

ARTICLES OF THE ASSOCIATION

ARTICLE ONE

Name and Location

The name of the Association shall be the St. Louis Arborist Association, and it shall be located in the County of St. Louis, State of Missouri.

ARTICLE TWO

Objects and Purpose

1. To improve the practice of tree preservation;
2. To stimulate a greater interest in the planting and preservation of shade and ornamental trees;
3. To cooperate in the conservation of trees and in the beautification of the countryside;
4. To initiate and foster scientific investigation into the various problems encountered in the practice of tree preservation, and to publish, or sponsor the publication of the results of such investigation;
5. To disseminate information, instruction and knowledge to the public concerning tree preservation;
6. To secure better cooperation among all arborists and their kindred alliances through educational methods;
7. To adopt all standards established by the National Arborist Association (aka. Tree Care Industry Association), with regard to Pruning of Shade Trees, Cabling, Bracing and Guying of Shade Trees, Fertilizing Shade and Ornamental Trees, Lightning Protection Installation Systems for Shade Trees, Hydraulic Sprayer Calibration, and insure all members adhere to these practices.
8. The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes, and no substantial part of its activities shall consist of carrying on propaganda.
9. In the event that the St. Louis Arborist Association is dissolved the assets remaining will be given to the Hort-Coop Scholarship Fund.

ARTICLE THREE

Duration

The Duration of the Corporation shall be perpetual.

ARTICLE FOUR

Uses Denied

The Association shall not be used for either business or political purposes for pecuniary gain or profits for its members. No part of the net earnings of the Corporation shall inure to the benefit of any individual; and no officer, member or employee of the Corporation, or to the benefit of any individual; and no

officer, member or employee or the Corporation, and no individual shall receive or be entitled to receive any pecuniary profit from the operations for the Corporation except reasonable compensation for services.

ARTICLE FIVE

Control and Management

The control, direction and management of the affairs and finances of the Association shall be guided by the Board of Directors, which shall consist of the President, Vice-President, Secretary-Treasurer, most recent Past-President and one member from the membership. The Board of Directors acts under the direction of the membership present at each meeting, provided quorum is present.

ARTICLE SIX

By-Laws and Regulations

The Board of Directors shall adopt By-Laws, rules and regulations for the government of the Association, which may be changed from time to time, subject to the approval of a majority of the members attending a meeting duly called for that purpose, provided a quorum is present.

AMENDMENTS

April 2012

SECTION I – Membership

- Par. 1 - The Association shall be composed of five classes of members: Active, Associate, Municipal, Honorary, Contributing and Probationary
- Par. 2 - Any person engaged in the practice of Arboriculture shall become an active member. Active commercial members must submit to the Secretary-Treasurer current insurance certificates for Workmen's Compensation and property Liability coverage of at least \$100,000.00 dollars. It will be the members' responsibility to keep the Association supplied with new insurance certificates as the old ones expire.
- Probationary Members: This status must last a minimum term of six months, with a maximum of 12 months. Prospective new applicants or their delegates must attend all monthly meetings and functions scheduled during their probationary status. **If all** requirements are not met by the 12 month period, the membership will be revoked. They shall have no voting power nor be able to hold elected office in the management of the Association. They will also be excluded from the roster for this period.
- Par. 2a - Attendance at four (4) monthly meeting per calendar year by an active member or his representative will be required to maintain an active membership status. This attendance requirement may be waived by a majority vote of the Board of Directors.
- Par. 2b - Any active member failing to meet the attendance requirement will be removed from the active member roster and notified in writing by the Secretary-Treasurer during January of each year.

