

Document A1

**Executive Summary of Potential/Recommended Modifications to the SMA Bylaws.
Provided by SMA Bylaws Review Committee June 2022**

For quick review, you can hold down the control button and click the hyperlink to jump to the place in the document

- Cleaned up formatting (spacing, capitalization, duplications etc.) throughout to make it easier to read
- Replaced gender specific pronouns throughout
- Added references to website and digital outreach throughout
- Various places in document, permitted electronic communications for official business
- [Updated objectives \(includes more urban forestry\)](#)
- [Clarified Annual Meeting is aka the conference](#)
- [Left fiscal year up to Board \(ISA and SMA are now Jan. 1 – Dec. 31\)](#)
- [Clarified that two FULL consecutive terms trigger term limits \(throughout document\)](#)
- [Required agendas and minutes for all official meetings](#)
- [Prohibited board action when unplanned/unpublicized quorums occur](#)
- [Required any payments to the ED to be made by an officer as set by Board financial policy](#)
- [Clarified committees referenced in bylaws, and listed optional committees \(as examples and institutional memory, not requirements\)](#)
- [Required Committee chairs to submit annual reports for annual meeting, including committee members roster](#)
- [Changed terms of office to calendar year \(instead of from annual meeting to annual meeting, which varies and is not a true “one year”, and also leads to timing issues for new office holders \(alternate language has been drafted but not included should the board decide to retain the current system of terms commencing/ending at the annual meeting\)](#)
- [Removed requirement that conference be held in a member’s city](#)

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- [Clarified appointment, supervision, and evaluation of editor and webmaster by ED](#)
- [Required Board to maintain non-profit status and physical mailing address](#)
- [Added conflict of interest section](#)
- [Added dissolution section \(ISA request\)](#)
- [Added calendar deadlines to nomination/election procedures to simplify the process, and added certification of votes by officers to ensure integrity of elections in the digital age](#)
- [Clarified automatic ascension and replacement details for certain officers](#)
- [Added section allowing for removal from office/impeachment](#)
- [Recommended SMA delete Affiliate Membership](#)
- [Included language to support the membership year/dues schedule](#)
- [Eliminated references to employees and hiring \(substituted contractors & contracts\)](#)

SOCIETY OF MUNICIPAL ARBORISTS BYLAWS



Section I. **Name/History/Affiliation**

The Society of Municipal Arborists (hereinafter referred to as the Society or SMA) was founded on October 8, 1964 in Olmsted Falls, Ohio by a group of dedicated ~~past and present~~ municipal arborists who felt a great need for an ~~exclusive~~ society devoted entirely ~~to research subjects related~~ to their particular profession. Officers were elected at an organizational meeting of the Society in Philadelphia, PA., February 19-20, 1965. An emblem and the slogan "Trees **ARE** the City" were adopted in April, 1965.



The first annual meeting of the Ssociety was held in Philadelphia, PA on October 1-2, 1965. The Society was incorporated in the State of Ohio as a non-profit corporation, February 25, 1981. The Society became a professional affiliate of the International Society of Arboriculture, ~~hereinafter referred to as the I.S.A.~~, upon the August 14, 1996 merger with the Municipal Arborists and Urban Foresters Society. The Society shall be a professional affiliate of the International Society of Arboriculture, hereinafter referred to as the I.S.A.

Section II. **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.

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CB. To stimulate greater interdisciplinary cooperation and interest in the planting, management, and preservation of ~~shade trees, and other~~ landscapes, and canopy plants in the built environment.

DC. To promote public attention to, and to develop a greater public appreciation of trees and landscapes other landscape plants for ~~shade and landscape~~ their economic, environmental, and social value, ~~and to promote cooperation in the conservation of trees and in the beautification of urban areas.~~

ED. To adopt~~recommend~~ and uphold a Code of Ethics established to maintain a high level of practice by those engaged in the profession.

