



CONSTITUTION and BYLAWS
of the
WESTERN CHAPTER
INTERNATIONAL SOCIETY of
ARBORICULTURE

Revised 2011

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ARTICLE I: ORGANIZATION

SECTION A: Structure

Sub-section 1: Name

This organization was founded in 1934 as the *Western Shade Tree Conference*, later becoming a chapter of the *National Shade Tree Conference*, subsequently renamed as the *International Shade Tree Conference*. The current name of this organization, as stated in the Articles of Incorporation, is the **Western Chapter, International Society of Arboriculture** (WCISA).

Sub-section 2: Incorporation

- a. The WCISA is incorporated in the state of California. The Articles of Incorporation are filed in Sacramento, CA. The original Articles of Incorporation and these Bylaws shall serve as the Constitution of this organization.
- b. This organization shall operate and maintain non-profit corporate status and character as per the laws of the State of California.

Sub-section 3: Location

- a. **Membership Area:** The WCISA representational area shall include the geographic area defined by the International Society of Arboriculture (ISA) as Region VI, and encompassing the whole of the states of Arizona, California, Nevada and Hawaii.
- b. **Principle place of business:** The principle office for the transaction of the business of this corporation shall be as designated by the Board of Directors.

SECTION B: Purpose

1. The Purpose of this organization shall be to promote and support progressive arboriculture through continuing education and communication between practitioners, educators, researchers, and the general public.
2. Throughout this document, the expression "Purpose" (where capitalized) shall refer to the definition contained herein (Article I, Section B, 1.)

SECTION C: Dissolution

Dissolution of this organization shall be in compliance with these Bylaws, the Articles of Incorporation and the laws of the State of California.

ARTICLE II: GOVERNING BODY

SECTION A: Board of Directors

1. The governing body of the WCISA shall be the Board of Directors. The Board of Directors shall include the President, President-elect, Vice-president, four Directors, ISA Council Representative, Immediate Past President and any and all WCISA members currently serving as an Officer of the ISA.
2. Hereinafter, the WCISA Board of Directors may be designated in the abbreviated form of "the Board".
3. Board members shall each be entitled to one vote on issues before the Board.

SECTION B: Officers

The Officers of the WCISA shall include the President, President-elect, Vice-president, Secretary, Treasurer, all Directors, Chapter ISA Council Representative, Immediate Past-president, and Editor.

Sub-section 1: Officer Positions

a. President:

- i. The President shall preside over all WCISA Executive Committee Meetings, the Annual Meeting and Annual Conference and any other business or Business or General Membership Meetings deemed appropriate by the Board, ensure compliance with the Constitution and Bylaws, and assist and guide individual Officers and the Executive Committee in the performance of their duties.
- ii. The President shall provide an annual Mission Statement upon assumption of office to serve as a theme for the year's activities and goals.
- iii. The President is a member of the Board, but shall withhold that vote except in the case of a tie, or when necessary to complete a Quorum (see Article III, Section B) of the Board.
- iv. The office of President shall be held for a term of one year.

b. President-elect:

- i. The President-elect shall assist the President in presiding over all WCISA Executive Committee Meetings, the Annual Meeting and Conference and any other Business or General Membership Meetings, ensure compliance with the Constitution and Bylaws, and assist and guide individual Officers and the Executive Committee in the performance of their duties.
- ii. In the absence of the President, the President-elect shall preside over WCISA Business and General Membership Meetings and ensure compliance with the Constitution and Bylaws.
- iii. The President-elect is a member of the Board and is entitled to one vote on issues before the Board.
- iv. The office of President-elect shall be held for a term of one year.
- v. Should the office of President become vacant during the course of the annual term, the President-elect shall assume that office and all its duties.

- c. **Vice-president:**
- i. The Vice-president shall assist the President in presiding over all WCISA Executive Committee Meetings, the Annual Meeting and Annual Conference and any other Business or General Membership Meetings, ensure compliance with the Constitution and Bylaws, and assist and guide individual Officers and the Executive Committee in the performance of their duties.
 - ii. In the absence of the President and the President-elect, the Vice-president shall preside over WCISA Business and General Membership Meetings and ensure compliance with the Constitution and Bylaws.
 - iii. The Vice-president is a member of the Board and is entitled to one vote on issues before the Board.
 - iv. The office of Vice-president shall be held for a term of one year.
 - v. Should the President-elect be required to assume the office of or duties of the President, the Vice-president shall assume the duties of the President-elect for the duration of the term.
- d. **Directors:**
- i. The Directors shall assist the President in conducting all WCISA Executive Committee Meetings and other business of the WCISA, the Annual Meeting and Annual Conference and any other Business or General Membership Meetings, ensure compliance with the Constitution and Bylaws, and assist and guide individual Officers and the Executive Committee in the performance of their duties.
 - ii. The Directors are members of the Board of Directors and are entitled to one vote each on issues before the Board.
 - iii. The Board of Directors shall include four (4) Director offices. Director offices shall each be held for a period of four (4) years, with each position expiring on an annually rotating basis (one Director position expiring each year).
- e. **Chapter Representative to the ISA Council of Representatives:**
- i. The Chapter Representative to the ISA Council of Representatives (CoR) shall perform the duties of the ISA component representative as defined in the ISA Bylaws and report to the WCISA Board of Directors on the issues and activities of the ISA. The Chapter Representative shall communicate WCISA issues and activities to the ISA Board and staff as directed by the Board.
 - ii. The Chapter ISA Council Representative is a member of the Chapter WCISA Board and is entitled to one vote on issues before the Board.
 - iii. The office of Chapter ISA Council Representative shall be held for a period of three (3) years.
- f. **Immediate Past-president:**
- i. The Immediate Past-president shall assist the President in presiding over all WCISA Executive Committee Meetings, the Annual Meeting and Annual Conference and any other Business or General Membership Meetings, ensure compliance with the Constitution and Bylaws, and assist and guide individual Officers and the Executive Committee in the performance of their duties.

