reasonable honorarium to the ISA President and other Directors as determined by the Board.
2. Compensation from Activities. Unless authorized by applicable law, voting Board Directors, including Officers, shall not receive any compensation or other tangible or financial benefit from any element or activity of, or related to, ISA except as reimbursement for actual, reasonable expenses directly associated with such corporate element or activity, when authorized by the Board of Directors.
3. Corporation and Director Independence/Loyalty. Board Directors, including Officers, shall act in an independent manner consistent with their obligations to ISA and applicable law, regardless of any other affiliations, membership, or positions.

Section C. Composition of the Board

The Board of Directors shall be composed of fifteen (15), full voting Directors, unless otherwise authorized by these Bylaws or by the Board consistent with these Bylaws. The fifteen (15) voting Board of Directors shall include: thirteen (13) Director positions filled by direct ISA membership elections; and a President of the Board and a President-Elect elected by a majority of the Board of Directors from the current Directors.

Section D. Qualifications of Directors

All Board Directors shall be voting ISA Members in good standing and shall be otherwise qualified according to these Bylaws and applicable corporate policies.

Section E. Director Terms of Office

All voting Members of the Board of Directors shall be elected to serve a term of three (3) years, unless specified otherwise in these Bylaws. Other than the President of the Board and President-Elect in a limited circumstance, no Director shall be permitted to serve more than two (2) consecutive terms of office or six (6) consecutive years, whichever period is longer. The terms of the Directors shall be staggered to ensure that approximately one-third (1/3) of the positions expire each year.

Section F. Nomination and Election of Directors

Candidates for election to Director positions shall be selected and nominated by the Nominating and Election Committee. The nomination process shall be governed by these Bylaws and policies adopted by the Board of Directors. All Board Directors shall be elected by the voting membership of ISA, by electronic or mail ballot in a manner prescribed by the Board of Directors. All newly-approved Directors shall take office January 1 of each year.

Section G. Director Removal, Resignation, and Vacancy

A Board Director may be removed, suspended, or otherwise sanctioned for cause by a two-thirds (2/3) vote of the Board of Directors at any Board meeting where a quorum is present. Such removal, suspension, or other action shall be conducted pursuant to a fair process adopted by the Board, and shall include: at least ten (10) days prior notice to all Board Directors, including the Director in question, of the time and place of the Board meeting at which such action is proposed; at least fifteen (15) days prior notice of the reasons for such action; and, an opportunity for the Director in question to be heard orally or in writing, by the Board of Directors. A Director, who has been divested of membership, has resigned, or otherwise lost his or her membership in the organization shall be removed from the Board. A Director may resign at any time by submitting a written letter of resignation to the President or by violating attendance policies set forth in the Board policies and procedures. Revised 8/20 In the event of removal, death or resignation of a Board Director, where the term of office is two (2) years or more the Nominating and Election Committee shall identify qualified candidates, and the appropriate body responsible for electing the Director shall elect a candidate to fill the remainder of the un-expired term. In cases where the un-expired term is less than two years (2), the President, following consultation with the Nominations and Election Chair, and with approval by two-thirds (2/3) of the voting members of the Board, may appoint a candidate for the remainder of the un-expired term.

ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS

Section A. Annual Business Meeting/Regular Meetings

The Annual Business Meeting of the Board of Directors shall be at such time and place as is designated by a majority of the Board, or the President of the Board, for the transaction of business that comes before the Board. There shall be at least one (1) other regular meeting of the Board each year at a place designated by the Board for the transaction of business. Board meetings shall be chaired by the President of the Board.

Section B. Special Meetings

Special meetings may be called by a majority of the Board of Directors, the Executive Committee, or the President of the Board, upon the filing of a written Special Meeting notice with the Secretary stating the location, date, and hour of such meeting. Notice of each Special Meeting will be delivered via mail, e-mail, or fax transmission to each Director at least five (5) days prior to the date of the meeting. The Board is authorized to conduct any lawful business at Special Meetings, as provided in these Bylaws.