- Par. 2c - Any active member removed from the roster for lack of attendance may be reinstated upon reapplication in writing to the Board of Directors. If accepted, applicant will be reinstated as a probationary member, subject to the rules and regulations pertaining to probationary members stated within these By-Laws
- Par. 3 - Persons interested but not engaged in the practice of Arboriculture, including students, or an employee of a current active member not desiring active status will be classified as an associate member. They shall have no voting power nor be able to hold elected office in the management of the Association.
- Par. 4 - All applicants for membership shall be in writing and shall state the class of membership applied for. Each application shall be endorsed by the written signature of two (2) active members, and voted upon at the first meeting following the meeting of the First Reading. The applicant is voted in by a two-thirds majority of the members present, provided a quorum is present.
- Par. 5 - Any person whose application is before the membership board must be rejected by a majority of the membership to be disqualified for membership in the Association.
- Par. 6 - This Association may place in nomination for Honorary membership any person who may have gained recognition for special services rendered to arboriculture for this Association and by vote elected thereto.
- Par. 7 - Any individual, business or organization which contributes to the arboriculture field will be classified as a Contributing member. They shall have no voting power nor be able to hold elected office in the management of the Association. The Board of Directors must approve.
- Par. 8 - Prospective new applicants and current active members failing to meet the total membership requirements will be classified as Probationary members. This status must last a minimum term of six months, with a maximum of 12 months. Prospective new applicants of their delegates must attend all monthly meetings and functions scheduled during their probationary status. If all requirements are not met by the 12 month period, the membership will be revoked. They shall have no voting power or be able to hold elected office in the management of the Association. They will also be excluded from the roster for this period.

SECTION II – Dues

- Par. 1 - The annual dues for active members shall be \$100.00 per year, associate members shall be \$50.00, contributing members shall be \$120.00 and probationary members \$50.00 per year. Dues become payable January 1st of each year.
- Par. 2 - Any member in arrears as of March 1st shall be classed as delinquent.
- Par. 3 - Any member classified as delinquent shall be notified by mail that unless dues are paid within 30 days they will be dropped from the membership in the Association.

Par.4 - Any member dropped for not paying dues may be reinstated by vote of members present and by paying back dues in addition to current year's dues.

Par. 5 - Honorary members are exempt from paying all dues.

SECTION III – Officers

Par. 1 - The officers of this Association shall consist of the President, Vice-President, and Secretary-Treasurer.

Par. 2 - The terms of all officers shall be one year.

SECTION IV –Election of Officers

Par. 1 - All officers of this Association shall be elected at the November meeting and installed at the following January meeting.

Par. 2 - Nominations for officers shall be brought before the Association and voted upon at the October meeting. The Nominating Committee shall consist of the current President and the two most recent past presidents.

Par. 3 - Any vacancies occurring among officers of the Association shall be filled by appointment by the President, subject to approval of the Active members.

Par. 4 - Active members only shall be eligible for election to office in the Association but other members may serve on committees. Any elected officer changing occupation which changes his membership from Active to Associate shall vacate his office if so requested by a majority of the membership.

SECTION V –Duties of Officers

Par. 1 - The President shall preside at all meetings of the Association and shall exercise a general control of its affairs. He shall appoint all committees not otherwise provided for. He shall have general supervision of the interest and welfare of the Association as its chief executive officer.

Par. 2 - The Vice-President shall, in the absence or disability of the President, perform the duties of the President. The Vice-President shall be responsible for obtaining the programs for the regular meetings.

Par. 3 - The Secretary-Treasurer shall keep record of all meetings of the Association and the Board of Directors, which shall, at all reasonable times, be open to the inspection of any member. He shall notify the members of the election, keep a roll of members and their addresses, issue notices of all meetings and perform such other duties as the Board of Directors shall prescribe.

Par. 4 - The Secretary-Treasurer shall collect all dues and other money payable to the Association which shall be deposited in the name of the Association in such bank or Trust company as shall be designated by the Board of Directors. Such money shall only be drawn by

checks signed by him. He shall submit all bills and claims to the Association and upon their approval shall pay the same.