- ii. In the absence of the President, the President-elect and the Vice-president, the Immediate Past-president shall preside over WCISA business and general membership meetings and ensure compliance with the Constitution and Bylaws.
 - iii. The Immediate Past-president is a member of the Board and is entitled to one vote on issues before the Board.
 - iv. The office of Immediate Past-president shall be held for a term of one year.
- h. **Secretary:**
- i. The Secretary shall permanently record the minutes of each and every meeting of the Executive Committee or Board of Directors (see Article III, Section C).
 - ii. The Secretary is not a member of the Board and shall not have a vote on issues before the Board.
 - iii. The office of Secretary shall be held for a term of one year. (See Article 2: Section D: Subsection 3: Appointments).
 - vi. The offices of Secretary and Treasurer may be combined into a single office of Secretary-Treasurer, at the discretion of the incoming President, and subject to approval by the Board.
- i. **Treasurer:**
- i. The Treasurer shall oversee all funds and accounts that make up the WCISA treasury. With the assistance of the Executive Director (see Article III, Section A), the Treasurer shall be responsible for the recording and reporting of the status of all such accounts to and as directed by the Board.
 - ii. Accurate and complete accounting shall be provided at least quarterly to the Board and annually to the Active Membership via publication or other means as directed by the Board. With the assistance of the Executive Director, the Treasurer shall oversee the maintenance of records and filing of all documents and returns required by law.
 - iii. The Treasurer shall coordinate periodic reviews and annual audits of all accounting records and reports of the WCISA by an outside, private accounting entity, as approved by the Board.
 - iv. The Treasurer is not a member of the Board and shall not have a vote on issues before the Board.
 - v. The office of Treasurer shall be held for a term of one year. (See Article 2: Section D: Subsection 3: Appointments)
 - vi. The offices of Treasurer and Secretary may be combined into a single office of Secretary-Treasurer, at the discretion of the incoming President and subject to approval by the Board.
- j. **Editor:**
- i. The Editor shall oversee, with the assistance of the Executive Director, the compilation of material, editing and publication of the official organization publication (currently the Western Arborist magazine).

- ii. The Editor is not a member of the Board and shall not have a vote on issues before the Board.
- iii. The office of Editor shall be held for a term of one year. (See Article 2: Section D: Subsection 3: Appointments)

SECTION C: Executive Committee

- 1. The Executive Committee shall include all current WCISA Officers, the Executive Director and all current Administrative Committee Chairs.
- 2. Each and every member of the Executive Committee shall endeavor to attend each and every properly noticed (Article III, Section C) Regular Meeting of the Executive Committee, with the only exception being significant hardship.

SECTION D: Nomination, Election and Appointment

Sub-section 1: Election

- a. **Nomination**
 - i. The Nominations committee shall seek nominations of the Active Membership for the offices of President, Vice-president, all Directors and Chapter ISA Council Representative by November 1st of each year, through published requests, mailings and/or any other means which may be directed by the Board.
 - ii. To be considered valid, nominations must be in writing, authorized by the nominee (verbally) and received in the office of the Executive Director no later than November 30th of each year. After November 30th, nominations may be submitted by both the Nominations committee and the Executive Committee as necessary to fulfill a required minimum of one nominee per elected office.
 - iii. All valid nominations shall be reviewed by the Nominations Committee and a recommended ballot slate submitted to the board by January 10th. All valid nominations and the recommended ballot slate shall be reviewed and approved by the Board for inclusion in a ballot of the Active Membership.
 - iv. Write-in nominations will be accepted on election ballots, but validation, counting and recording shall be subject to certification by the Executive Director as to membership status and willingness of the nominee to serve.
- b. **Balloting:**
 - i. Ballots shall be announced and made available, by February 15th of the same year, directly to each and every Active Member via First Class mail, facsimile, email or other electronic media and shall include return addressing and instructions.
 - ii. To be considered valid, all completed ballots shall be returned to the office of the Executive Director no later than March 1st of the same year.
 - iii. The Balloting committee (see Article IV, Section C) shall review, count and record each and

every valid ballot received and report and certify the results in writing to the Board no later than March 15th of the same year.

Sub-section 2: Offices of Compulsory Succession

- a. **Immediate Past-president:** The office of President shall automatically succeed to the office of Immediate Past-president, exclusive of nomination or election.
- b. **President-elect:** The office of Vice-president shall automatically succeed to the office of President-elect exclusive of nomination or election.
- c. **President:** The office of President-elect shall automatically succeed to the office of President exclusive of nomination or election.

Sub-section 3: Appointments

- a. Immediately upon assumption of office, the President shall appoint replacements for any vacancies, whether through attrition or otherwise, for the offices of Secretary, Treasurer, Editor and a Chair for each Administrative Committee.
- b. All such appointments shall be subject to approval by the Board, as indicated by a simple majority vote of a Quorum, at the last meeting of each Board, typically taking place at the Annual Meeting and Annual Conference.

Sub-section 4: Assumption of Office

- a. All positions of the Executive Board shall be commissioned on July 1 and end on June 30 the following year.
- b. Swearing-in shall be performed by a Past-president selected by and in a fashion approved by the Board. Swearing-in of office shall typically take place during the Annual Meeting and Annual Conference.
- c. Appointments and Offices appointed or otherwise assumed mid-term shall be sworn-in as soon as practicable by the current President or other Board member selected by and in a fashion approved by the Board.

Sub-section 5: Removal from Office

Any member of the Executive Committee may be removed from office at any time via the procedures described below.

- a. **Action of the Board**
 - i. Any member of the Executive Committee shall be considered for removal from office by the Board upon receipt by the Executive Director of a written statement of the reasons behind the request signed by two-thirds (2/3) of the complete Board.
 - ii. 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 Officer in writing of the request for removal from office, the reasons stated and provision of thirty (30) days to respond to the Board either in writing, or at a regularly scheduled or special meeting.
 - iii. Within thirty (30) days of receipt of the subject Officer's response or thirty (30) days after receipt of the above notice 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 Officer) favoring removal shall result in immediate removal from office.

b. Action of the Membership

- i. Any member of the Executive Committee shall be considered for removal from office by the Board upon receipt by the Executive Director of a written statement of the reasons behind the request signed by at least 5% of the current Active membership (as of date of statement submission to the Executive Director).
- ii. 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 Officer in writing of the request for removal from office, the reasons stated and provision of thirty (30) days to respond to the Board either in writing, or at a regularly scheduled or special meeting.
- iii. Within thirty (30) days of receipt of the subject Officer's response or thirty (30) days after receipt of the above notice 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 Officer) favoring removal shall result in immediate removal from office.

c. Suspension or Termination of Membership

- i. Any member of the Executive Committee placed under membership suspension or termination shall be immediately removed from office for the duration of the suspension or termination or expiration of the term of office, whichever shall occur first.
- ii. Any member of the Executive Committee under suspension shall not be removed from office nor replaced until such time as termination occurs, should it occur.
- iii. Any member of the Executive Committee whose membership is terminated shall be immediately removed from office and replaced as per these Bylaws (see Article V, Section C).