Section C. Telephone Conference Meetings

The Executive Committee or President may authorize a Board of Directors meeting via telephone conference or similar form of telecommunications, when deemed necessary, provided that forty-eight (48) hours' notice of such meeting is given to each Board Director, delivered personally, electronically, or by telephone, which may include a voice messaging system or other system or technology designed to record and communicate messages. Should an item of business require immediate attention and action by the Board of Directors, a telephone conference may be called without previous notice, so long as all of the Directors have been contacted and advised of such a telephone meeting and of the item(s) to be reviewed or acted upon. The Board is authorized to conduct any lawful business by telephone conference meetings, as provided in these Bylaws.

Section D Notice and Waiver

The President shall give notice of all regular meetings of the Board to all Directors no less than fourteen (14) days prior to the meeting. Notice of a Board of Directors meeting shall be given personally, by mail, e-mail, fax, or by other means of written communication sent to the address of the Director appearing in the corporate records of ISA or given by the Director to ISA for purpose of such notice.

Any notice may be waived by a Director before or after the date and time stated in the notice. Except as provided herein, the waiver must be written, signed by the Director entitled to the notice, and delivered to ISA for inclusion in the minutes, or for filing with the corporate records. A Director's attendance at, or participation in, a meeting shall constitute waiver of any required notice to him or her, unless at the beginning of the meeting the Director objects to the holding of the meeting or to the transaction of business at the meeting, and does not thereafter vote for, or assent to, any action taken at the meeting.

Section E. Meeting Quorum

A majority of the voting Directors shall constitute a quorum for any meeting of the Board of Directors. Such majority shall be capable of transacting corporate business, consistent with these Bylaws and applicable law. Except as otherwise provided in these Bylaws or by applicable law, the act of a majority of the Board present at a meeting at which a quorum is present shall be an action of the Board of Directors.

Section F. Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section G. Actions Without Meeting/Mail Votes

Should a matter requiring a vote of the Board of Directors arise between Board meetings, a ballot may be taken by mail, e-mail, fax, or other written means as authorized by the President or Executive Committee. A majority affirmative vote of all voting Directors shall be necessary to carry any motion or resolution, and all Directors must consent in writing to the resolution authorizing the action. The signed consents, or signed copies, shall be placed in the appropriate minutes and records of the Board of Directors.

Section H. Proxies

Voting by proxies shall not be permitted, except where specifically authorized by these Bylaws and applicable law.

Section I. Actions of the Board of Directors

Every decision of the Board of Directors shall be by a majority vote, unless otherwise required by law, these Bylaws, or the policies of the Board. Each voting Board Director shall be entitled to one (1) vote on any matter coming before the Board.

**ARTICLE VII
OFFICERS**

Section A. Titles of Officers

The Officers of the Board of Directors shall consist of: President of the Board; President-Elect; Vice-President; Treasurer; and, Secretary.

Section B. Qualifications and Authority of Officers

The Officers shall be responsible and accountable to the Board of Directors for satisfying Board resolutions and directives, and shall have the authority and accountability conferred and granted by these Bylaws and by the Board. No Director shall hold more than one Officer position. To be eligible to serve as President-Elect, a Director first must have completed at least one (1) year of service as a Board Director.

Section C. Election and Terms of Officers

Except with respect to the President of the Board, the Board of Directors annually shall elect the Officers from among the current Directors. All newly-elected Officers shall take office at the close of the Board meeting held immediately following January 1 each year, or no later than 28 February of each year. Each Officer shall serve a one (1) year term of office.

Once elected to the office of President-Elect, the Director shall serve in that position for a term of one (1) year, and through a one (1) year term as President, regardless of the Director term of office to which that individual was originally elected. Upon the completion of a term as President that Director shall no longer serve on the Board of Directors, regardless of his/her original Director term of office. No Director shall be eligible for consecutive terms of office as President and then President-Elect.

