

ADOPTED: December 8, 2025

**BYLAWS  
OF  
URBAN AND COMMUNITY FORESTRY SOCIETY**  
(an Iowa Nonprofit Corporation)  
(hereinafter referred to as the “Society”)

**ARTICLE 1**  
**PRINCIPAL OFFICE; HISTORY; OBJECTIVES; DEFINITION**

Section 1.1 Principal Office. The location of the principal office of the Society in the State of Iowa will be designated by the Executive Board and will be identified in the Society’s biennial report filed with the Iowa Secretary of State.

Section 1.2 History. The Society was created by the filing of its Articles of Incorporation with the Iowa Secretary of State on August 7, 2025. The Society is a professional affiliate of the International Society of Arboriculture, hereinafter referred to as the “ISA”.

Section 1.3 Objectives. The objectives of this Society shall be:

- A. To build the confidence, competence and camaraderie of professionals who manage trees and forests to create and sustain more livable communities.
- B. To promote and improve the practice of professional municipal arboriculture and urban forestry within a community of professionals that is diverse, inclusive, and welcoming.
- C. To stimulate greater interdisciplinary cooperation and interest in the planting, management, and preservation of trees, landscapes, and canopy in the built environment.
- D. To promote public attention to, and to develop a greater public appreciation of trees and landscapes for their economic, environmental, and social value.
- E. To adopt and uphold a Code of Ethics established to maintain a high level of practice by those engaged in the profession.
- F. To initiate and support scientific investigation and research to help advance the understanding of and proper care of urban and community forests.
- G. To sponsor an Annual Meeting (Conference), and such other meetings as may be designated by the Executive Board, devoted to the exchange and presentation of information of interest and value to professional municipal arborists and urban foresters and others interested in improving the management of urban and community forests.

Section 1.4. Manual; Change.

- (A) The term “Manual” used throughout these Bylaws shall have the meaning set forth in Section 10.1 of these Bylaws.
- (B) The term “Change” used throughout these Bylaws shall have the meaning set forth in Section 10.1 of these Bylaws.

**ARTICLE 2**  
**REGISTERED OFFICE AND AGENT**

The initial registered agent and office of the Society are set forth in the Articles of Incorporation. The registered agent or registered office, or both, may be changed by resolution of the Executive Board.

**ARTICLE 3**  
**MEMBERS**

Section 3.1. Classes of Members. The Society shall have four (4) classes of members. Membership in the ISA is encouraged but not required to be admitted as a member. The designation of each class and the qualifications and rights of the members of such class shall be composed of Professional (including Senior, Student, and Honorary Life), Corporate, Municipal, and Honorary members as follows:

- (A) Professional Membership. Professional Membership shall be open to any individual actively engaged in the practice, promotion, or study of municipal arboriculture or urban/community forestry. Members may include municipal arborists, urban and community foresters, city horticulturists, members of tree boards, commissions, or organizations, tree wardens, consultants, municipal/public officials, non-profit staff, and students. Professional members shall pay annual Society Dues as adopted each year by the Executive Board (as set forth in Section 3.3 below). Professional members shall have the right to vote on all matters requiring a vote of the members of the Society. Professional member applicants may request in writing the professional membership sub-categories set forth below if applicable.
  - (i) Senior Membership. Senior Membership is a sub-category of Professional Membership, and it shall be available only to Professional members who are members in good standing at the time of their request for Senior Membership and who are retired from active practice. Senior members shall pay annual Society Dues as adopted by the Executive Board. Senior members shall have all the privileges of Professional members and shall be entitled to vote on all matters requiring a vote of the Members of the Society.
  - (ii) Student Membership. Student Membership is a sub-category of Professional Membership, and it shall be available only to Professional member applicants who are full time students enrolled in courses in arboriculture/urban forestry, or

are in supporting and allied fields in an accredited institution, college, or university, at the undergraduate or graduate level. Student members shall pay annual Society Dues as adopted by the Executive Board. Student members shall have the right to vote on all matters requiring a vote of the members of the Society. Through partnership with the ISA, certain students are granted free Student Memberships in the Society (“ISA Student Members”). Such ISA Student Members shall have all of the rights, privileges and limitations of the other Student members, but they shall not be required to pay any Society Dues. The term of membership of each ISA Student Member shall be for such period of time as designated by the ISA.

(iii) Honorary Life Membership. Honorary Life Membership is a sub-category of Professional Membership, and it may be conferred upon any Professional member by a two-thirds (2/3) vote of the Executive Board. Honorary Life members shall hold membership for life (except as otherwise set forth herein) without payment of Dues, and shall have the right to vote on all matters requiring a vote of the members of the Society.

(B) Corporate Membership. Corporate Membership shall be available only to commercial companies which provide materials, services and/or equipment used in the fields of arboriculture and urban forestry, and Corporate members shall be entitled to include up to six (6) individuals as part of a Corporate Membership (one being the “Company Representative” and the other five being “Non-Voting Corporate Members”). Corporate members shall pay annual society Dues as adopted by the Executive board. Corporate members shall have the right to vote on all matters requiring a vote of the members of the Society, and to effectuate such a vote by a Corporate member, such Corporate member shall designate one “Company Representative” to vote on behalf of such Corporate member. Such designation shall be in writing and filed with the Executive Director, and no other person shall vote on behalf of such Corporate member until a new designation of Company Representative is filed with the Executive Director, naming the new Company Representative. In addition to the Company Representative, each Corporate member shall have the right, as a component of such Corporate Membership, to include up to five (5) additional individuals as non-voting members under the Corporate Membership (each being a “Non-Voting Corporate Member”). All Non-Voting Corporate Members shall have only those rights and privileges designated by resolution of the Executive Board or the Manual. The annual society Dues for each Non-Voting Corporate Member shall be adopted by the Executive Board in accordance with Section 3.3.

(C) Municipal Membership. Municipal Membership shall be available only to incorporated cities, villages, and towns, and Municipal members shall be entitled to include up to six (6) individuals as part of a Municipal membership (one being the “Municipality Representative” and the other five being “Non-Voting Municipal Members”). Municipal members shall pay annual society Dues as adopted by the Executive board. Municipal members shall have the right to vote on all matters requiring a vote of the members of the Society, and to effectuate such a vote by a

Municipal member, such Municipal member shall designate one “Municipality Representative” to vote on behalf of such Municipal member. Such designation shall be in writing and filed with the Executive Director, and no other person shall vote on behalf of such Municipal member until a new designation of Municipality Representative is filed with the Executive Director, naming the new Municipality Representative. In addition to the Municipality Representative, each Municipal member shall have the right, as a component of such Municipal Membership, to include up to five (5) additional individuals as non-voting members under the Municipal Membership (each being a “Non-Voting Municipal Member”). All Non-Voting Municipal Members shall have only those rights and privileges designated by resolution of the Executive Board or the Manual. The annual society Dues for each Non-Voting Municipal Member shall be adopted by the Executive Board in accordance with Section 3.3.