Sub-section 6: Mid-term Vacancies of the Executive Committee

- a. **Treasurer, Director, ISA Representative, Editor:** Should any of the offices of Treasurer, Director, ISA Representative, or Editor be vacated during their usual term of office, the President shall appoint a replacement subject to approval by the Board, as indicated by a majority vote of a Quorum.
- b. **Immediate Past-president:** If unable to serve or the office is vacated mid-term, the office of Immediate Past-president will first be offered by the Board to the most recent Past-president. If that individual is unable or unwilling to serve, the office shall remain vacant.
- c. **WCISA Member Officers of ISA:** If individuals are unable to serve or the office is vacated mid-term, the office(s) of WCISA Member Officers of ISA shall remain vacant.
- d. **Administrative Committee Chairs:** If individuals are unable to serve or the position is vacated mid-term, the position(s) of chair of an Administrative Committee, the President shall appoint a replacement subject to approval by the Board, as indicated by a majority vote of a Quorum. Any co-chair position may remain vacant.

Sub-section 7: Term limits

- a. Service in all positions of the Board of Directors shall be limited to two consecutive terms for any single office or position and three total terms in any single office or position.
- b. No term limits shall apply to any other positions serving the WCISA whether elected, appointed, contracted, hired or otherwise engaged.
- c. All members of the Executive Committee shall be limited to serving in a single Executive Committee position within any term of service.
- d. Executive Committee members may serve concurrently in a second WCISA position outside of the Executive Committee.
- e. All Committee positions shall be limited to service in a maximum of two concurrent positions within any term of service or office.

ARTICLE III: ADMINISTRATION**SECTION A: Administrative Structure****Sub-section 1: Administrative Entity**

- a. The routine administration, operation and clerical services of the WCISA shall be under and by an Executive Director, Administrator or Management Company as elected by and subject to the review and approval of the Board.
- b. Throughout this document, the expression "Executive Director" shall be assumed to refer to the contractual administrative entity, whether an Executive Director, Administrator or management company, unless expressly stated otherwise.

Sub-section 2: Executive Director

- a. The Executive Director shall be appointed and contracted by the Board.
- b. The duties and responsibilities and payment of fees and expenses of the Executive Director shall be as detailed in an annual contract for services, reviewed and approved by a vote of a Quorum of the Board.

Sub-section 3: Routine Administration

- a. Routine administrative and policy issues regarding daily administration of the organization may be decided at the discretion of the Executive Director.
- b. The Executive Director shall be authorized to sign legally binding or other documents as a representative of the WCISA, subject to approval by the Board. Should the designated Administrative entity be an Administrator or Management Company, the legal authority to sign binding contracts or other documents as a representative of the WCISA shall be specifically determined by the Board.

SECTION B: Policies and Procedures**Sub-section 1: Issues before the Board**

All policies and procedures of the WCISA not otherwise set forth within these Bylaws and not otherwise required or opted to be brought before the Active Membership shall be brought before the Board by

recorded motion and second and shall be decided via a simple majority vote of a Quorum of the Board.

a. Vote of the Board

- i. Such votes may occur at a regularly scheduled or special meeting or via telephone, facsimile or other communication as deemed appropriate.
- ii. Reasonable notice and effort shall be made to contact and include all Officers in any such special meeting or vote.
- iii. All issues brought before the Board for a vote shall be permanently recorded in the next Board meeting minutes.

b. Quorum of the Board

- i. A Quorum of the Board shall consist of at least two-thirds (2/3) of the current Board members.
- ii. A tie ballot of the Board shall be broken by Presidential vote, which shall otherwise be withheld.
- iii. A Presidential vote may also be incorporated when necessary to complete a Quorum.
- iv. Throughout this document, the expression "Quorum" shall refer to a Quorum of the Board as defined herein.

Sub-section 2: Issues before the Active Membership

All policies, procedures or other issues of the WCISA set forth within these Bylaws or otherwise required or opted to be brought before the Active Membership shall be decided by a simple majority vote.

- a. **Vote of the Active Membership:** All such issues shall be presented to the Active Membership via ballot. Such issues may be incorporated into a regular annual election or by special ballot as determined by the Board.
- b. **Special Ballots:** Special ballots shall be distributed, counted and reported as for a regular annual election (see Article II, Section D), with deadlines for mailing, return, counting and reporting of ballots to be established by the Board.

SECTION C: Meetings and Conferences

Sub-section 1: Parliamentary Authority

- a. Meetings of the Executive Committee and/or Board of Directors shall follow the rules contained in the most current edition of "Robert's Rules of Order", and/or any additional or modified rules of order enacted by the Board, the WCISA or the ISA, at the discretion of the current Board.
- b. The Executive Director shall serve as Parliamentarian at meetings of the Board and other organization meetings when appropriate and present. If absent, a capable and willing member of the Board shall be appointed by the President as a temporary replacement for the duration of the meeting.

Sub-section 2: Regular Meetings of the Executive Committee

- a. Meetings of the Executive Committee shall be convened by the President at least three times per Fiscal Year, with first and last meeting of each Executive Committee taking place at the Annual Meeting and Annual Conference, unless otherwise approved by the Board.

- b. Such meetings shall be convened in an appropriate facility in a reasonably central or otherwise relevant location as determined by the President with the assistance of the Executive Director and subject to approval by the Board.
- c. All members of the Executive Committee shall receive a minimum of sixty (60) days written notice of the date, times and location of all such meetings.
- d. Each and every member of the Executive Committee shall endeavor to attend each and every properly noticed Regular Meeting of the Executive Committee, with the only justifiable exception being significant hardship.
- e. The President, with the assistance of the Executive Director and input by the Executive Committee and all Committee Chairs, shall develop and distribute a written meeting agenda and comprehensive information package to all members of the Executive Committee at least ten (10) days prior to any such meetings.
- f. **Minutes:**
 - i. Minutes of all regular meetings of the Executive Committee shall be permanently recorded by the Secretary (see Article II, Section A).
 - ii. The Secretary shall file with the Executive Director a draft, written copy of the minutes of each meeting for forwarding and review by each and every member of the Executive Committee, within ten (10) days subsequent to each respective meeting.
 - iii. Minutes shall be reviewed, amended as necessary and approved at the next regular meeting of the Executive Committee, subsequently filed with the Executive Director for permanent storage.
- g. **Expense Reimbursement:**
All attending members of the Executive Committee shall be reimbursed for actual and reasonable travel, meals, lodging and other reasonable and related expenses for such meetings, subject to approval by the Board.

