

BYLAWS

of Invasive Plants Association of Wisconsin, Inc.

ARTICLE I. Name

The name of this corporation (hereafter referred to as “organization”) shall be Invasive Plants Association of Wisconsin, Inc.

ARTICLE II. Objects

The objects of this organization shall be:

- a) To provide a focus for issues and concerns regarding invasive plants in Wisconsin;
- b) To facilitate communication and the exchange of information regarding all aspects of invasive plant control and management;
- c) To provide a forum where all interested parties may participate in meetings and share in the benefits from the information generated by this organization;
- d) To promote public understanding regarding invasive plants and their control;
- e) To serve as an advisory resource regarding funding, research, management and control of invasive plants;
- f) To facilitate efforts to monitor and control invasive plants in Wisconsin;
- g) To review incipient and potential invasive plant management problems and activities and provide relevant information to interested parties.

ARTICLE III. Members

Section 1. The membership of this organization shall consist of the following members:

- a) Individual members: Any person interested in or involved in invasive plant management, research or management support programs. Individual members are allowed to vote.
- b) Institutional members: Any accredited institution of learning, botanical garden, research institute, corporation, company, association, organization, interest group, partnership, public agency or governmental body that joins the organization under its institutional name. Institutional members are allowed one vote by a designated representative.
- c) Honorary members: Individuals and organizations who have provided extraordinary support and assistance toward accomplishing the goals of the organization. Honorary members must be designated by unanimous vote of the Board of Directors. Honorary members are not allowed to vote.

Section 2. Any person or institution shall be eligible for membership provided that such prospective member pays the required membership fee established pursuant to Article X.

Section 3. Any member desiring to resign from the organization shall not be entitled to a refund of the member’s membership fee.

Section 4. Members are in good standing provided all required membership fees are paid. Members who are delinquent in fees for more than three months shall be dropped from membership rolls.

Section 5. The Board of Directors of the organization is empowered to revoke the membership of any institutional, individual, or honorary member of the organization. Members may be removed for actively working against the objects of the organization summarized above or for acting to prevent the organization from effectively accomplishing those objects, or for non-compliance with the policies of the organization. Removal of a member of the organization requires an affirmative vote of 2/3 of the directors then in office. Any member removed from the organization shall be entitled to a refund of the member’s membership fee.

ARTICLE IV. Board of Directors

Section 1. General Powers: The affairs of the organization shall be managed by its Board of Directors.

Section 2. Election: The Board of Directors shall form a Nominating Committee comprised of directors and individual or representatives of institutional members of the organization. The committee will nominate candidates for directors to be elected annually by mail, email, or web-based balloting of the members. The candidate for each position receiving the largest vote shall be elected.

Section 3. Nominating Committee: The Board of Directors shall instruct the Nominating Committee to propose a slate of candidates for each election that ensures that members of the Board of Directors for that term represent the wide range of interests of members of the organization. These interests include, but are not necessarily limited to: 1) private landowners; 2) commercial interests such as timber, nursery production, agriculture, and the herbicide industry; 3) land managers and resource professionals; 4) private conservation organizations; 5) local, state, federal and tribal agencies managing land; 6) education; and 7) research. The Nominating Committee will also be directed to ensure that the directors represent interests in a diversity of habitat types and geographic regions of the state.

Section 4. Number and Tenure: The Board of Directors will be comprised of not less than nine (9) or more than nineteen (19) directors to serve on the board for a term of three (3) years. Each director shall hold office until his or her term expires and until his or her successors have been elected and qualified, or until resignation or removal in the manner herein provided. However, the terms of Directors shall be staggered such that one-third of the Directors taking office in the first year of the Corporation's existence shall be designated by lot to hold one-year terms and one-third of such Directors shall be designated by lot to hold office for two-year terms. The directors shall serve no more than three (3) successive terms.

Section 5. Vacancies: Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

Section 6. Removal: Any director may be removed from office by the affirmative vote of two-thirds of the directors then in office if, in the opinion of such two-thirds, the best interests of the corporation will be served thereby and, in the opinion of such two-thirds, other sufficient cause exists for removal.

Section 7. Resignation: Any director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein. If no time is specified, it shall take effect on the date of its receipt by the secretary of the corporation, who shall record such resignation noting such date. The acceptance of a resignation shall not be necessary to make it effective.

Section 8. Executive Committee: The Officers of the Board of Directors shall constitute the Executive Committee of the organization. The Executive Committee shall have, and may exercise, when the Board of Directors is not in session, and cannot be assembled in a timely fashion, all of the powers of the Board of Directors in the management and affairs of the

organization. Decisions made by the Executive Committee shall be reported to the Board of Directors and shall be subject to review and subsequent ratification if requested by a board member.

Section 9. A simple majority of filled seats shall constitute a quorum of the Board of Directors.

