

***Bylaws of the Western Chapter
Of the International Society of Arboriculture***

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NOTE: *Administrative Documents*. For purposes of brevity in these Bylaws, many details of WCISA administration are contained in separate documents that consist of a Policy and Procedures Manual and Committee Guidelines. These independent documents allow for flexibility in WCISA administration and are available for inspection by members, Directors, and Officers.

BYLAWS of the Western Chapter
Of the International Society of Arboriculture

ARTICLE I

History, Name, Principal Office, Purpose, and Restrictions

- 1.01 *History.* The WCISA was founded in 1934 as the *Western Shade Tree Conference*, later becoming a chapter of the *National Shade Tree Conference* that was subsequently renamed the *International Shade Tree Conference* and renamed the *International Society of Arboriculture* in 1976.
- 1.02 *Name.* The name of the Association is the **Western Chapter of the International Society of Arboriculture**, (WCISA), a California nonprofit mutual benefit corporation.
- 1.03 *Principal Office.* The Board of Directors (Board) shall determine the location of the principal office of the WCISA.
- 1.04 *Purpose.* The Purpose of this organization shall be to promote and support progressive arboriculture through continuing education and communication between practitioners, educators, researchers, and the public.
- 1.05 *Restrictions.* This organization shall operate and maintain nonprofit corporate status and character in accordance with the laws of the State of California.
- 1.06 *Fiscal Year.* The Fiscal Year shall be July 1st of each year through June 30th of the subsequent year.
- 1.07 *Administrative Documents.* For purposes of brevity in these Bylaws, many details of WCISA administration are contained in separate documents that consist of a Policy and Procedures Manual and Committee Guidelines. These independent documents allow for flexibility in WCISA administration and are available for inspection by members, Board Officers, Board Directors, the Secretary, and the Treasurer.

ARTICLE II

Members

- 2.01 *Membership Area.* The WCISA representational area shall include the geographic area defined by the International Society of Arboriculture (ISA) and

primarily encompasses the states of Arizona, California, Nevada, and Hawaii, and individual members at large with common interests.

2.02 *Classes of Membership.* The Board shall determine and set forth the qualifications, dues, terms, and other conditions of each class of member. Throughout this document, "Active Membership" shall refer to all current Active, Chapter Honorary Life, Chapter Only, and Student members of WCISA.

2.02.1 *Active Members:*

- i. Active members shall be persons involved in the field of arboriculture and/or other closely related fields or otherwise interested in the field of arboriculture.
- ii. Active members shall be entitled to all benefits, rights, and privileges offered to the Active Membership.
- iii. Active members shall each be entitled to vote on issues before the Active Membership and to serve on committees.

2.02.2 *Chapter Honorary Life Members:*

- i. All Chapter Honorary Life members shall be entitled to all benefits, rights, and privileges offered to the Active Membership and shall also be exempt from the requirement to pay dues.
- ii. Chapter Honorary Life membership shall be granted to all WCISA Past Presidents and WCISA member ISA Past Presidents effective with the beginning of the subsequent membership year after expiration of their first term of office as President.
- iii. All WCISA member recipients of ISA Honorary Life membership shall receive Chapter Honorary Life membership status in the WCISA.

2.02.3 *Chapter Only Members:* Chapter Only members are those that elect not to maintain membership in the ISA. Chapter Only members shall be entitled to all benefits, rights and privileges offered to the Active Membership.

2.02.4 *Student Members:*

- i. Student members are approved applicants that maintain enrollment in an accredited secondary school, college, university, or other approved institution and are enrolled in and majoring in courses in horticulture, arboriculture, or other closely related areas of study.
- ii. Student members shall be entitled to all benefits, rights, and privileges offered to the Active Membership at a reduced dues payment as determined by the Board.

