

**GEORGIA ARBORIST ASSOCIATION, INC.**  
**CONSTITUTION AND BYLAWS**  
Adopted September 11, 2007  
Revised November 8, 2011

DRAFT – September 27, 2014

**Article I – General**

1. The Georgia Arborist Association, Inc. (GAA), is a 501-C-3 non-profit organization incorporated under the laws of the State of Georgia on February 28, 2006.
2. The GAA shall maintain a registered office and a registered agent in the State of Georgia. The registered office may or may not be identical to the principal office. The address of the registered office may be changed from time to time by the board of directors. The GAA may also have offices and places of business at such other places within the State of Georgia as the board of directors may from time to time determine.
3. The GAA shall keep correct and complete books, records of account and minutes of board of directors and committee meetings having any of the authorities of the board of directors. It shall keep at its registered or principal office a record of the names, addresses and telephone numbers of the board of directors.
4. The fiscal year of the GAA shall be from January 1 through December 31.

**Article II – Purpose and Objectives**

1. To promote Best Management Practices of arboriculture consistent with the professional and ethical standards of the International Society of Arboriculture (ISA);
2. To sponsor educational conferences, training events, and field days emphasizing scientific and practical information for professional arborists, tree care workers and interested laypeople;
3. To promote fellowship and networking among people active or interested in arboriculture or tree care;
4. To be a voice for the professional arborists who manage and care for Georgia's trees and urban forests;
5. To support and participate in volunteer activities in the community as requests or opportunities arise;
6. To be a resource to the public for arboriculture services and education via the GAA website and its activities, public media, and other opportunities as they arise.

**Article III – Membership**

1. Any individual or organization interested in the purposes and goals of the GAA may become regular members of the association in accordance with the rules and guidelines for membership.

2. Membership categories may be created and implemented at the discretion of the board of directors.
3. All regular members shall be required to pay annual dues in accordance with the fee structure set by the board of directors.
4. All members shall have voting rights on a one-person, one-vote basis.
5. Honorary members may be selected by a majority vote of the board of directors. An honorary member is defined as a person who is awarded a continuing membership for outstanding contributions to the association or the profession of arboriculture.

#### **Article IV – Officers and Board of Directors**

1. Officers. Officers of the GAA shall be president, vice-president, secretary and treasurer.
2. Board of Directors (BOD). The board of directors shall include the officers and four (4) to six (6) delegates. The immediate past president may also serve on the BOD as a voting member for one (1) year. All past presidents may serve on the board of directors as non-voting members.
3. Qualifications. All members of the board of directors must be members in good standing of the GAA.
4. Term of Office. All members of the board of directors shall serve a one-year term, starting January 1 of each year.
5. Meetings
  - a. Board of directors meetings shall be held monthly at a regularly scheduled time and place communicated to all BOD members at least one week prior to the meeting.
  - b. Board meetings shall be open to the general membership as observers.
  - c. At its discretion the board may invite active participation by the general membership in board meetings.
  - d. A quorum of five (5) voting members must be present at BOD meetings for votes to be binding.
  - e. Members of the BOD are expected to attend all meetings of the board. Any board member who fails to attend three (3) meetings during his or her term of office may be removed from office by a majority vote of the board.
6. Elections.
  - a. The board of directors shall be elected at the last regularly scheduled membership business meeting of each calendar year.
  - b. Nominations for election will be open at the regularly scheduled business meeting prior to the election. Nominees may accept nomination in writing if they are unable to attend the election meeting.
  - c. Nominations will also be taken at the election meeting. Such nominees must be present in order to accept nomination.
  - d. Any officer may be nominated to run for an additional term. Officers may be elected to the same position for a maximum of three (3) consecutive terms.
7. Vacant positions. In the event that any officer cannot fulfill his or her term, a special election may be held at any regularly scheduled or special called membership meeting. A call for nominations for the special election will be announced at the regularly scheduled business meeting prior to the meeting at which the special election will take place. Nominations will also

be taken at the special election meeting. Such nominees must be present in order to accept nomination.

8. Recall. An elected board member may be removed by the board of directors with or without cause whenever in its judgment the best interests of the association will be served thereby. An elected board member may be removed by a two-thirds vote of members present at a meeting at which recall is decided. An announcement of a recall action must be made at least one month in advance of the recall vote.
9. GAA Staff. The board of directors at its discretion may employ an executive director or other paid staff. Staff may be requested to attend board or membership meetings as non-voting participants.

## **Article V – Duties of the Board of Directors**

Board members must be able to attend board meetings. The board of directors shall encourage active participation by the membership in planning and implementing all association activities.