Section D. Duties of the Officers

1. President of the Board. The President of the Board shall act as presiding officer at all meetings of the Society, the Board of Directors and the Executive Committee. The President of the Board shall convene the Board of Directors, and/or the Executive Committee, whenever, in his/her opinion, the affairs of the Society require, or upon the written request of at least one-third (1/3) of the Board of Directors or two-thirds (2/3) of the Executive Committee. The President of the Board shall chair the Executive Committee, appoint all Committee chairs and members, subject to the approval of the Board, and may appoint temporary committees to act during the President's term of office.
2. President-Elect. The President-Elect shall assist the President of the Board and, in the event of the President's absence or disability, shall perform the duties of the President. The President-Elect shall serve as a voting member of the Executive Committee. The President-Elect shall assume the office of President upon the expiration of the President's term, or upon a vacancy in that office.
3. Vice President. The Vice President shall assist the President of the Board in carrying out the duties of the President, and shall serve as a voting member of the Executive Committee.
4. Secretary. The Secretary shall have, perform, or supervise all regular duties commonly incident to, and vested in, the office of Secretary of a corporation, including, but not limited to: the maintenance and distribution of minutes of Board of Directors and membership meetings; the supervision and oversight of corporate records and related policies; and, the keeping and preserving of corporate books and records. The Secretary shall serve as a voting member of the Executive Committee.
5. Treasurer. The Treasurer shall have and perform all duties commonly incident to, and vested in, the office of Treasurer of a corporation, as well as all duties delegated and designated by the Board of Directors or the President of the Board, including, but not limited to: the administration of the fiscal and financial policies of ISA; supervision and maintenance of accurate corporate financial records; the establishment and maintenance of financial accounts; the preparation of financial documentation requested by the Board; and, the fiscal management of Society monies. The Treasurer shall serve as a voting member of the Executive Committee, and as a voting member of the Finance and Audit Committee.

Section E. Officer Resignation/Vacancy

An Officer may resign at any time by providing written notice to the President of the Board, Secretary, or Executive Director. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the President or Board of Directors. Unless directed otherwise in these Bylaws, in the event that an Officer position becomes vacant, the Board shall elect a new Officer from the current voting Board Directors to serve the unexpired portion of the term. Such interim service as an Officer shall not affect a Director's ability to serve a full, elected term as an Officer.

Section F. Removal of Officers

An Officer may be removed from office, with or without cause, by the Board of Directors whenever, in its judgment, the best interests of ISA will be served by such removal. An Officer may be removed by a two-thirds (2/3) affirmative vote of the Board at any regular or Special Meeting of the Board of Directors at which a quorum is present, and under rules or procedures approved by the Board. This process shall include: at least fifteen (15) days prior notice of the proposed removal or suspension, including the

reasons therefore; and, an opportunity for the Officer to be heard, orally or in writing, by an impartial person or body authorized to decide whether the proposed removal or suspension will occur.

ARTICLE VIII EXECUTIVE DIRECTOR

Section A. Executive Director Appointment, Authority, and Duties

The Board of Directors may appoint and employ an Executive Director, who shall report to the Board. The Executive Director shall be responsible for the supervision and management of ISA in its administrative, business, financial, and other operational affairs, consistent with these Bylaws, Governance Policies, Corporate Policies, and directives of the Board of Directors. The Executive Director shall have the authority and duty to implement all operational and administrative policies of ISA, including the responsibility to: conduct the business affairs of ISA; hire and dismiss employees and personnel of ISA; and, legally bind ISA, and sign on its behalf, contracts, checks, drafts, notes, mortgages, leases, and other legal documents, with respect to corporate business affairs. The Executive Director shall perform such other duties as may be elsewhere specified in these Bylaws or corporate policies, or as may otherwise be designated by the Board of Directors. Compensation of the Executive Director shall be comparable to independent third-party salary data, and shall not exceed prevailing market rates.

The Executive Director shall serve as ex-officio, corporate officer and not as a member of the Board, but shall have no voting powers. The Executive Director has the right to attend and participate at all meetings of the Board, except when excused by the Board for executive session.