Section 10. The Board of Directors shall meet at least two times per year. Between meetings the Board may make decisions by mail or by electronic means. Board meetings will be noticed at least one week prior by mail, phone or electronic means.

Section 11. Special meetings or conferences of the Board may be called by the President and shall be called upon the written request of three members of the Board. Two days prior notice shall be required before all special meetings or conferences.

Section 12. Consent Without Meeting: Any action required to be taken at a meeting of the Board of Directors, or any other action, which may be taken at a meeting of the Board of Directors, may be taken without a meeting. A consent in writing, setting forth the action so taken, shall be provided by at least two-thirds of the directors entitled to vote with respect to the subject matter thereof.

ARTICLE V. Officers

Section 1. The officers of the organization shall be President, Vice-president, Secretary and Treasurer. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the organization.

Section 2. Election and Term of Office: The officers of the organization shall be elected annually by the Board of Directors. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of any officer shall not of itself create contract rights.

Section 3. Removal: Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE VI. Meetings of the Members of the Organization

Section 1. Business meetings shall be scheduled by the Board and held at least once annually.

Section 2. Written notice of business meetings and proposed bylaws changes shall be sent to members by mail, electronically, or posted on a web-site at least 30 days prior to such meetings.

Section 3. Meeting agenda and format shall be coordinated by the President.

Section 4. A two-thirds vote of members present and voting shall be required to allow the introduction of a motion that falls outside the organization's object as outlined in Article II.

ARTICLE VII. Committees

The Board may establish such committees, standing or special, as may be necessary to carry out the work of the organization. The President shall appoint the Committee Chairs and shall serve as

an ex. officio member of each committee. Each committee shall report to the full Board of Directors not less than annually.

ARTICLE VIII. Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the organization may adopt.

ARTICLE IX. Amendment of Bylaws

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. Amendment of the by-laws shall require an affirmative vote of a majority of the Board of Directors in office at the time at each of two meetings of the Board. A written notice that amendment of by-laws is an item on the agenda will also be in the notice of the second meeting. The by-laws may contain any provisions for the regulation and management of the affairs of the organization not inconsistent with law or the articles of incorporation. The Secretary shall maintain a record of all changes to the Bylaws and a current version.

ARTICLE X. Finances

Section 1. The collection of and accounting for all funds of the organization shall be the responsibility of the Treasurer.

Section 2. The Treasurer shall maintain all records of funds collected and disbursed by the organization. Such records shall be available for review by any individual upon adequate notice. A financial report shall be given at the annual business meeting and each regular meeting of the Board.

Section 3. The signature of one or more officers of the organization shall be required for the disbursement of funds of the organization. The Board shall establish guidelines for the disbursement of funds of the organization.

Section 4. The Board of Directors shall establish a membership fee schedule for each of the membership categories. The Board may, at its discretion, amend or revise the membership categories or sub-categories that it may establish.

Section 5. The Board may solicit voluntary contributions, grants, or donations to augment membership fees in order to pay for the activities and functions of the organization.

ARTICLE XI: Indemnification of Officers and Directors

Each present and future director and officer, whether or not then in office, shall be indemnified by the organization against all expenses actually and necessarily incurred by or imposed upon him/her (including but without being limited to judgments, costs and counsel fees) in connection with the defense of any action, suit or proceeding in which s/he is made a party by reason of being or having been a director or officer of the organization except in relation to matters as to which s/he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any by-law, agreement, vote of the members or as a matter of law, or otherwise.

Article XII - Chapters

The Board of Directors is empowered to create chapters of the organization composed exclusively of corporation members residing within a designated geographic area of the state (hereafter called "territory") and which meet the following criteria:

- (a) Membership consisting of at least five (5) total members. Chapter members are required to be members of the organization. Each member of the organization shall automatically become a member of the chapter of the territory in which the member resides, if such a chapter exists, unless otherwise requested by the member.
- (b) The chapters shall be given the primary responsibility for local programs consistent with the mission of the organization and such projects within the chapter's territorial jurisdiction as may be determined by the Board of Directors. The Board of Directors shall allocate a portion of the membership dues collected by the organization from chapter members to that chapter for its use in carrying out its responsibilities. The Board of Directors shall establish the portion allocated by policy.
- (c) Chapter members shall elect a chair, secretary and treasurer, and may elect other officers. Chapter directors and officers shall be members of the organization.
- (d) A chapter may be disbanded by action of The Board of Directors or by action of its members and mailing a notice to the Board of Directors. Unused financial resources shall be returned to the organization.
- (e) The Board of Directors of the Corporation shall promulgate guidelines governing operating procedures to be adopted by chapters.

Note: We do not need to state their decision-making procedure. They will be covered by our bylaws, and if we want to emphasize anything it should go in the policy piece, not the bylaws.

CERTIFICATION

The undersigned hereby certifies that the foregoing is a true and correct copy of the By-laws adopted at the duly convened organization meeting of the Board of Directors on the ____ day of _____, 2003.

By:

Secretary

Date