Sub-section 3: Special Meetings of the Board of Directors

- a. Meetings of the Board of Directors and any other invited members of the Executive Committee and/or other interested parties may be convened by the President as necessary.
- b. The President shall endeavor to convene such meetings with reasonable (30 days or more) notice and in a reasonably central location.
- c. When circumstances preclude less than reasonable notice, all reasonable effort shall be made to contact and include all members of the Board in such meetings.
- d. When, after reasonable effort, all members of the Board cannot be contacted or special circumstances preclude attendance by the entire Board, contact efforts shall be documented and included in written minutes provided to all Board members within ten (10) days of such meetings (as per Article III, Section B, 3. e. Minutes).
- e. Synchronous Special Meetings, reserved for extremely urgent and timely matters may be arranged

within 5 calendar days, only during business hours, excluding weekends and holidays, and based on Pacific Standard Time.

- i. Synchronous meetings allow a meeting of Board members in different places at the same time. Synchronous meetings may include all or more of the following electronic communication methods: Teleconference, videoconference, chatroom or instant messaging.
 - ii. A meeting quorum shall be the same as for a regular meeting. Art. III, Sec. B.
 - iii. Discussion and voting will follow Robert's Rules of Order.
 - iv. The minutes of the meeting will be taken by Secretary or other non-voting person.
- f. Asynchronous Special Meetings for actions required before the next scheduled meeting may be convened at the discretion of the President for items which are not extremely time-sensitive.
- i. Asynchronous meetings occur electronically in extended time. Asynchronous meetings may include Facsimile, E-mail, or other delayed electronic communication methods.
 - ii. Any WCISA Board member may request a meeting (and make a motion) after the President begins the meeting. The President is not required to schedule a meeting but must indicate reason for not commencing a meeting.
 - iii. The President will begin the meeting, stating the length of time after considering content, urgency or other time demands necessary to bring a motion, second, and discussion to completion. The President will guide the meeting.
 - iv. The President will state the beginning and ending dates and times for voting after discussion. No votes will be accepted before the end of discussion or after the end of voting.
 - v. A meeting quorum shall be the same as for a regular meeting. Art. III, Sec. B.
 - vi. No more than 2 motions can be in discussion at any one special meeting, concurrent special meetings are not allowed.
 - vii. The President may postpone a motion for an undetermined period or until the next regularly scheduled meeting.
 - viii. Discussion shall be inclusive of all Board Members, no asides are allowed.
 - ix. No outside information will be forwarded or attached to a discussion; all discussion information must be in the words of the sender.
- g. **Minutes:** The minutes of a Synchronous Meeting and the record of an Asynchronous Meeting shall be recorded in accordance with Robert's Rules of Order and approved at the next regularly scheduled meeting.

Sub-section 4: Annual Meeting and Conference

- a. An Annual Meeting and Annual Conference shall be convened by the President.

- b. The Annual Meeting and Annual Conference shall typically take place within the last thirty (30) days of each President's usual term of office, with all dates subject to approval by the Board of Directors.
 - i. A president may elect, with justification and approval of the Board of Directors, to hold the Annual conference in the following fiscal year, early in the term of the succeeding president. This conference would not take the place of the succeeding Annual conference.
 - a. This meeting shall be presided over by the outgoing president.
 - b. Awards bestowment should take place during this conference.
- c. The Annual Meeting and Annual Conference shall be open to attendance by any and all interested parties. Attendance shall be expected by all members of the Executive Committee. Unless otherwise excepted elsewhere in this or other related documents, reimbursement shall not be provided for registration or other related attendance expenses.
- d. The Annual Meeting and Annual Conference shall typically be held in conjunction with each other, but may convene on separate dates to fulfill Chapter Business requirements.

Sub-section 5: Regional Conferences

- a. Regional Conferences shall be convened on a regular basis throughout the geographic area of the Western Chapter (ISA Region VI), with a minimum of one meeting annually in each included state.
- b. Regional Conferences shall have an educational orientation and theme, based upon areas related to the research, education or practice or business of arboriculture or other closely related fields. Any real or implied orientation towards, or representation or promotion of any specific commercial entity, service or product shall be avoided.
- c. All theme, program, site and other planning and arrangements shall be the responsibility of the Regional Conferences Committee with the assistance of the Executive Director and subject to approval by the Board.

Sub-section 6: Committee Meetings

All meetings of Committees shall be as prescribed in Article IV of this document.

SECTION D: Fiscal Year

The Fiscal Year shall be July 1st of each year through June 30th of the subsequent year.

ARTICLE IV: COMMITTEES

SECTION A: Committee Management

Sub-section 1: Approval of the Board

All committee chair appointments, member selections, and all committee activities are subject to the approval of the Board of Directors.

SECTION B: Administrative Committees

Sub-section 1: Structure

- a. **Chair:** A Chair for each and every Administrative Committee shall be appointed by the President (see Article II, Section D).
- b. **Vice-Chair**

