

The Invasive Plants Association of Wisconsin (IPAW) Standard Operating Procedures (SOP)

Contents of the Standard Operating Procedures

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I. Introduction. As IPAW grows and develops, this SOP helps maintain focus and continuity by documenting the important procedures and policies of the Association. Thus the following topics are described for the benefit of current and future Board members, committee chairs, and others who wish to know how the organization functions. Where additional information on a topic is found in the bylaws, the pertinent section of the bylaws is noted in the SOP.

II. IPAW History. On March 1, 2001 a group of citizen concerned about invasive plants met in Eau Claire to help create an Invasive Plant Council in Wisconsin and approved the creation of such an entity. The following day, nearly 600 people attended the first Invasive Plants Conference in Wisconsin. The Council quickly evolved into the Invasive Plants Association of Wisconsin. The first officers were President, Dan Undersander; Vice President, Rolf Utegaard; Treasurer, Tom Brock; and Secretary, Nancy Braker.

By April 2001 IPAW had been incorporated as an official entity in Wisconsin. Tax Exempt status was approved before the end of 2001. The first “Plants Out of Place” newsletter appeared in December 2001 with Jim Reinartz as editor. The IPAW website was also created in the inaugural year.

The original IPAW Mission was to “advance the understanding of invasive plants and encourage control of their spread in order to promote better stewardship of the natural resources in Wisconsin.”

III. Mission. The current mission of IPAW is “to promote better stewardship of the natural resources of Wisconsin by advancing the understanding of invasive plants and encouraging the control of their spread.”

IV. Board of Directors

The Board of Directors manages the affairs of IPAW. Newly elected Directors begin their term at the following meeting. The Board of Directors normally meets every other month, unless more frequent meetings are called. The agenda for regular Board meetings is sent electronically to all Directors approximately one week before the meeting.

The IPAW Secretary and/or program assistant keep minutes of proceedings of all meetings. The minutes of the meeting are sent to all Board members within 10 working days after the meeting.

Board members are expected to carry out the following responsibilities to the best of their ability. They will annually receive, read and sign the following document and send a copy to the President.

Statement of Commitment for IPAW Board of Director Members

As a new or continuing IPAW Board member, I commit to fulfilling the following responsibilities:

- Become a member of the Invasive Plants Association of Wisconsin;
- Attend Board of Director meetings/conference calls;
- Serve as an ambassador to promote the mission, goals, and objectives of IPAW;
- Supervise and direct the various affairs of IPAW through these meetings during which the Board of Directors makes decisions on all major issues and decisions affecting IPAW membership, policies and activities;
- Vote according to my individual convictions as well as the stakeholders whose interest I represent, to challenge the judgment of others when necessary, yet to be willing to support the majority decision of the Board and work with fellow members in the spirit of cooperation;
- Identify and recruit new volunteers and other individuals to help with IPAW projects and activities;
- Act as a liaison and communication link between my geographic area and representative group (i.e., nursery industry; agency folks; land managers; academia; educators; etc.) to the board;
- Help build and coordinate new partnerships between IPAW and other partners including businesses, citizens, conservation groups, agencies, elected officials, and others;
- Assist in the organization and coordination of the IPAW annual membership meeting.

- I commit to join and actively participate in the functioning and projects of the:
(choose one or more)

Board of Directors Standing Committees:

- ___ Executive (comprised of the officers)
- ___ Finance/Budget (chaired by Treasurer)
- ___ Nominating
- ___ Long-Range Strategic Planning
- ___ By-laws and Operating Procedures

Standing Committees

- ___ Education & Communication (*contains subcommittees*)
- ___ Science (*contains subcommittees*)
- ___ External Relations
- ___ Fundraising & Development
- ___ Membership

Special Committee(s)

- ___ Symposium/conference Planning Committee

Signature

Date

V. Procedure for Placing an Item on a Board Meeting Agenda

If an Association member or a Director has a concern they wish to be discussed by the full Board, the concern should be submitted in writing to the president to be included on the agenda for the next Board Meeting. To give sufficient time for the Executive Committee to include the concern on the agenda, the request should be submitted at least 2 weeks before the next Board meeting. Exceptions may be allowed for late breaking concerns. The Director(s) should request permission of the President to add last minute agenda items.