ARTICLE IX COMMITTEES OF THE BOARD AND BOARD COMMITTEES AND COUNCILS

Section A. Executive Committee

1. Composition. The Board of Directors shall establish an Executive Committee with limited authorities to function on behalf of the Board, and when the Board is not in session. The Executive Committee shall be composed of the Officers, and shall also include the Executive Director as a non-voting, *ex officio* Committee member.
2. General Authority, Duties, and Limitations. The Executive Committee may act for the Board of Directors between meetings of the Board or as otherwise authorized by the Board, consistent with applicable law. The Executive Committee shall not, however, have the power to: approve a dissolution or merger; sell corporate assets; remove a Director or Officer; fill vacancies on the Board of Directors or on any committee; fix compensation relating to Board or committee service; amend, repeal, or adopt Bylaws; or amend or repeal any resolution of the Board which, by its terms, is not so amendable or repealable. All proceedings and actions of the Executive Committee shall be recorded and reported to the Board of Directors at the next meeting of the Board.
3. Meetings of the Executive Committee. The Executive Committee shall meet at least one (1) time each calendar year and when determined by the President. Any Member of the Executive Committee may request that a Committee meeting be convened to conduct specific business. Such requests shall be communicated to the President, who may call a meeting if appropriate and necessary. Notice of each Executive Committee meeting shall be given to all Committee members at least five (5) days prior to such meeting, unless the President determines that a shorter notice period is appropriate under the circumstances. Executive Committee meetings shall be conducted in person, via telephone conference, or other appropriate communication method at a date and time determined by the President, so long as all participants can

communicate and effectively participate. Minutes of all Executive Committee meetings shall be kept, and such minutes shall be circulated promptly to the Board of Directors and maintained with the corporate minutes of the Board.

4. Actions by the Executive Committee. Unless contrary to applicable law or these Bylaws, the actions of the Executive Committee shall constitute the actions of the Board of Directors between meetings of the Board, unless subsequently rescinded or modified by the Board of Directors.

Section B. Nominating and Election Committee

1. Establishment and Purpose. The Nominating and Election Committee (NEC) shall oversee and supervise the nominating and election process for Directors of ISA and Nominating and Election Committee Members, subject to policies adopted by the Board of Directors. The Board and the NEC shall ensure that appropriate procedures are in place for the selection and presentation of qualified Director nominees to the voting membership consistent with these Bylaws and Board policies.
2. Composition. The Nominating and Election Committee shall consist of: six (6) disinterested and qualified, voting ISA members in good standing, comprised of two (2) former board members appointed by a sitting ISA Board President in consultation with the executive committee and four (4) members in good standing elected by the membership at the time of the annual election of the ISA Board of Directors. The terms of the voting NEC members shall be staggered to ensure that one-third (1/3) of the voting NEC positions expire each year. NEC members shall serve a three (3) year term. The Board of Directors shall solicit and review the qualifications of potential NEC nominees, and shall develop a slate of candidates for NEC positions. The Board of Directors shall adopt policies establishing the qualifications of NEC members. No current member of the NEC shall be eligible for any open ISA Board Director or Officer position.
3. Authority and Duties. Among other authorities and duties, the Nominating and Election Committee shall screen all candidates under the established Director qualification's policy criteria, and identify multiple, qualified nominees for each open Director position. The NEC shall not be permitted to nominate only one (1) candidate for an open Director position unless it was able to demonstrate to the Board that additional, qualified nominees are unavailable. These candidates shall constitute the NEC slate of nominees qualified and eligible for the open Director positions.

The Board of Directors shall vote to approve or disapprove the entire slate of candidates presented by the NEC, but otherwise shall not modify the candidate slate presented by the NEC. The activities of the Nominating and Election Committee shall be monitored by the Board of Directors.

4. Diversity Goals. The Nominating and Election Committee shall make all reasonable and appropriate efforts to assure that the Director nominees presented to the membership constitute a diverse, qualified group, which will represent the interests of ISA Members. With regard to such diversity, the NEC shall consider relevant factors, including each nominee's geographic location, gender, race, ethnicity, national origin, employment, occupational practice area(s), and/or other appropriate considerations.
5. Balloting. All elections shall be supervised by the Nominating and Election Committee, and administered by the Executive Director. The elections shall be conducted by ballot provided to the eligible voting Society Members by any method permitted by applicable law, and as determined by the NEC to ensure the integrity of the voting process, including, but not limited to, mail, e-mail, or fax processes.

