

BY-LAWS
of the
INTERNATIONAL SOCIETY OF ARBORICULTURE
TEXAS CHAPTER

ARTICLE I

NAME

The name of this organization shall be the “Texas Chapter” of the INTERNATIONAL SOCIETY OF ARBORICULTURE, hereafter referred to as the “Chapter”.

ARTICLE II

OFFICES

2.01 **Registered Office and Agent.** The registered office of the Chapter shall be at 4401 Sherwood, Bryan, Texas, 77801, and the name of the registered agent of the chapter at such address is Eric Ploeger.

2.02 **Other Offices.** The Chapter may also have offices at such places within and without the State of Texas as the Executive Committee may from time to time determine or the business of the Chapter may require.

ARTICLE III

PURPOSE AND OBJECTIVES

3.01 To support and improve the practice of arboriculture through science, research and education.

3.02 To stimulate a greater appreciation of shade and ornamental trees

for useful and aesthetic purposes through Chapter promotion of the participation in state and national Arbor Days.

3.03 To encourage and stimulate active participation with organizations and/or individuals having arboricultural interests and to provide up-to-date information on shade and ornamental trees.

3.04 To establish standards through education for the practice of arboriculture.

3.05 To afford the manufactures of materials, supplies, and equipment used in the practice of arboriculture an opportunity to introduce and demonstrate their products to practicing arborists.

3.06 To sponsor an annual meeting devoted to the exchange and presentation of information that will aid in the improvement of the practice of arboriculture.

3.07 To initiate and foster scientific investigation into the various problems encountered in the practice of tree preservation and to publish or sponsor publication of the finds of such investigations.

ARTICLE IV

MEMBERSHIP

4.01 TEXAS CHAPTER MEMBERSHIP. The membership of the Chapter shall consist of all members in good standing with the Texas Chapter of the International Society of Arboriculture.

4.02 The membership shall be open to all persons qualified for full membership under the Bylaws of the International Society of Arboriculture.

4.03 REGULAR MEMBERSHIP. Regular membership shall be confined to individuals in good standing in the International Society of Arboriculture, and who are engaged in the field of arboriculture.

4.04 STUDENT MEMBERSHIP. Student membership shall be confined to student members in good standing in the International Society of Arboriculture enrolled in courses in arboriculture, supporting, or allied fields in an accredited institution, college, or university in the State of Texas.

4.05 SUSTAINING MEMBERSHIP. Sustaining memberships shall be

open to commercial firms, individuals, and organizations who, through a desire to promote the aims, purposes, and welfare of the Texas Chapter, International Society of Arboriculture, make a substantial financial contribution to the Chapter on an annual basis.

4.06 HONORARY MEMBERSHIP. Honorary memberships shall be for life and be conferred upon individuals who have made substantial contributions to the advancement of arboriculture either through research, field practice, internal organization, literature, or teaching. Award of such membership shall be limited to one (1) individual per year by a two-thirds (2/3) vote of the Executive Committee.

4.07 Any Honorary Membership conferred by the International Society of Arboriculture shall be bestowed by the Texas Chapter to all those Honorary members that are eligible to Texas Chapter.

ARTICLE V

DUES AND VOTING PRIVILEGES

5.01 Membership dues and voting privileges shall be established by the Board of Directors in accordance with the Bylaws.

5.02 Dues are not refundable. International Society of Arboriculture and Chapter dues shall be paid through the Secretary/Treasurer of the International Society of Arboriculture. All dues are annual dues. Fiscal year is January 1 to December 31.

5.03 REGULAR MEMBERS. Regular members shall pay annual dues, be members in good standing of the International Society of Arboriculture, and be verified by the Secretary/Treasurer of the Texas Chapter as of June 1 to have the privilege of voting and holding office.

5.04 STUDENT MEMBERS. Student members shall be a member in good standing of the International Society of Arboriculture (“student”), pay annual dues, and shall have all privileges of regular membership except the right to vote and hold office.

5.05 SUSTAINING MEMBERS. Sustaining members annual dues shall be the basis of their financial support as determined by the Board of

Directors. This membership shall be eligible for one (1) membership to be designated in writing to the President of the Texas Chapter during the first quarter of the fiscal year. This designated person shall have all rights and privileges accorded to regular members.

