

**CONSTITUTION AND BYLAWS
OF THE MINNESOTA SOCIETY OF ARBORICULTURE
CHAPTER INTERNATIONAL SOCIETY OF ARBORICULTURE**

And

INTERNATIONAL SOCIETY OF ARBORICULTURE

CODE OF ETHICS

ARTICLE I. NAME

The name of this organization shall be the Minnesota Society of Arboriculture (MSA), Chapter International Society of Arboriculture (ISA).

ARTICLE II. PURPOSE

The Minnesota Society of Arboriculture fosters a passionate and professional community for those who care for trees. Through education we advance the practice, science and technology of tree care.

ARTICLE III. MEMBERSHIP

- Section 1 The membership of the organization shall consist of Regular Members, Student Members, Lifetime Members and Honorary Members. Only Regular, Lifetime and Honorary members in good standing shall have the right to vote or hold office.
- Section 2 Regular membership shall be limited to professional and lay individuals actively engaged in the municipal, commercial, utility, or educational phase of arboriculture, urban forestry, or fields related to the cultivation and preservation of shade and ornamental trees. Notes: All members are strongly encouraged to become members of the parent organization, ISA. All officers of the organization shall be members of the ISA [and MSA](#).
- Section 3 Student membership shall be limited to individuals enrolled in an arboriculture, urban forestry, or an allied curriculum at an accredited university, college, or vocational institute.
- Section 4 Lifetime membership is available to those persons interested in a lifetime membership with MSA.
- Section 5 Honorary membership shall be limited to individuals who have made significant contributions to the society or to the advancement of arboriculture or urban forestry through research, promotion, field practice, invention, or literature.
- Section 6 Any membership may be suspended or terminated for just cause. Said cause shall be (1) non-payment of dues, (2) violation of any provision of the Constitution, rules, practices, or code of ethics adopted by the organization, or (3) any other conduct prejudicial to the interest of the organization. Such suspension or termination shall be issued by a two-thirds vote of the Executive Committee after due notice and opportunity for a full hearing.

ARTICLE IV. DUES

- Section 1 The fiscal year of the organization shall be from January 1 to December 31.
- Section 2 Membership dues shall be assessed with each application for membership and shall be assessed annually thereafter. The annual membership dues shall be as follows:

Regular members shall pay \$40.00 per year
Student members shall pay \$0.00 per year

Lifetime members shall pay a one-time fee of 10 times the Regular membership rate.

Section 3 Dues shall be paid annually upon member's anniversary. No member shall be entitled to the return of dues upon termination or discontinuation of membership.

ARTICLE V. OFFICERS AND EXECUTIVE COMMITTEE

Section 1 The officers of the organization shall be President, Vice-President, Information Officer, Treasurer, and ISA Council Representative (CoR). All officers shall be elected by electronic ballot prior to the annual meeting and shall hold office for a period of two years beginning January 1st following the annual meeting, except the ISA CoR, who shall be elected for a three-year term. The Executive Committee shall fill all interim vacancies.

Section 2 The Executive Committee shall consist of the President, Vice-President, Information Officer, Treasurer, and ISA CoR. A majority of the Executive Committee shall constitute a Committee quorum.

ARTICLE VI. DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE

Section 1 The President shall preside at all meetings of the membership and Executive Committee, appoint all committees and their respective chairpersons, execute all documents, convene special meetings of the organization, serve ex-officio for ~~all~~the MnSTAC and STSC liaison positions, ~~oversee independent contracts~~ and perform other duties incident to the office.

Section 2 The Vice-President shall perform the duties of the President in the absence of the President and serve as an ex-officio member of the Programs and Education Committee, ~~Tree Climbing Competition Chairperson, and Rochester Arborist Workshop Chairperson.~~

Section 3 The Information Officer shall keep all records, issue notice of all meetings of the membership or Executive Committee, keep minutes of all such meetings, notify members of their nomination, conduct such correspondence as delegated by the President, and serve as an ex-officio member of the ~~Publicity Committee~~ Social Media & Marketing Chairperson, Arborecence Chairperson, & Awards Chairperson.

Section 4 The Treasurer shall oversee ~~paid staff in~~ the receiving, managing, and disbursement of all money and property of the organization as directed by the Executive Committee, keep accurate records of such money and property, submit a financial report at the annual meeting or as directed by the Executive Committee, and serve as an ex-officio member of the ~~Vendor Relations and~~TREE Fund.

Section 5 The ISA CoR shall represent MSA on the Council of Representatives of ISA; provide liaison between the two organizations; serve as ex-officio for the Membership ~~Chair, Green Industry Liaison, and Certification Chair. Services and Student Outreach Committee, and Certification Liaison; and shall hold active membership in both MSA and ISA.~~

Section 6 The Executive Committee shall manage the general and financial affairs of the organization, act for the organization between the annual meetings, designate the time and place of the meeting, approve payment of all just bills, review and approve all Standing Committee appointments made by the President, and fill vacancies which may occur in any office of the organization.

ARTICLE VII. STANDING COMMITTEE AND LIAISON

Section 1 The organization shall have the following standing committees with chairpersons and such others as deemed necessary by the Executive Committee: ~~Membership Services, and~~ Program and Education.