VI. Officer Election and Duties and Program Assistant Duties

Officers (President, Vice President, Treasurer, and Secretary) are elected annually among the Directors (Bylaws Art. V). The election is normally conducted in the spring. The Executive Committee is authorized to hire a Program Assistant. Duties of the officers and Program Assistant are as follows:

President shall:

1. Preside at meetings of the Board and of the members;
2. See that orders and resolutions of the Board and the spirit of the Bylaws are carried out;
3. Prepare the agenda for board meetings (Bylaws Art. VI Sec. 3);
4. See that the Board functions effectively and fulfills all of its duties;
5. Appoint all committee chairs and serve as ex-officio member of all committees (Bylaws Art. VII);

6. Perform other duties that may be prescribed by the Board.

Vice President shall:

1. Act as the president in his or her absence;
2. Serve as chair of the Long Range Strategic Planning Committee;
3. Perform other duties delegated by the President or the Board of Directors.

Treasurer shall:

1. Serve as the financial officer of IPAW and chair the Finance/Budget Committee;
2. Work with Finance Committee to prepare annual budget;
3. Maintain all financial records of the Association;
4. Acknowledge receipt of membership dues;
5. Deposit member dues and other revenues in a timely manner;
6. Pay or arrange to have paid all legitimate Association expenses in a timely manner;
7. Arrange for and maintain records of financial audits as appropriate;
8. Serve as primary contact person for the IPAW Program Assistant;
9. Manage accounts appropriately.

Secretary shall:

1. Maintain:
 - a record of all changes to the Bylaws and a current version (hard and soft copy);
 - an official copy of the IPAW Standard Operating Procedures;
 - a copy of the Articles of Incorporation.
2. Record and publish the official minutes of the annual meeting of the Association and Board of Directors meetings within 2 weeks;
3. Send or cause to be sent all official correspondence of the Association;
4. Coordinate with Program Assistant and Treasurer to maintain database of all members.

Program Assistant: The Program Assistant assists the IPAW Board of Directors by facilitating activities and communications, as well as maintaining the membership database. The position will be supervised by the IPAW Board of Directors. The duties listed here are in order of relative importance.

Membership:

1. Maintain membership database in Microsoft Access;
2. Send membership renewal letters within 2 months of the membership expiration date;
3. Coordinate nominations information and send board election ballot mailing;
4. Arrange for printing of membership materials (brochure, envelopes, etc.).

Assistance to the IPAW Board of Directors:

1. Maintain Board member contact information with current data (address, email, telephone, term);

2. Maintain Committee contact information;
3. Maintain organizational records (IRS info, State of Wisconsin, Bylaws, etc.);
4. Record minutes of Board meetings (or ensure that they get recorded). Send out To-Do reminder emails to appropriate Board members roughly half-way between Board of Director meetings;
5. Help set-up Board of Director meeting dates, times and places;
6. Consult with President and other board members on agenda items;
7. Prepare and send out Board meeting notices, agendas, and conference call details.

Miscellaneous:

1. Ensure that requests received via email, the web site (info@ipaw.org), U.S. mail or phone calls are answered or referred to the appropriate person or committee;
2. Review website on regular basis and provide updated information to web manager: board info, committee info, meeting notices, meeting minutes, etc.;
3. Other duties as negotiated.

VII. IPAW Members. IPAW membership includes both individual and institutional members. Annual dues are \$20 for individual, \$30 for family, and \$10 for student membership; organization or agency dues are \$100 annually. Dues are to be paid to IPAW by the member's or institution's anniversary date of membership annually. Dues are used to cover the expenses deemed necessary by the board of directors including, but not limited to educational and scientific programs deemed appropriate by the Board, the program assistant fees, and committee expenses. In addition, IPAW may elect by unanimous approval of the Board, Honorary members to recognize those who have made extraordinary efforts in helping the organization achieve its goals (Bylaws Article III).

VIII. Invasive Plants Association Affiliated Group/Organization Policy. (This section added to SOP July, 2008). (See Bylaws Article XIII for more details on Regional Chapters of IPAW).

Justification. The synergy of groups cooperating in efforts related to invasive plants justifies IPAW formalizing aspects of how we can work with others to achieve common goals. Among the benefits of having a structure to work with others are these:

Benefits to the affiliated group/organizations:

- Greater visibility and strength by partnering with a state-wide organization;
- Space in the IPAW newsletter and on the IPAW website;
- IPAW will provide grant administration for affiliated groups/organization and for informal or non-incorporated groups or teams of individuals seeking grants that are focused on invasive plants.

