

Kentucky Arborists' Association
Bylaws - -Approved on TBD, 2018
(date approved by membership)

Article I
NAME

The name of the organization shall be: Kentucky Arborists' Association (a.k.a. Kentucky Chapter, International Society of Arboriculture [ISA] and formerly known as Kentucky Shade Tree Association) and is hereafter in these Bylaws referred to as KAA.

The principle office of KAA shall be located in the Commonwealth of Kentucky in whatever area deemed necessary and prudent by the Board of Directors to most effectively achieve the goals and objectives of KAA.

Article II
PURPOSE

Section 1. Mission and Purpose

Mission: To promote the science, technology, and practice of professional arboriculture throughout Kentucky and to stimulate a greater interest, understanding, and appreciation among the public for urban trees.

Purpose: To provide educational opportunities to individuals involved in the profession of arboriculture on the benefits of trees and the current science-based standards of care and management of trees so that they will remain healthy, safe, part of the built environment.

Section 2. Implementation of Purpose

KAA is a component of the International Society of Arboriculture (ISA) and organized as a chapter. The purpose of KAA is to provide education to green industry professionals, the public, and public officials on the benefits of trees and the care that they need to remain a healthy, safe, and aesthetically pleasing part of the built environment. In order to properly execute this purpose, KAA will operate as a 501(c)(6) not for profit Corporation in accordance with the applicable laws of the United States and the Commonwealth of Kentucky as pursuant to KRS Title 23, Chapter 273.

Article III
FISCAL YEAR

The fiscal year for KAA shall be the calendar year.

Article IV
MEMBERSHIP

Section 1. Admission to membership

KAA shall be organized as a member organization under policies determined and established by the KAA Board of Directors. Qualified persons seeking membership shall be accepted as members of KAA upon acceptance of the application, and dues as outlined in the Policy and Procedures.

Section 2. Levels of Membership

Regular Honorary
Life Student
Corporate

Section 3. Dues

Annual dues of KAA will be approved by the Board of Directors and outlined in the Policy and Procedures.

Annual dues are payable on January 1 of each calendar year or at the time of joining KAA. A member whose dues are not paid will not be considered a member in good standing.

Section 4. Rights of Membership

Member voting rights shall include eligibility to vote with respect to: all member elections; matters presented at the annual member meeting requiring a member vote; and the revision or other amendment of the KAA Bylaws in the event that such a matter is placed before the membership. No member shall be accorded more than one (1) vote on any matter pertaining to membership status in KAA. Voting shall be by persons in attendance at meeting of the membership or by electronic means as determined by the board.

Section 5. Termination of Membership

Membership in KAA may be terminated for cause .

**V
Board of Directors**

Section 1. The authority of the Board of Directors (Board) shall be:

A. To have general powers of supervision of the business and affairs of KAA. The board shall make all necessary Policy and Procedures for KAA that are consistent with the laws of the Commonwealth, these Bylaws, the stated purpose of the organization, and shall not be in conflict with the Bylaws or Policy and Procedures of ISA.

B. To keep a complete record of all its acts and the proceedings of its meetings. Written minutes of each Board meeting shall be kept by the Chapter Executive for the duration of their employment by KAA then passed to the President.

C. Shall approve an annual budget for KAA.

Section 2. The composition of the Board of Directors will be as follows:

A. The Board will consist of eight directors and the President. The Chapter Executive shall serve as a non-voting ex officio member of the Board. The following positions will be elected by the membership at the annual meeting.

- 1) President Elect
- 2) Representative to the ISA Council of Representatives (CoR)
- 3) Six Directors at Large

B. At the first meeting of the Board following the annual meeting of the membership the Board shall appoint members of KAA in good standing to fill open positions as ex officio members of the Board to fill the positions of:

- 1) ISA Certification Liaison

- 2) TREE Fund Liaison
- 3) HORT Council Liaison

C. The Board may at its option elect an individual from the KAA Board or KAA Membership serve as Alternate to the Council of Representatives. This individual, if elected from the membership will be a non-voting observer at Board meetings.

D. Annually, at the first Board meeting following the annual meeting of the membership the President will appoint one Director to serve as Secretary and one Director to serve as Treasurer with Board approval.

Section 3. The Terms of Directors

- 1) The President will serve a single two-year term.
- 2) The President Elect will serve a two-year term or until the position of President has been vacated.
- 3) The positions of Representative to the ISA CoR and six Directors at large will serve three-year terms and may succeed himself/herself for a second term. The Directors at large will be elected in staggered terms (two per year).

