

**CONSTITUTION AND BYLAWS
OF THE
IOWA ARBORISTS ASSOCIATION
AMENDMENT RECOMMENDED March 11, 2003**

ARTICLE I NAME

Section one. The name of this corporation/organization is the Iowa Arborists Association (IAA).

Section two. The corporation is a nonprofit corporation organized pursuant to Chapter 504A of the Code of Iowa.

ARTICLE II PURPOSE

The general purpose of IAA shall be to promote and encourage an appreciation for trees and horticultural/landscape related needs and opportunities to increase education in planting and caring for shade and ornamental trees in our communities and to foster the science and practice of professional arboriculture within the State of Iowa.

ARTICLE III MEMBERSHIP

Section one. MEMBERS. Members shall consist of any individual, firm or corporation interested in the field of arboriculture and urban forestry in the State of Iowa.

Section two. MEMBERSHIP CLASSIFICATION. Individuals, or corporations interested in membership must apply under the following membership classifications:

(a) PROFESSIONAL MEMBER. Professional membership shall be open to any and all individuals actively engaged in the practice of arboriculture or urban forestry. This shall include those individuals who are responsible for the supervision, management, and/or planning of arboricultural or urban forestry activities. Professional membership shall include: municipal arborists or foresters, utility arborists or foresters, commercial arborists or tree surgeons, urban foresters and other practicing arborists.

(b) EDUCATIONAL MEMBER. Educational membership shall be open to those individuals engaged in education or research involving arboriculture or urban forestry or in supportive or allied disciplines.

(c) SENIOR MEMBER. Senior membership shall be open to those individuals who are retired from PROFESSIONAL or EDUCATIONAL practice of arboriculture or urban forestry.

(d) ASSOCIATE MEMBER. Associate membership shall be open to any and all individuals not actively engaged in the practice of arboriculture or urban forestry, but whose associated profession or interest supports the purposes of IAA.

(e) SPONSORING MEMBER. Sponsoring member shall be open to all individuals, organizations or firms who by their affiliation, wish to support IAA.

(f) STUDENT MEMBERSHIP. Open to students enrolled in a 2 to 4 year college program in arboriculture, forestry, horticulture, landscape architecture or other related fields. This classification is also open to middle and high school students enrolled in FFA, or interested in a career working with trees.

(g) CORPORATE MEMBER. Open to any commercial companies representing products and services of the Arboriculture Field who wish to support IAA. Corporate member are entitled to one voting member and employees of the company are entitled to discount membership rates IAA events.

Section three. DUES SCHEDULE. Dues will be set by a majority vote of the Board of Directors after seeking input from the general membership at the Annual Membership meeting. Initially the Dues of IAA membership will be:

- (a) Professional Member will be \$20/year
- (b) Educational Member will be \$15/year
- (c) Senior Member will be \$5/year
- (d) Associate Member will be \$15/year
- (e) Sponsoring Member will be \$50/year
- (f) Student Member will be \$5/year
- (g) Corporate Member will be \$100/year

Section four. VOTING OF MEMBERS. Voting privileges shall be extended to dues-paying active members in PROFESSIONAL, EDUCATIONAL, SENIOR, and CORPORATE membership classifications. Voting privileges shall be denied to members listed as Delinquent.

Section five. APPLICATION FOR MEMBERSHIP. Application for admission as a member (according to the Article II Section two) shall be addressed in writing to IAA's Membership Chairperson. The applicant for admission shall be a member when the application is received by the Treasurer upon payment of such applicant – membership classification dues.

Section six. DUES. Dues shall be due and payable by members before March 31st of each year. Members not paying their dues by that date shall be carried as delinquent until June 30th of that calendar year. Delinquent members may become members in good standing during the period March 31st to June 30th by remittance of the required dues to IAA. Members dropped from IAA for non-payment of dues may be readmitted to the Association upon submitting a proper application form to the Treasurer.

Section seven. REGISTRATION. Any member may resign by filing a written resignation with the Treasurer, but such resignation shall not relieve the member(s) so resigning of the obligation to pay any dues, assessment or other charges therefore accrued and therefore unpaid.