FE. To initiate and support scientific investigation and research of ~~problems pertaining to Municipal arboriculture and to help publish the results of such investigation.~~ advance the understanding of and proper care of urban and community forests.

GF. 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~~improving the management of urban and community forest~~tree planting and maintenance practices.

HG. To administer a ~~separate~~ fund or funds organized exclusively for education and research purposes relating to the practice of municipal arboriculture and urban forestry, and/or to work with the ~~I.S.A.~~ Tree Research and Education Endowment Fund for the same purposes.

Section III. Membership

~~A.~~ The Society membership shall be composed of professional, (including senior, student, and honorary life), corporate, municipal, ~~affiliate,~~ and honorary members. Membership in the I.S.A. is encouraged, but not required.

AB. **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:~~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 member applicants may request in writing the following professional membership sub-categories if applicable.

Senior Membership: shall be limited to Professional members who have been members in good standing for a minimum of 10 years and who are retired from active practice.

Student Membership: shall be limited to Professional member applicants who are full time students enrolled in courses in arboriculture/urban forestry, or supporting and allied fields in an accredited institution, college, or university, at the undergraduate or graduate level.

~~Student Membership shall be conferred upon the annual written recommendation of the applicant's faculty advisor or department head.~~

BC. **Honorary Membership** for one year in the Society shall be limited to individuals who are not members of the Society, who have made material contributions to the advancement of arboriculture either through research, field practice, promotion, invention, or literature. ~~The Executive Board of the Society is empowered to award~~

~~by a two-thirds vote the Honorary Membership to not more than one individual annually.~~

C. Honorary Life Mmembership may be conferred upon any Professional member by the Executive Board upon a 2/3 vote of the Board. ~~No more than one Honorary Life membership shall be awarded per year.~~

D. D. Corporate Membership shall be limited to commercial companies representing materials, services and equipment used in the fields of arboriculture and urban forestry.

E. E. Municipal Mmembership shall be limited to incorporated cities, villages, and towns and Municipal members shall be entitled to include up to six individuals as part of a Municipal membership.

~~**F. F. Affiliate Mmembership** shall be open to any non-professional individual who is not eligible for membership in another category, including members of non-profit organizations, state/provincial council or committee members, educators, government employees/appointees/volunteers, or allied professionals not currently employed in urban forestry work.~~

F. G. Membership application. Any person desiring membership in the Society shall complete a membership application and forward said application, along with dues payment, to the Executive Director or ~~the~~ ISA office. Any person not receiving membership status shall have the right to file a written appeal to the Executive Board.

GH. Termination of Membership. Any Society member may be suspended, or membership terminated for just cause. Sufficient cause for such suspension or termination shall be (1) nonpayment of dues, (2) violation of any of the provisions of the Articles of Incorporation, Bylaws, agreements, rules, or practices properly

adopted by the Ssociety, or (3) any other conduct prejudicial to the interests of the Society. Such suspension or termination shall be by two-thirds vote of the Executive Board of the Society after due notice is served to the subject member and the opportunity of a hearing before the Executive Board has been provided.

Section IV. Dues, Membership Privileges, and Voting Privileges

A. Dues. Membership dues shall be assessed upon acceptance of proper and authorized membership application. Membership privileges exclusive of voting rights shall for each category of membership be determined by the Executive Board.

B. Professional members shall pay annual Society dues as adopted by the Executive Board. Professional members shall have the right to vote on all matters coming before the Society.

Senior Professional members shall pay annual Society dues as adopted by the Executive Board. Senior members shall have all the privileges of Professional members.

Student Professional members shall pay annual Society dues as adopted by the Executive Board. Student members shall have the privileges designated by the Executive Board.

C. Honorary members of the Society shall hold membership for one year without payment of dues, and shall have all the privileges of Professional members.

D. Honorary Life members of the Society shall hold membership for life without payment of dues, and shall have all the privileges of Professional members.

~~E. D.~~ Corporate members shall pay annual society dues as adopted by the Executive Board. Corporate members shall have the right to designate one company representative to vote on behalf of the Corporate member. Such designation shall be in writing and filed with the Executive Director.