Section 4. Ex officio Board Members

- 1) The positions of ISA Certification Liaison, TREE Fund Liaison will serve at the pleasure of the board until such time as one party desires a change.

Section 5. Vacancies on the Board

- 1) Vacancies of a director position will be filled by a vote of the Board for the completion of the term.
- 2) Vacancies of the position of Secretary or Treasurer will be filled from the Board by appointment of the President with Board approval.
- 3) Vacancy of the position of Chapter Executive will be filled by majority vote of the Board from candidate(s) presented to the Board by a Chapter Executive Search Committee.

Section 6. Removal of Directors

Removal of a Director may be accomplished for cause by 3/4 vote of the Board.

Section 7. Meetings of the Board

- 1) Meetings of the Board will be at least quarterly at the call of the President.
- 2) Special meetings may be called by the request of the President as necessary.
- 3) Special meetings may be called by petition of 1/3 of the Board of Directors.
- 4) Except when in executive session, all Board meetings shall be open to any member in good standing and invited guests.

Section 8. Attendance

Attendance by Directors at Board meeting shall be required at a minimum of 50% of the Board Meetings during a calendar year. Failure to attend 50% of the Board meetings without cause (as defined by policy & procedures) for one year shall be interpreted as a resignation from the Board and the seat will be declared vacant.

Section 9 Quorum

A quorum for the transaction of business at all board meetings shall consist of a majority of the standing Directors.

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Article VI
Executive Committee (EC)

158 **Section 1. Executive Committee (EC)**

- 159 1) The EC shall consist of the following positions: President, President Elect, Secretary, Treasurer,
160 CoR Representative.
161 2) The Executive Director shall be and ex officio member of the Executive Committee.
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163 **Section 2. The Authority of the Executive Committee**

164 The authority of the EC shall be the same as the Board of Directors in the interim between regularly
165 scheduled Board meetings. The EC shall not have the authority to alter, amend, or repeal the Charter of
166 KAA or its Bylaws. Minutes of each Executive Committee meeting shall be kept by the Executive
167 Director and forwarded to all Directors for their review and approval at the next Board Meeting.
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169 **Section 3. Meetings of the Executive Committee**

170 Meetings of the Executive Committee shall be called when deemed necessary by the President or at the
171 request of any two members of the EC.
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Article VII
Committees

177 **Section 1. Appointed and Standing Committees**

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179 There shall be appointed and standing committees as deemed necessary to carry out the programs of KAA.
180 All appointed committees shall be appointed by the President and charged with specific purposes and
181 general purposes as outlined in the Policy and Procedures. Committees shall report to the Board.
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183 Standing Committees are:

- 184 1) Programs Committee
185 2) Arboricultural Credentialing Committee
186 3) Awards Committee
187 4) Education, Research, & TREE Fund Committee
188 5) Membership Committee
189 6) Nominations and Elections Committee
190 7) Tree Climbing Championship Committee
191 8) Marketing Committee
192 9) Financial Audit Committee
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194 **Section 2. Eligibility for Committee Membership**

- 195 1) Eligibility for committee membership will be open to any KAA member in good standing and
196 other outside individual as deemed necessary.
197 2) Each committee will have at least one board member on the committee.
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Article VIII
Annual Meeting

203 **Section 1. Time and Location**

- 204 1) There shall be an annual meeting of the membership at a time and place as determined by the

Board

- 2) A minimum of 30 days' notice shall be given to the membership.

Section 2. Quorum

- 1) A quorum of the membership for the annual meeting shall consist of the members in good standing who are in attendance.

**Article IX
Amendment of Bylaws**

Section 1. Bylaw Modifications

Bylaws may be altered, amended, or repealed by the membership provided that each amendment shall have been distributed thirty (30) days prior to the meeting date and shall be passed by a two-thirds (2/3) vote of the quorum of members present.

**Article X
Dissolution of KAA**

Section 1. Dissolution

Dissolution of KAA shall be in accordance with Kentucky Revised Statutes Chapter 273 and other applicable statutes. If the corporation shall have assets at the time of dissolution, such assets shall be distributed to the International Society of Arboriculture. In the event that this is not possible, assets may upon decision of the Board be distributed to a charitable, professional, benevolent or educational institution involved in the green industry as required under the Internal Revenue Code and applicable regulations for KAA to maintain a tax-exempt status, and no assets shall inure in any way to the direct benefit of a member or other individual.

Approved by the KAA Board on _____

Approved by the KAA Membership on _____