



BYLAWS OF THE PACIFIC NORTHWEST CHAPTER OF THE INTERNATIONAL SOCIETY OF ARBORICULTURE

DEFINITIONS

Board of Directors Quorum: One more than half of currently serving directors, applies to both meeting votes and email voting.

General Membership Quorum: One more than half of the members present and eligible to vote in a noticed meeting or email ballot.

Majority Vote: Majority vote is more than half of the votes cast. Abstentions or blanks are excluded in calculating a majority vote.

ARTICLE I. – NAME

The name of this corporation shall be The Pacific Northwest Chapter of The International Society of Arboriculture. This name may be used in the abbreviated form of PNW-ISA or Pacific Northwest ISA.

ARTICLE II. – PURPOSES

This corporation shall be organized and operated for educational and scientific purposes. Subject to limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions).

This corporation's primary purpose shall be to foster a greater appreciation of trees and to promote the professional practice of arboriculture through education, research and technology.

The purpose of this corporation will be achieved through the recognition of the following value statements:

- a. The Chapter places great value on education and quality services and shall strive to meet member needs with a balance of programs and products.

PNW-ISA Bylaws (approved 10/1990, amended 7/1999, 9/2005, 9/2010, 10/2019, 10/2020, 2/2021, 5/2021 & 10/2021)



- b. The Chapter recognizes the practice of and demand for professional tree care as an important component of healthy communities and shall work to promote such quality care among our members and the general public.
- c. The Chapter recognizes varying levels of expertise within the industry and shall strive to develop and promote appropriate programs and services to meet that diversity.
- d. The Chapter shall position itself as an industry advocate promoting the advances of arboriculture and urban forestry throughout the Chapter region.
- e. The Chapter operations shall reflect a healthy organization with exceptional standards for participation, leadership, and accountability.
- f. The Chapter shall support arboricultural research and the distribution of research findings.

ARTICLE III. – MEMBERSHIP

Membership in the corporation shall be open to any individual interested in the support or promotion of arboriculture in the Pacific Northwest.

Section 1. Membership Type and Voting

- a. Regular Member: Open to any individual by application and payment of dues. Regular members shall have full voting privileges on all matters brought by the Board of Directors to the Chapter for a vote through email, other electronic media or in-person according to the process laid out in these bylaws. A regular member may serve on the Board of Directors.
- b. Student Member: Limited to students enrolled in programs of arboriculture or supporting or allied fields in an accredited institution. Student members shall have no voting privileges and may not hold a position on the Executive Committee. Student membership shall not exceed ten (10) years time.
- c. Associate Member – Limited to nonprofits, training organizations, businesses that sell products/services to arborists/urban foresters, etc. Associate members would receive no voting privileges and may not hold a position on the Executive Committee or Board of Directors.
- d. Senior Member – Limited to individuals 62 years and older. Senior members shall have full voting privileges on all matters brought by the Board of Directors to the Chapter for a vote through email, other electronic media or in-person according to the process laid out in these bylaws. A senior member may serve on the Board of Directors.

PNW-ISA Bylaws (approved 10/1990, amended 7/1999, 9/2005, 9/2010, 10/2019, 10/2020, 2/2021, 5/2021 & 10/2021)



- e. Sustaining Member: Conferred upon individuals who support the objectives of the Chapter and make a substantial annual contribution to the Chapter. Individual sustaining members shall have voting privileges and may serve on the Board of Directors.
- f. Honorary Life Member: Limited to individuals who have made material contributions to the advancement of arboriculture through research, field practice, promotion, invention, education or literature. The Executive Committee is empowered to award honorary life membership to not more than one individual per year. Honorary life members shall have full member status and voting privileges and may serve on the Board of Directors.
- g. Founding Member: Founding members are members so designated prior to December 31, 1982. Such members have life membership in the Chapter. Individual founding members have full voting privileges and may serve on the Board of Directors.
- h. Life Member: Open to any individual by application and payment of a one-time pre-determined amount set forth by the Board of Directors. Upon making application and payment, the member will have further dues waived for the remainder of his/her life. Life members shall have full member status and voting privileges and may serve on the Board of Directors.

Section 2. Dues.

Dues shall be paid annually by the membership. The annual dues shall be determined by a vote of two-thirds of the membership present at the Annual General Meeting, based upon a recommendation of the Board of Directors. Dues shall be payable by January 1st of each year.

Persons who desire membership shall submit the necessary dues with their application. Membership may be renewed annually or biannually by paying the appropriate dues.

Section 3. Annual General Meeting.