~~FE.~~ Municipal members shall pay annual society dues as adopted by the Executive Board. Municipal members shall have the right to designate one representative to vote on behalf of the municipality, and may include as a component of membership up to five additional non-voting members. Designation of a voting representative shall be done in writing and filed with the Executive Director.

~~GF.~~ Affiliate members shall ~~pay annual society dues as adopted by the Executive Board.~~ Affiliate members shall have no voting rights.

~~G. Membership terms.~~ The membership year of the Society shall be determined by the anniversary of the month when membership begins. Members are granted a 30-day grace period. 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.

~~HH.~~ Return of dues. No member shall be entitled to return of dues upon discontinuance of ~~their his/her~~ membership.

~~II.~~ Payment of Dues. ~~The annual dues shall be payable by January~~

~~1st of each year. New members joining prior to October 1st shall pay full dues for the current membership year; from October 1st to the end of the year, dues shall be credited towards the next full membership year.~~

I. Payment of Dues. The annual dues shall be payable once per year by the deadline set by the membership renewal communications sent to members. The Executive Director may extend the grace period upon request for individual members experiencing temporary financial hardship.

Section V. 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 Section VI. 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 SMA dues.

C. A Cchapter 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 VI. Elections, Officers, and Executive Board

A. Officers. The officers of the Society shall be the President, Vice-President, and Immediate Past-President. The President, Vice-

President and Immediate Past-President shall be chosen from members holding the professional membership privileges for one-year terms and shall not serve for more than one full consecutive term. The officers are empowered to perform those duties designated by the Bylaws. All officers shall serve without compensation for services. The Board may authorize reimbursement for reasonable expenses.

B. Executive Board. The governing body of the Society is the Executive Board (Board), which has authority and is responsible for the supervision, control, and direction of the Society. The Executive Board shall consist of the Officers, five (5) at-large members duly elected by the Society, and plus an ISA Representative. The ISA Representative shall be appointed by the Executive Board as a non-voting member of the Executive Board. At-large Board members shall serve a three-year term and shall not serve for more than two full consecutive terms. All Board members shall serve without compensation for services. The Board may authorize reimbursement for reasonable expenses.

C. Nominating Committee. There shall be a Nominating Committee which shall consist of three or more voting members appointed by the President, except that t. ~~The Vice-President shall~~ serve appoint one of these members as Chairperson. The Executive Director shall be an ex-officio non-voting member. The Committee shall through published requests and other means solicit and receive nominations from the membership for all officers and Executive Board members to be elected by the membership. The Committee shall submit a list of nominees to the President and Executive Director, and work with the Executive Director to ensure that all election procedures set forth in the ~~Articles of Incorporation and~~ Bylaws are observed.

- Nominations will be received from the general membership by the Nominating Committee no later than 60 days prior to the

~~meeting.~~ Nominations shall be solicited by September 1 or the next subsequent business day of every year.

~~The~~ As an ex-officio member of the nominating committee the Executive Director shall will contact every person who is nominated for office 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 ~~his/her~~ discretion.

- A final slate of willing and eligible nominees for the ballot shall be approved by the Executive Board no later than September 10 or the next subsequent business day of every year.

D. Nomination Qualifications for Officers and Executive Board.

For a member to be nominated for an office, ~~they he/she~~ must have been a voting professional member in good standing for the last three (3) years and have attended one (1) of the past two (2) Society Annual meetings (conferences), or have completed participated in an SMA sponsored event such as ISA Professional Affiliates (PA) Day or the Municipal Forestry Institute (MFI), or have served on an SMA committee within the past 2 years. Nominees for Vice-~~President~~ shall in addition, have a minimum of three (3) years' experience providing urban forestry services to in the employ of 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 while providing arboricultural/urban forestry services and a minimum of one (1) year of experience as a member of the Executive Board.