Benefits to IPAW

- IPAW's mission carried on more broadly;
- Additional contact with the public;
- Potential for additional committee and board members and volunteers;
- Additional participation in IPAW annual meeting and cosponsored conferences.

Relationship of IPAW to affiliated group/organizations

An affiliated group or organization will be considered a partner with IPAW for the purpose of enhancing the mission and objectives of both organizations in a particular geographic area. The IPAW Board must approve the details of the relationship with an affiliated group/organization and its purpose. A potential affiliated group/organization will propose to the Board its purpose and the area it will serve, contact information for a liaison to the IPAW Board, and any other pertinent information requested. The Board will suggest changes as needed to avoid duplicity or overlap with other affiliated group/organizations or potential affiliated group/organizations.

Board and committee representation

Members of affiliated groups/organizations are encouraged to serve on IPAW committees. Affiliated group/organizations will be encouraged to nominate individuals for board members and the IPAW nominations committee will be encouraged to recruit board members from affiliated group/organizations. Affiliated group/organizations may develop their own committees as appropriate. Officers of affiliated groups/organizations must be IPAW members in good standing.

Financial matters

Affiliated group/organizations will administer their funds and be responsible for their fiscal affairs. Affiliated group/organizations may seek grants in partnership with IPAW. Such efforts must comply with IPAW fiscal policy.

Reporting

Affiliated groups/organizations are required to submit annual reports with information on their leadership and activities, financial status, and minutes of meetings. IPAW will provide a standardized format for annual reports.

Dues and fundraising

Members of affiliated group/organization will be invited to become members of IPAW. Affiliated group/organizations may request funds from individuals and businesses that reside or operate within their boundaries without IPAW approval. All funds raised will be reported in the annual report.

Needed changes to IPAW bylaws:

The following language should be added to the IPAW bylaws to accommodate affiliated group/organizations.

The Board of Directors is empowered to designate affiliated groups/organizations of the corporation who meet the following criteria:

- (a) The affiliated group/organizations shall be given the primary responsibility for programs and projects within the affiliated group/organization's territorial jurisdiction or designated purpose as shall be determined by the Board of Directors

(b) Affiliated group/organization members will designate a liaison to the BOD, and may elect affiliated group/organization directors and officers to be members of the corporation.

(c) A group's/organization's affiliation with IPAW can be disbanded by action of its members and mailing a notice to the Board of Directors. An affiliated group/organization could be disbanded for failure to comply with IPAW Policy and Procedures by action of the IPAW Board of Directors upon mailing of such notice to the affiliated group/organization leadership.

IX. Annual Membership Meeting

The Annual Meeting of IPAW members is held at a location designated by the Board. Members who are unable to attend the meeting, but wish to vote, may obtain an absentee ballot form from the IPAW Program Assistant or secretary that must be returned to the IPAW Secretary by the date indicated on the form. (Bylaws Art. VI)

X. IPAW Co-Sponsored Conferences

Since its inception in 2001, IPAW has attempted to team up with other organizations to cosponsor a significant educational event approximately every two years. Some years, partnering may not be feasible for any number of circumstances, in which case IPAW may decide to have a conference on our own. Our past conferences are as follows: La Crosse with the Prairie Enthusiasts in 2003; Madison with the National Conference of the Natural Areas Association in early 2004; Madison with solely IPAW in late 2004, Madison with the Wisconsin Wetlands Association in 2006; and Milwaukee with the North Central Weed Science Society for a major conference in 2007.

Conference partners and sites will be chosen through a selection process by the IPAW Board, with advice and information provided by prospective co-hosts. A special committee will be appointed by the Board to organize and coordinate each conference.

XI. Committees

As with any organization, the primary activities happen in committees. IPAW has both Standing and Special Committees. Each committee shall report to the full Board of Directors not less than annually, in a schedule determined by the Board. The purpose, composition and function of these are described here. Most committees should meet at least twice annually; meetings can be done via conference call.

Board of Directors Standing Committees. These committees will be comprised of only Board members; if deemed helpful, advisors who are not Board members can be appointed.

1. **Executive Committee.** The officers of the Association and the immediate past president (if available to serve) comprise the membership of this committee. The President serves as chair. The duties of this committee are to:
 - a. act on behalf of the Board when actions or decisions are needed when the Board is not convened.

