

**CONSTITUTION AND BYLAWS
OF THE MINNESOTA SOCIETY OF ARBORICULTURE
CHAPTER INTERNATIONAL SOCIETY OF ARBORICULTURE**

And

INTERNATIONAL SOCIETY OF ARBORICULTURE

CODE OF ETHICS

ARTICLE I. NAME

The name of this organization shall be the Minnesota Society of Arboriculture (MSA), Chapter International Society of Arboriculture (ISA).

ARTICLE II. PURPOSE

The purpose of this organization shall be to foster an appreciation for and awareness of the urban tree community, to stimulate an interest in the planning and preservation of shade and ornamental trees, to promote the science, technology, and practice of Arboriculture and urban forestry, and to encourage participation in continuing education programs and an exchange of information and experience.

ARTICLE III. MEMBERSHIP

- Section 1 The membership of the organization shall consist of Regular Members, Student Members, Associate Members, General Members, Lifetime Members and Honorary Members. Only Regular, Lifetime and Honorary members in good standing shall have the right to vote or hold office.
- Section 2 Regular membership shall be limited to professional and lay individuals actively engaged in the municipal, commercial, utility, or educational phase of arboriculture, urban forestry, or fields related to the cultivation and preservation of shade and ornamental trees. Notes: All members are strongly encouraged to become members of the parent organization, the ISA. All officers of the organization shall be members of the ISA.
- Section 3 Student membership shall be limited to individuals enrolled in an arboriculture, urban forestry, or an allied curriculum at an accredited university, college, or vocational institute.
- Section 4 Associate membership shall be limited to individuals, organizations, and corporations that are suppliers of products and materials related to arboriculture.
- Section 5 General membership shall be limited to lay persons, individuals, or the general public interested in the areas of arboriculture.
- Section 6 Lifetime membership is available to those persons interested in a lifetime membership with MSA
- Section 7 Honorary membership shall be limited to individuals who have made significant contributions to the society or to the advancement of arboriculture or urban forestry through research, promotion, field practice, invention, or literature.
- Section 8 Application for membership shall be submitted to the organization's Membership Committee.
- Section 9 Any membership may be suspended or terminated for just cause. Said cause shall be (1) non-payment of dues, (2) violation of any provision of the Constitution, rules, practices, or code of ethics adopted by the organization, or (3) any other conduct prejudicial to the interest of the organization. Such suspension or termination shall be issued by a two-thirds vote of the Executive Committee after due notice and opportunity for a full hearing.

ARTICLE IV. DUES

Section 1 The fiscal year of the organization shall be from January 1st to December 31st.

Section 2 Membership dues shall be assessed with each application for membership and shall be assessed annually thereafter. The annual membership dues shall be as follows:

Regular members shall pay \$40.00 per year
Student members shall pay \$10.00 per year
Associate members shall pay \$50.00 per year
General members shall pay \$30.00 per year
Lifetime members shall pay a one-time fee of 10 times the Regular membership rate.

Section 3 Dues shall be paid prior to February 1st of each year. No member shall be entitled to the return of dues upon termination or discontinuation of membership.

ARTICLE V. OFFICERS AND EXECUTIVE COMMITTEE

Section 1 The officers of the organization shall be President, Vice-President, Secretary, Treasurer, and ISA Director. All officers shall be elected at the annual meeting and shall hold office for a period of two years beginning January 1st following the annual meeting, except the ISA Director, who shall be elected for a three-year term. The Executive Committee shall fill all interim vacancies.

Section 2 The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, immediate Past President, and ISA Director. A majority of the Executive Committee shall constitute a Committee quorum.

ARTICLE VI. DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE

Section 1 The President shall preside at all meetings of the membership and Executive Committee, appoint all committees and their respective chairpersons, execute all documents, convene special meetings of the organization and perform other duties incident to the office.

Section 2 The Vice-President shall perform the duties of the President in the absence of the President and serve as an ex-officio member of the Programs and Education Committee.

Section 3 The Secretary shall keep all records, issue notice of all meetings of the membership or Executive Committee, keep minutes of all such meetings, notify members of their nomination, conduct such correspondence as delegated by the President, and serve as an ex-officio member of the Liaison Committee and Certification Committee.

Section 4 The Treasurer shall receive, manage, and disburse all money and property of the organization as directed by the Executive Committee, keep accurate records of such money and property, submit a financial report at the annual meeting or as directed by the Executive Committee, and serve as an ex-officio member of the Membership Services Committee.

Section 5 The ISA Director shall represent the MSA on the Board of Directors of the ISA; provide liaison between the two organizations; and shall hold active membership in both the MSA and ISA.

Section 6 The Executive Committee shall manage the general and financial affairs of the organization, act for the organization between the annual meetings, designate the time and place of the meeting, approve payment of all just bills, review and approve all Standing Committee appointments made by the President, and fill vacancies which may occur in any office of the organization.

