

BYLAWS
of
Maryland Arborist Association, Inc.

Article I. Name

The name of the organization shall be the Maryland Arborist Association, Inc., hereafter referred to as "Association." This corporation is exempt from federal income tax under Section 501(c) (5) of the Internal Revenue Code, or its successor.

Article II. Purpose

The purposes of the Maryland Arborist Association are (as recorded in the Association's Articles of Incorporation):

1. To improve the practice of tree preservation by bringing together persons and/or firms engaged in the business of arboriculture within the State of Maryland;
2. To cooperate with the Maryland Forest Service in all matters pertaining to the practice of arboriculture within the State of Maryland;
3. To assess and publish facts which may lead to improvement of professional standards of arboriculture;
4. To afford manufacturers of materials and equipment used for tree preservation an opportunity to introduce and demonstrate their products at meetings of the Association;
5. To develop interest in the planting and preservation of shade and ornamental trees, and cooperate in Arbor Day activities.

Article III. Membership

Section 1: Membership Classes. The Board of Directors has the power to add or remove specific classes of membership. Following are the customary membership classes established within the Association.

Subsection 1: Active Membership - shall be confined to individuals, corporations, or partnerships actively engaged in the practice of arboriculture within the State of Maryland who are licensed by MD DNR, or its successor, and who maintain a permanent place of business in Maryland or an adjacent State, Commonwealth, or District, and who shall have been in business for one year or more. Each office of a member organization, which is separated by forty miles or more and is operating as a separate district office, shall be qualified for separate Active Membership.

Subsection 2: Employee Membership - shall be confined to employees of Active Members.

Subsection 3: Allied Membership - shall be confined to individuals, corporations or partnerships actively engaged in commercial pursuits related to or doing business with arborists. Each office of a member organization, which is separated by forty miles or more and is operating as a separate district office, shall be qualified for separate Allied Membership.

Subsection 4: Associate Membership - shall be confined to individuals whose employment requires that they engage in practices of tree preservation, but who are not engaged primarily in the practice of arboriculture.

Subsection 5: Honorary Membership - shall be confined to individuals who have contributed materially to the advancement of arboriculture by means of research, field practice, invention, or literature. Award of Honorary Membership shall be by two-thirds vote of the Board of Directors.

Subsection 6: Sustaining Membership - shall be conferred upon individuals or organizations desiring to further the objectives of the Association by means of financial contributions.

Subsection 7: Student Membership- Student membership shall be conferred upon individuals who are actively seeking a college degree in the field of Arboriculture or other related professions.

Section 2: Voting Rights

Each member is entitled to one vote, except in such cases whereby two or more members are employed by the same organization. In such cases, the person who has been identified as the key contact of such organization shall have the voting right.

Section 3: Removal

A member may be removed from membership by the Board of Directors for cause by two-thirds vote. Sufficient cause for suspension or termination shall be: (a) non-payment of dues, or (b) violation of any provision of the Bylaws or, (c) any violation of the Code of Ethics as adopted by the Association, or (d) revocation by the state of Maryland of one's LTE license. Suspension or termination follows due notice and with an opportunity for a hearing.

Section 4: Resignation

Resignation of any member shall be made in writing to the Secretary who shall present it at the next regular meeting of the Board of Directors.

Section 5: Dues

Annual dues shall be set by the Board of Directors. All dues are payable within sixty (60) days after the beginning of the fiscal year.

Article IV. Board of Directors

Section 1: Composition

The Board of Directors shall consist of eight (8) voting members. Four (4) of these members shall be Officers - the President, Vice President, Secretary, Treasurer, and four (4) persons who serve as Directors-at-Large. The immediate Past President shall be one of the four designated Directors-at-Large. All persons serving in the capacity of Officer or Director must be members in good standing of the MAA and Officers must be a practicing Maryland Licensed Tree Expert. The Executive Director shall serve as a non-voting, ex-officio member of the Board of Directors. The President shall not vote except in cases of a tie.

There may be a representative serving as a liaison to the Board from each of the following organizations: Maryland Department of Agriculture, University of Maryland Extension, Maryland

Forestry Board, and the Maryland Department of Natural Resources. The President may add additional liaisons if need arises to foster further organizational affiliations.