The corporation shall hold a membership meeting annually at a time and place fixed by the Board of Directors. The annual meeting may be held in or out of the State of Oregon. The annual meeting need not be held at the corporation's principal office.

At the Annual General Meeting, the President, or any other officer, or person designated by the President, shall report on the activities and financial condition of the corporation. The members shall consider and act upon matters which have been raised and to



which they have received notification including but not limited to, the Chapter operating budget, and Annual General Meeting minutes.

Section 4. Special Meeting.

A special meeting of the members of the corporation may be called by the President, by the Board of Directors or at the written request of at least five (5) percent of the members. Such special meetings shall have Chapter-wide significance. Notice of the requested special meeting shall be given within thirty (30) days of the receipt of written request by the corporate Secretary. Failure to provide notice in conformance with this section shall permit the person making the request to set the time and place of the meeting and give notice pursuant to these Bylaws.

Special meetings of members may be held in or out of the state of Oregon at a place designated by the President or Board of Directors. Only matters within the purpose or purposes described in the meeting notice may be acted upon by the members.

Section 5. Meeting Notice.

The corporation shall provide notice of all annual, regular, or special meetings of the membership to all members. A notice may be given to a member, either personally, by mail at the last known address of record, by facsimile transmission or by electronic mail no fewer than thirty (30) days and no more than sixty (60) days before the meeting date. The notice shall include the date, place and time of any annual, regular or special meeting of members and shall describe any matters which require the approval of the members. The notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

If an annual, regular, or special meeting of the members is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment.

Section 6. Waiver of Notice.

A member, at any time, may waive any notice required by these Bylaws or by statute. The waiver shall be in writing, signed by the member entitled to notice and shall be delivered to the corporation for inclusion in the minutes of the corporate records.

A member's attendance at a meeting waives any objection to lack of notice or defect of notice, unless the member at the beginning of the meeting objects to the holding of the meeting or to the transaction of business at the meeting. The member's attendance at a meeting waives any objection to the consideration of a particular matter on the grounds that it is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

PNW-ISA Bylaws (approved 10/1990, amended 7/1999, 9/2005, 9/2010, 10/2019, 10/2020, 2/2021, 5/2021 & 10/2021)



Section 7. Quorum and Voting.

In compliance with Section 5 and Section 8 of these bylaws, the members physically present or who have replied via email, or other electronic media within the given time period shall constitute a quorum of general membership. A majority vote consists of 1 more than 50% of votes cast.

Any amendment to the Articles or the Bylaws to add to, change or delete the vote required for any member action must be approved by the members.

Each voting member is entitled to one vote on each matter voted on by the members. There shall be no voting by proxy.

Section 8. Action by Ballot.

Upon the decision of the Board of Directors, any action which may be taken at an annual, special or regular meeting of the members may be taken without a meeting if the corporation delivers a ballot to every member entitled to vote on the matter. The ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action.

Approval by ballot shall be valid only when the ballot is returned by a specified date and the number of votes cast by ballot equals or exceeds any quorum as described above for a meeting of the membership. A majority vote as described above will represent the act of the members on the action.

Section 9. Action By Consent.

Any action required or permitted by law to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all members who cast a vote on the action following Section 7..

Section 10. Pandemics, Natural Disasters, and Unforeseen Factors

The PNW-ISA Board of Directors may vote to cancel, postpone, change locations, or hold meetings electronically in the event members or directors raise safety concerns. PNW-ISA will follow the direction of State, Federal, and local officials in these cases with the safety of the membership in mind.

ARTICLE IV. - BOARD OF DIRECTORS

PNW-ISA Bylaws (approved 10/1990, amended 7/1999, 9/2005, 9/2010, 10/2019, 10/2020, 2/2021, 5/2021 & 10/2021)



Section 1. General Powers.

The business, property and affairs of the corporation shall be managed and controlled by its Board of Directors. The Board of Directors shall be empowered to carry out the business of the corporation and hold such meetings as it deems necessary.

Section 2. Number and Duties.

The Board of Directors shall consist of an Executive Committee and an Advisory Committee. The Executive Committee includes four officer positions and five program director positions. These nine individuals have equal voting authority when administering the provisions of these Bylaws.

The four officer positions are President, President-Elect, Treasurer and Secretary. The positions of Treasurer and Secretary are filled by PNW-ISA membership elections. The Board of Directors shall elect the President-Elect from the current Directors for one two-year term. The President-Elect shall advance by automatic succession into the office of President for one two-year term to commence at the close of the Chapter Annual General Meeting. To be eligible to serve as President-Elect, a Director first must have completed at least one (1) year of service as a Board Director.