- 2.03 *Member in Good Standing.* A member in good standing is one who has paid current dues and assessments, has no other outstanding obligations to the WCISA, and who has not been found by the WCISA to be in violation of membership conditions and requirements established by the WCISA.
- 2.04 *Member Obligation to Follow WCISA Rules.* Each member of the WCISA agrees to be bound by these Bylaws and any amendments thereto, and by the lawful actions of the Board and/or duly constituted committees of the WCISA.
- 2.05 *Member Discipline.* A membership may be suspended or terminated whenever the Board, or a committee or person authorized by the Board, in good faith determines that any of the following events has occurred: (a) a member has not paid any outstanding dues balance by the expiration date of the current membership; (b) a member has not paid an outstanding balance that is due WCISA other than or in addition to regular dues, which may include but is not limited to products, services, or reimbursements for expenses; (c) a member has violated any of the requirements of the WCISA Bylaws; (d) membership has been suspended or terminated by the ISA; and (e) a member's behavior is in conflict with the purpose, function, or policies of the WCISA and its membership as determined by the Board.

ARTICLE III

Dues

- 3.01 *Dues.* The Board shall set dues and fees, make assessments, and set the terms of payment.
- 3.02 *Delinquency.* Any member of the WCISA who is delinquent in dues, fees, or assessments may be suspended or terminated as provided above.

ARTICLE IV

Membership Meetings

- 4.01 *Annual Membership Meeting.* An Annual Meeting shall be convened by the President each fiscal year at the place and on the date that the Board determines. The Annual Meeting may, but is not required to be, held concurrently with another event such as the Annual Conference. At the Annual Meeting, Board Members shall be inducted, reports of the activities of the WCISA shall be made to the members, and other business shall be transacted as may be properly brought before the meeting.

- 4.02 *Conferences and Educational Events.* These shall be convened periodically as determined by the Board. Such events may include but are not limited to the Annual Conference, Regional Conferences, and webinars.
- 4.03 *Special Meetings.* The President or the Board may call special meetings of the Active Membership.
- 4.04 *Notice.* The Board must give WCISA members reasonable notice of all annual and special meetings, which shall include a description of the business to be discussed.
- 4.05 *Action Without a Meeting.* Any action which may be taken at a meeting of the members may be taken by conforming to the balloting procedure specified in the California Nonprofit Corporation Law.

ARTICLE V

Board of Directors

- 5.01 *Board of Directors.* The Board is the governing body of the WCISA and has the authority and responsibility for the supervision, control, and direction of the WCISA. All Board members must be Active members of the WCISA.
- 5.02 *Number of Directors.* The nine-member Board is composed of the following, all of whom are voting members:
- i. *Five Board Officers:* The five Board Officers are the President, President Elect, Vice President, ISA Component Council Representative Member, and the Immediate Past President.
 - ii. *Four Directors:* Director positions shall each be held for a period of four (4) years, with each position expiring on an annually rotating basis (one Director position expiring each year).
- 5.03 *Eligibility and Reimbursement.* Board Officers, Directors, and other volunteer leaders shall receive no financial compensation for their services but shall be eligible for reimbursement of reasonable and necessary expenses incurred on behalf of the WCISA in accordance with rules and procedures established by the Board.
- 5.04 *Offices of Compulsory Succession.*
- i. *Immediate Past President:* The office of President shall automatically succeed to the office of Immediate Past President, exclusive of nomination or election.

- ii. *President*: The office of President Elect shall automatically succeed to the office of President exclusive of nomination or election.
 - iii. *President Elect*: The office of Vice President shall automatically succeed to the office of President Elect exclusive of nomination or election.
- 5.05 *Board Discipline*. Board members may be suspended or removed from office by the Board through procedures that are in accordance with the California Nonprofit Corporation Code.
- 5.06 *Term Limits*.
- i. Service in all positions of the Board shall be limited to two consecutive terms for any single position and three total terms in any single position.
 - ii. No term limits shall apply to any other positions serving the WCISA whether elected, appointed, contracted, hired, or otherwise engaged.
 - iii. All members of the Board shall be limited to serving in a single Board position within any term of service.
 - iv. Board members may serve concurrently in other WCISA positions outside of the Board.
- 5.07 *Vacancies*. If a vacancy occurs on the Board for any reason, the Board may vote to fill the unexpired portion of the term.
- 5.08 *Nominations*. The Nominations Committee seeks and reviews all nominations and recommends a slate of candidates to the Board. The Board votes whether candidates are approved.
- 5.09 *Notice of Regular Meetings*. The Board may hold regular meetings without notice if the time and place of such meetings has been calendared and posted by the Board.
- 5.10 *Notice of Special Meetings*. Meetings of the Board and/or other interested parties may be convened by the President, with reasonable notice, as needed.
- 5.11 *Waiver of Notice*. Any Board member may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.
- 5.12 *Quorum*. A majority of the Board then in office shall be necessary to constitute a Quorum of the Board.