Section eight. TRANSFER OR ASSIGN. Membership in IAA is not transferable.

ARTICLE IV MEETING OF MEMBERS

Section one. ANNUAL MEETING. An annual meeting of the members shall be held during the month of March at a time, date and place to be prescribed by the President of IAA.

Section two. SPECIAL MEETING. Special meetings of the members may be called either by the President, the Board of Directors or not less than one-tenth of the members.

Section three. NOTICE OF MEMBERSHIP MEETINGS. Printed notice in IAA's newsletter "Tree Talk" or other written communication shall state the place, day and hour of any meeting or shall be delivered no less than five (5) days nor more than 90 days before the date of the meeting, either personally or by mail, to each member entitled to vote at or attend such meeting, or by at the direction of the President, Secretary or the officers or persons calling the meeting. In cases of a special meeting or when required by statute or by this constitution and bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of IAA, with postage thereon prepaid.

Section four. QUORUM. Members present or by proxy holding one-tenth of the votes may be cast at any Membership meeting shall constitute a quorum at such meeting. The act of a majority of the members present or by proxy at which quorum shall be the act of the members.

Section five. CHAIR OF MEETINGS. The President, or in his/her absence, the duly appointed person, shall call all membership meetings to order, and shall act as Chair of such meetings, and the Secretary, or duly appointed person, of the corporation shall act as Secretary of all meetings of the members.

The order of business may be altered or suspended at any membership meeting by a majority vote of the members present. The usual parliamentary rules laid down in "Roberts Rules of Order" shall govern all deliberations, when not in conflict with this Constitution and Bylaws.

Section six. RECORDS. The records of IAA shall be the sole and conclusive evidence of who are the members and as to who shall have the right to vote at any membership meeting.

ARTICLE V BOARD OF DIRECTORS

Section one. GENERAL POWERS. The affairs of IAA shall be managed by its Board of Directors.

Section two. NUMBER, TENURE, QUALIFICATIONS AND VACANCIES. The Board of Directors shall consist of the elected officers of IAA; President, President-Elect, Past President, Secretary, and Treasurer and seven (7) elected Representatives (NW, NE, SW, DE & 2 At Large) and a ISA Liaison. Officer positions will be elected annually and Directors and ISA Liaison will be elected on staggered two-year terms by written ballot according to Article 5, section 7 below. NE and SW directors and one At-Large will be elected in uneven numbered years, and NW and SE directors and one At-Large and the ISA Liaison will be elected in even numbered years. Officers and Representative shall take office at the end of the Annual meeting after the election or until the succession of such position have been elected and qualified. Officers and Representatives must be members in good standing with IAA.

If an Officer or Representative position shall be vacant, such position shall not be considered as part of the board for purposes of determining whether a quorum is present at any meeting, but the Board shall consist of the Directors in office at any time. A vacancy in an elected Board position may be filled by the Board of Directors for the unexpired portion of the term.

Section three. BOARD MEETINGS. Board meetings shall be held at least on a quarterly basis through the year. These Board Meetings will be called by either the President or the Secretary at least ten (10) days in advance of said Board meeting. Regular Board meeting announcements will be posted in IAA's newsletter "Tree Talk" and will be open to any member of IAA. Any Director must waive attendance of any meeting by contacting the President, other officer or representative at least twenty-four (24) hours prior to the said meeting. If any Officer or Representative misses more than three consecutive regular Board meetings without waiving attendance through contact with the President, other officer or representative, that Officer or Representative position will be considered vacant.

Section four. SPECIAL BOARD MEETINGS. Special meeting of the Board of Directors may be called by or at the request of the President, or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the state of Iowa, as the place for holding any special meeting of the Board called by them. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto written notice via United States mail, FAX, Electronic, and personal communications. Any Director must waive attendance of any meeting by contacting the President, other officer or representative within twenty-four (24) hour prior to the meeting.

Section five. QUORUM. One-half of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section six. MANNER OF ACTING. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided in the Constitution or By-laws of IAA.