Section 2 Each committee should consist of at least a chairperson approved by the Executive Committee, and committee members, appointed from the regular membership and approved by the Executive Committee.

Section 3 The organization shall have the following standing liaisons deemed necessary by the Executive Committee: ~~Certification,~~ Green Industry, Shade Tree Short Course, and MnSTAC.

ARTICLE VIII. NOMINATION AND ELECTION PROCEDURES

Section 1 The Executive Committee shall solicit nominations from the regular membership for elected offices at least sixty days (60) prior to the election date. Nominations shall be returned to the Information Officer and/or administrative ~~staff~~ contractor at least thirty days (30) prior to the annual meeting, with voting offered electronically two weeks prior to the annual meeting. Only Regular, Lifetime and Honorary members in good standing shall be eligible for nomination.

Section 2 Officers shall be elected by electronic ballot prior to the annual meeting and shall hold office of two years beginning January 1st following the annual meeting. Only regular members in good standing at the time of the election shall be eligible to vote. Nominees elected to office shall have received a majority of votes of those eligible members casting ballots prior to and/or at the annual meeting.

ARTICLE IX. MEETINGS

Section 1 The organization shall hold an annual meeting of the membership each year. The Executive Committee shall schedule and hold the said annual membership meeting at any time after September 1st and prior to December 31st.

Section 2 Special meetings of the membership may be convened in-person or electronically by the Executive Committee.

Section 3 Written notice of the annual meeting and all special meetings shall be sent to each member of the organization at least thirty days (30) prior to the date of the said meeting.

Section 4 The Executive Committee shall meet at least once each year at a time and place designated by the President.

Section 5 Fifteen percent of the regular members in good standing shall constitute a quorum for membership meetings or electronic meetings of the organization.

Section 6 All organization meetings shall be conducted in accordance with "Roberts Rules of Order".

ARTICLE X. OFFICIAL HEADQUARTERS

Section 1 The official headquarters of this organization shall be PO Box 16321, St. Paul, MN 55116.

ARTICLE XI. INCORPORATION AND DISSOLUTION

Section 1 The Minnesota Society of Arboriculture shall be legally incorporated in Minnesota as Minnesota Society of Arboriculture (MSA), Chapter International Society of Arboriculture (ISA).

Section 2 The Minnesota Society of Arboriculture shall be organized exclusively for educational and scientific purposes. In no event shall any part of any contributions, donations, assets, net earnings, or other finances of the corporation inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the corporate purposes.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

Section 3 In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of any separate fund or funds organized exclusively for educational and scientific purposes and (a) qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) and (b) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law), dispose of all assets of such fund or funds exclusively for purposes similar to those of the fund itself or to such organization or organizations, as the Board of Directors shall determine, which are organized and operated exclusively for such purposes as shall at the time (a) qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law). Any of such assets of the fund or funds not so disposed of shall be disposed by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations said Court shall determine, which are organized and operated exclusively for such purposes, and qualifying under Section 170(c)(2) as foresaid. The Board of Directors shall dispose of all other assets of the corporation in such a manner or to such organization or organizations, as the Board of Directors shall determine, as shall at the time qualify as exempt under Section 501(c)(3) of the Internal

Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law). Any of such assets of the corporation not so disposed of shall be disposed of by the Circuit Court of the County in which the principle 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.

ARTICLE XII. AMENDMENTS

Section 1 This Constitution may be amended at any annual, special meeting, or electronic meeting of the organization when quorum is held and receives a two-thirds vote of those eligible regular members present and casting ballots at said meeting.

Section 2 All proposed amendments shall be submitted to the Information Officer or administrative ~~staff~~ **contractor** at least sixty days (60) prior to the annual meeting, special meeting, or electronic meeting. The Information Officer or administrative ~~staff~~ **contractor** shall send proposed amendments to each voting member or the organization at least thirty days (30) prior to any meeting or poll closing.

Ratified: November 6, 1979
Amended: October 29, 1980
Amended: March 7, 1989
Amended: March 26, 1992
Amended: April 23, 1998
Amended: August 26, 1999
Amended: April 3, 2007
Amended: February 17, 2019

INTERNATIONAL SOCIETY OF ARBORICULTURE CODE OF ETHICS

I. Responsibilities to ISA, the profession and the public.

A. Certified Arborist compliance with all organizational rules, policies and legal requirements. Certificants and candidates must:

1. Comply with all applicable laws, regulations, policies and ethical standards governing professional practice of arboriculture.
2. Comply with all accepted professional standards related to arboriculture practice, including national practice standards and policies.
3. Provide accurate, complete, and truthful representations concerning all certification and recertification information.

4. Maintain the security of ISA examination information and materials, including the prevention of unauthorized disclosures of test information.
5. Cooperate with ISA concerning ethics matters and the collection of information related to an ethics matter.
6. Report to the ISA Certification Program, in a timely manner, his or her own personal conduct that may violate any provision of the Certified Arborist Code of Ethics or the Certification Program Ethics Case Procedures.
7. Refrain from behavior or conduct that is clearly in violation of professional, ethical, or legal standards related to occupational services and/or activities.