- 5.13 *Meeting by Conference or Other Electronic Means.* Members of the Board may participate and vote in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply: (1) each member can communicate with all of the other members concurrently; (2) each member is provided with a means of participating in all matters before the Board, including the capacity to propose an action, or to interpose an objection to an action to be taken; (3) a means of verification is adopted and implemented by the WCISA as to both of the following: (a) the person communicating by electronic means is entitled to participate in the Board meeting and (b) all statements, questions, actions, or votes were made by that person and not by another not entitled to participate.
- 5.14 *Conduct of Meetings.* The Board shall adopt and adhere to an appropriate parliamentary procedure in the conduct of its meetings. The Executive Director shall serve as Parliamentarian at meetings of the Board and other organization meetings when appropriate and present. If absent, a capable and willing member of the Board should be appointed by the President as a temporary replacement for the duration of the meeting.
- 5.15 *Recording of Minutes.* All issues brought before the Board for a vote shall be permanently recorded in the Board meeting minutes.
- 5.16 *Board Action.* Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a Quorum is present is the act of the Board. The Board may adopt rules, regulations, and procedures which may supplement and interpret these Bylaws and shall be binding and enforceable as to members, Directors, and Officers.
- 5.17 *Action by Unanimous Written Consent Without a Meeting.* Any action required or permitted by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner permitted by Corporations Code Section 7211.

ARTICLE VI

Board Members and Non-voting Officers

- 6.01 *Board Members.* The Board Members of the WCISA are the President, President Elect, Vice President, Chapter ISA Component Council Representative Member, Immediate Past President, and four (4) Directors.
- 6.02 *Election of Board Members.* The Vice President shall be elected by the Active Membership to serve a term of one (1) year. The office of Chapter ISA Component Council Representative Member shall be elected by the Active Membership to serve a term of ~~three~~ two (~~3~~ 2) years. A Director shall be elected

by the Active Membership to serve a term of four (4) years with one Director elected each year. The offices of Immediate Past President, President, and President Elect are by compulsory succession (see 5.04) for terms of one (1) year. At the Board's discretion, the balance of a vacant Board position may be filled via election by the Active Membership (see 5.07).

- 6.03 *Presidential Authorities and Limitations.* The President acts as Chairman of the Board and the President Elect acts in place of the President when the President is not available. The President shall only vote to break a tie ballot of the Board.
- 6.04 *Non-voting Officers.* The Non-voting Officers of the WCISA are the Secretary and Treasurer, who are appointed by the President for a one-year term with the approval of the Board. Each Officer performs those duties that are usual to their positions and that are assigned to them by the Board, including those duties that are set forth in the position descriptions for each Officer as adopted by the Board from time to time.
- 6.05 *Officer Membership Requirement.* All Board Officers, the Secretary, and the Treasurer, must be Active members of the WCISA.

Chart of WCISA Titles and Authorities				
	Board of Directors (Nine members, one vote each)			
	Officer	Director	Officer (Non-voting)	Contracted by Board (Non-voting)
*President	X			
President Elect	X			
Vice President	X			
Immediate Past President	X			
ISA <u>Component</u> Council <u>Member</u> <u>Representative</u>	X			
Director (4)		XXXX		
Secretary			X	
Treasurer			X	
Executive Director				X
Editor				X

- 6.06 *Officer Discipline.* Board Officers, the Secretary, and the Treasurer, may be suspended or removed from office by the Board through procedures that are in accordance with the California Nonprofit Corporation Code.

Table 1 – WCISA Titles and Authorities

*See 6.03 and 7.01 for Presidential voting authorities and limitations.