- i. Administrative Committee Chair shall select a Vice-chair to the committee, who shall assume the office of chair following the final year of the current term.
 - ii. The appointment of a Vice-chair may be postponed to the last year of service or the term of the current position extended should a current Chair agree to a second term of office, subject to approval by the Board.
- c. **Terms of Office**
- i. **Certification and Regional Conferences Committees:** The term of office for Certification and Administrative Committee Chairs shall be two years, with a third preceding year as Vice-chair.
 - ii. **Tree Research Education Endowment (TREE Fund) and Tree Climbing Championship Committees:** The terms of office for TREE Fund and Tree Climbing Championship Committee Chairs shall be one year, with a second preceding year as Vice-chair.
- d. **Members:** Every committee chair shall complete appointments of all committee members prior to the first annual regularly scheduled meeting of the Board, typically held after assumption of office at the Annual Meeting and Conference.
- e. **Administration:** Routine administrative and policy issues regarding daily administration of the Committee and its purpose may be decided at the discretion of the Executive Director with input from the Chair.
- f. **Issues before the Committee:** All policies and procedures not otherwise set forth within these Bylaws and not otherwise required or opted to be brought before the Board or Active Membership shall be brought before the Committee by recorded motion and second and shall be decided via a simple majority vote of a Quorum of the Board.
- g. **Vote of the Committee**
- i. Each appointed and approved member of each committee shall be entitled to one vote on issues before their respective committee.
 - ii. All issues before the committee shall be decided by a majority vote of a Quorum. A Quorum of the committee shall consist of at least two-thirds (2/3) of the current committee members.
 - iii. A tie ballot of the committee shall be broken by the vote of the Chair, which shall otherwise be withheld. A vote of the Chair may also be incorporated when necessary to complete a Quorum.
- h. **Meetings**
- i. **Parliamentary Authority:** Meetings of all Administrative Committees shall follow the rules contained in the most current edition of "Robert's Rules of Order", and/or any additional or modified rules of order enacted by the Board, the WCISA or the ISA, at the discretion of the current Board. When present, the Executive Director shall serve as Parliamentarian at meetings of Administrative Committees; if absent, any existing Board member on the committee shall substitute; if neither is present, a capable committee member shall be temporarily appointed by the committee Chair.
- i. **Design**

- i. Meetings of each and every Administrative Committee shall be convened by their Chair at least three times per Fiscal Year.
- ii. Such meetings shall be convened in an appropriate facility, in a reasonably central or otherwise relevant location as determined by the Chair with the assistance of the Executive Director and subject to approval by the Board. Electronic meetings may be scheduled at the discretion of the committee chair. The rules in Article III, Section C, sub-section 3 shall be followed.
- iii. All members of each committee shall receive a minimum of thirty (30) days written notice of the date, times and location of all such meetings.
- iv. The Chair, with the assistance of the Executive Director and input by the committee membership and Executive Committee shall develop and distribute a written meeting agenda and comprehensive information package to all committee members at least ten (10) days prior to any such meetings.
- v. Comprehensive meeting minutes shall be recorded for every committee meeting and filed with the Executive Director and provided to all members of the Executive Committee within fifteen (15) days subsequent to each respective meeting.
- vi. All attending members of the committee or compelled guests shall be reimbursed for actual and reasonable travel, meals and lodging expenses for such meetings.

Sub-section 2: Function

a. Certification Committee

- i. This committee shall consist of at least six (6) active members, including one representative from each state within the WCISA area.
- ii. The Certification Committee shall organize, participate in, promote and monitor all certification activities within the Chapter.
- iii. The Certification Committee shall develop an annual budget and monitor program expenses and revenue; develop and recommend policy to the Board; develop, monitor and provide for exams and related educational materials and assist the Executive Director with the routine administration of all certification programs and activities.

b. Regional Conferences Committee

- i. This committee shall consist of at least six (6) active members, including one representative from each state within the WCISA area.
- ii. The Regional Conferences Committee shall develop, promote and organize regional conferences, seminars and workshops throughout the chapter.
- iii. The Regional Conferences Committee shall develop an annual budget and monitor committee and each program expenses and revenue; develop and recommend policy to the Board and assist the Executive Director with the routine administration of all Regional Conferences programs and activities.

c. TREE Fund:

- i. This committee shall consist of at least three (3) active members.
 - ii. The members of this committee shall familiarize themselves with the functioning of the TREE fund, the process of grant award and the grants awarded, particularly as relates to the WCISA geographical area and membership.
 - iii. This committee shall actively promote and encourage grant application and award within the WCISA geographical area and membership.
 - iv. This committee shall develop and maintain active programs seeking contribution to the TREE Fund via the WCISA, and endeavor to achieve the contribution level requested by the ISA Chapter Challenge for the WCISA.
 - v. The Board may, with a majority vote, choose to retain funds raised at local Chapter event and direct those funds into Chapter directed researched though the Britton Fund or other research vehicles.
 - vi. This committee shall represent the interests of the membership in the TREE fund.
 - vii. The TREE Fund committee shall develop an annual budget and monitor committee and each program expenses and revenue.
- d. **Tree Climbing Championship Committee**
- i. This committee shall consist of at least four (4) active members, including one representative from each state within the WCISA area.
 - ii. The Tree Climbing Championship Committee shall develop, promote and organize the annual Tree Climber Championships event within the WCISA area.
 - iii. The Tree Climbing Championship Committee shall develop an annual budget and monitor committee and event expenses and revenue; develop and recommend policy to the Board and assist the Executive Director with the routine administration of all Tree Climbing Championship programs and activities.
 - iv. The policies, rules, regulations, goals and activities shall be consistent with those of the ISA and the International Tree Climbing Championship.
 - v. While the Executive Director shall provide administrative support and assist with the activities of the committee and the annual event, the organization and activities of the event itself shall be the primary responsibility of the committee and its recruited volunteers.

SECTION C: Standing and Annual Committees

Sub-section 1: Structure

a. Chair

- i. A Chair for each and every Standing and Annual Committee shall be appointed by the President (see Article II, Section D), with the exception of the Annual Conference Committees.
- ii. A Chair for the respective Annual Conference Committee shall be appointed by each incoming Vice-president, in accordance with the guidelines for presidential committee appointments.

- iii. The term of office for Standing and Annual Committee Chairs shall be one year, with the exception of the Annual Conference Committee chair.
- iv. The term of office for the Annual Conference Chair shall be three (3) years.

b. **Members**

- i. Every committee chair shall complete appointments of all committee members prior to the first annual regularly scheduled meeting of the Board, typically held after assumption of office at the Annual Meeting and Conference.
- ii. All Standing and Annual Committees shall consist of at least three (3) Active members.

c. **Administration**

- i. Routine administrative and policy issues regarding daily administration of the Committee and its purpose may be decided at the discretion of the Executive Director with input from the Chair.
- ii. Each Standing and Annual Committee shall develop an annual budget and monitor program expenses and revenue.