5.06 HONORARY MEMBERS. Honorary members shall hold membership for life without payment of dues and shall have all privileges accorded to regular members.

5.07 PROVISIONAL MEMBERS. Provisional members shall pay annual dues and be members in good standing of the International Society of Arboriculture and shall have all privileges of regular membership except the right to vote and hold office.

5.08 Dues shall be determined each year at the annual meeting of the Board of Directors, to become effective the following January 1, and upon a majority vote of the members present and voting at the annual meeting. Members remaining in arrears with dues as of March 1, shall be dropped from the Chapter membership.

5.09 LIFE MEMBERS. Life members of the International Society of Arboriculture shall be required to pay annual dues of the Texas Chapter and are accorded all rights and privileges of a regular membership.

5.10 TEXAS CHAPTER MEMBERS. Texas Chapter Members shall be a member in good standing in the Texas Chapter of the International Society of Arboriculture ("*Texas only*"), pay annual dues, and shall have all privileges of regular membership except the right to vote and hold office.

ARTICLE VI

TERMINATION OF MEMBERSHIP

6.01 Any member may be suspended or membership terminated for just cause. Sufficient cause for such suspension or termination shall be:

- (a) Non-payment of dues.
- (b) Violation of any of the provisions of the Chapter Constitution, Bylaws, rules, agreement, or practices properly adopted by the International Society of Arboriculture and this Chapter, or any other conduct prejudicial to the interests of the International Society of Arboriculture or this Chapter.

6.02 Such suspension or termination shall be by two thirds (2/3) vote of the Board of Directors and, after due notice, an opportunity of a hearing.

ARTICLE VII

MEETINGS

7.01 ANNUAL MEETINGS. An annual meeting of the members shall be held each fiscal year of the Chapter. At each annual meeting, the members shall elect an Executive Committee and shall transact such other business as may be properly brought before the meeting. The Annual Chapter meeting site and month of said meeting shall be determined by the Board of Directors.

7.02 GENERAL MEETINGS. Meetings of members for any purpose, whether for election of directors or otherwise, may be held at such time and place, within or without the State of Texas, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

7.03 CALL FOR SPECIAL MEETINGS. Special meetings of the members may be called by the president, the board of directors, by members having not less than one-tenth (1/10) of the votes entitled to be cast at such meeting. Business transacted at all special meetings shall be confined to the objects stated in the notice of the meeting, unless such notice shall be waived.

7.04 NOTICE. Unless notice is waived, written or printed notice stating the place, date, and time of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or person calling the meeting, to each member entitled to vote at the meeting.

7.05 QUORUM; ADJOURNMENTS. Ten percent of the voting members, present in person, shall constitute a quorum. When a quorum is present at any meeting, the vote of a majority of the members having voting power present in person shall decide any questions before such meeting, unless the question is one upon which express provision of the statutes, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

7.06 UNANIMOUS CONSENT. Any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE VIII

CHAPTER OFFICERS, DIRECTORS AND REPRESENTATION ON THE INTERNATIONAL SOCIETY OF ARBORICULTURE

8.01 Chapter officers shall consist of President, Immediate Past President, President-Elect, Vice-President, **Secretary-Treasurer**, and Editor. These officers shall be elected from the membership and serve for one (1) year. The **Secretary-Treasurer and Editor**, only, may succeed **themselves him/her self** in office.

8.02 The Chapter shall elect not more than nine (9) directors to the Board of Directors from the membership to serve a 2 year term and their terms shall be so arranged that, where possible, approximately one half (1/2) of the Board shall be elected each year.

8.03 Chapter Representative (liaison) to the International Society of Arboriculture Board of Directors shall be elected from the membership to serve a three (3) year term, unless completing an unexpired term, and shall take office at the close of the International Conference following their election. This individual may succeed her/himself in office and may also be a Chapter Director or Officer.