Section 7 Immediate Past President shall serve as the ex-officio member of the Tree Climbing Championship Committee and the Commercial Arborists Committee.

ARTICLE VII. STANDING COMMITTEE

Section 1 The organization shall have the following standing committees and such others as deemed necessary by the Executive Committee: Membership Services, Commercial Arborists, Certification, Program and Education, Liaison, and Tree Climbing Championship.

Section 2 Each committee shall consist of at least three members, inclusive of a chairperson, appointed from the regular membership by the President and approved by the Executive Committee.

ARTICLE VIII. NOMINATION AND ELECTION PROCEDURES

Section 1 The Membership Services Committee shall solicit nominations from the regular membership for elected offices at least sixty days (60) prior to the annual meeting. Nominations shall be returned to the Secretary at least thirty days (30) prior to the annual meeting. The two individuals receiving the most nominations for each office shall be placed on the ballot. In case of a tie for the first or second nomination position, all individuals involved in the tie will be nominated. Only Regular, Lifetime and Honorary members in good standing shall be eligible for nomination.

Section 2 Officers shall be elected by ballot at the annual meeting and shall hold office of two years beginning January 1st following the annual meeting. Only regular members in good standing at the time of the annual meeting shall be eligible to vote. Nominees elected to office shall have received a majority of votes of those eligible members casting ballots prior to and/or at the annual meeting. The Membership Services Committee shall supervise the election.

ARTICLE IX. MEETINGS

Section 1 The organization shall hold an annual meeting of the membership each year. The Executive Committee shall schedule and hold the said annual meeting at any time after September 1st and prior to December 31st.

Section 2 Special meetings of the membership may be convened by the Executive Committee.

Section 3 Written notice of the annual meeting and all special meetings shall be sent to each member of the organization at least thirty days (30) prior to the date of the said meeting.

Section 4 The Executive Committee shall meet at least once each year at a time and place designated by the President.

Section 5 Fifteen percent of the regular members in good standing shall constitute a quorum for meetings of the organization.

Section 6 All organization meetings shall be conducted in accordance with "Roberts Rules of Order".

ARTICLE X. OFFICIAL HEADQUARTERS

Section 1 The official headquarters of this organization shall be 116 Green Hall, University of Minnesota, 1530 N. Cleveland Avenue, St. Paul, Minnesota 55108.

ARTICLE XI. INCORPORATION AND DISSOLUTION

Section 1 The Minnesota Society of Arboriculture shall be legally incorporated in Minnesota.

Section 2 The Minnesota Society of Arboriculture shall be organized exclusively for educational and scientific purposes. In no event shall any part of any contributions, donations, assets, net earnings, or other finances of the corporation 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 distribution in furtherance of the corporate purposes.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

Section 3 In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of any separate fund or funds organized exclusively for educational and scientific purposes and (a) qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) and (b) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law), dispose of all assets of such fund or funds exclusively for purposes similar to those of the fund itself or to such organization or organizations, as the Board of Directors shall determine, which are organized and operated exclusively for such purposes as shall at the time (a) qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law). Any of such assets of the fund or funds not so disposed of shall be disposed by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations said Court shall determine, which are organized and operated exclusively for such purposes, and qualifying under Section 170(c)(2) as foresaid. The Board of Directors shall dispose of all other assets of the corporation in such a manner or to such organization or organizations, as the Board of Directors shall determine, as shall at the time qualify as exempt under Section 501(c)(3) of the Internal

Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law). Any of such assets of the corporation not so disposed of shall be disposed of by the Circuit Court of the County in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII. AMENDMENTS

Section 1 This Constitution may be amended at any annual or special meeting of the organization by a two-thirds vote of those eligible regular members present and casting ballots at said meeting.

Section 2 All proposed amendments shall be submitted to the Secretary at least sixty days (60) prior to the annual meeting or any special meetings. The Secretary shall send proposed amendments to each voting member or the organization at least thirty days (30) prior to the annual meeting or any special meetings.

Ratified:	November 6, 1979
Amended:	October 29, 1980
Amended:	March 7, 1989
Amended:	March 26, 1992
Amended:	April 23, 1998
Amended:	August 26, 1999
Amended:	April 3, 2007

INTERNATIONAL SOCIETY OF ARBORICULTURE CODE OF ETHICS

ISA members will:

Strive for continuous self-development by increasing their qualifications and technical proficiency by staying abreast of technological and scientific developments affecting the profession.

Not misuse or omit material facts in promoting technical information, products or services if the effect would be to mislead or misrepresent.

Hold paramount the safety and health of all people and endeavor to protect property and the environment in the performance of professional responsibilities.

Subscribe to fair and honest business practices in dealing with clients, suppliers, employees and other professionals.

Support the improvement of professional services and products through encouraging research and development.

Observe the standards and promote adherence to the ethics embodied in this Code.

Adopted August 1992