- d. **Issues Before the Committee:** All policies, procedures, decisions and actions of the committee not otherwise set forth within these Bylaws and not otherwise required or opted to be brought before the Board or Active Membership shall be decided via the formal or informal order elected by the Chair.

e. **Meetings**

- i. **Parliamentary Authority:** The meetings of Standing and Annual Committees may follow the rules contained in the most current edition of "Robert's Rules of Order", or any additional or modified rules of order enacted by the Board, the WCISA or the ISA, or may be conducted in an informal manner under the direction and leadership of and at the discretion of the current Chair.
- ii. **Design**
 - 1. Meetings of all Standing and Annual Committees shall be convened by their Chair at least two (2) times per Fiscal Year.
 - 2. Such meetings may be convened in an appropriate facility in a reasonably central or otherwise relevant location, and/or by other media at the discretion of the current Chair, with the assistance of the Executive Director and subject to approval by the Board. Electronic meetings may be scheduled at the discretion of the committee chair. The rules in Article III, Section C, subsection 3 shall be followed.
 - 3. All members of each committee shall receive a minimum of thirty (30) days written notice of the type, date, times and/or locations of all such meetings.
 - 4. It is recommended that the Chair, with the assistance of the Executive Director and input by the committee membership and Executive Committee develop and distribute a written meeting agenda at least fifteen (15) days prior to any such meetings.

5. Brief, summary reports of every meeting or other activities shall be developed and filed with the Executive Director and provided to all members of the Executive Committee within fifteen (15) days subsequent to each respective meeting or activity.
6. All attending members of the committee or compelled guests shall be reimbursed for actual and reasonable travel, meals and lodging expenses for such meetings.

Sub-section 2: Function

a. Standing Committees

i. Annual Conference

1. All theme, program, site and other planning and arrangements shall be the responsibility of the Annual Conference committee with the assistance of the Executive Director and subject to approval by the Board.
2. The Chair of the Annual Conference shall be empowered to accept (sign) binding contracts relevant to their function, as an authorized representative of the WCISA, within the limits of a budget proposed to and accepted by the Board, and applicable current WCISA policy.

ii. Awards

1. The Awards committee shall seek nominations of the Active Membership for the annual Awards described herein (exclusive of President's Award and Special Awards) by December 31st of each year, through published requests, mailings and/or any other means which may be directed by the Board.
2. All valid nominations shall be reviewed by the Award Committee and a recommended award slate submitted to the board by February 15th of the same year. All valid nominations and the recommended award slate shall be reviewed and approved or revised by the Board.
3. Final determination of award recipients shall be determined by a Vote of the Board. Voting for Awards by the board can be by electronic submission, either by email or fax to the committee chair. In the event that the awards chair is nominated for an award, the counting of the ballot will be done by the Executive Directors office and the results will be reported back to the awards chair. If a nominee has already received the award for Honorary Life Membership, or has been a past President and previously received the honor, they will be excluded from being nominated.
4. All awards are bestowed on an annual basis. All awards shall be announced and presented before the Membership at the Annual Meeting and Conference.

5. Award Categories

- a. **Award of Merit:** The highest award category of the Western Chapter. This award shall be bestowed upon an individual Active Member to recognize outstanding, meritorious service in advancing the principles, ideals and practices of progressive arboriculture.
- b. **Award of Arboricultural Research:** This award shall be bestowed upon not more than two Active Members (same or separate projects) to recognize outstanding contribution to research that has contributed substantially to the sum knowledge of

arboriculture. Research projects considered in evaluating nominees for this award shall have been published within the preceding five years to nomination.

- c. **Award of Achievement:** This award shall be bestowed upon not more than two Active Members in recognition of sustained, outstanding and substantial effort or contribution to the advancement of the Purpose and substance of the WCISA.
 - d. **Award of Commendation:** This award shall be bestowed upon not more than two individuals, organizations, firms or other entities in recognition of an outstanding effort in promoting the Purpose of the WCISA.
 - e. **Honorary Chapter Life Membership:** This award of membership shall be bestowed upon an individual, long-standing Active Member (ten or more years) who has provided substantial, long-term contribution to the advancement of the Purpose and substance of the WCISA.
 - f. **President's Award**
 - i. This award shall be presented at the sole discretion and determination of the current President. The award shall be bestowed upon that individual that has demonstrated the most substantial contribution of commitment, support and assistance to the President in his effort to fulfill his goals and obligations during his term of office.
 - ii. The name of each recipient shall be engraved upon this perennial award, but the physical award shall remain the sole and permanent property of the WCISA.
 - iii. The recipient may display the award at a location of his choosing (with Board approval) until 45 days prior to the following Annual Conference, but must notify the WCISA of its location and any subsequent change of location.
 - iv. The physical award must be returned in unblemished condition at least forty-five (45) days prior to the subsequent Annual Conference.
 - g. **R.W. Harris Award for Excellence in Education:** This award is bestowed on an individual who has made an outstanding contribution to the education of Western Chapter members.
 - h. **Special Award:** This optional Award, at the sole discretion and determination of the Board, may be bestowed upon not more than two Active Members annually for unique or outstanding service to the WCISA, its membership or Purpose.
- iii. **Membership**
 - 1. This committee shall consist of at least three (3) Active members.
 - 2. This committee shall develop and maintain active programs seeking new members and retention of existing members
 - 3. This committee shall review and evaluate existing membership structure, dues, benefits and programs and provide recommendations to the Board for retention or revision of same.

iv. **Public Relations**

1. This committee shall consist of at least three (3) Active members.
2. This committee shall develop and maintain communication between the WCISA and the general public. Such vehicles shall serve to promote the WCISA, its Purpose and progressive arboriculture to the general public, the arboricultural and horticultural communities and related fields.
3. The activities of this committee might include but are not limited to such activities as Arbor Day, Garden Clubs, Horticulture Association meetings, Garden Shows, Magazine Articles.

b. **Annual Committees: Obligatory**

- i. These committees shall consist of at least three (3) Active members as indicated herein (below).
- ii. Unless otherwise indicated herein, these committees shall represent the interests of the members in the indicated areas by providing relevant material for the official publication(s), recommending speakers and topics for conferences, and completing specific projects as developed by the committee or directed by the President.