Section C. Board Standing Committees

1. Establishment. Board Standing Committees may be created and established upon resolution adopted by the Board of Directors. Each Board Standing Committee shall be permanent and continuing until such time that it is dissolved or modified by the Board of Directors.
2. Standing Committees. The Board of Directors shall establish the following Board Standing Committees: Finance and Audit; Governance and Bylaws. The Board may also establish such other Committees, as it deems appropriate and advisable.
3. Composition. The majority of members serving on Board Standing Committees shall be comprised of current or past Directors in good standing. The number of members serving on these committees and members' qualifications and term length shall be in conformance with committee policies, as approved by the Board of Directors. The President shall appoint all Board Standing committee chairs, subject to the approval of the full Board of Directors. Each Board Standing Committee shall include Directors or Officers in good standing, who shall serve as Chair or Vice Chair of the Committee.
4. General Authority, Duties, and Limitations. A Board Standing Committee shall have the authority and the duty to carry out the purposes of the Committee, as directed by the Board, and consistent with these Bylaws, ISA policies, and applicable law. A Board Standing Committee shall be prohibited from any activities or actions that cause ISA to be legally or financially bound to agreements or other relationships. A Board Standing Committee shall be limited to the activities specifically authorized by the Board of Directors and shall not have other authorities.

Section D. Special Committees and Task Forces of the Board

1. Establishment. Special Committees and Task Forces may be created and established upon resolution adopted by the Board of Directors, which shall include a Committee charge. Each Special Committee shall perform such functions as determined by the Board, and shall be continuing until such time that it is dissolved or modified by the Board of Directors.
2. Composition. Each Special Committee or Task Force shall be composed of Directors and/or Members in good standing. The President annually shall appoint a chair and members of all such committees, subject to the approval of the Board of Directors.

ARTICLE X CREDENTIALING COUNCIL

Section A. Establishment and Purpose

ISA is a credentialing body and shall operate according to best management practices. The Credentialing Council serves as a policy body within ISA, responsible for the development, review, evaluation and administration of all policies and procedures to ensure the impartiality, validity, technical accuracy, and fairness of credentialing programs. These programs shall be administered in accordance with approved and accepted credentialing standards and best management practices.

Section B. Composition

The Credentialing Council shall be composed of seven (7) to ten (10) voting members. The Credential Council shall have at least four (4) credential holders and a minimum of two (2) non-credential holders. Credentialing Council Members shall not be required to be ISA Members. Appointment of the council will be according to Board policy.

Section C. Duties

The Credentialing Council shall maintain and create policies and procedures to ensure the impartiality, validity, technical accuracy, and fairness of credentialing programs. The activities of the Credentialing Council shall be managed by the Executive Director and monitored by the Board of Directors.

ARTICLE XI COMPONENT GROUPS

Section A. Establishment and Purposes

1. Establishment. The Board of Directors shall develop and approve policies and criteria which relate to the establishment and operation of ISA Components (hereafter referred to as Component(s)) and other groups, consistent with the authority and limitations granted in the Articles of Incorporation, these Bylaws and applicable corporate policies. Components shall include, but are not limited to: Chapters; Professional Affiliates; and Associate Organizations. Each Component shall be established only through the submission and approval of an appropriate Component Memorandum of Understanding (MOU), which shall be consistent with all applicable Component policies and criteria adopted by the Board of Directors.
2. Purposes. The primary purposes of Components shall be to: cooperate and advise with ISA in order to advance the purposes and objectives of the Society; provide services and assistance to Component Members; and, conduct appropriate activities consistent with ISA policies.

Section B. Component Categories

Subject to applicable ISA Board policies, groups of Society Members may upon approval of the ISA Board of Directors establish ISA Component organizations. Each ISA Component has a defined formal relationship with the ISA outlined in a Memorandum of Understanding (MoU) and Operating Agreement (OA) as developed and maintained with the Executive Director. All Component types must be legally recognized organizations. Types of ISA Components are listed below:

1. ISA Chapter - An organization with distinct and definable geographic boundaries, comprised of ISA members and other interested individuals that delivers services related to arboriculture and work to advance ISA's mission.
2. ISA Professional Affiliate (PA) - An organization comprised of ISA Members and other interested individuals representing specific interests, with no distinct or definable geographic locations, Professional Affiliates have a global span, but are defined by specific types of professional work in the arboriculture industry.
3. ISA Associate Organizations (AO). An organization that desires to have a formal relationship with ISA to advance the missions of both organizations.

