

BYLAWS of the FLORIDA CHAPTER ISA, Inc.

Section I. NAME. The name of this organization shall be the FLORIDA CHAPTER of the INTERNATIONAL SOCIETY OF ARBORICULTURE, hereinafter referred to as the chapter.

Section II. OBJECTIVES. The objectives of this chapter shall be:

A. To promote and improve the scientifically-based practice of professional arboriculture in the state of Florida.

B. To stimulate greater interest in the planting and preservation of trees.

C. To recommend and uphold a code of ethics established by the International Society of Arboriculture to maintain a high level of professionalism by those engaged in the profession.

D. To support scientific investigation of problems concerned with arboriculture.

E. To sponsor an annual conference devoted to the exchange and presentation of information of interest and value to professional arborist and others in the green industry.

F. To provide scholarships as deemed appropriate.

Section III. MEMBERSHIP.

A. Types of Membership

1. Professional membership shall be confined to individuals actively engaged in commercial, municipal, and 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.

2. Student membership shall be limited to students enrolled in courses in arboriculture, or supporting and allied fields, in an accredited institution, college, or university, at an undergraduate or graduate level. It is the responsibility of the student to provide proof of student status and eligibility at the time of application for membership or renewal of membership.

B. Termination of Membership.

Any chapter 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 Constitution, bylaws, agreements, rules, or practices properly adopted by the Florida chapter, ISA, or (3) any other conduct prejudicial to the interests of the Chapter. Such suspension or termination due to (2) and (3) above shall be by two-thirds vote of the Board of Directors after due notice and opportunity of a hearing.

1. Reinstatement of Chapter Members. Any terminated or suspended member due to (2) or (3) above may be reinstated by reapplication and payment of current dues with two-thirds full Board approval.

SECTION IV. DUES AND VOTING PRIVILEGES.

A. Membership dues shall be assessed upon receipt of proper and authorized membership application. Members are in arrears for nonpayment of dues as of March 31. After March 31, all members in arrears are ineligible to vote, hold office, be a candidate for office until their dues are paid. Membership dues shall be paid annually based on the calendar year.

B. Professional members shall pay annual dues as established by the Board of Directors and have voting privileges through their representative to the Board of Directors and by mail ballots.

C. Student members shall pay annual dues as established by the Board of Directors and shall have all the privileges of professional members.

D. The fiscal year of the Florida chapter, ISA shall be January 1 to December 31.

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

F. No individual shall be accorded more than one vote on any matter, irrespective of membership status in the Chapter.

Section V. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE.

A. Board of Directors

1. Membership on the chapter Board of Directors shall consist of the following 17 individuals: past president, president, president-elect, vice president, secretary, treasurer, (ex-officio) executive director, three presidential appointees, utility arborist, municipal arborist, commercial arborist, consulting arborist, educator (arboriculture or related field), tree grower, and one representative from the Florida Urban Forestry Council (FUFC). Individuals selected for the 3 Presidential appointees shall be subject to the simple majority approval of the Board of Directors.

2. Term of Office. All non-executive committee members, with the exception of the presidential appointee's who shall serve during the appointing president's term, shall serve a three-year term unless they are completing an unexpired term. They shall take office at the end of the Chapter's fiscal year following their election. In the case of absence, disability, ~~or~~ non-performance, poor-performance, or acting outside the interests of the Board (voted by $\frac{3}{4}$ of the Board of Directors), the Board of Directors shall appoint a new candidate to finish this term of office.

3. Election. All non-executive committee members (industry directors) shall be elected by written secret ballot that is submitted to the full

voting membership by mail. This ballot shall be returned to the Board of Directors or their designee. The Florida Urban Forestry Council executive committee shall provide one representative. The FUFUC executive committee shall also fill unexpired terms for their representative in the event of a mid-term vacancy.

4. 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 majority of the Board of Directors shall constitute a quorum. The act of the majority of the board of directors members present at a meeting at which a quorum is present shall be the act of the Board of Directors. The Board of Directors may conduct ballots of its membership in urgent matters of policy.