8.04 Nomination of office holders shall be through a nominating committee appointed, and chairman designated, by the acting President sixty (60) days in advance of the annual meeting. This committee shall solicit nominations from the membership and present at least one (1) nominee for each office, to the Chapter Secretary-Treasurer at the opening of the annual business meeting. Further nominations shall be called for from those assembled and elections shall be by a majority vote.

8.05 Installation of officers shall be a formality at the annual meeting.

ARTICLE IX

GOVERNING BODY OF THE CHAPTER

9.01 Chapter Board of Directors shall be the Chapter governing body. This committee shall consist of all officers, directors, and the Chapter representative (liaison) to the International Society of Arboriculture Board of Directors.

9.02 This committee shall convene at least twice a year, or on call of any three (3) members of this committee.

9.03 A majority of Board of directors are required to form a quorum.

9.04 The Board of Directors shall be empowered to act for the Chapter at and between its annual meetings, the supervision of the Chapter financial affairs, the filling of vacancies which may occur in any elective or appointed office of the Chapter, unless otherwise provided for. The Board of Directors shall approve all just bills, but, in no case shall the Board of Directors obligate the Chapter financially beyond the available funds in the treasury. The Board of Directors may authorize an amount as it determines, to the President, or his designated alternate, as partial reimbursement, for travel and necessary expenses incurred during his term of office. It may authorize an amount as it determines for expenses of the Chapter's Representative to the International Society of Arboriculture Board of Directors. The Board of Directors shall administer a separate tax exempt fund or funds organized exclusively for educational purposes relating to the practice of arboriculture. The Board of Directors shall handle such other Chapter affairs as may be brought to its attention by individual members of the Chapter.

9.05 REMOVAL. Any member of the Board of Directors may be removed, with cause, at any duly constituted meeting of the Chapter members, by the affirmative vote in the elections of Directors.

9.06 UNANIMOUS CONSENT. Any action which may be taken at a meeting of the Board 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 Board of Directors members then in office.

ARTICLE X

NOTICES

10.01 Formalities of Notices. Whenever under the provisions of the statutes or of the Articles of Incorporation or of these Bylaws, notice is required to be given to any Board of Directors or member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, addressed to such director or member at such address as it appears on the books of the Chapter. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same shall have been deposited in the United States mails as aforesaid.

10.02 Waiver of Notices. Whenever any notice is required to be given to any member or Board of Directors of the Chapter under the provision of the statutes or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice. Signing of the minutes of any meeting (whether the original or a copy thereof) shall be deemed a waiver by such signer of notice of such meeting and of any other formalities with respect to such meeting.

ARTICLE XI

DUTIES OF CHAPTER OFFICERS

11.01 All officers are installed at the annual meeting and shall perform the duties of their respective offices.

11.02 President. President shall be the directing head of the Chapter; shall call and preside over Board of Directors and/or Executive Committee meetings (at least twice a year) and the annual Chapter meeting; and closely cooperate with the Secretary-Treasurer and Editor to the best interest of the Chapter. He shall also serve on the International Society of Arboriculture Chapter Presidents Committee. The President shall appoint all standing committee chairpersons at the time he takes office and may appoint temporary committees to act during his/her term of office or at the annual meeting.

11.03 President-Elect. President-Elect shall succeed to the presidency the following year or upon vacancy in that office. He shall assist the President and Vice-President with their duties and, in particular plan ahead for the succeeding annual meeting. In the absence of the President, he shall perform

the duties pertinent to that office.

11.04 Vice-President. Vice-President shall assist both President and President-Elect and plan ahead for future annual meetings. In the absence of the President or President-Elect he shall perform the duties pertinent to those offices. He shall serve as chairman of the membership committee.

11.05 Secretary-Treasurer. Secretary-Treasurer shall consult with other officers and prepare a financial statement for the fiscal year January 1 to December 31 which shall be proposed to the Board of Directors for approval at the annual meeting. Items included shall be anticipated receipts, proposed expenditures for office expense, programs, publications, and a contingency fund. (S)He shall keep records of membership and finances at all times and present a formal report to the membership at the annual meeting. (S)He shall (may be required to) be bonded at the discretion of the Board of Directors.