The President may also appoint up to five (5) additional industry advisors to serve on the board, as deemed necessary and appropriate by the board. Such advisors are to be members in good standing of the MAA, and should be considered as persons in training to serve in a future capacity as Officer or Director.

Section 2: Executive Director

The Board of Directors may employ an Executive Director who shall serve as a non-voting, ex officio member of the Board of Directors. The Executive Director shall carry out all policies determined by the Board of Directors and shall be responsible for the active administration of all Association affairs.

Section 3: Authority and Responsibility

The powers and concerns of the Board shall consist of, but not be limited to, the establishment of priorities for the Association and its activities and to initiate proposals, policies, programs, and procedures for the Association.

Section 4: Executive Committee

There shall be an Executive Committee comprised of the Officers of the Board and the Executive Director. The Executive Committee shall be authorized to act on the Board's behalf between scheduled meetings of the Board of Directors.

Section 5: Meetings of the Board of Directors

Subsection 1: Regular Meetings

There shall be a minimum of two (2) meetings of the Board of Directors each year at a date, time, and place as decided by the Board to plan and review activities of the Association and to transact other business deemed necessary. Notice of the meeting authorized by an officer of the Association shall be by mail or electronic messaging, except as herein or by statute otherwise provided, to the last recorded address of each member at least ten (10) days before the time appointed for the meeting. All notices of the meeting shall set forth the place, date, time, and purpose of the meeting.

Subsection 2: Special Meetings

Special meetings of the Board of Directors of the Association may be called at any time by an officer of the Association with the approval of a majority of the Board and shall be held at such date, place, and time as such officer shall direct.

Subsection 3: Electronic Meetings

Meetings of the Board of Directors, Executive Committee, or committees may be conducted by means of remote communication through which all of the Officers, Directors, or committee members have an opportunity to participate in such meeting if notice is hereby given of the meeting pursuant to these Bylaws. Participation in a meeting by remote communication constitutes presence at the meeting. As used in these Bylaws, the term "remote communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

Section 6: Quorum

Six voting members (two-thirds) of the Board shall constitute a quorum to transact business at any meeting of the Board.

Section 7: Nominating Committee

There shall be a Nominating Committee comprised of the Vice President, one current director, and one current advisor. The Nominating Committee shall prepare a slate of Officers and Directors to be voted on by the full voting membership, every two years.

Section 8: Manner of Election and Term

Elections of the board shall take place every two years. Such election may take place by mail referendum at least thirty (30) days but no more than sixty (60) days prior to the start of the fiscal year, or may take place during an annual membership meeting that is held within sixty (60) days of the fiscal year.

The term for all elected positions shall be two years, to coincide with the Association's fiscal year. With the exception of the Treasurer and Secretary, all Officers and Directors may serve two consecutive terms. The Treasurer and Secretary may serve up to four consecutive terms.

All liaison and advisor positions serve at the pleasure of the President, and shall be appointed upon the President's election into office.

Section 9: Vacancies

Any vacancy in the position of Officer or Director shall be filled by appointment by the President. An Officer or Director filling a vacancy shall serve the unexpired term of the predecessor or until such time as a regular or special election can be held.

Section 10: Resignations

An Officer or Director may resign at any time by giving written notice to the President. The resignation is effective immediately when the notice is given to the Association unless a later effective time is specified in such notice.

Section 11: Removal.

An Officer or Director may be removed from office, with or without cause, by the affirmative vote of a majority of the Officers and Directors present at a duly held meeting provided not less than five (5) days and not more than thirty (30) days notice of such meeting shall be given to each Officer and Director stating that removal of such Officer or Director is on the agenda for such meeting.

Section 12: Absence

Should any member of the Board of Directors be absent unreasonably from two (2) meetings of the Board in a service year, without sending a communication to the other members of the Board stating the reason for so doing, and if the excuse should not be accepted by the members of the Board, the member's seat on the Board may be declared vacant, and the Board may forthwith proceed to fill the vacancy.

Section 13: Compensation

Officers and Directors shall not receive any compensation for their services, but may be reimbursed for expenses as determined by the Board of Directors. Such authorization may prescribe procedures for approval and payment of such expenses by designated Officers of the Association.