II. Responsibilities to clients, employers, employees, and the public.

A. Certified Arborist responsibilities concerning the performance of professional services. Certificants and candidates must:

1. Deliver safe and competent services with objective and independent professional judgment in decision-making.
2. Recognize the limitations of their professional ability and provide services only when qualified. The certificant/candidate is responsible for determining the limits of his/her own professional abilities based on qualifications, education, knowledge, skills, practice experience, and other relevant considerations.
3. Make a reasonable effort to provide appropriate professional referrals when unable to provide competent professional assistance.
4. Maintain and respect the confidentiality of sensitive information obtained in the course of professional activities unless: the information is reasonably understood to pertain to unlawful activity; a court or governmental agency lawfully directs the release of the information; the client or the employer expressly authorizes the release of specific information; or, the failure to release such information would likely result in death or serious physical harm to employees and/or the public.
5. Properly use professional credentials, and provide truthful and accurate representations concerning education, experience, competency and the performance of services.
6. Provide truthful and accurate representations to the public in advertising, public statements, and other representations, and in

the preparation of estimates concerning costs, services and expected results.

7. Recognize and respect the intellectual property rights of others and act in an accurate, complete, and truthful manner, including activities related to professional work and research.

B. Certified Arborist responsibilities concerning conflicts of interest and appearances of impropriety. Certificants and candidates must:

1. Disclose to clients or employers significant circumstances that could be construed as a potential or real conflict of interest or an appearance of impropriety.
2. Avoid conduct that could cause a conflict of interest with a client, employer, employee, or the public.
3. Assure that a conflict of interest does not compromise legitimate interests of a client, employer, employee, or the public and does not influence or interfere with professional judgments.
4. Refrain from offering or accepting significant payments, gifts or other forms of compensation or benefits in order to secure work or that are intended to influence professional judgment.

C. Certified Arborist responsibilities concerning public health and safety. Certificants and candidates must:

1. Follow appropriate health and safety procedures, in the course of performing professional activities, to protect clients, employers, employees, and the public from conditions where injury and/or other harm are reasonably foreseeable.
2. Inform appropriate government representatives or agencies when aware of an activity or circumstance that may cause an unsafe condition or violate legal requirements.

As an applicant or certificant:

1. I acknowledge that I have read and understand all of the terms and conditions of ISA Certification, as defined in the ISA Certified Arborist Handbook and in policies of the ISA Certification Program.
2. I understand that the ISA Certification Program is separate and distinct from all other ISA programs and services. ISA Certification is not the same as ISA membership. Unless I am also an ISA Member, I cannot use any ISA member marks or logos.

3. I agree to provide the ISA Certification Program with complete and accurate information related to my certification application and certification, including all changes to home or business address, telephone, or e-mail within sixty (60) days of such a change.
4. I agree that the ISA Certification Department has the right to contact any person or organization as part of the review of my initial application. I authorize the release of any information requested by ISA for the purpose of reviewing my application. I agree that ISA has the right to notify appropriate organizations if my application contains false information.
5. I understand that maintaining my ISA Certification is based on my fulfillment of all certification and recertification requirements, including compliance with the ISA Certified Arborist Code of Ethics and Ethics Case Procedures.
6. I agree to report to the ISA Certification Department my conduct that may violate any provision of the Certified Arborist Code of Ethics or the Certification Program Ethics Case Procedures, within sixty (60) days of my knowledge of such conduct. This reporting requirement applies to behavior or activities that occurred on or after the date that I applied for ISA certification. (NOTE: Any conduct to be reported under this term must be provided on a separate sheet of paper, and submitted with this agreement.)
7. I understand that certification granted by ISA does not represent licensure, registration, or other authorization to practice or to conduct business activities for a fee or otherwise.
8. I agree to indemnify and hold ISA and its agents, employees, representatives, and successors, harmless against, and release them from, any and all third party claims, suits, complaints, losses, or liability (claims) (including attorney fees) arising out of, or related to: my ISA certification; my use and/or display of ISA Certification Program credentials or designations, or references to the ISA Certification Program; my professional activities and services; or, my other business activities.
9. I understand that ISA certification is personal to me, and may not be transferred or assigned to any other individual, organization, or entity. With respect to my use and/or display of ISA certification marks in connection with professional business activities, I agree to comply with all applicable ISA policies, including ISA Certification Program Policy and Procedure Statement No. 0016, and as may be amended in the future.
10. After being granted ISA Certification, I understand that ISA may be asked by individuals or organizations to verify my certification, including dates of certification, and I agree that such information may be released.
11. I agree that, upon my request, ISA may publish certain professional information concerning me on the ISA Internet site, including my employer and business contact information. I further agree that information contained in my application for ISA certification may be used for research and statistical purposes.
12. In the event that my ISA certification expires, is suspended, or is revoked, I agree to immediately stop using and/or displaying the ISA Certified Arborist certification mark, credential, and any other designation indicating an affiliation with ISA Certification. I agree to comply with any additional directives of the ISA Certification Program.