(D) Honorary One-Year Membership. Individuals granted an Honorary One-Year Membership are granted only those rights and privileges as explicitly set forth in these Bylaws and as designated by resolution of the Executive Board or by the Manual. Honorary One-Year Membership shall be available only to individuals who are not members of the Society, who have made material contributions to the advancement of arboriculture either through research, filed practice, promotion, invention, or literature.

Section 3.2. Qualification of Membership. To qualify for election as a member, an individual or entity must meet the requirements of any of the aforementioned membership classes, complete a membership application and forward said application, along with a Dues payment, to the Executive Director or ISA office. Any person not receiving membership status shall have the right to file a written appeal to the Executive Board.

Section 3.3 Society Dues and Member Privileges. Annual membership dues (“Dues”) shall be assessed upon the acceptance of proper and authorized membership application, and the amount of Dues for each class of membership shall be set annually by the Executive Board. In the event the Executive Board fails to adopt an amount of Dues owed by any or all membership class in any given year, the amount of Dues owed by such class or classes of membership shall be the same amount as the previous year. Dues shall be payable once per year by the deadline set by the membership renewal communications sent by the Society to members. Membership privileges, exclusive of voting rights, shall for each category and sub-category of membership be determined by the Executive Board.

Section 3.4. Designation of Representative. Each entity or municipality that is a member shall designate an individual (being the afore-defined “Company Representative” or “Municipality Representative”) to be the representative of that member with the Society in accordance with and pursuant to the terms and provisions of Section 3.1 above.

Section 3.5 Membership Term. The membership year of the Society shall be determined by the anniversary of the month when membership begins. At the expiration of each membership year, members shall pay Dues for the upcoming membership year in order to retain their membership. Members are granted a 30-day grace period following the end of each

membership year for the payment of Dues. When Dues are 31 days past due, members in arrears shall be ineligible to vote, hold office, be a candidate for office, or receive publications or other member benefits until Dues are paid. The Executive Director may extend the grace period upon request for individual members experiencing temporary financial hardship.

Section 3.6. Expulsion, Suspension or Termination of Membership. The Executive Board may expel, suspend or terminate any member for just cause. Sufficient cause for such expulsion, suspension or termination of membership shall be: (i) nonpayment of Dues, (ii) violation of any of the provisions of the Society's Articles of Incorporation, these Bylaws, or other agreements, rules or practices properly adopted by the Society, or (iii) any other conduct prejudicial to the interests of the Society. Such expulsion, suspension or termination of a member shall be effectuated by the affirmative vote of two-thirds of all of the members of the Executive Board, after providing not less than fifteen (15) days notice to the member of the proposed expulsion, suspension, or termination and reasons therefor and an opportunity for a hearing. No member shall be entitled to reimbursement or return of any Dues paid by reason of their expulsion, suspension, termination or other cessation of their membership in the Society.

Section 3.7. Resignation. Any member may resign by filing a written resignation with the secretary, but resignation shall not relieve the member of the obligation to pay any Dues, assessments or other charges previously accrued and unpaid, nor shall it entitle the member any reimbursement or repayment of Dues, assessment or other charges actually paid by such member.

Section 3.8. Reinstatement. Upon written request signed by a former member and filed with the secretary, the Executive Board may, by the affirmative vote of two-thirds of the members of the board, reinstate the former member to membership upon such terms as the Executive Board may deem appropriate.

Section 3.9. Transfer of Membership. Membership in the Society is not transferable or assignable.

Section 3.10 Additions to and Changes of Membership Classes. The four (4) classes of membership set forth in Section 3.1 of these Bylaws are the only classes of membership existing as of the date of these Bylaws. The Executive Board shall have the power, by resolution of the Executive Board, Change to the Manual, or amendment of these Bylaws to, from time to time (i) add additional class or classes of membership; (ii) set forth the requirements, rights, and limitations of any additional class of membership; (iii) alter the requirements, rights, and limitations of any class of membership in existence; and (iv) remove any class of membership.

## **ARTICLE 4**

### **MEETINGS OF MEMBERS**

Section 4.1 Annual Meeting. The annual meeting of the members for (i) certification of the election of directors, (ii) a business meeting of the Society, (iii) discussions of interest and value to municipal arborists and urban forestry professionals, (iv) educational and commercial exhibits and/or demonstrations, and (v) the transaction of such other business as may properly

come before the meeting, shall be held on such date as designated by the Executive Board each year at such place as the Executive Board shall each year fix.

Section 4.2 Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by law (which for purposes of these bylaws shall mean as required from time to time by the Revised Iowa Nonprofit Corporation Act or the articles of incorporation of the Society), may be called (i) by the President with the consent of three other members of the Executive Board; or (ii) upon the written demand delivered to the Executive Director, which is dated and signed by holders of at least twenty percent (20%) of all the votes of members entitled to be cast on any issue proposed to be considered at the meeting. Such written demand shall state the purpose or purposes for which such meeting is to be called. The time, date and place of any special meeting shall be determined by the Executive Board or by the President.

Section 4.3 Notices and Reports to Members.

(a) Notice of the place, date and time of all meetings of members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be communicated not fewer than ten (10) days nor more than sixty (60) days before the date of the meeting to each member entitled to vote at such meeting. The Executive Board may establish a record date for the determination of members entitled to notice, as provided in section 4.5 of these bylaws. Notice of adjourned meetings need only be given if required by law or section 4.7 of these bylaws.

(b) In the event corporate action is taken without a meeting in accordance with section 4.11 of these bylaws by less than unanimous written consent, prompt notice of the taking of such corporate action shall be given to those members who have not consented in writing.

(c) Reserved.

(d) Notice may be communicated in person, by mail, or other method of delivery, or by telephone, voice mail, or other electronic means. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communication. Written notice by the Society to its members, if in a comprehensible form, is effective according to one of the following: (i) upon deposit in the United States mail, if mailed post-paid and correctly addressed to the member's address shown in the Society's current record of members; or (ii) when electronically transmitted to the member in a manner authorized by the member.

Section 4.4 Waiver of Notice.

(a) Any member may waive any notice required by law or these bylaws if in writing and signed by any member entitled to such notice, whether before or after the date and time stated in such notice. Such a waiver shall be equivalent to notice to such member in due time as required by law or these bylaws. Any such waiver shall be delivered to the Society for inclusion in the minutes or filing with the corporate records.

(b) A member's attendance at a meeting or vote by ballot, in person or by proxy, waives (i) objection to lack of notice or defective notice of such meeting, unless the member at the beginning of the meeting or promptly upon the member's arrival objects to holding the meeting or transacting business at the meeting, and (ii) objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 4.5 Record Date (Iowa Code § 504.707). The Executive Board may fix, in advance, a date as the record date for any determination of members for any purpose, such date in every case to be not more than seventy (70) days prior to the date on which the particular action or meeting requiring such determination of members is to be taken or held. If no record date is so fixed for the determination of members, the close of business on the day before the date on which the first notice of a members' meeting is communicated to members shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the Executive Board selects a new record date or unless a new record date is required by law.