Section C. Authority and Limitations

1. Authority. Each Component shall have the authority and the duty to carry out the purposes of its Memorandum of Understanding, developed cooperatively with the Executive Director, and as approved by the Board of Directors consistent with the ISA Bylaws and policies.
2. Limitations. Each Component is limited to the activities set forth in its approved Memorandum of Understanding. At all times, the Memorandum of Understanding, the Component Bylaws, and

the activities of any Component must be consistent with these ISA Bylaws, applicable corporate policies, and all legal requirements, including those of the jurisdiction in which the Component is located.

Section D. Memorandum of Understanding Review and Maintenance

1. Memorandum of Understanding Review. The ISA Executive Director annually shall review whether each Component has satisfied the terms of its Memorandum of Understanding (MOU), in order to ensure compliance with all Component requirements and policies established by the Board of Directors, and to provide appropriate recommendations to the Board. The Board shall consider such recommendations and determine if all policy and MOU requirements have been satisfied. The Board of Directors retains the sole and exclusive authority on behalf of the Society to approve, suspend, deny, or revoke any Component Memorandum of Understanding, consistent with these Bylaws and all applicable corporate policies.
2. Memorandum of Understanding Maintenance. Each Component shall be responsible for maintaining and amending its Memorandum of Understanding to ensure proper operation and continued compliance with ISA Bylaws and all current, applicable corporate policies, and shall be responsible for demonstrating such compliance to the Board of Directors.

Section E. Membership

Component membership is open to any ISA Member who meets the qualifications for such Component membership. Membership in any Component is voluntary.

Section F. Dissolution

In accordance with applicable policies and these Bylaws, the Board of Directors may end the relationship with any Component by revocation or non-renewal of the Memorandum of Understanding, when it determines that the Component is no longer a viable entity, or that such an action is in the best interests of the Society.

ARTICLE XII Component Council

Section A. Council Establishment and Purposes

The Board of Directors shall establish and maintain a Component Council (Council) as a component body of the Society composed of one (1), voting Council Representative from: each ISA Chapter, each Professional Affiliate, each Associate Organization, and other Components designated by the Board of Directors. The Council shall meet, in person, at least one (1) time per year. Each component shall be responsible for the payment of travel expenses incurred by its Council Representative related to this meeting. In addition, the Council shall include non-voting, *ex officio*, Council Representatives elected or appointed by: the Tree Research and Education Endowment (TREE) Fund Board; and, other groups designated by the ISA Board of Directors.

Section B. Council Election and Terms

Each individual Council Representative may serve a maximum of two (2) two-year terms or no more than four (4) years, pursuant to appropriate policies and rules adopted by the Component. Each Representative shall be an ISA Member in good standing, an ISA Component voting member, a member of their Component Board of Directors and otherwise qualified to serve on the Council.

Section C. Council Duties and Functions

The primary functions and duties of the Component Council shall include:

1. Provide an appropriate forum for collaboration and cooperation between ISA Component organizations;
2. Establish activities that foster the free exchange of ideas and information among the Component organizations and the membership;
3. Nominate candidates for the Nominating and Election Committee (NEC);
4. Nominate candidates for the ISA Board of Directors to the NEC.
5. Provide strategic input to the ISA Board of Directors as coordinated by the Board of Directors;
6. Provide input into policies concerning recommendations related to Bylaws amendments of Article XI and XII as requested by Governance Committee.

Section E. Council Meetings

The Component Council shall meet at least one (1) time each calendar year, in order to consult with, and advise, the Board regarding matters of strategic importance. The Council shall meet at such additional times and locations as determined by the ISA Board of Directors.

**ARTICLE XIII
GOVERNANCE**

Section A. Autonomy

The Society and its Board of Directors shall be autonomous and independent with respect to: corporate activities; finances; policies; administration; the conduct of meetings; the election and the appointment of corporate representatives; and, all other lawful activities.