iii. **Obligatory Committees**

1. **Finance:** This committee shall review the records and reports of the Treasurer and shall report on the accuracy, practicality, application and thoroughness to the Board.
 - a. This committee shall consist of the Chair, the current Treasurer and at least three (3) additional Active members not currently serving on the Executive Committee.
 - b. This committee shall develop a comprehensive annual budget for the entire WCISA for the subsequent Fiscal Year, and shall monitor and report on degree of compliance throughout that Fiscal Year. Such budget shall be based upon review of previous and current records and reports of the Treasurer as well as prior budgets and communication with the current Executive Committee and Executive Director.
 - c. This committee shall monitor, review and make recommendations to the Board as to the management of WCISA financial accounts and funds
 - d. This committee shall report in writing to the Board at least twice per year, no later than September 1st and May 1st of each year
2. **Nominations:** The Nominations committee shall consist of three Active Members, including the Immediate Past-president as chair, plus two additional Active members not currently serving on the Executive Committee.
3. **Balloting:** A temporary Balloting committee shall be appointed by the President consisting of three members which shall include the Executive Director, the Immediate Past-president and one other Active Member who is not a member of the Executive Committee. Clerical assistance with the counting and recording of ballots shall be allowed only under the direct supervision of the Executive Director.
4. **Commercial Arborists:** This committee shall consist of Active members currently working as commercial arborists and/or other closely related fields or activities. This committee shall represent the interests of commercial arborists.
5. **Consulting Arborists:** This committee shall consist of Active members currently working as professional consultants in arboriculture and/or other closely related fields or activities. This committee shall represent the interests of consulting arborists.

6. **Municipal Arborists:** This committee shall consist of Active members currently working as municipal arborists and/or other closely related fields or activities. This committee shall represent the interests of municipal arborists.
7. **Utility Arborists:** This committee shall consist of Active members currently working as utility arborists and/or other closely related fields or activities. This committee shall represent the interests of utility arborists.
8. **Executive Director Review and Contract:**
 - a. This committee shall consist of at least three (3) Active Members, including one current member of the Board of Directors, plus two (2) additional Active members not currently serving on the Executive Committee.
 - b. This committee shall provide for and report on review of the performance of the Executive Director (and staff) during the current year.
 - c. This Committee shall review, evaluate, report on and provide recommendations related to the existing and renewal contracts of the Executive Director.
- c. **Annual Committees: Optional (Ad Hoc)**
 - i. These committees shall consist of at least three (3) Active members experienced or demonstrating significant interest in these or closely related fields or activities.
 - ii. These committees shall represent the interests of the members in these areas by providing relevant material for the official publication(s), recommending speakers and topics for conferences, and completing specific projects as developed by the committee or directed by the President.
 - iii. Optional committees may include, but are not limited to the following areas: Arboreta, Bylaws. (See Article VI, Section A), Forestry, Chapter Historian, Legislative, Safety/Training, Students, Tree Appraisal.)

ARTICLE V: MEMBERSHIP

SECTION A: Membership Definitions and Types

Sub-section 1: Definitions

- a. **Active Membership**
 - i. Throughout this and related documents, the expression "Active Member" shall refer to any current Active, Sustaining, Honorary Life or Chapter Only member of WCISA.
 - ii. The expression "Active Membership" shall refer to all current Active, Sustaining, Honorary or Honorary Life and Chapter Only members of WCISA.
- b. **General Membership:** Throughout this and related documents, the expression "General Membership" shall refer to all current Active, Sustaining, Honorary Life, Student and Chapter members of WCISA.
- c. **Current Member:** Throughout this and related documents, the expression "current member" shall refer to a member who has properly applied, been approved and paid all assessed dues for membership and not currently under membership suspension or termination as determined by the Board (see Article V, Section C).

Sub-section 2: Membership Types**a. Active**

- i. Active members shall be persons actively directly involved in the field of arboriculture and/or other closely related fields or otherwise interested in the field of arboriculture.
- ii. Active members shall be entitled to all benefits, rights and privileges offered to the Active membership.
- iii. Active members shall each be entitled to one vote on issues before the Active Membership, to serve on committees and to seek election to the Executive Committee.

b. Sustaining:

- i. Sustaining members shall be individuals or organizations that elect to provide a substantial contribution to the organization via dues payment as per a minimum contribution set by the Board.
- ii. Sustaining dues contribution shall entitle the individual or one (1) member (only) of a contributing organization to all benefits, rights and privileges offered to the Active membership plus any specific additional benefits which may be attributed to this category by the Board.

c. Chapter Honorary Life:

- i. All Chapter Honorary Life members shall be entitled to all benefits, rights and privileges offered to the Active membership and shall also be exempt from the requirement to pay dues (see Article IV, Section C).
- ii. Chapter Honorary Life membership shall be granted to all WCISA Past-presidents and WCISA member ISA Past-presidents effective with the beginning of the subsequent membership year after expiration of their (first) term of office as President.
- iii. All WCISA member recipients of ISA Honorary Life Membership shall receive Honorary Life membership status in the WCISA.

d. Chapter Only: Chapter Only members are those that elect not to maintain membership in the ISA. Chapter Only members shall be entitled to all benefits, rights and privileges offered to the Active membership.

e. Student

- i. All Student members are those that both apply for Student membership and maintain full-time student status in an accredited secondary school, college, university or other institution, enrolled in or majoring in courses in horticulture, arboriculture or other closely related areas of study.
- ii. Student members shall be entitled to all benefits, rights and privileges offered to the Active membership as well as a reduced dues payment as determined by the Board, except that Student members shall not be entitled to submit nominations, vote in elections or other issues before the membership or to serve on appointed committees or the Executive Committee.

SECTION B: Dues Structure and Requirements**Sub-section 1: Dues Schedule**

- a. **Active, Sustaining, Chapter Only and Student members:** All Active, Sustaining, Chapter Only and Student members shall pay annual dues at rates determined by the Board and approved by the Active Membership.
 - i. **Sustaining Members:** Sustaining members shall pay an inflated dues rate determined by the voluntary contribution of the member (or organization), but with a minimum rate as determined by the Board.
 - ii. **Student Members:** Student members shall pay a reduced dues rate as determined by the Board.
 - iii. **Honorary Life and Past-presidents:** Honorary Life and WCISA Past-presidents shall receive lifetime Active membership free of any dues payments.