11.05 Editor. Editor shall compile and edit the Chapter newsletter on the instruction of the Board of Directors. He shall also be responsible for forwarding copies of papers presented at the annual meeting and other required information for publication to the International Society of Arboriculture Editor. The Editor shall aid in the budget analysis and present realistic estimates on the cost of preparing and distributing the Chapter newsletter.

11.06 *Executive Director. Executive Director shall consult with other officers and prepare a financial statement for the fiscal year January 1 to December 31 which shall be proposed to the Board of Directors for approval at the annual meeting. Items included shall be anticipated receipts, proposed expenditures for office expense, programs, publications, and a contingency fund. (S)He shall keep records of membership and finances at all times and present a formal report to the membership at the annual meeting. (S)He shall (may be required to) be bonded at the discretion of the Board of Directors. The Executive Director will be appointed by the Board of Directors and will not be a voting member of the Board of Directors.*

ARTICLE XII

EXECUTIVE COMMITTEE

12.01 There shall be an Executive Committee consisting of the six officers and the chief staff executive in an *ex officio* non-voting capacity.

12.02 The Executive Committee may act for the board of Directors pursuant to the delegation of authority to such committee by the Board of directors. The Executive Committee shall be responsible for the day-to-day operations of the Chapter, operating in accord with policy established by the Board of Directors.

12.03 A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the committee. The President shall call such meetings of the Executive Committee as the business of the Chapter may require.

ARTICLE XIII

GENERAL PROVISIONS

Seal and Official Records. The seal of the Chapter, the stock certificate book, the membership book, and its financial records shall be of the type determined and established by the Board of Directors and may be changed from time to time in its discretion.

ARTICLE XIV

AMENDMENTS

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 at least thirty days in advance of the meeting. The Bylaws may also be amended by a favorable vote of at least two thirds of the membership participating in the Annual Business Meeting.

ARTICLE XV

DISSOLUTION OF THE CHAPTER

In the event of dissolution of the Chapter, the Board of Directors shall, after paying or making provisions for payments of all liabilities of the Chapter, and after disposing of all other assets of the Chapter, distribute the remaining

monetary assets to the International Society of Arboriculture Research Trust Fund, or, in the event that this fund is defunct, a similar arboricultural research/education fund.

ARTICLE XVI
PARLIAMENTARY PROCEDURE

The Parliamentary Procedure of the Chapter shall be in accord with Robert's Rule of Order.

ARTICLE XVII
INDEMNIFICATION

The Chapter shall indemnify any director, officer, or employee or former director, officer, or employee of the Chapter, or any person who may have served at its request as director, officer, or employee of another corporation in which it owns shares of stock, or of which it is a creditor, against expenses actually and necessarily incurred by him and any amount paid in satisfaction of judgements in connection with any action, suit, or proceeding whether civil or criminal in nature, in which he is made a party by reason of being or having been such a director, officer, or employee (whether or not a director, officer, or employee at the time such costs or expenses are incurred by or imposed upon him) except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The Chapter may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee of the directors not involved in the matter of controversy, whether or not a quorum, that it was to the interest of the chapter that such settlement be made and that such director, officer, or employee was not guilty of gross negligence or willful misconduct. Such right of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled by law or under any by-law, agreement, vote of member or otherwise.

ARTICLE XVIII

COMMITTEES

The Texas Chapter may have the following standing committees and such other temporary committees as deemed advisable by the governing body and appointed by the President:

- | | |
|------------------------|-----------------------|
| A. Arbor Day | I. Municipal |
| B. Membership | J. Research |
| C. Convention | K. Education/Workshop |
| D. Honorary Membership | L. Commercial |
| E. Jamboree | M. Legislation |
| F. Nominating | N. Awards |
| G. Publicity | O. Historical |
| H. Utility | |

ARTICLE XIX

INVALID PROVISIONS

If any part of these Bylaws shall be held invalid or inoperative, for any reason, the remaining parts, so far as possible and reasonable, shall be valid, and operative.

ARTICLE XX

TABLE OF CONTENTS; HEADINGS

The Table of Contents and Headings used in these Bylaws have been inserted for administrative convenience only and do not constitute matter to be construed in interpretation.