Section B. Authorization to Act

Except as provided in the Articles of Incorporation, these Bylaws, or applicable law, no Director, Officer, employee, agent, or representative of the corporation may act on behalf of ISA, or hold himself or herself out to the public as authorized to act on behalf of the corporation, without the prior, express authorization or approval of the Board of Directors.

Section C. Fiscal Year

The new fiscal year of the corporation shall begin on January 1 and shall end on December 31, Effective January 1, 2021 revised 10/20. The Board of Directors is authorized to fix and change the fiscal year, as it deems appropriate.

Section D. Review of Financial Records

A Certified Public Accountant shall be retained to conduct a regular review of the financial books and records of the corporation.

ARTICLE XIV AMENDMENTS

The Bylaws may be amended by a favorable vote of at least two-thirds (2/3) of the Board of Directors, provided that: the Component Council has had a reasonable opportunity to comment on proposed changes to Articles XI and XII; and, the Governance and Bylaws Committee has reviewed the proposed changes and notified all Board Directors of such amendments at least thirty (30) days in advance of the meeting. The Bylaws may also be amended through mail ballot, electronic mail ballot, or any other electronic means by a majority vote of at least two-thirds (2/3) of the participating members.

ARTICLE XV INDEMNIFICATION

Section A. Definitions

For the purposes of this Article, the terms identified below shall have the following meanings:

1. "Indemnification" shall mean the duty owed by the Society to pay, compensate, or reimburse a corporate agent for certain liabilities and obligations to third parties, and/or expenses, relating to that individual's service with or to ISA, consistent with this Article.
2. "Corporate Agent" shall mean any person who is or was a Director, Officer, representative, employee, or other agent of ISA, or any person who is or was serving at the request of ISA as a Director, Officer, representative, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise.
3. "Proceeding" shall mean any pending, threatened, or completed civil, criminal, administrative, or arbitrative action, suit, or proceeding, and any appeal therein, and any inquiry or investigation which could lead to the action, suit, or proceeding.
4. "Expenses" shall mean reasonable costs, disbursements, attorney fees, and any or other charges directly related to a right of indemnification as authorized in this Article.
5. "Liabilities" shall mean a legal obligation to a third party, including damages.

Section B. Indemnification in Actions by Third Parties

ISA may indemnify any corporate agent who was or is a party, or is threatened to be made a party, to any proceeding, other than a proceeding by or in the right of ISA to procure a judgment in its favor, by reason of fact that such person is or was an agent of ISA against the agent's expenses and liabilities in connection with any proceeding involving the corporate agent if: the corporate agent acted in good faith and in a manner which the agent reasonably believed to be in, or not opposed to, the best interests of ISA; and, with respect to any criminal proceeding, the corporate agent had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the corporate agent did not act in good faith and in a manner which the agent reasonably believed to be in, or not opposed to, the best interests of ISA, or that the corporate agent had reasonable cause to believe the conduct was unlawful.

Section C. Indemnification in Actions by or in the Right of ISA

ISA may indemnify any corporate agent who was or is a party, or is threatened to be made a party, to any proceeding by or in the right of ISA, to procure a judgment in its favor which involves the corporate agent by reason of being or having been the corporate agent, against the agent's expenses and liabilities in connection with any proceeding involving the corporate agent if the agent acted in good faith and in a manner which the agent reasonably believed to be in, or not opposed to, the best interests of ISA.

However, in the proceeding, no indemnification shall be provided with respect to any claim, issue, or matter as to which the corporate agent was liable for negligence or misconduct, unless and only to the extent that the Court in which the proceeding was brought, or other appropriate Court, shall determine, upon application, that despite the adjudication of liability, but in view of all circumstances of the case, the corporate agent is fairly and reasonably entitled to indemnity, for those expenses as the Court shall deem proper.