1. President. The president shall provide leadership and direction to carry out the objectives of the association. He or she shall:
  - a. Prepare an agenda for and preside at all board and membership meetings;
  - b. Represent the association as its official spokesperson;
  - c. Under the direction of the BOD and the membership, carry out other tasks and duties as needed.
2. Vice-president. The vice-president shall assist the president and the board in carrying out the objectives of the organization. He or she shall:
  - a. Be the primary link between the BOD and the chairpersons of standing and *ad hoc* committees.
  - b. In the absence of the president, preside at association meetings and assume other necessary duties of the president;
  - c. Become president if the president leaves office before the expiration of his or her term.
  - d. Under the direction of the BOD and the membership, carry out other tasks and duties as needed.
3. Secretary. The secretary shall assist the president and the board in the communication needs of the association. He or she shall:
  - a. Maintain minutes of all board and association meetings. Minutes of board meetings shall be forwarded to board members within one week of the subject meeting for comment and correction. Upon approval by the board the minutes of board meetings shall be posted on the GAA website.
  - b. Compile and maintain the membership roll of the association.
  - c. Under the direction of the BOD and the membership, carry out other tasks and duties as needed.
4. Treasurer. The Treasurer shall maintain the financial records of the association under the direction of the board of directors. He or she shall:
  - a. Keep correct and complete books, records of account, and all materials related to the finances of the association.
  - b. Provide a current financial report to the board and to the membership at each of their respective meetings.

- c. Chair the finance committee.
  - d. Under the direction of the BOD and the membership, carry out other tasks and duties as needed.
5. Delegates. Delegates represent the general membership on the board of directors. Each delegate shall:
- a. Attend and participate in meetings of the BOD.
  - b. Serve on at least one standing or *ad hoc* committee of the association. Delegates are encouraged to chair and actively lead at least one standing or *ad hoc* committee.
  - c. Under the direction of the BOD and the membership, carry out other tasks and duties as needed.

## Article VI – Standing Committees

1. Executive Committee (EC). The executive committee shall have as voting members the president, vice-president, secretary, treasurer, and immediate past president of the association. The EC may invite delegates and other association members to attend and participate in its meetings. The EC shall meet bi-monthly or as called by the president to discuss and lead the association through the planning, implementation, and review of association activities.
2. Membership Committee (MC). The membership committee shall be chaired by a delegate. The MC shall produce and coordinate recruitment and retention programs for all membership categories. The MC shall seek to increase awareness of and interest in the association by arboricultural professionals and the general public. The MC shall maintain a written record of its activities and present a committee report at regularly scheduled meetings of the BOD.
3. Program Committee (PC). The program committee shall be chaired by a delegate. The PC shall produce and coordinate educational programs for bi-monthly membership meetings, GAA seminars and workshops, and other events as opportunities arise. It shall maintain a written record of these events and membership response to them. It shall coordinate with the ISA and other professional organizations as appropriate to ensure continuing education credits for participation in association-sponsored educational activities. A PC report shall be presented to the BOD at regularly scheduled BOD meetings.
4. Finance Committee (FC). The GAA treasurer shall chair the finance committee. The FC shall develop an annual budget for presentation to the BOD in the first meeting of its term and to the association at its first subsequent meeting. The FC shall seek to identify and solicit outside funding sources for association staff and events. The FC shall maintain a written record of its activities and present a committee report at regularly scheduled BOD and membership meetings.
5. Tree Climbing Championship Committee (TCCC). The tree climbing championship committee shall be chaired by a qualified delegate or association member who, by virtue of this position, shall serve on the BOD as a non-voting member. The TCCC shall plan, manage, and market the annual Tree Climbing Championship event for the GAA. It shall maintain a written record of its activities and present a committee report to the BOD at regularly scheduled board meetings.
6. Nominating Committee (NC). The nominating committee shall be chaired by a delegate. The NC shall identify and recruit members for election to the BOD. The NC shall present a slate of one or more candidates for each board position to the membership at the meeting prior to the

election meeting. It shall maintain a written record of its activities and present a committee report to the BOD at regularly scheduled Board meetings.

7. *Ad Hoc Committees.* *Ad hoc* committees may be formed by the BOD as required to accomplish specific tasks of the association.

### **Article VII – Conduct of Business**

Association business and training meetings shall be held bi-monthly during the calendar year. Meetings shall be guided by Robert’s Rules of Order, with strict adherence if necessary in the event of disputes. Board of directors and committee meetings may be more informal. Consensus shall be sought in all board and committee meetings. Majority votes will rule in disputes not resolved in discussion and debate.

### **Article VIII – Ethics**

The ISA Code of Ethics shall guide officers and members of the association in all their association and professional activities.

### **Article IX – Conflict of Interest and Compensation Approval Policies**

The GAA shall follow the “GAA Conflict of Interest and Compensation Approval Policies” adopted by the membership on January 13, 2009 pursuant to its 501-c-3 non-profit status. This policy is here attached as an appendix.

### **Article X – Amendments**

The constitution and bylaws of the GAA may be amended by a two-thirds (2/3) vote of the membership at regular or special called meetings of the association. Announcements for meetings at which amendments are to be discussed and voted upon must be mailed or emailed at least two weeks ahead of the meeting date and contain the text of any proposed amendment(s).

### **Appendix I — Conflict of Interest**

Conflict of Interest and Compensation Approval Policies (Approved by vote of the membership January 13, 2009).

#### **1. Purpose of Conflict of Interest Policy**

The purpose of this conflict of interest policy is to protect this tax-exempt corporation’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any “disqualified person” as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **2. Definitions**

- a. **Interested Person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a “disqualified person” as defined in Section

4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest as defined below, is an interested person.

- b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - 1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
  - 2. A compensation arrangement with the corporation or with any entity with which the corporation has a transaction or arrangement, or
  - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### 3. Conflict of Interest Avoidance Procedures

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall

determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.