The five program director positions filled by PNW-ISA membership elections are Certification Director, Continuing Education Director, Governance Director, Member Services Director, and Public Outreach Director.

The Advisory Committee includes but is not limited to the Editor, the ISA Representative, the TREE Fund Liaison, and the Tree Climbing Competition Liaison. These individuals have equal voting authority on matters involving Chapter operations as determined by these Bylaws and the Executive Committee.

Only one individual per organization shall be permitted to serve on the PNW-ISA Board of Directors at the same time. In the case that an organization is acquired or merged with another, the two individuals on the board impacted by this acquisition or merger would have 30 days to determine who would remain on the PNW-ISA Board of Directors.

The Board of Directors may appoint an Executive Director to the corporation and shall fix the compensation and prescribe the duties and terms of employment for the Executive Director. The Executive Director has the right to attend and participate at all meetings of the board, but shall have no voting powers. The Executive Director shall not participate in executive sessions of the Board of Directors.

The Board of Directors may, from time to time, in its discretion, change the number of director positions described in these Bylaws; however, the number shall not be less than three(3) or more than fifteen(15).



Section 3. Election

The individual positions on the Executive Committee of the corporation shall be elected via e-mail or other electronic media. For members without e-mail, First-Class mail shall be used. At its discretion, the Nominations Committee of the Board of Directors may stagger member position terms in a one-time action to minimize the number of positions elected and appointed each year.

Section 4. Term of Office.

The term of office for each Executive Committee position shall be for a term of three years, excluding President and President-Elect positions which shall be two years. An Executive Committee member may be re-elected for a maximum of two additional terms or until a successor has been duly elected and qualified, except that the positions of President and President-Elect each shall have a maximum term limit of one term. At the end of one term as President-Elect, the President-Elect will advance to the position of President for one two-year term.

The Advisory Committee members are appointed for a three-year term by the Executive Committee without term limits. Two months prior to appointments, a call for nominations shall be sent to members. To be considered valid, nominations must be in writing, authorized by the nominee, and be received by the office of the Executive Director no later than 30 days prior to the commencement of appointments.

Section 5. Vacancies.

Vacancies in the Board of Directors and newly created board positions, occurring between annual meetings of the members, shall be filled for the unexpired portion of the term by a majority vote of the remaining Executive Committee.

Section 6. Removal of a Board Member.

Any member of the Board of Directors may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of the Executive Committee.

Section 7. Compensation.

With the exception of the Executive Director, members of the Board of Directors shall not receive salaries for their Board services, but all Board members may be reimbursed for expenses related to Board service.

Section 8. Regular Meetings.

PNW-ISA Bylaws (approved 10/1990, amended 7/1999, 9/2005, 9/2010, 10/2019, 10/2020, 2/2021, 5/2021 & 10/2021)



Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No further notice of the regular meetings is required. Regular meetings may be held in or out of the State of Oregon.

Section 9. Special Meetings.

Special meetings of the Board of Directors may be called by any officer or director of the corporation at any reasonable time by giving each member of the Board of Directors notice by telephone, facsimile transmission or electronic mail at least two weeks before the date of the meeting. The person or persons requesting the special meeting may fix the time and place of the meeting.

Section 10. Quorum and Action.

A quorum at a meeting of the Board of Directors shall be a majority of the members of the Executive Committee at the time the meeting begins. If a quorum is present, action may be taken by a majority of the Executive Committee present.

Section 11. Action by Consent.

Any action required or permitted by law to be taken at a meeting of the Board of Directors may be taken without a meeting, provided that the announcement shall be sent to each Director at the email address stored in the corporate records and shall include: (1) A description of the action to be taken; (2) A deadline to respond with a vote which may not be less than forty-eight (48) hours; (3) A statement that a Director may change their vote any time prior to the deadline; and (4) An effective date for the action.

Section 12. Meeting by Telecommunications.

Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications, as long as all members of the Board of Directors can communicate with each other.

Section 13. Other Committees.

The Board of Directors may establish such other special committees as it deems necessary and desirable. Special committees established by the Board of Directors are intended to provide an advisory role to the Board unless otherwise specifically noted.

Section 14. Composition of Special Committees



Any special committee that acts as an advisory body to the Board of Directors shall be composed of at least one member of the Board of Directors appointed and affirmed by a majority vote of the Executive Committee members present. Special committees established and authorized to exercise Board of Director level responsibilities must be composed of at least two members of the Board of Directors.

Section 15. Limitations on the Powers of Committees.

No special committee or any other committee of the Board may:

- Authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers;
- Approve dissolution, merger, or sales, pledge or transfer of all or substantially all of the corporation's assets;
- Elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees;
- Adopt, amend or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

These above-listed functions belong solely to the Board of Directors to the extent allowed under these Bylaws.