~~Nominations will be received from the general membership by the Nominating Committee no later than 60 days prior to the meeting. As an ex-officio member of the nominating committee the Executive Director will contact every person who is nominated for office to ascertain if it is their desire to run for said office. Any nominee may~~

~~refuse a nomination at his/her discretion.~~

E. Election of Officers and Executive Board. The officers and ~~Board members~~directors shall be elected by ~~mail~~ ballot.

- ~~• The Executive Director shall distribute a ballot to each voting member at least 45 days before the annual meeting. The Executive Director shall distribute a ballot to each voting member by Sept. 20 or the next subsequent business day every year.~~

~~Ballots shall include provisions for write-in candidates, subject to verification of candidate's consent and eligibility to serve 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.~~

- ~~• The election shall close on October 5 or the next subsequent business day every year to permit election results to be tallied, verified, and subsequently/preferably presented at the annual meeting.~~

~~Vote tallies shall be 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 shall constitute certification of the election results. Any dissenting opinion shall be reported to the Executive Board and to the membership during the annual meeting. New office holders shall be ceremonially installed at the close of the annual business meeting every year.~~

~~All newly elected office holders' terms and the automatic assumption of successional office holders shall be effective at 12:00 AM on January 1 every year.~~

F. Consecutive Term Limitations. The Vice-President shall hold office for one year and shall not serve more than one full consecutive term. The Vice-President shall then ascend to the office of President for a one-year term. No President shall serve more than one full consecutive term. At-large members of the Executive Board shall be elected for a three-year term and shall not serve for more than two full consecutive terms.

G. Term of Office. All voting members of the Executive Board, ~~newly elected, shall take office at the close of the current Annual Meeting, and~~ 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 ~~his/her/their~~ term, the Executive Board shall appoint by a majority vote, ~~an acting a replacement~~ officer or Board member to serve until the next annual election, except that if the Presidency is vacated, the Vice-President shall serve the remainder of the vacated term ~~preceding their elected term. Should the Presidency be vacated, the Immediate Past President shall continue to serve in that capacity until replaced by a subsequent Past President, and the Board may elect a replacement Vice-President should automatic ascension occur mid-term.~~

H. Removal From Office. Any member of the Executive Board shall be considered for removal from office by the 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 the complete Board. The Executive Director shall review and certify the quantity and status of all signatories prior to presentation to the Board. Subsequently, the Board shall notify the identified Office Holder in writing of the request for removal from office, the justification stated, and the provision of fifteen (15) days to respond to the Board either in writing, or at a regularly scheduled or special meeting. Within fifteen (15) days of receipt of the subject Officer Holder's response or at least

fifteen (15) days after notification of the subject Office Holder if no response is received, the Board shall vote on the removal request. A two-thirds (2/3) majority vote of the complete Board (exclusive of the subject Office Holder) favoring removal shall result in immediate removal from office.

I. H. Duties and Powers of Officers and Executive Board.

i. President. The President shall act as presiding officer at all meetings of the Society and the Executive Board. The President shall convene the Executive Board whenever, in their his or her opinion, the affairs of the Society demand or upon written request of any three members of the Executive Board. -The President shall appoint all standing committee chairs except the Nominating Committee Chair (defined elsewhere in these bylaws) at the commencement of their presidency time he/she takes office and may appoint temporary committees to act during their his or her term of office or at the Annual Meeting. The President shall serve as Immediate Past-President upon completion of their his/her term in office.

ii. Vice-President. The Vice-President shall assist the President and, in the event of absence or disability of the President, shall perform the duties of the President. The Vice-President shall succeed the President in office, and shall chair the Nominating Committee.

iii. Executive Board. The Executive Board shall be responsible for and have the general supervision of the officers in the discharge of their duties. The 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 the Society, and fill vacancies which may occur in any elective or appointed office of the Society. It 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 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. ~~It may administer a separate tax-exempt fund or funds organized exclusively for educational and research purposes relating to the practice of municipal arboriculture.~~ 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.