Section 4.6 Members' List (Iowa Code § 504.711). After fixing a record date for a meeting, the Secretary shall prepare an alphabetical list of the names of all members who are entitled to notice of a members' meeting. Subject to Section 8.6, the members' list must be available for inspection by any member beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Society's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A member, or a member's agent or attorney, is entitled on written demand to inspect and, subject to the requirements of law, to copy the list, during regular business hours and at the person's expense, during the period it is available for inspection. The Society shall make the members' list available at the meeting, and any member, or a member's agent or attorney, is entitled to inspect the list at any time during the meeting or any adjournment.

Section 4.7 Quorum (Iowa Code § 504.713).

(a) At any meeting of the members, the number of members present at such meeting in person or by proxy shall constitute a quorum, unless the representation of a different number is required by law, and in that case, the representation of the number so required shall constitute a quorum. However, unless members holding one-third (1/3) or more of the votes that may be cast in person or by proxy are present at any annual or regular meeting, the only matters that may be voted upon at such meeting of the members are those matters that were described in the meeting notice. If a quorum shall fail to attend any meeting, the chairperson of the meeting or a majority of the votes present may adjourn the meeting to another place, date or time.

(b) When a meeting is adjourned to another place, date or time, notice need not be given of the adjourned meeting if the place, date and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than one hundred twenty (120) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, notice of the place, date and

time of the adjourned meeting shall be given in conformity with these bylaws. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

(c) Once a member is represented for any purpose at a meeting, the member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment thereof unless a new record date is or must be set for that adjourned meeting.

#### Section 4.8 Organization.

(a) The President, or in the absence of the President, the Vice President, or in the Vice President's absence, such person as the Executive Board may have designated, or, in the absence of such a person, such person as shall be designated by the holders of a majority of the votes present at the meeting, shall call meetings of the members to order and shall act as chairperson of such meetings (as required by Iowa Code § 504.709).

(b) The Executive Director of the Society shall act as secretary at all meetings of the members, but in the absence of the Executive Director at any meeting of the members, the President, or in the absence of the President, the Vice President, or in the Vice President's absence, the Executive Board by majority vote thereof, may appoint any person to act as secretary of the meeting.

#### Section 4.9 Voting.

(a) Every member entitled to vote may vote in person or by proxy. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

(b) The members having the right to vote at any meeting shall be only those of record on the books of the Society, on the record date fixed by law or pursuant to the provisions of section 4.5 of these bylaws.

(c) Voting by members on any question or in any election may be via voice unless the chairperson of the meeting shall order or any member shall demand that voting be by ballot. On a vote by ballot, each ballot shall be signed by the member voting, or in the member's name by proxy, if there be such proxy.

(d) If a quorum exists, action on a matter, other than the election of directors, by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless a greater number is required by law.

#### Section 4.10 Voting by Proxy or Representative.

(a) At all meetings of the members, a member entitled to vote may vote in person or by proxy appointed in writing, which appointment shall be effective when received by the secretary of the meeting or other officer or agent authorized to tabulate votes. An appointment of a proxy is valid for eleven months from the date of its execution, unless a longer period is expressly provided in the appointment form.

(b) A member or member's agent or attorney-in-fact may appoint a proxy to vote or otherwise act for the member by signing an appointment form or by an electronic transmission that complies with Section 8.1 of these bylaws. An electronic transmission must contain or be accompanied by information from which one can determine that the member, the member's agent, or the member's attorney-in-fact authorized the electronic transmission.

Section 4.11 Action Without Meeting. Except as otherwise set forth in this section 4.11, any action required or permitted by law to be taken at a meeting of the members may be taken without a meeting or vote if one or more consents in writing setting forth the action taken shall be signed and dated by the members having not less than eighty percent (80%) of the votes entitled to be cast at a meeting at which all members entitled to vote on the action were present and voted, and are delivered to the Society for inclusion in the minutes or filing with the Society's records. Written consents from a sufficient number of members must be obtained within sixty (60) days from the date of the earliest dated consent for such consents to be effective to take corporate action. Provided, however, a director shall not be removed by written consents unless written consents are obtained from all members of the Society. If not otherwise fixed by law or in accordance with these bylaws, the record date for determining members entitled to take action without a meeting is the date the first member signs such a written consent. Written consents may be delivered to the Society by electronic transmission. A written consent may be revoked by a writing to that effect received by the Society prior to the receipt by the Society of unrevoked written consents sufficient in number to take the corporate action.

Section 4.12 Ballot Voting. An action based on a written ballot may be taken provided the number of votes cast meets the quorum and number of approvals meets the number requirements set forth in Section 4.9. A written ballot may be transmitted and a vote may be cast on that ballot electronically in accordance with Section 8.8.

Section 4.13 Conduct of Business. The chairperson of any meeting of members shall determine the order of business and procedure at the meeting, including such regulation of the manner of voting and the conduct of business as seem to him or her to be in order. The chairperson shall also announce at the meeting when the polls close.

Section 4.14 Remote Participation in Annual and Special Meetings. Subject to such guidelines and procedures as the Executive Board may from time to time adopt, members may participate in any meeting of members by means of remote communication. Members participating in a members' meeting by means of remote communication shall be deemed present and may vote at such a meeting if the Society has implemented reasonable measures to: (i) verify that each person participating remotely is a member; and (ii) provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to communicate and read or hear the proceedings of the meeting substantially concurrently with such proceedings. The Executive Board may determine that any meeting of the members shall not be held at any place and shall instead be held solely by means of remote communication.

Section 4.15 Other Meetings. The Society may also, at the invitation of the ISA, develop

and promote a Urban and Community Forestry Society program for the Professional Affiliate's Day at the annual ISA Conference.

Section 4.16 Election of Officers and Executive Board. The officers (except as otherwise set forth herein) and members of the Executive Board shall be elected by the members of the Society in accordance with the following procedures and requirements:

- (a) The Executive Director shall distribute a ballot to each member of the Society entitled to vote by September 20 (or the next subsequent business day if September 20 falls on a weekend or nationally recognized holiday) every year. The ballots shall include provision for write-in candidates, subject to verification of each such candidate's consent and eligibility to serve (as hereinafter set forth) by the Executive Director. Ballots shall include a closing date for the election. Ballots may be distributed and cast by postal mail, electronic mail, or by other means of electronic transmission as specified by the Executive Director.
- (b) Each election shall close on October 5 (or the next subsequent business day if October 5 falls on a weekend or nationally recognized holiday) every year to permit election results to be tallied, verified and subsequently/preferably presented at the annual meeting.
- (c) Votes shall be counted by the Executive Director, and the President, Vice President and Immediate Past President shall verify in writing their concurrence or disagreement with the reported results. A majority vote of these three officers shall constitute certification of the election results. Any dissenting opinion of any of the three officers shall be reported to the Executive Board and to the membership during the annual meeting. New office holders (of Executive Board or officer positions) shall be ceremonially installed at the close of the annual meeting each year.
- (d) All newly elected Executive Board members' and officers' terms and the automatic assumption of successional office holders shall be effective at 12:00 AM on January 1 of each year.
- (e) Neither the office of the President nor the office of Executive Director is subject to election; instead, the duly elected Vice President shall hold office for one year and shall not serve more than one full consecutive term, and the Executive Director is to be appointed by the Executive Board. Thereafter, the Vice President shall automatically ascend to the office of President for a one-year term, and at the end of each President's term, such President shall ascend to the office of Immediate Past President. No President shall serve more than one full consecutive term.