Section D. Indemnification Against Expenses

To the extent that a corporate agent has been successful on the merits or otherwise in any proceeding referred to in Sections B and C of this Article, above, or in defense of any claim, issue, or matter therein, the corporate agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section E. Required Determinations

Except as provided in Section D of this Article, any indemnification under this Article, unless ordered by a Court, shall be made by ISA only as authorized in a specific case, upon a determination that indemnification is proper in the circumstances because the corporate agent has met the applicable standard of conduct set forth in Sections B and C of this Article. Unless otherwise provided in the Articles of Incorporation or these Bylaws, the determination shall be made:

1. By the Board of Directors, or a committee thereof, at a meeting at which a quorum of disinterested Directors is present, acting by a majority vote of those disinterested Directors;
2. If a quorum is not obtainable, or, even if obtainable and the quorum of the Board of Directors or committee by a majority vote of the disinterested Directors directs, by corporate legal counsel, in a written opinion, the counsel to be designated by the Board of Directors; or,
3. By the voting Members, if a resolution of the Board of Directors directs that the Members determine that indemnification is proper in the circumstances.

Section F. Advance of Expenses

Expenses incurred by a corporate agent in connection with a proceeding may be paid by ISA in advance of the final disposition of the proceeding, if authorized in the manner provided in Section E above, upon receipt of an undertaking by, or on behalf of, the corporate agent to repay the amount unless it shall ultimately be determined that the agent is entitled to be indemnified as authorized in this Article.

Section G. Application for Indemnification

If ISA, upon application of a corporate agent, has failed or refused to provide indemnification pursuant to this Article, a corporate agent may apply to a Court for an award of indemnification by ISA. Application for indemnification may be made: in the civil action in which the expenses were or are to be incurred or other amounts were or are to be paid; or, to the appropriate Court in a separate proceeding.

Section H. Other Indemnification

The indemnification provided by this Article shall not exclude any other rights to which a corporate agent may be entitled under the Articles of Incorporation, these Bylaws, a resolution of the Board, an agreement or otherwise.

Section I. Forms of Indemnification Not Permitted

Except as required under Section D of this Article, no indemnification or advance by ISA shall be made under this Article, and none shall be ordered by the Court, if that action shall be inconsistent with: a provision of the Articles of Incorporation; these Bylaws; a resolution of the Board or of the Members; or, an agreement or other proper corporate action, in effect at the time of the accrual of the alleged cause of action asserted in the proceeding, which prohibits, limits, or otherwise conditions the exercise of indemnification powers of ISA or the rights of indemnification to which a corporate agent may be entitled.

Section J. Personal Liability of Volunteer Directors or Executive Officers

To the fullest extent permitted by law, as now in effect or as may hereafter be amended, there shall be no monetary liability to a third party on the part of, and no cause of action for damages shall arise against, a volunteer Director or Officer of the corporation, based upon any alleged failure to discharge the person's duties as a Director or Officer if: their duties are performed in good faith; and with that degree of diligence, care, and skill which ordinarily prudent persons shall exercise under similar circumstances in like positions.

Section K. Insurance

ISA shall have power to purchase and maintain insurance on behalf of any corporate agent against any expenses incurred in any proceeding and any liabilities asserted by reason of the agent being or having been a corporate agent, whether or not ISA shall have the power to indemnify the agent against those expenses and liabilities under the provisions of this Article.

**ARTICLE XVI
DISSOLUTION**

Upon the dissolution of the Society, in accordance with applicable Federal, State, or other laws, the Board of Directors shall adopt a dissolution plan, which shall include, where appropriate, provisions to implement the following: payment and discharge of all liabilities and obligations of the corporation; compliance with all relevant legal requirements concerning the Society's tax-exempt and nonprofit status; return, transfer, or conveyance of all assets received or held by the corporation upon condition that the assets be returned, transferred, or conveyed upon dissolution of the corporation; and, transfer or conveyance of all assets of the corporation to one or more domestic or foreign corporation(s) engaged in activities substantially similar to those of the Society, and which may be selected as an appropriate recipient(s) of certain assets, so long as such organization(s) shall then qualify as an organization or organizations exempt from Federal income taxation under Section 501(c) of the U.S. Internal Revenue Code, or other controlling law.

**ARTICLE XVII
ADOPTION OF AMENDED BYLAWS**

These amended Bylaws were adopted by the Board of Directors, and became effective as of TO BE UPDATED UPON VOTE.