Section seven. ELECTION. Elections for IAA Officers and Board members shall be by the voting members by written ballot. Nominations for the Officers and Board member of IAA shall be by member nomination to the Nominating Committee Chair at least sixty (60) days before the Annual meeting. Ballots will be sent to all voting member at least thirty (30) days prior to the Annual meeting. All Ballots will be collected and tabulated prior to the Annual Meeting. Results of the election will be reported at the Annual meeting that will establish the Officers and Director positions available for that year.

Section eight. COMPENSATION. Directors as such shall not receive any stated salaries or compensation for their services, but by resolution of the Board of Directors, they may be compensated for expenses that assist IAA.

Section nine. OFFICERS. All officers and representatives of IAA shall have a vote at all meetings of the Board of Directors, except that the President of IAA shall only vote in the event of a tie-vote.

Section ten. INFORMAL ACTION BY DIRECTORS. Any action required to be taken at a meeting of that directors, or any other action which may be taken at a meeting of the directors or of a committee of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors or all the members of the committee of directors, as the case may be, entitled to vote with respect to the subject matter thereof.

ARTICLE VI OFFICERS AND EXECUTIVE COMMITTEE

Section one. OFFICERS. The officers of IAA shall be President, President-Elect, Secretary, Treasurer and the Immediate Past President. These officers will constitute the Executive Committee. Additional elected Board members will be International Society of Arboriculture (ISA) Liaison, Regional Representative (NW, NE, SW and SE Iowa) and At Large Representative (2).

Section two. ELECTION AND TERM OF OFFICE. The Office of President-Elect, Secretary and Treasurer will be elected by written ballot annually in accordance to Article 5 section 7. President-Elect will assume duties of President one year from the Election. Regional Representatives, At Large Representatives, and ISA Liaison will be elected on staggered 2 year terms. In Uneven numbered years, NE and SW Regional Representatives and one At Large Representative will be up for election and in Even numbered years NW and SE Regional Representatives, one At Large Representative, and ISA Liaison will all be up for election. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Section three. REMOVAL. Any Officer, Director or agent elected or appointed by the membership may be removed by the membership or Board of Directors whenever in its judgment the best interests of IAA would be served thereby, but such removal shall be without prejudice to the contract right, if an, of the person so removed. The removal by membership of any officer, director or agent shall require the same number of votes as are required hereunder for election; the removal of any such person by the Board of Directors shall require a majority vote of the Board of Directors.

Section four. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section five. EXECUTIVE COMMITTEE. The Executive Committee shall manage the general and financial affairs of the organization, act for the organization between Board meetings, approve payment of all just bills subject to the limitations of Section 504A of the Iowa Nonprofit Corporation Act. This includes filing a Biennial report with the Iowa Secretary of State. Such report is due on Odd years. Also the Executive Committee will oversee the IRS filing 990N each year. Such Committee shall exercise all of the authority of the Board of Directions in the management of IAA.

Section six. PRESIDENT. The President shall preside at all meetings of the membership and executive committee, appoint all committees and their respective chairpersons, execute all documents, convene all board

and special meetings of the organizations and other such duties as may be prescribed by the Board of Directors or by this constitution and By-laws from time to time.

Section seven. PRESIDENT-ELECT. The President-Elect shall in the absence of the President or in the event of his/her inability or refusal to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect will maintain a current list of members in cooperation with the Treasurer. The President-Elect shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section eight. SECRETARY. The Secretary shall keep the minutes of the meeting of the members and of the Board of Directors, conduct such correspondence as delegated by the President and perform other duties as from time to time may be assigned by the Board of Directors.

Section nine. TREASURER. The Treasurer shall receive, manage and disburse all moneys and property of IAA as directed by the Executive Committee. Keep accurate records or such moneys and property, submit a financial report at each Board and Annual Meeting or as directed by the Executive Committee. The Treasurer will conduct duties as assigned by the President and may be assigned by the Board of Directors from time to time.

Section ten. REGIONAL AND AT LARGE REPRESENTATIVES. Elected Representatives shall have the responsibility for the general direction of the affairs of IAA and be empowered to act for IAA. Representatives will assist the Executive Committee when managing the affairs of IAA, conduct duties as assigned by the President and may be assigned by the Board of Directors from time to time.