J. I.—Voting. A majority of the voting members of the whole Executive Board shall constitute a quorum. The act of the majority of the Executive Board members present at a meeting at which a quorum is present shall be the act of the Executive Board. A tie vote of the Board shall be considered a failure of the motion. Meetings may be held via telephone or video conference call. The ~~B~~board may act via means of authorized communication equipment. Authorized communication equipment includes ~~facsimile~~, electronic mail transmission, 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 ~~director~~ involved and allows all persons participating in the meeting to contemporaneously communicate with each other. If voting by ~~facsimile or~~ electronic mail, a deadline for response shall be set. The act of the majority of Executive Board voting by the deadline shall be the act of the Executive Board.

K. Executive Board Meetings. The President shall act as presiding officer at all meetings of the Executive Board. The President shall convene the Executive Board whenever, in the President's opinion, the affairs of the Society demand, or upon written request of any three

members of the Executive Board. The President or Executive Director shall prepare an agenda for every Board meeting at which a quorum is present, and shall record minutes for the meeting. No Board meetings shall be convened without a minimum of 48 hours' notice to all Board members.

Should a majority of the Board find themselves together in the absence of an officially convened Board meeting, no Board actions shall be taken. In the event a Board meeting must be held in the absence of the President and Vice-President, the Board may appoint a President *Ad Interim* for the duration of that meeting.

L. J. Executive Director. -The Executive Board may ~~employ~~appoint an Executive Director. The Executive Director reports to the President, and ~~shall be retained employed~~ by the Society under contractual terms approved by the Executive Board. The Executive Director~~He/She~~ 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. ~~They shall be responsible for development, organization and implementation of programs and support of committee activities that will further the objectives of the Society.~~

~~They He/She~~ shall maintain ~~the financial~~ records and serve as Secretary and perform other duties as/Treasurer specified by contract. ~~TheyHe/She~~ 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 Board. The Executive Director~~He/She~~ may be bonded at the Society's expense for an amount deemed suitable by the Executive Board.

~~He/She 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~~
He/She may shall retain and/or supervise employ the appropriate contracted personnel staff necessary such as Editor, Webmaster, or Bookkeeper to carry out the administrative activities of the organization subject to their contract and the budget and policies approved by the Executive Board. ~~He/She shall attend the Society's meetings and other allied Green Industry meetings and activities, where feasible, and participate in presentation of any programs that may conceivably further the objectives of the Society. The Executive Director~~
He/She shall provide support for the organization of the Annual Meeting, and other meetings as deemed advisable by the Executive Board. ~~They~~He/She shall ~~be responsible for carrying out other duties or programs that may be directed by the Executive Board and shall~~ present an annual report to the membership and such other reports as the Executive Board may shall 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 as approved by the Executive Board. The President, assisted by the Past President and Vice President, shall perform an annual evaluation of the Executive Director and present the results to the Executive Board.

Section VII. Committees

The Society may have such standing committees deemed advisable by the Executive Board ~~and appointed by the President. The Nominating and Editorial Committees are referenced elsewhere in these bylaws. The President shall appoint the Chair of every committee except Nominating. The Board or President may also create and charge standing or temporary committees with other tasks~~

including but not limited to conference planning, awards, membership, arborist exchange, website, audit, the Municipal Forestry Institute, accreditation, or other programming. All Committee Chairs shall submit annual reports to the President at least 15 days before the annual meeting. Reports shall include a roster of committee members.

Section VIII. Society Meetings

A. Annual Meeting (Conference and business meeting). There shall be an Annual Meeting of the Society at such time and place as may be designated by the Executive Board. ~~The Annual Meeting shall include a business meeting of the Society, discussions of interest and value to municipal arborists and urban forestry professionals, and educational and commercial exhibits and/or demonstrations. ~~The Annual Meeting will be held in a member's city as approved by the Executive Board.~~ Notice of meetings shall be delivered no less than ninety days before the date of the meeting to each member entitled to vote at such meetings.~~

B. ISA PA Day. The Society may also, at the invitation of the I-S-A-, develop and promote an S-M-A- program for the Professional Affiliate's Day at the annual I-S-A- Conference.