5. Duties and Powers.

a. The Board of Directors shall be responsible for establishing the governing policies and supervising the affairs of the chapter.

b. The Board of Directors shall direct the executive committee in the discharge of its duties.

c. The Board of Directors shall:

i. Designate the time and place of the annual meeting.

ii. Supervise the chapter's financial affairs

iii. Fill vacancies that may occur in any elective or appointive office, unless otherwise provided for.

iv. Review and take action on recommendations and/or concerns of the executive committee.

v. Review individually the reports of actions of the executive committee and raise questions if there are concerns or questions.

vi. On those years when the Florida Chapter director to the ISA (international) is to be re-appointed, the president on January 1 shall make this appointment with a simple majority approval from the Board of Directors. The director serves a three-year term and was last appointed Jan 1999.

vii. On those years when the Florida Chapter representative to the FUFUC is to be re-appointed, the president on January 1 shall make this appointment with a simple majority approval from the Board of Directors. The representative serves a three-year term and was last appointed Jan 2004.

d. The chapter shall not take out a loan to conduct the business of the chapter.

- e. The Board of Directors may conduct a certified audit of the books.
- f. By the June Board of Directors meeting in the year a board member's term expires, the board member shall present the names of two candidates to run for the expiring office.

B. Executive Committee

1. Members. The executive committee shall consist of past president, president, president-elect, vice president, secretary, treasurer, executive director (ex officio) of the chapter. In the absence of an executive director, the executive secretary shall serve on the executive committee.

2. Duties and Powers of the Executive Committee.

a. Through the executive director/executive secretary, the executive committee shall administer the affairs of the Chapter as directed by the Board of Directors.

b. The executive committee shall recommend to the Board of Directors for review and action:

- i. Chapter objectives for the coming year.
- ii. Budget proposals.
- iii. Original and updated changes to the Constitution, Bylaws, and executive director and/or executive secretary contract.
- iv. Future conference sites.
- v. Committee names, chairs, and recommendations.
- vi. Chapter contractor evaluations and compensation.
- vii. Other appropriate matters.

c. The executive committee is empowered to authorize a ballot of the Board of Directors.

d. The executive committee shall review the following with the executive director/executive secretary, implement action on, and inform the Board of Directors:

- i. Investment of special reserves.
- ii. Agenda for the Board of Directors meeting.
- iii. Chapter employment evaluation criteria.
- iv. Employee salary scales and personnel matters.
- v. Status of office, equipment, etc.

vi. Status of publication inventory and relevance.

e. Carry out other directives of the Board of Directors.

3. Election.

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 vice president shall succeed to the office of president-elect at the termination of the outgoing president's term of office.

c. The vice president, secretary and treasurer shall be elected by written secret ballot that is submitted to the full voting membership by mail. The current president-elect and vice president shall be listed on the ballot as nominees for the offices of president and president-elect, respectively, along with an invitation for a write-in candidate for both positions. This ballot shall be returned to the Board of Directors or their designee.

d. The executive director shall be appointed by the Board of Directors and shall hold office subject to approval of the Board of Directors.

4. Term of Office. All officers, newly elected, shall take office at the close of the current fiscal year, and shall hold office until replaced the following year. Vice President serves on the executive committee for four years: the first as vice president, the second as president-elect, the third as president and the fourth as past president. Other elected members of the executive committee (treasurer and secretary) serve a two-year term. Secretary and treasurer shall be elected in alternate years.

5. Responsibilities of Executive Committee

a. President.

i. The president shall act as presiding officer at all meetings of the chapter, the Board of Directors and the executive committee. The president shall convene the board of directors, and/or the executive committee, whenever, in his/her opinion, the affairs of the chapter 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 and the Tree Fund Liaison at the time the president takes office, or soon after, and may appoint temporary committees to act during the president's term of office. If the President fails to appoint standing or temporary committee chairs in a timely manner the Board of Directors may, by simple majority vote, appoint such committee chairs. The Board of Directors may replace any chair, by simple majority vote that it deems is not acting in the best interests of the Chapter.

ii. In the case of absence, disability, or non-performance, poor-performance, or acting outside the interests of the Board (voted

by $\frac{3}{4}$ of the Board of Directors), the Board of Directors shall appoint a new candidate to finish this term of office.

b. 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. If the president-elect, in the event of absence, disability or non-performance of the president, is to assume the role of president, the vice president will assume the role of president-elect and the Board of Directors shall hold a special election of full chapter membership to fill the vacant position of vice president.

c. Vice president. The vice president succeeds to the office of president-elect at the termination of the outgoing president-elect term of office. The vice president shall serve as chair of the membership committee. In the event that the vice president can not serve this function, the executive committee will choose an appropriate substitute to fulfill the membership chair position. If the vice-president, in the event of absence, disability or non-performance of the President-elect, is to assume the role of president-elect, the Board of Directors shall hold a special election to fill the vacant position of vice president. If the vice president is absent, disabled or non-performing the Board shall hold a special election of the full chapter membership to fill the post.