ARTICLE V. - OFFICERS

Section 1. Number of Officers.

The corporation shall have an Executive Committee consisting of at a minimum, a President-Elect, a President, a Secretary, and a Treasurer. The corporation may also include additional officers as deemed necessary.

Section 2. Election.

The officers, with the exception of the President and President-Elect, shall be elected by a majority vote of the general membership. By compulsory succession, the President-Elect shall advance into the office of President for one two-year term to commence at the close of the Chapter Annual Training Conference. A new President-Elect shall be nominated by the current Board of Directors every odd numbered year. The Board of Directors shall vote to appoint the nominated President-Elect at the summer board meeting.

To ensure sufficient member notice and participation in elections, nominations shall be promoted 90 to 120 days prior to the Annual Training Conference. To be considered

PNW-ISA Bylaws (approved 10/1990, amended 7/1999, 9/2005, 9/2010, 10/2019, 10/2020, 2/2021, 5/2021 & 10/2021)



valid, members must complete a nominations form authorized by the nominee. Forty five days prior to the Annual Training Conference, PNW-ISA shall forward nominations to ISA to create the electronic ballot. Members shall be given a minimum of two weeks to cast their votes.

A candidate shall be elected by a majority vote of members who participate in the election. Electronic methods of counting ballots shall be acceptable.

Section 3. Vacancies.

A vacancy in any office shall be filled no later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. President.

The President shall be the chief officer of the corporation and shall act as the Chair of the Board of Directors. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 5. President Elect.

The President-Elect shall assume the responsibilities of the President in his/her absence, assist the President in carrying out the duties of that office, and perform specific duties as delegated by the President.

Section 6. Secretary.

The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties:

- (a) Record the minutes of all proceedings of the Board of Directors and members' meetings and actions;
- (b) Provide notice of all meetings of the Board of Directors and members;
- (c) Authenticate all records of the corporation;
- (d) Maintain current and accurate membership lists;
- (e) Provide new Board of Director members with a current copy of the Bylaws and Operations Manual; and
- (f) Any other duties as may be prescribed by the Board of Directors.

Section 7. Treasurer.

The Treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties:

PNW-ISA Bylaws (approved 10/1990, amended 7/1999, 9/2005, 9/2010, 10/2019, 10/2020, 2/2021, 5/2021 & 10/2021)



- (a) Keep full and accurate accounts of all financial records of the corporation;
- (b) Deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors;
- (c) Disburse all funds when proper to do so; and
- (d) Make financial reports as to the financial condition of the corporation to the Board Of Directors.

ARTICLE VI. – INDEMNIFICATION

Section 1. Authority to Indemnify.

This corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to any action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantially, procedurally, and otherwise.

ARTICLE VII. – AMENDMENT OF BYLAWS

Section 1. By the Membership.

These Bylaws may be amended by an affirmative vote of two-thirds of the membership eligible to vote. The membership shall be given at least 30 days prior written notice of any proposed amendment.

Section 2. By the Board of Directors.

The Bylaws may also be amended by an affirmative vote of at least two-thirds of the Board of Directors, provided that such proposed amendments are not substantive and that such proposed amendments have been presented, in writing, to all members of the Board of Directors at least 30 days in advance of the vote.

Section 3. Effective Date.

PNW-ISA Bylaws (approved 10/1990, amended 7/1999, 9/2005, 9/2010, 10/2019, 10/2020, 2/2021, 5/2021 & 10/2021)



Any amendment to the Bylaws affirmed by a vote shall become effective immediately unless an alternative effective date is specified.

ARTICLE VIII. – TAX EXEMPT STATUS

The corporation 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 private persons, except to pay reasonable compensation for services rendered and to make payments and distributions 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 activities, 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 the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE IX. – DISSOLUTION

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 relating to the practice of arboriculture and (a) qualifying as exempt under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions 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 the corresponding provisions of any future United States Internal Revenue Law), dispose of all the 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 the corresponding provisions of any future United States Internal Revenue Law), and (b) contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Law. Any of such assets of the fund or funds not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes, and qualifying under Section 170(c) (2) aforesaid. The Board of Directors shall dispose of all other assets of the corporation, after paying or making a provision for the payment of all liabilities of the corporation, exclusively for the purposes of

PNW-ISA Bylaws (approved 10/1990, amended 7/1999, 9/2005, 9/2010, 10/2019, 10/2020, 2/2021, 5/2021 & 10/2021)



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 the 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 principal 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.