**ARTICLE 5**  
**EXECUTIVE BOARD**

Section 5.1 Governance by Executive Board. The governing body of the Society is the Executive Board (also referred to herein as the “board”), which has authority and is responsible for the supervision, control, and direction of the Society. The executive Board shall designate the time and place of the annual meeting, supervise the Society’s financial affairs, set the fiscal year and annual Dues for each membership class of the Society, and fill vacancies which may occur in any elected or appointed office of the Society. The Executive Board shall approve all just bills, but in no case shall the Executive Board obligate the Society financially beyond the available funds in the treasury without specific empowerment by vote of the members of the Society. The Executive Board shall require an annual audit of the books of the Society prior to the business meeting portion of the Annual Meeting. It shall handle such other Society affairs as may be brought to its attention by the appointed committees or by individual members of the Society. The Executive Board may authorize the mailing or electronic mailing of ballots on urgent matters of policy, vacancies, or finance between scheduled Board Meetings or Annual Meetings.

Section 5.2 Qualifications and General Powers. To be eligible for election as a director, an individual must (i) have been a voting member of the Society in good standing for the three (3) years preceding their election, and (ii) (x) have attended one (1) of the two (2) annual meetings of the Society immediately preceding their election, (y) have completed a Society sponsored event (such as ISA Professional Affiliates Day or the Municipal Forestry Institute), or (z) have served on a Society committee within the two (2) years immediately preceding their election. The business and affairs of the Society shall be managed under the direction of the Executive Board. The Executive Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name and on behalf of the Society, and such authority may be general or confined to specific instances.

Section 5.3 Number of Directors; Composition of Executive Board; Tenure. The number of directors serving on the Executive Board of the Society shall be not fewer than 8 nor more than 11, the exact number within such range to be determined from time to time by resolution of the Executive Board. The Executive Board shall be comprised of directors, three of which shall be the three officers of the Society, and the balance of the Executive Board shall be comprised of at-large members duly elected by members of the Society (each such director being an “At-Large Director” and collectively, the “At-Large Directors”). All voting members of the Executive Board shall hold office until their term expires and they are replaced in office. In the event an officer or board member is unable to complete their term, the Executive Board shall appoint by a majority vote, a replacement officer or board member to serve until the next annual election of board members, except that if the office of the President is vacated prior to the expiration of the term of presidency, the Vice-President shall serve the remainder of the vacated term. The term of each officer of the Society serving as director shall continue until such officer/director is no longer serving as an Officer of the Society. Each At-Large Director shall hold office for a three-year term, until his or her successor shall have been elected and qualifies, or until his or her death, resignation or removal. No At-Large Director shall serve as a director for more than two full consecutive terms.

Section 5.4 Quorum and Manner of Acting. A quorum of the Executive Board consists of a majority of the number of directors prescribed and then-currently acting in accordance with section 5.3. If at any meeting of the board there be less than a quorum present, a majority of the directors present may adjourn the meeting from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given. Should a majority of the members of the Executive Board be not present at an officially convened meeting of the Executive Board, no actions shall be taken at such meeting. At all meetings of directors, a quorum being present, the act of the majority of the directors present at the meeting shall be the act of the Executive Board. In the event a vote on any action by the board results in a tie, said action shall be considered as a failed motion.

Section 5.5 Resignation. Any director of the Society may resign at any time by delivering written notice to the President, the Executive Board, or the Society. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 5.6 Removal (Iowa Code § 504.808). A director shall be subject to removal, with or without cause, at a meeting of the members called for that purpose in the manner prescribed by law. Additionally, any member of the Executive Board shall be considered for removal from the board by the Executive Board upon receipt by the Executive Director of a written impeachment justification to support the request, signed by a minimum of two-thirds (2/3) of all voting members of the Executive Board. The Executive Director shall review and certify the quantity and status of all signatories prior to presentation of the request to the Executive Board. Subsequently, the Executive Board shall notify the board member facing removal (the "Subject Member") in writing of the request for removal from office, the justification stated, and the provision of fifteen (15) days to respond to the Executive Board either in writing, or at a regularly scheduled or special meeting. Within fifteen (15) days of receipt of the Subject Member's response or at least fifteen (15) days after notification of the Subject Member that, if no response is received, the Executive Board shall vote on the Subject Member's removal, then the Executive Board shall vote on the removal request. A two-thirds (2/3) majority vote of all voting members of the Executive Board (excluding the Subject Member) favoring removal shall result in immediate removal from office.

Section 5.7 Vacancies. Any vacancy occurring in the Executive Board through death, resignation, removal or any other cause, including an increase in the number of directors, may be filled by the members or by the Executive Board. **If the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of the remaining directors.** In the event a vacancy on the Executive Board exists because an officer of the Society who is also a board member ceases to be holding such officer position, then such officer/board member's vacancy on the Executive Board shall be filled by such officer's successor in such officer position (in accordance with the succession provisions set forth in Article 6 of these Bylaws).

Section 5.8 Compensation of Directors. Directors shall not receive any stated salaries for their services, but in accordance with the Manual, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any meetings where Society Interests are represented, including but not limited to each regular or special meeting of the board; but nothing contained here shall be

construed to preclude any director from serving the Society in any other capacity and receiving compensation for such services.

Section 5.9 Place of Meetings, etc. The Executive Board may hold its meetings at such place or places within or without the State of Iowa, as the board may from time to time determine. A director may participate in any meeting by any means of authorized communication equipment. Authorized communication equipment includes, but is not limited to electronic mail transmission, telephone conference call, by which all directors participating may simultaneously hear each other during the meeting, and other electronic means by which it can be determined that the transmission was authorized by and accurately reflects the intention of the board member involved and allows all persons participating in the meeting to contemporaneously communicate with each other. If electronic mail is used for voting on any matter, a deadline for receipt of the votes shall be set by the Executive Director but in the inability of the Executive Director to set such deadline, the President, or in the inability of the President to set such deadline, the Vice President, or in inability of the Vice President to set such deadline, such person as the Executive Board may designate, and the act of a majority of the Executive Board voting by the deadline shall be the act of the Executive Board. A director participating in a meeting by this means is deemed to be present in person at the meeting. In the event that any such meeting is called for the purpose of taking any action relating to any removal or other action detrimental to the interests, rights, or powers of any officer of the Society, such officer shall not be allowed to set the deadline for receipt of electronic mail votes, and the responsibility to set such deadline shall fall to the next officer in the order of priority set forth in the immediately preceding sentence.