WCISA Elections, Appointments, and Terms of Office			
	Elected by Active Membership (Term)	Compulsory Succession	Presidential Appointment (With Board Approval)
President		X	
President Elect		X	
Vice President	1 year		
Immediate Past President		X	
ISA Component Council Representative Member	3 2 years		
Director (4)	4 years, staggered		
Secretary			1 year
Treasurer			1 year

Table 2 – WCISA Elections, Appointments, and Terms of Office

ARTICLE VII

Executive Committee

- 7.01 *Composition.* The Executive Committee shall include at least five (5) voting Board Officers or Directors and the Executive Director. If available, the President shall preside over all WCISA Executive Committee Meetings and may vote to break a tie vote if necessary.
- 7.02 *Authority.* The Executive Committee shall act in the place and stead of the Board between Board meetings. The Executive Committee shall report its actions to the Board as soon as practicable and no later than the next meeting of the Board.
- 7.03 *Frequency of Meetings.* The President shall convene meetings of the Executive Committee as needed.

ARTICLE VIII

Administrative Structure

- 8.01 *Administrative Entity.* The routine administration, operations, and clerical services of the WCISA shall be under and by an Executive Director, Administrator, or Management Company as selected by and subject to the review and approval of the Board. Throughout this document, the expression "Executive Director" shall be assumed to refer to the contractual administrative entity, whether an Executive Director, Administrator, or Management Company, unless expressly stated otherwise.
- 8.02 *Executive Director.* The Executive Director shall be appointed and contracted by the Board. The duties and responsibilities and payment of fees and expenses of the Executive Director shall be as set forth in an annual contract for services, reviewed and approved by a vote of a Quorum of the Board.
- 8.03 *Routine Administration.* Routine administrative and policy issues regarding daily administration of the WCISA may be decided at the discretion of the Executive Director. The Executive Director shall be authorized to sign legally binding or other documents as a representative of the WCISA, subject to approval by the Board. Should the designated administrative entity be an Administrator or Management Company, the legal authority to sign binding contracts or other documents as a representative of the WCISA shall be specifically determined by the Board.
- 8.04 *Editor.* The Editor of the official WCISA publication shall be selected and contracted by the Board for a set term.

ARTICLE IX

Committees

- 9.01 *Committees.* The Board may form, revise, or terminate committees on such terms and conditions as it deems to be appropriate.

ARTICLE X

Indemnification

- 10.01 *Indemnification.* Any Officer, Board member, former Officer or Board member, and any persons who may have served voluntarily at the WCISA's request or by its election, shall be indemnified by the WCISA against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and necessarily incurred by them in connection with the defense or settlement of any

action, suit, or proceeding in which they, or any of them, are made a party of by reason of being or having been an Officer, Board member, or requested volunteer, except in relation to matters in which any Officer, Board member, requested volunteer, or former Officer, Board member, or requested volunteer, shall be adjudged in such action, suit, or proceedings to be liable for willful misconduct in the performance of duty, and to such matters as shall be settled by agreement clearly predicated on the existence of such liability.

ARTICLE XI

Emergency Action

- 11.01 *Emergency Action.* The Board or Executive Committee of the WCISA may, to the full extent of and in the manner permitted by Corporations Code Sections 7140 and 7151, take actions and conduct business as may be necessary to protect the interests of the WCISA and its membership in the event of an emergency. A written record of actions taken will be recorded during the emergency period, and the record shall be available for review upon request by members of the WCISA.

ARTICLE XII

Amendment of the Articles of Incorporation and Bylaws

- 12.01 *Amendment.* The Articles of Incorporation and Bylaws may be amended by a majority vote of the Board, prior to submittal to the Active Membership. Membership approval shall be by a simple majority of the voting Active Membership.
- 12.02 *Implementation.* All amendments to the Articles of Incorporation and Bylaws approved by the Board and Active Membership shall be implemented in their entirety, as soon as practicable, upon report of approval to the Board.

ARTICLE XIII

Dissolution

- 13.01 *Dissolution.* Dissolution of this organization shall comply with these Bylaws, the Articles of Incorporation, and the laws of the State of California.