d. Immediate past president. The immediate past president shall assist the President as requested. The Immediate past president shall serve as Chairman of the Nominating Committee. In the event that past president can not serve this function, the executive committee shall choose an appropriate substitute to fulfill the Nominating committee chair position.

e. Secretary. The secretary shall keep written records of the proceedings of each meeting of the Board of Directors and the Executive Committee and assemble any other committee records as directed by the Board of Directors. If the secretary is absent, disabled, or non-performing the president shall appoint a successor.

f. Treasurer. The treasurer shall be responsible for all financial records and reports. If the treasurer is absent, disabled, or non-performing the president shall appoint a successor.

g. Executive director and/or executive secretary. Under the terms and conditions of a contract agreement and the direction and approval of the Board of Directors, the executive director and or executive secretary is responsible for the overall management of the chapter and shall serve as administrator.

6. Compensation. The executive director/executive secretary and editor shall receive such remuneration for services as approved by the Board of Directors.

SECTION VI. COMMITTEES AND BOARDS.

The chapter shall have the following standing committees and such other temporary committees deemed advisable by the Board of Directors and appointed by

the president. All committee chairs are to submit a written report to the Newsletter when appropriate.

Committees shall be appointed in January each year.

A. Nominating Committee. The committee shall consist of the three immediate past Presidents and other members as chosen by the president. The most recent past president shall serve as chairperson. The nominating committee shall prepare a slate of candidates for the offices of vice president, secretary, and treasurer as needed.

1. The slate shall consist of at least two candidates for the offices of vice president, secretary, treasurer, and expiring industry representatives. The nominees may be placed on the ballot providing: 1) that each person to be so nominated shall have given consent to the nomination, 2) that a brief resume giving qualifications of each candidate is prepared by the candidate, and 3) that each person to be so nominated shall have the approval of the majority of the Board of directors. All members having voting privileges shall vote by mail ballot. Votes for write-in candidates shall be accepted. The ballots shall be mailed first class to the members by October 1st and returned to the chapter by November 20th for official counting by a committee appointed by the president. The candidate receiving the highest number of votes for each office shall be declared elected. In the event of a tie vote, new ballots shall be mailed for re-voting. The names of the newly elected officers shall be announced in the newsletter and web page.

B. Conference Committee. The conference committee shall be responsible for developing a suitable program for the annual conference and the International Tree Climbing Championship (ITCC).

C. Publications Committee. The committee shall consist of three or more members appointed by the president. The president shall appoint one of these members as chairperson. The publications committee shall be responsible for the preparation of the newsletter, book sales, and any other publications authorized by the Board of Directors.

D. Membership Committee. The committee shall be appointed and chaired by the vice president and shall consist of at least three members.

E. Education Committee. The committee shall be appointed by the president and shall consist of at least 4 members. The committee chair shall be appointed for a 3 year term. The chair may be replaced at anytime by a vote of at least two-thirds of the Board of Directors.

F. Certification Committee. Certification committee shall consist of at least 3 members and shall be appointed by the president.

G. Specialty License Plate **Marketing** Committee. The Specialty License Plate **Marketing** committee shall consist of at least 3 members and the chairman shall be appointed by the president.

H. Specialty License Plate Revenue Committee. The Specialty License Plate Revenue Committee shall consist of at least 3 members and the chairman shall be appointed by the president.

I. John P. White Scholarship Committee. The president shall appoint 3 members to serve on the joint John P. White Scholarship committee with the Florida Urban Forest Council.

J. Work Day Committee. The Work Day Committee shall consist of at least 3 members and the chairman shall be appointed by the president.

SECTION VII. MEETINGS.

A. The annual conference shall include sessions of interest and value to the general membership as well as to commercial, municipal, consulting, and utility arborist and others associated with the field; educational and commercial exhibits; equipment demonstrations; climbing championship (ITCC).

SECTION VIII. PUBLICATIONS.

A. The chapter shall publish a quarterly newsletter without charge to each member.

B. The essential minutes of all business sessions and the annual committee reports shall be made available to individual members of the Chapter upon request.

SECTION IX. AMENDMENTS TO THE BYLAWS. The bylaws may be amended by a favorable vote of at least two-thirds of the Board of Directors, provided such changes have been presented to all members of the Board of Directors by the executive committee at least thirty days in advance of the meeting. The bylaws may also be amended by mail ballot by a majority vote of at least two-thirds of the chapter's membership.

REVISIONS:

January 2002

March 2003

June 2004

November 2005

March 2006

September 2007

September 2008