Section 5.10 Annual Meeting. Immediately after the final adjournment of each annual meeting of the members, the Executive Board shall meet, at the same place where said meeting of members finally adjourned, for the purpose of organization, the election of officers and the transaction of other business. Notice of such meeting need not be given. Such meeting may be held at any other time or place as shall be specified in a notice given as hereinafter provided for special meetings of the Executive Board or in a consent and waiver of notice thereof signed by all the directors, at which meeting the same matters shall be acted upon as is above provided.

Section 5.11 Regular Meetings. Regular meetings of the Executive Board shall be held at such place and at such times as the Executive Board shall by resolution fix and determine from time to time. No notice shall be required for any such regular meeting of the board.

Section 5.12 Special Meetings; Notice.

(a) Special meetings of the Executive Board shall be held whenever called by direction of the President whenever, in the President's opinion, the affairs of the Society demand, or upon written request of any three directors at the time being in office.

(b) No meetings of the Executive Board, whether annual, regular or special may be convened without a minimum of 48 hours' notice communicated to each director before the date on which the meeting is to be held. Each notice shall state the date, time and place of the meeting. Unless otherwise stated in the notice thereof, any and all business may be transacted at a special

meeting. At any meeting at which every director shall be present, even without any notice, any business may be transacted.

Section 5.13 Waiver of Notice. A director may waive any notice required by law or these bylaws if in writing and signed by a director entitled to such notice, whether before or after the date and time stated in such notice. Such a waiver shall be equivalent to notice in due time as required by these bylaws. Attendance of a director at or participation in a meeting shall constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5.14 Director's Assent Presumed. A director of the Society who is present at a meeting of its Executive Board at which action on any corporate matter is taken is considered to have assented to the action taken unless (a) the director objects at the beginning of the meeting, or promptly upon arrival, to the holding the meeting or transacting of business at the meeting; or (b) the director dissents or abstains from the action and any of the following applies (i) the dissent or abstention is entered in the minutes of the meeting; or (ii) the director delivers notice in the form of a record of the director's dissent or abstention to the presiding officer of the meeting before the meeting's adjournment or to the Society promptly after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action.

Section 5.15 Order of Business.

(a) The President or Executive Director shall prepare an agenda for every Executive Board meeting at which a quorum is present and shall record minutes for the meeting.

(b) At meetings of the Executive Board, business shall be transacted in such order as, from time to time, the Executive Board may determine by resolution.

(c) At all meetings of the board, the President, or in the President's absence, the Vice President, or otherwise the person designated by the vote of a majority of the directors present shall preside.

(d) The Executive Board may, by majority vote, establish rules that are consistent with these bylaws for the policies, procedures, meetings and programs of the Society.

(e) Notwithstanding the foregoing, the rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

Section 5.16 Action Without Meeting. Any action required or permitted by law to be taken at any meeting of the Executive Board may be taken without a meeting if the action is taken by all members of the board and if one or more consents in writing describing the action so taken shall be signed by each director then in office and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last

director signs the consent, unless the consent specifies a different effective date. Written consents may be delivered to the Society by electronic transmission. A director's consent may be withdrawn by a revocation signed by the director and delivered to the Society prior to the delivery to the Society of unrevoked written consents signed by all of the directors.

Section 5.17 Committees (Iowa Code § 504.826).

(a) Board Committees. The Executive Board, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Executive Board in the management of the Society; provided, however, that no such committee shall have the authority of the Executive Board in reference to authorized distributions; approve, or recommend to members dissolution, merger, or sale, pledge, or transfer of all or substantially all of the Society's assets; elect, appoint, or remove directors or fill vacancies on the board or any of its committees; or adopt, amend, or repeal the articles or bylaws. The appointment of any such committee and the delegation of authority shall not operate to relieve the Executive Board of any responsibility imposed upon it by law. Each committee shall fix its own rules governing the conduct of its activities as the Executive Board may request.

(b) Advisory Committees. Other committees not having and exercising the authority of the Executive Board in the management of the Society may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each such committee shall be members of the Society, and the president of the Society shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the Society shall be served by such removal. All chairs of committees established under the authority of this subsection 5.17(b) shall submit annual reports to the President at least fifteen (15) days prior to the annual meeting each year. Such reports shall include a roster of committee members.

(c) Nominating Committee. There shall be a Nominating Committee which shall consist of three or more voting members, appointed by the President, except that one of the Nominating Committee positions shall be filled by the Vice-President, who shall serve as chairperson of the Nominating Committee. In the absence of the Vice President on the Nominating Committee, for whatever reason, the Executive Board shall appoint a different member of the Executive Board to serve on the Nominating Committee as chairperson. Other than the position of chairperson of the Nominating Committee which must be filled by a member of the Executive Board, the remaining positions on the Nominating Committee may be filled by any member of the Society. In addition to the three or more voting members appointed to the Nominating Committee, the Executive Director shall be an *ex-officio* nonvoting member of the Nominating Committee. The Nominating Committee shall, through published requests and other means, solicit and receive nominations from the membership for all officer positions and Executive Board positions to be elected by the membership. The Nominating Committee shall submit the Final Slate (as hereinafter defined) to the President and Executive Director and work with the Executive Director to ensure that all election procedures set forth in these Bylaws and the Manual are observed. Notwithstanding the fact that one or more members of the Executive Board shall serve on the

Nominating Committee, the Nominating Committee shall be an “advisory committee” under Iowa Code Ann. § 504.826, and it shall not be entitled to exercise any powers of the Executive Board. For the avoidance of doubt, the Nominating Committee shall perform only those functions and exercise only those powers set forth in this subsection 5.17(c). The Nominating Committee shall abide by the following procedures and requirements:

(i) Nominations shall be solicited by September 1 (or the next subsequent business day if September 1 falls on a weekend or nationally recognized holiday) of every year. On or before September 10 of each year, the Nominating Committee shall compile a final list of willing and eligible nominees, which list shall include those persons that the Nominating Committee determines, in its sole discretion, to be best suited for officer and Executive Board positions within the Society (the “Final Slate”). The Executive Director, on or before September 10 shall contact every person on the Final Slate to ascertain if it is their desire to run for said office, and shall verify eligibility for said office. Any nominee may refuse a nomination at their discretion.

(ii) The Final Slate for the ballot shall be approved by the Executive Board no later than September 10 (or the next subsequent business day if September 10 falls on a weekend or nationally recognized holiday) of every year.

## **ARTICLE 6** **OFFICERS**

Section 6.1 Executive Officers; Qualification. The executive officers of the Society shall be a President or one or more Vice Presidents (the number thereof to be determined by the Executive Board), a Treasurer, an Executive Director and such other officers as may from time to time be elected by the Executive Board. One person may hold the offices and perform the duties of any two or more of said offices. In its discretion, the Executive Board may delegate the powers or duties of any officer to any other officer or agents, notwithstanding any provision of these bylaws, and the Executive Board may leave unfilled for any such period as it may fix, any office except those of President, Vice President and Executive Director. The officers of the Society shall be elected annually, appointed or automatically ascend to office in accordance with Section 4.16 of these Bylaws. Each such officer shall hold office until the expiration of their term in accordance with these Bylaws and until his or her successor shall have been duly chosen and shall qualify or until his or her death or until he or she shall resign or shall have been removed. The officers are empowered to perform those duties designated to them by these Bylaws. All officers (except for the Executive Director) shall serve without compensation for services; however, the Executive Board may authorize reimbursement for reasonable expenses.