CB. Special Meetings. Special meetings may be called at any time by the President with the consent of three other members of the Executive Board, or by petition of 20 percent of the members.

Section IX. Publications and Minutes

A. Society Publications. The official publication of the Society shall be furnished without charge in a format or formats determined by the Executive Board, and implemented by the Editor, to all Society members in good standing. Subscription may be permitted for sale to non-members at a price determined by the Executive Board. Other

publications may be printed or distributed at the discretion of the Executive Board.

B. Minutes. The essential minutes of the annual meeting, special meetings, and all Board meetings where a quorum is present ~~Business Sessions of the Society~~ shall be recorded by the designated Secretary and made available to any members upon written request. ~~Other publications may be printed or distributed at the discretion of the Executive Board.~~

~~**B.** The full proceedings of each formal annual conference may be printed. This shall be a duty of the Editor. In lieu thereof, the Executive Director shall work with the Editor to publish papers from the conference as articles in the official publication.~~

CC. Editor. The Editor shall be appointed by the Executive Board per the terms of a contract. The Editor shall be supervised and evaluated annually by the Executive Director. Evaluations shall be shared with the Board. The Editor shall be assisted by an Editorial Committee composed of at least three members, ~~to be appointed by the President.~~

D. Website. The SMA website shall be managed by a Webmaster appointed by the Board per the terms of a contract. The Webmaster shall be supervised and evaluated annually by the Executive Director, or by the President should the Executive Director serve as Webmaster. Evaluations shall be shared with the Board. Other SMA social media and digital outreach shall be managed by the Webmaster or Executive Director as determined by the Board and relevant policies and contracts.

~~**D.** The Executive Board shall establish the objectives and policies of the publications, the S.M.A. website, and other means of official communications consistent with the Bylaws.~~

Section X. Official Headquarters of the Society

The official Headquarters of the Society shall be designated by the

Executive Board and shall include a real physical mailing address.
The Board shall maintain the Society's registration as a non-profit professional organization in a U.S. state designated by the Board.

Section XI. Indemnification

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 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 corporation, or of such other corporations except in relation to matters as to which any such director, officer of the corporation, 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~~predicted on the existence of such liability.

Section XII. Amendment of the Bylaws

The Bylaws of the Society may be altered or amended at a business meeting of the Society by a two-thirds affirmative vote of the members present and voting, providing the ~~changesy~~ have been previously approved by the Executive Board, and that the notice of the meeting includes a notice that amendments to the ~~B~~bylaws will be considered. The Bylaws may also be altered or amended between scheduled meetings by a two-thirds vote of the members voting by a mail or electronic ballot. The Bylaws should be reviewed every five years by the Board. Current Bylaws shall be provided to any member in good standing upon request.

Section XIII. Quorum

A quorum for meetings of members shall be the members present. However, unless 20 percent or more of the voting members are present, the only matters that may be voted upon at a meeting of the members are those matters that are described in the meeting notice.

Section XIV. Miscellaneous

A. -Rules. The Board may by majority vote establish rules that are consistent with these bylaws for the policies, procedures, and programs of the Society.

B. Rules of Order. 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.

C. Conflicts of Interest. All officers, 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 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 the conflict. The Society's best interests shall always be of primary importance.

D. Dissolution. Upon dissolution of the Society or the winding up of its affairs, the assets of the organization shall be distributed by vote of the Board exclusively to one or more professional or educational non-profit organizations engaged in municipal arboriculture/urban forestry

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work that would then qualify under the 501 (c) provisions of the Internal Revenue Code and its regulations, or corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

~~C. Fiscal Year. The fiscal year of the Society shall be the calendar year.~~

Updated 10/05/10____

Adopted January 1, 2023