Section eleven. ISA LIAISON. The ISA Liaison shall have the responsibility of maintaining communications between IAA and the International Society of Arboriculture and the Midwestern Chapter of the International Society of Arboriculture. The ISA Liaison will coordinate Certified Arborists Examination and continuing education training.

ARTICLE VII COMMITTEES

Section one. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of one or more Directors. The President, subject to the approval of the Board of Directors shall annually appoint such standing, special or subcommittees as may be required or as he/she may find necessary. Vacancies in the membership of any committee may be filled by appointments made by the Committee Chair in consultation with the President. A majority of the whole committee will constitute a quorum.

Section two. COMMITTEE CHAIRS AND RULES. One member of each committee shall be appointed Chair by the President. Each committee may adopt rules for its own government not inconsistent with this Constitution and By-Laws or with the rules adopted by the Board of Directors.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section one. CONTRACTS. The Board of Directors may authorize any Officer in IAA to enter into any contract or execute and deliver any instrument in the name of and on behalf of IAA.

Section two. CHECKS, DRAFTS, ETC. All checks, drafts and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of IAA, shall be signed by either the Treasurer or President.

Section three. DEPOSITS. All funds of IAA shall be deposited from time to the credit of IAA in such bank, trust companies or other depositories as the Board of Directors select.

Section four. GIFTS. The Board of Directors may accept on behalf of IAA any contribution, gift, bequest or devise for the general purposes or for any special purpose of IAA.

ARTICLE IX BOOKS AND RECORDS

IAA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the member entitled to vote.

ARTICLE X FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the Nonprofit Corporation Act of Iowa or under the provisions of the Articles of Incorporation or the By-Laws of the IAA, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time state in therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII AMENDMENTS

This Constitution and By-Laws may be altered, amended or repealed and new constitution and By-Laws may be adopted at the Annual Meeting by a majority vote of members present and in proxy representing one-tenth of the entire membership.

The Foregoing are by Constitution of the Iowa Arborists Association, duly adopted at the Organization meeting of said IAA held on the _____ day of March, 1997.

Iowa Arborists Association

By _____

Iowa Arborists Association – CODE OF ETHICS

The general purpose of Iowa Arborists Association shall be to promote and encourage an appreciation for trees and horticultural/landscape related needs and opportunities to increase education in planting and caring for shade and ornamental trees in our communities and to foster the science and practice of professional arboriculture within the State of Iowa.

Iowa Arborists Association Members understand the association’s purpose and assume a responsibility to the association and the profession by pledging to uphold and abide to the following:

I will utilize my knowledge, training, and skills as an arborist for the benefit of the association and the promotion of the profession.

I will cooperate in the advancement of arboriculture by interchanging information and experiences with other arborists and supporting arboricultural associations, publications, schools, and research endeavors.

I will be truthful in all communications concerning the services I am qualified to offer to the public or prospective clients.

I will clearly advise the public or clients of the validity of any use of techniques, methods, and materials that I prescribe or will be using.

I will conduct myself and business in an honest manner, with strict adherence to the laws that govern us locally and nationally.

I will base all expert testimony on adequate knowledge of the subject and substantiated facts and render opinions according to honest convictions.

I will refrain from making statements that on a technical subject unless fully informed, and I will not distort or withhold pertinent data to substantiate an opinion.

I will not, if hired as a public arborist, compete unfairly with an arborist in private business or recommend on arborist over another where all are equally qualified.

I will not make unfounded statements that in any way may tarnish the professional reputation of another arborist.

I will not reduce a quoted fee for a specific job if informed of a lower quote by another arborist for the same job.

I will provide for the safety and training of employees to ensure a healthy work environment.

I will give clients complete and fair estimates of proposed work and upon completion, I will furnish a complete full accounting of the work performed.

If I have substantial evidence of unethical or fraudulent conduct concerning another arborist, I will present such information to the Iowa Arborists Association Board of Directors.

I hereby subscribe to the Iowa Arborists Association – Code of Ethics and promise to abide to them to the best of my ability.

Signature/Date