To be eligible for election as an officer, an individual must (i) have been a voting member of the Society holding a professional membership in good standing for the three (3) years preceding their election, and (ii) (x) have attended one (1) of the two (2) annual meetings of the Society immediately preceding their election, (y) have completed a Society sponsored event (such as ISA Professional Affiliates Day or the Municipal Forestry Institute), or (z) have served on a Society committee within the two (2) years immediately preceding their election. In addition, to be eligible for election, nominees for Vice President must have (i) a minimum of three (3) years’ experience providing urban forestry services to a governmental unit or subdivisions, or providing urban

forestry services to, or performing urban forestry instruction or research in an academic capacity at an educational institution, and (ii) a minimum of one (1) year of experience as a member of the Executive Board.

Section 6.2 Resignation and Removal; Term. An officer may resign at any time by delivering notice to the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective time. Any officer may be removed by the Executive Board at any time with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. An officer may be removed at any time with or without cause by any of the following: (a) the Executive Board; (b) the officer who appoints such officer, unless these bylaws or the Executive Board provide otherwise; or (c) any other officer if authorized by these bylaws or the Executive Board.

Members holding the office of President, Vice President, or Immediate Past-President shall serve for a one (1) year term and shall not serve for more than one (1) full consecutive term.

Section 6.3. Powers and Duties of the President. The President shall, when present, preside at all meetings of the members. The President shall, when present, preside at all meetings of the Executive Board. The President shall keep the Executive Board fully informed and shall freely consult with them concerning the business of the Society in his or her charge. The President shall have authority to sign, execute and acknowledge all checks on behalf of the Society as the President may deem necessary or proper to be executed in the course of the Society's regular business as authorized by the Executive Board. The President may sign in the name of the Society reports and all other documents or instruments which are necessary or proper to be executed in the course of the Society's business. He or she shall perform all duties incident to the office of President as herein defined, and all such other duties as from time to time may be assigned by the Executive Board. Upon the conclusion of the President's term in office, he or she shall serve as Immediate Past President. By accepting the office of President, each President agrees to serve as Immediate Past President for the term immediately following the conclusion of their term as President. In the event that the President does not complete their term in office, they shall not ascend to the office of Immediate Past President; instead, for the term following the term which the President does not complete, the Immediate Past President shall be appointed by a majority vote of the Executive Board, in accordance with Section 5.3 of these Bylaws.

Section 6.4 Powers and Duties of the Vice President(s). The Vice President shall assist the President, and in the absence of the President or in the event of the death, disability, inability or refusal to act of the President, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their appointment, or in the absence of any designation, the senior Vice President in length of service) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have authority to sign, execute and acknowledge all checks on behalf of the Society as the President may deem necessary or proper to be executed in the course of the Society's regular business as authorized by the Executive Board. The Vice President shall succeed the President in office at the end of the President's term or earlier vacation of the President's office and shall chair the Nominating Committee. Any Vice President shall perform such other duties and have such authority as from time to time may be assigned to

such Vice President by the President or by the Executive Board. Additionally, the Vice President shall be the ISA Representative/Liaison, and the Vice President shall perform all duties of the ISA Representative/Liaison required by the rules and regulations of the ISA.

Section 6.5 Powers and Duties of the Executive Director. Subject to the control of the Executive Board, the Executive Director shall have general charge of and direct the operations of the Society and shall be the chief executive officer of the Society. The Executive Director shall (a) ensure that minutes of all meetings of the members and of the Executive Board are kept, whether directly by the Executive Director, or by delegation to another in accordance with the third paragraph of this Section 6.5; (b) authenticate records of the Society and attend to giving and serving all notices of the Society as provided by these bylaws or as required by law; (c) be custodian of the corporate seal, if any, the stock certificate books and such other books, records and papers as the Executive Board may direct; (d) keep a record showing the names of all persons who are members of the Society, their post office addresses as furnished by each such member, and at least ten (10) days before each members' meeting, prepare a complete list of members entitled to vote at such meeting arranged in alphabetical order; and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Executive Board. Without limiting the foregoing, the Executive Director shall be responsible for maintaining and authenticating the following records: (a) minutes of all meetings of the members and Executive Board; (b) all actions taken by the members or Executive Board without a meeting; (c) all actions taken by a committee of the Executive Board in place of the Executive Board on behalf of the Society; (d) articles or restated articles of incorporation and all amendments to them currently in effect; (e) bylaws or restated bylaws and all amendments to them currently in effect; (f) all written communications to members generally within the past three years, including the financial statements furnished for the past three years; (g) list of names and business addresses of the current directors and officers; and (h) the Society's most recent biennial report delivered to the Secretary of State.

The Executive Director shall have authority to sign, execute and acknowledge all checks on behalf of the Society as the President may deem necessary or proper to be executed in the course of the Society's regular business as authorized by the Executive Board. Notwithstanding the foregoing, the Executive Director is authorized to sign certain checks on behalf of the Society without approval of the President or Executive Board in accordance with the powers granted by and subject to the restrictions, limitations, and processes set forth in the Manual. The Executive Director shall provide to the Executive Board a report of all contracts, checks, drafts or other agreements, documents or instruments signed by the Executive Director on behalf of the Society in accordance with the time frames and specifications for such reports as provided in the Manual. Notwithstanding the foregoing, in the event of any conflict between the terms of the Manual and the terms of this paragraph relating to the authority of the Executive Director to execute checks and/or contracts on behalf of the Society, the terms of the Manual shall control.

All powers and duties of the Executive Director may be delegated or assigned to any other officer or individual by resolution of the Executive Board. The Executive Director is appointed by resolution of the Executive Board. The Executive Director shall report to the President and shall be retained by the Society under contractual terms approved by the Executive Board. In addition to the powers and duties recited above, the Executive Director is responsible for the

overall management of the organization and shall see that policies, procedures, directives, and other orders of the Executive Board are carried out. The Executive Director shall be responsible for development, organization and implementation of programs and support of committee activities that will further the objectives of the Society.

The Executive Director shall maintain records and serve as secretary and perform other duties as specified by contract. They shall receive and/or disburse funds as ordered or authorized by the Executive Board or work with an appointed or contracted Treasurer or bookkeeper. All monetary disbursements to the Executive Director shall be signed or approved by an officer per financial and accounting procedures approved by the Executive Board. The Executive Director may be bonded at the Society's expense for an amount deemed suitable by the Executive Board.