Sub-section 2: Dues Payment Terms and Requirements

- a. **Term of membership:** The membership year shall be January 1st through December 31st of each year.
- b. **Remittance**
 - i. **Active Members:** (ISA & WCISA members) shall remit WCISA dues payments through the ISA Administrative Office.
 - ii. **Sustaining members:** shall remit excess dues contributions over the established Active Membership dues directly to the WCISA Administrative Office.
 - iii. **Chapter Only members:** shall remit all dues payments directly to the WCISA Administrative Office.
- c. **Terms**
 - i. **Initial application dues:**
 1. The first year's dues shall be submitted in full with the initial membership application.
 2. Active membership applications (ISA & WCISA) and dues shall be submitted to the ISA Administration Office.
 3. Chapter Only and Sustaining membership applications (WCISA only) and dues shall be submitted to the WCISA Administration Office.
 - ii. **Annual Dues**
 1. Dues payments shall be submitted to and received by the WCISA or ISA office, as specified, within 30 days of invoicing.
 2. **Delinquency:**
 - a. Any and all required dues payments not submitted and received by the WCISA or ISA office as specified by April 1st of each Membership Year shall be considered delinquent and shall result in automatic suspension of all membership rights, benefits and privileges.
 - b. Payment in full of all required dues prior to May 1st of the same year shall automatically result in immediate restoration of all entitled membership rights, benefits and privileges.
 - c. All such delinquent dues not submitted and received by May 1st of the same year shall result in automatic termination of membership and all accompanying membership rights, benefits and privileges. After May 1st of the same year, payment in full of all

required dues along with a request for a hearing by the Board, or a Board-appointed temporary Membership Hearing Committee, shall be required for consideration of restoration of membership and membership rights, benefits and privileges. Approval for membership restoration shall require a simple majority vote of a Quorum of the Board.

3. **Refunds:** All dues payments received are not refundable.

SECTION C: Disciplinary Action

Any and all members of WCISA may be subject to membership suspension or termination for just cause.

Sub-section 1: Determination of Just Cause

- a. **Membership performance:** Just Cause shall be considered manifested upon determination of any of the following:
- i. Any member who has not paid any outstanding dues balance due WCISA by May 1st of the year immediately following the membership year.
 - ii. Any member who has not paid outstanding balances due WCISA other than or in addition to regular dues, which may include but is not limited to products, services or reimbursements for expenses.
 - iii. Any member who has violated any of the requirements of the WCISA Constitution and Bylaws.
 - iv. Imposed suspension or termination of membership by the ISA.
 - v. Other reasons determined to be in conflict with the Purpose, function, policies of the interests of the WCISA and its membership as determined by the Board.

Sub-section 2: Procedures

- a. **Requirements for Consideration of Disciplinary Action**
- i. **Action of the Board:** Any member of the WCISA shall be considered for reprimand, suspension or termination of membership by the Board upon receipt by the Executive Director of a written statement of the reasons behind the request signed by two-thirds (2/3) of the complete Board.
 - ii. **Action of the Membership:** Any and all members of the WCISA may be considered for reprimand or membership suspension or termination by the Board, upon receipt by the Executive Director of a written statement of the reasons behind the request signed by a minimum of ten Active members not currently serving on the Executive Committee.
- b. **Implementation of Disciplinary Action**
- i. 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 member in writing, of the request for disciplinary action, the reasons stated and provision of thirty (30) days to respond to the Board either in writing, or at a regularly scheduled or special meeting.
 - ii. Within thirty (30) days of receipt of the subject members response or thirty (30) days after receipt of the above notice if no response is received, the Board shall vote on the issue of just cause. If the Board determines just cause exists, a subsequent and immediate vote shall be

taken as to appropriate action.

- iii. Appropriate action may include verbal or written reprimand, membership suspension with or without subsequent termination action. A two-thirds (2/3)-majority vote of the complete Board (exclusive of any subject member Officer) shall result in the immediate implementation of the elected disciplinary action.

ARTICLE VI: AMENDMENT of the CONSTITUTION and BYLAWS

SECTION A: Amendment Development

Sub-section 1: Bylaws Committee

To enact and develop amendments to the Constitution and Bylaws, a Bylaws Committee shall be formed (see Article IV, Section C) consisting of at least three (3) Active members, including one member of the Executive Committee not currently serving on the Board of Directors.

Sub-section 2: Character of the Bylaws and Amendments

- a. All aspects of the WCISA Constitution and Bylaws and any and all subsequent amendments shall be developed in accordance and in compliance with all applicable state and federal laws and the interests of the membership.
- b. Any aspect of the WCISA Constitution and Bylaws approved and implemented by the Board and/or the Active Membership that is subsequently found to be, or subsequently becomes in conflict with state or federal law or the interests of the membership shall be immediately rescinded and amended according to the guidelines contained herein.

SECTION B: Approval

Sub-section 1: Board Endorsement

All amendments to the Constitution developed by the Bylaws Committee must be submitted to the Board in writing for review, comment and approval via a simple majority vote of a Quorum prior to submittal to the Active Membership.

Sub-section 2: Membership Endorsement

- a. Upon approval of Bylaws amendments by the Board, all proposed amendments to the Constitution shall be submitted to and voted upon by the Active Membership. Membership approval shall be by a simple majority vote of all recorded ballots.
- b. **Balloting:**
 - i. A ballot covering all Board approved Bylaws amendments along with complete copies of all such amendments shall be submitted to the Active Membership for review and vote within thirty (30) days of approval by the Board, or with the next regular election ballot if scheduled within ninety (90) days of Board approval.
 - ii. **Balloting:**
 - i. Ballots shall be announced and made available, by February 15th of the same year, directly to each and every Active Member via First Class mail, facsimile, email or other electronic media and shall include return addressing and instructions.
 - ii. To be considered valid, all completed ballots shall be returned to the office of the Executive Director no later than March 1st of the same year.
 - iii. The Balloting committee (see Article IV, Section C) shall review, count and record each and

every valid ballot received and report and certify the results in writing to the Board no later than March 15th of the same year.

SECTION C: Implementation

All amendments to the Constitution and Bylaws approved by the Board and Active Membership shall be implemented in their entirety immediately upon report of approval to the Board.

ARTICLE VII: INDEMNIFICATION

Any and all officers, members of the Executive Committee, Board of Directors, former officers and Board of Director members, and any persons who may have served at its request or by its election as a Director or Officer shall be indemnified by the Western Chapter against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and necessarily incurred by them in connection with the defense of settlement of any action, suit, or proceeding in which they, or any of them are made a party of by reason of being or having been Director or Officer. Except in relation to matters which any Director or Officer or former member of the board or office shall be adjudged in such action, suit, or proceedings to be liable for willful misconduct in the performance of duty, and to such matters as shall be settled by agreement predicated on the existence of such liability.