SECTION VI – Committees

- Par. 1 - There shall be four standing committees of the Association, appointed by the current President: Publicity, Membership, Advisory and Education, and Ethics.
- Par.2 - The duties of each committee shall be as follows:
- a) Publicity – Will promote the Association’s events and objectives through the media.
 - b) Membership – Will promote and solicit new members for the Association.
 - c) Advisory & Education – Will alert the membership to arboricultural legislation, information, and industry related news.
 - d) Ethics – Will hear and investigate all applications for membership and complaints against members. The chairman of this committee will make the appropriate recommendations for action to the Board of Directors from his findings.
- Par.3 - Special committees may be appointed by the President as necessary

SECTION VII – Meetings

- Par. 1 - There shall be one annual installation each year held on the third week of January, at which the principle order of business shall be the installation of officers. Monthly meetings shall be held on the third Tuesday of each month, unless eliminated by the membership.
- Par. 2 - Special meetings may be held upon the call of the President or by mailed in request.
- Par.3 - The presence of 20% of the active members shall be necessary to constitute a quorum at any meeting of the Association. A quorum shall be needed to vote on business matters of the Association including, but not limited to: election of officers, changes in the By-Laws, approval of new members, amendments, and to approve the expenditure of monies.
- Par. 4 - The Board of Directors shall hold three meetings per year to govern the Association, plus any other meetings deemed necessary by the Board.

SECTION VIII – Order of Business

- Par. 1 - At Each meeting, the order of business shall be as follows:
- 1. Call to Order
 - 2. Roll Call
 - 3. Reading of the Minutes of previous meeting
 - 4. Treasurer’s report
 - 5. Communications
 - 6. Report of Standing Committees
 - 7. Bills presented

8. Unfinished business
9. New business
10. Good of the Association essays and questions
11. Adjournment

SECTION IX –Rules

Par. 1 - All matters not otherwise provided for in these By-Laws shall be governed by Robert's Rules of Order

SECTION X –Amendments

Par. 1 - Amendments to these By-Laws may be offered in writing at any meeting of the Association but shall not be acted upon until notice thereof shall be given to the members in writing.

Par. 2 - Amendments may be adopted by majority vote of the members present at such meeting, provided a quorum is present.

AMENDMENTS

May, 2001

§ 1, ~9 (New)

All members shall abide by the provisions of ANSI A 300 (Part 1) – 2001 (Pruning), as approved by the American National Standards Institute, Inc. on May 22, 2001; ANSI A300 (Part 2) – 2004 (Fertilization), as approved by the American National Standards Institute, Inc. on March 24, 2004; ANSI A 300 (Part 3) – 2000 (Support systems a. Cabling, Bracing and Guying), as approved by the American National Standards Institute, Inc. on May 25, 2000; and ANSI A300 (Part 4) – 2002 (Lightning Protection Systems) as approved by the American National Standards Institute, Inc. on August 30, 2002.

(b) Any complaint against any member must be in writing and signed by the complainant. Any complaint against any member for violation of the standards as set out in § 1, ~9 of these By-Laws shall be referred to and investigated by the Board of Directors and Chair of the Ethics Committee. If the complaint is sustained or found to be valid, by a majority vote of the above mentioned officers, the member shall be penalized as follows:

- I. For the first violation, the membership status shall be reduced to that of probationary member as set out in § 1, ~8.
- II. For a violation during the probationary period, the membership will be terminated and cancelled for a period of one year, forfeiting any dues paid to the Association; the member shall be removed from the roster of members of the Association; and the membership shall be reinstated upon vote of the membership at the end of the year period.
- III. For the third violation, within the twelve month period during which the member has been terminated to pursuant to ~1(b)(ii), the membership shall be permanently terminated and the member shall be permanently removed from the roster of members of the Association.

- IV. For a violation in the twelve months beyond the probationary period as stated in ~1(b)(ii), the Board of Directors and Chair of the Ethics Committee shall investigate the complaint, and if the complaint is sustained or found to be a valid, by a majority vote of the above mentioned officers, the membership will be terminated and cancelled for a period of one year, forfeiting any dues paid to the Association; the member shall be removed from the roster of members of the Association; and the membership shall be reinstated upon a vote of the membership at the end of one year period.

§ 4, ~2 (d) (Revised)

Ethics – Will hear and investigate all applications for membership and, with the Board of Directors, all complaints against members.

April 2012 - Companies that are active members of the St. Louis Arborist Association will be required to re-apply for membership and meet the probationary requirements if they merge with a non-member company, or are purchased by a non-member company or change owners through acquisition involving a non-member company or individual(s).