The Executive Director may retain and/or supervise appropriate contracted personnel such as editor, webmaster, or bookkeeper to carry out the administrative activities of the Society subject to their contract and the budget and policies approved by the Executive Board. The Executive Director shall provide support for the organization of the Annual Meeting, and other meetings as deemed advisable by the Executive Board. They shall present an annual report to the membership and such other reports as the Executive Board may direct.

The Executive Director shall receive such remuneration for services, supplies, and travel expenses as the Executive Board may approve. Annual performance goals for the Executive Director shall be established by the President and approved by the Executive Board. The President, assisted by the Immediate Past President and Vice President, shall perform an annual evaluation of the Executive Director and present the results to the Executive Board.

Section 6.6 Powers and Duties of the Treasurer. The Treasurer, in conjunction with the Executive Director and other third-party agents or employees of the Society, shall (a) have custody of and be responsible for all moneys and securities of the Society, shall keep full and accurate records and accounts in books belonging to the Society, showing the transactions of the Society, its accounts, liabilities and financial condition and shall see that all expenditures are duly authorized and are evidenced by proper receipts and vouchers; (b) deposit in the name of the Society in such depository or depositories as are approved by the Executive Board, all moneys that may come into the Treasurer's hands for the Society's account; (c) prepare annual financial statements that include a balance sheet as of the end of the fiscal year and an income statement for that year; and (d) in general, perform such duties as may from time to time be assigned to the Treasurer by the President or by the Executive Board. The Treasurer or the Executive Board by resolution may assign or delegate the powers and duties of the Treasurer to the Executive Director, hired accountants, or any other officer or individual that the Executive Board approves in its sole discretion. In the event that any of the powers or duties of the Treasurer are delegated or assigned in accordance with the preceding sentence, the Treasurer will not be responsible for such power or duty so delegated or assigned, for the time period of such delegation or assignment, and for that period of time the Treasurer will be responsible solely for oversight of the exercise of the powers or assumption of the duties so delegated or assigned.

Section 6.7 Assistants. There shall be such number of Assistant Secretaries and Assistant Treasurers as the Executive Board may from time to time authorize and appoint. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary, or the Treasurer, respectively, or by the President or the Executive Board. The Executive Board shall have the power to appoint any person to act as assistant to any other officer, or to perform the duties of any other officer, whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed shall have the power to perform all the duties of the office to which he or she is so appointed to be assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the Executive Board.

## **ARTICLE 7**

### **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

Section 7.1 Contracts. The Executive Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances. Additionally, the power of officers to sign checks and contracts on behalf of the Society without Executive Board approval is set forth in Article 6 above and the Manual.

Section 7.2 Loans. No loans shall be contracted on behalf of the Society and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board. Such authority may be general or confined to specific instances.

Section 7.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by the President, the Vice President, the Executive Director or such other officer or officers, agent or agents of the Society, in accordance with Section 7.1 and Article 6 of these Bylaws and in accordance with the Manual, and in such manner as shall from time to time be determined by the President, the Vice President, the Executive Director or by resolution of the Executive Board or the Manual, all in accordance with Section 7.1 and Article 6 of these Bylaws and in accordance with the Manual.

Section 7.4 Conflict with Manual. In the event that the terms and provisions of this Article 7 conflict with any of the terms and provisions of the Manual, the terms and provisions of the Manual then in effect shall control.

## **ARTICLE 8**

### **MISCELLANEOUS PROVISIONS**

Section 8.1 Facsimile and Electronic Signatures. In addition to the provisions for use of facsimile signatures elsewhere specifically authorized in these bylaws, facsimile and electronic signatures of any officer or officers of the Society may be used whenever and as authorized by the Executive Board or a committee thereof or by the Society's "Policy Manual." An "electronic signature" is any electronic symbol or process attached to or logically associated with a document sent by electronic transmission and executed or adopted by a person with the intent to sign such

document. “Electronic signature” includes (i) a unique password or unique identification assigned to a person by the Society; (ii) a person’s typed name attached to or part of an electronic transmission sent by or from a source authorized by such person such as an e-mail address provided by such person as that person’s e-mail address; (iii) a person’s facsimile signature; and (iv) any other form of electronic signature approved by the Executive Board.

Section 8.2 Corporate Seal. The Society may adopt an official seal by resolution of the Executive Board.

Section 8.3 Fiscal Year. The fiscal year of the Society shall be from the first day of January through the last day of December.

Section 8.4 Corporate Records. The books and records of the Society shall be kept (except that the member list must also be kept at the places described in section 4.6 of these bylaws) at the principal office of the Society. The books and records of the Society may also be stored electronically with access available to the officers and Executive Board.

Section 8.5 Voting of Stocks Owned by the Society. In the absence of a resolution of the Executive Board to the contrary, the President and any Vice President acting within the scope of his or her authority as provided in these bylaws, are authorized and empowered on behalf of the Society to attend and vote, or to grant discretionary proxies to be used, at any meeting of members of any corporation in which this Society holds or owns shares of stock, and in that connection, on behalf of this Society, to execute a waiver of notice of any such meeting or a written consent to action without a meeting. The Executive Board shall have authority to designate any officer or person as a proxy or attorney-in-fact to vote shares of stock in any other corporation in which this Society may own or hold shares of stock.

Section 8.6 Members’ Right to Information (Iowa Code § 504.1602).

(a) A member of the Society is entitled to inspect and copy, during regular business hours at the Society’s principal office, any of the following records of the Society: (i) Articles or restated articles of incorporation and all amendments currently in effect; (ii) bylaws or restated bylaws and all amendments currently in effect; (iii) minutes of all members’ meetings and records of all action taken by members without a meeting, for the past three (3) years; (iv) all written communications to members generally within the past three (3) years, including the financial statements furnished for the past three (3) years; (v) a list of the names and business addresses of the Society’s current directors and officers; and (vi) the Society’s most recent biennial report delivered to the Iowa Secretary of State. Provided the member shall have given the Society written notice of the member’s demand at least five (5) business days before the date on which the member wishes to inspect and copy.

(b) Subject to paragraphs (e) and (f) below, if a member makes a demand in good faith and for a proper purpose, the member describes with reasonable particularity the member’s purpose and the records the member desires to inspect, and the records requested, are directly connected with the member’s stated purpose, then the member shall be entitled to inspect and copy, during regular business hours at a reasonable location specified by the Society, any of

the following records of the Society provided the member gives the Society written notice of the member's demand at least ten (10) business days before the date on which the member wishes to inspect and copy any of the following: (i) excerpts from minutes of any meeting of the Executive Board, records of any actions of a committee of the Executive Board while acting in place of the Executive Board on behalf of the Society, minutes of any meeting of the members, and records of action taken by the members or the Executive Board without a meeting to the extent not subject to inspection under paragraph (a) above; (ii) accounting records of the Society; and (iii) the membership list of the Society.

(c) Upon written request from a member, the Society, at its expense, shall furnish to that member the annual financial statements of the Society, including a balance sheet and income statement and, if the annual financial statements are reported upon by a public accountant, that report must accompany them.

(d) The Society may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge shall not exceed the estimated cost of production or reproduction of the records.