Section 14: Committees

Committees shall act in an advisory capacity to the Board, unless specifically empowered by the board. Committee members may be nominated by the board, and appointed by the President. Committee Chairs shall be appointed by the President. The President shall review committee structures and appointments, and make necessary adjustments, upon taking office. There shall be standing committees: Executive Committee, Finance Committee, Nominating Committee, Education, and Legislative. The President may name ad-hoc committees as necessary.

Section 15: Indemnification

The Association may indemnify each person who is or was a Director, Officer, or employee of the Association, or a member of any committee, to the fullest extent prescribed by law. Indemnification pursuant to this Section shall be for the sole and exclusive benefit of the person expressly identified herein, and no other person, corporation, or legal entity of whatever nature shall have any rights thereunder by way of voluntary or involuntary assignment, subrogation, or otherwise. The Association may provide, maintain, and purchase insurance on behalf of any person indemnified pursuant to this Section.

Section 16: Informal Action by Board of Directors

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth such action is signed by all the Officers and Directors entitled to vote on the subject matter of such meeting, and such consent is filed with the records of the Association.

Section 17: Presumption of Assent

An Officer or Director of the Association who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered or certified mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to an Officer or Director who voted in favor of such action.

Article V. Duties of the Officers

Section 1: President

The President shall act as presiding officer at all meetings of the Association. The President shall convene the Executive Committee or full Board of Directors whenever, in the opinion of the President, the affairs of the Association demand, or on the written request of any three members of the board. The President shall appoint all standing and temporary committees and, in cooperation with the Board of Directors, determine what matters may properly come before the Association at its general membership meetings.

Section 2: Vice President

The Vice President shall assist the President, and in the event of the President's absence or disability, the Vice President shall perform the regular duties of the President.

Section 3: Secretary

The Secretary shall handle the records, correspondence and minutes of the Association and other such activities subject to the approval of the Board of Directors. Tasks of the Secretary may be delegated to the Executive Director.

Section 4: Treasurer

The Treasurer shall handle all financial affairs of the Association subject to the approval of the Board of Directors. The Treasurer shall receive and disburse funds as ordered by the Executive Committee. The Treasurer shall be authorized to sign checks for disbursement and make such reports as the Board of Directors may direct. Tasks of the Treasurer may be delegated to the Executive Director.

Section 5: Executive Director

The Executive Director shall assist the Board of Directors in affairs of the Association.

Section 6: Board of Directors

The Board of Directors shall have general supervision over the affairs of the Association. It shall act for the Association. It shall not obligate the Association financially beyond available funds in the Treasury. It shall determine dues. It shall direct the Secretary and Treasurer in the discharge of their duties. It shall handle such Association affairs as may be brought to its attention by individual members of the Association.

Article VI. Membership Meetings

Section 1: Meetings

There shall be an annual meeting of the Association at such time and place as may be designated by the Board of Directors. Special meetings may be called at any time by the Board of Directors or by request to the President by a majority of the Active Members.

Section 2: Quorum

Twenty-five (25%) of those voting members in good standing at any general membership meeting shall constitute a quorum to transact business.

Article VII: Bank Accounts

Such officers or agents of the Association as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Association in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Association so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Association, and made or signed by such officers or agents; and each bank or trust company with which funds of the Association are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the bank or trust companies, in which funds of the Association are deposited, the signature of the officers or agents of the Association so authorized

to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the Executive Director, Treasurer, or President.

Article VIII: Miscellaneous

Section 1: Fiscal Year

The fiscal year of the Association will be July 1 through June 30.

Section 2: Office

The principal office of the Association shall be at 8408 Tally Ho Road, Lutherville, MD 21093. The Association may also have an office or offices in such other place or places as the business of the Association may require and the Board of Directors may from time to time appoint.

Section 3: Notice

Whenever, under the provisions of these Bylaws, notice is required to be given to any director or officer it shall not be construed to mean personal notice, but such notice shall be given in writing, by U.S. mail or electronic mail at such address as appears on the books of the Association. Such notice shall be deemed to be given at the time the same shall be thus mailed. Any officer or director may waive any notice required to be given under these Bylaws.

Article IX: Amendments

The Board of Directors shall have the power and authority to amend, alter or repeal these Bylaws or any provision thereof, and may from time to time make additional Bylaws. Such changes to the Bylaws may not conflict with the Association’s Articles of Incorporation.

Secretary of the Maryland Arborist Association

Approved by the MAA Board of Directors

March 13, 2014

Date