(e) Without the consent of the Executive Board, no corporate record may be obtained or used by any person for any purpose unrelated to the member's interest as a member.

(f) The Society may, within ten (10) days after receiving a demand for the inspection of the membership list, deliver a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. A reasonable alternative may include a member-prepared communication mailed by the Society at the expense of the member.

(g) For the avoidance of doubt, the Executive Board need not comply with any member's request for any of the records set forth in paragraphs (a) and (b) above if the purpose of such request is, generally, unrelated to the member's interest as a member, or, specifically, if the purpose of such request is to use the records for any of the following purposes: (i) to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election to be held by the Society; (ii) for any commercial purpose; (iii) for sale to or purchase by any person; (iv) for any purpose that is detrimental to the interests of the Society; or (v) to obtain personal information as defined in Iowa Code § 22A.1

Section 8.7. Director's Access to Records. A director is entitled to inspect and copy the books, records, and documents of the Society at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including any duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Society.

Section 8.8 Electronic Transmissions. "Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given by

electronic transmission. Each written consent given by electronic transmission shall contain an electronic signature of the person giving such written consent.

Section 8.9 Society Website. The Society website shall be managed by an officer or other agent appointed by the Executive Board (the “Webmaster”), pursuant to a contract, the terms of which are accepted by the Executive Board. The Webmaster shall be supervised and evaluated annually by the Executive Director, or by the President should the Executive Director be serving as Webmaster. Evaluations shall be shared with the Executive Board. Other Society social media and digital outreach shall be managed by the Webmaster or the Executive Director, as determined by the Executive Board in its sole discretion and/or relevant policies and contracts.

Section 8.10 Chapter Organizations.

- (a) Upon request by a sufficient number of qualified persons (with a minimum of 25 professional members) within a specified country, province, state, or equivalent governmental subdivision, the Executive Board may grant a charter to that group to operate as a chapter.
- (b) Chapters shall elect their own slate of officers with the same terms of office and duties as specified under Article 6. The Chapter shall submit to the President and Executive Director of the Society, an annual financial statement and a current list of all members in good standing by July 1st of each year. The Chapter shall set its own dues, which shall be paid in addition to any applicable Dues.
- (c) A Chapter meeting shall be held within a period of 90 days prior to the annual Society meeting. Minutes from all meetings shall be transmitted to the President and Executive Director within 30 days. An annual report may be submitted for publication purposes.

Section 8.11 Indemnification (Iowa Code §§ 504.852, 853 & 857). Any and all officers, members of the Executive Board, former officers, former members of the Executive Board, and any persons who may have served at its request or by its election as a director or officer of another corporation shall be indemnified to the maximum extent permitted under applicable law (“applicable law” includes, but is not limited to the Revised Iowa Nonprofit Corporation Act) by the Society against expenses (including attorney's 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 parties, or a party, by reason of being or having been directors, or a director, officers or an officer, of the Society, or of such other corporations except in relation to matters as to which any such director, officer of the Society, former officer, former director or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. If any costs, expenses, judgments, fines and amounts paid by any past or present officer or member of the Executive Board are, to any extent, unable to be indemnified by the Society, then this Section 8.11 will be construed to allow for the maximum indemnification allowable under applicable law of such past or present officer or member of the Executive Board.

Section 8.12 Dissolution and Winding Up. Upon dissolution of the Society or the winding up of its affairs, the assets of the organization shall be distributed by vote of the Executive Board exclusively to one or more professional or educational nonprofit organizations engaged in municipal arboriculture/urban forestry work that would then qualify as exempt from income taxes under Section 501(c)(6) of the Internal Revenue Code and its regulations, or corresponding section of any future federal tax code.

Section 8.13 Conflicts of Interest (Iowa Code § 504.833). All officers, Executive Board members, and committee members of the Society shall disclose all direct or indirect (through family or business connections) conflicts or potential conflicts of interest and all material facts relating to such conflicts or potential conflicts whenever Society transactions or arrangements that create such conflicts are under discussion. Conflicts may be of a financial or other nature. The person with the conflict may be required to leave the room or discussion during the course of business, and shall abstain from voting on any matter pertaining to any conflict. The Society's best interests shall always be of primary importance. Conflict of interest transactions may only be approved by the Executive Board or the members of the Society in accordance with Iowa Code Ann. § 504.833, which provides, in relevant part that a "conflict of interest transaction" may receive Executive Board approval by the affirmative vote of a majority of the directors . . . who have no direct or indirect interest in the transaction. Additionally, that section provides that if a "conflict of interest transaction" is put to a member vote, it must receive a majority of the votes entitled to be counted, excluding votes cast by or voted under the control of the conflicted director and votes of another entity in which the conflicted director has a material interest or in which the director is a general partner of a party to the transaction. In addition to the limitations, requirements and other provisions of this Section 8.13, all officers, Executive Board members and committee members of the society shall comply with the Conflict of Interest and Disclosure policy set forth in the Manual, to the extent such policy is consistent with the requirements of the Revised Iowa Nonprofit Corporation Act.

## **ARTICLE 9** **AMENDMENTS**

Section 9.1 Amendments to Bylaws. These Bylaws may be altered, amended or repealed and new Bylaws adopted at a meeting of the members duly called and noticed that the meeting includes a vote on amendments to the Bylaws, by the affirmative vote of two-thirds of the members present and voting. Such proposed amendments shall have been previously approved by the Executive Board before submission to the members to vote. Notice of the member meeting setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member at least sixty (60) days prior thereto by written notice to each member entitled to vote on such matter. The Bylaws may also be altered or amended between scheduled meetings by a two-thirds vote of the members voting by a mailed or electronic ballot. The Bylaws shall be reviewed every five (5) years by the Executive Board. Notwithstanding anything to the contrary in this Section 9.1, Section 1.2 of these Bylaws, entitled "History" may be amended by resolution of the Executive Board, adopted by a majority of the directors present at a meeting at which a quorum is present, without a vote of the members; provided however, that any amendment to Section 1.2 by resolution of the Executive Board shall be only for the purpose of reciting the history of the

Society, and it shall not provide for any substantive provisions relating to the governance of the Society.

**ARTICLE 10**  
**POLICY MANUAL**

Section 10.1 Acknowledgment; Incorporation. In addition to its Articles of Incorporation and these Bylaws, the Society is also governed by that certain UCFS Policy Manual (the “Manual”), and the terms and provisions of the Manual, are incorporated herein by this reference.

Section 10.2 Amendment of Manual. The Manual may be amended, restated, altered, amended and restated, and otherwise modified from time to time, and at any time by the Executive Board in accordance with the procedures for effecting a policy change set forth therein (each instance being a “Change”). Following any properly effected Change to the Manual, the Manual shall remain in full force and effect according to the terms and provisions thereof following any such Change.

Section 10.3 Conflict. Except as otherwise explicitly set forth herein, in the event of any conflict with the terms and provisions of these Bylaws and the terms and provisions of the Manual, the terms and provisions of these Bylaws shall control.