- b. set the agenda for Board meetings.
 - c. orient new board members on the history, activities, and their responsibilities as a board member.
 - d. review committee composition and recommend changes to the Board.
(see Bylaws Art. IV, Sec. 8 for more information on Executive Committee)
2. **Finance/Budget Committee.** This committee is chaired by the Treasurer and its duties are to:
 - a. develop the Association’s annual budget for approval by the full board.
 - b. see that accurate and complete financial records are maintained.
 - c. present a financial report to the board and other reports as requested.
 - d. review the Association’s financial situation and propose policy related to how money is raised and expended by the Association.
 - e. monitor IPAW’s non-profit status and to annually file or cause to be filed appropriate Internal Revenue Service form.
 3. **Nominations Committee.** The Board will appoint a nominations committee when necessary and its duties are to:
 - a. identify individuals who are qualified and willing to serve on the board.
The expertise and interests candidate board members should represent are described in the Bylaws. (Bylaws Art. IV, Sec. 3)
 - b. ensure that candidates understand the responsibilities inherent in Board membership.
 4. **Long Range Strategic Planning Committee.** This committee is chaired by the Vice President and its members will include at least three Board members. This committee will:
 - a. periodically schedule in-depth planning activities to reassess the activities, organization, procedures, bylaws, policies and programs of IPAW.
 - b. bring recommendations to the Board regarding future planning.
 5. **Bylaws and Operating Procedures Committee.** This committee will:
 - a. review its bylaws and operating procedures periodically.
 - b. receive suggested changes and/or additions to the SOP or Bylaws from Board or committee members. Changes must be approved by the full Board. Procedures to change these documents are found on pp. 10 and 13, respectively, of this document.
 - c. present proposed revisions of our Bylaws and Standard Operating Procedures to the Board for discussion and approval.

Association Standing Committees. These committees have important functions in the association. They may be chaired and composed of non-board members. Committee chairs can request funds for conference calls and other meeting expenses, including mileage reimbursement, to conduct their business and activities. Requests must be sent to and approved by the IPAW Board prior to the planned event(s).

1. Education and Communication Committee. The responsibilities of this committee are to ensure the communication within and outside the Association. The committee chair shall:

- a. ensure that the subcommittees are functioning.
- b. monitor the messages of each subcommittee to ensure alignment and consistency with the Association.
- c. serve as the liaison to the Board.

The main activities of this committee are conducted via these subcommittees with these duties:

a. Website and List serve. Membership on this committee should include one person from each of the other standing committees (Board and Association) to ensure representations of all committees on the web.

1. Develop criteria for content of the web site.
2. Establish standards for custodial aspects such as: create, update, read, delete.

b. Newsletter.

1. Publish the Plants Out of Place Newsletter no less than four times annually.
2. Ensure that copies of all Newsletters are archived.

c. Educational materials (displays, the IPAW brochure, Power Point presentations).

1. Maintain current displays on invasive plants for use at indoor and outdoor events.
2. Ensure an adequate supply of up-to-date membership brochures.
3. Solicit and make available Power Point presentations on pertinent topics.

d. Speakers' bureau.

1. Recruit IPAW members to participate in the bureau.
2. Maintain and publicize the list of speakers and areas of expertise.

2. External Relations. This committee has the important role working with others to provide information on all invasive plant issues that will help policy makers, commercial entities and others make sound policy and business decisions that promote an environment free of invasive plants.

Plant Industry Relations. This subcommittee will:

- a. develop relationships with industry (including horticulturalists, landscapers, agricultural seed producers, etc.) to facilitate communication on invasive plant issues
- b. work to promote IPAW objectives (Bylaws, Article II).
- c. monitor the actions and developments of the Plant Industry as related to invasive plants and recommend possible IPAW responses or actions.

Governmental Relations: This subcommittee will:

- a. monitor policy and legislation on invasive plant issues at all levels of government.
- b. track agency actions and make recommendations regarding IPAW involvement, if and when appropriate.
- c. educate IPAW members and decision-makers on pertinent governmental actions or needs related to invasive plants.

3. Fundraising and Development. IPAW needs resources beyond members' dues to accomplish our objectives. Other committees will request funding or funding ideas for their financial needs from this one. This committee will:

- a. solicit gifts and grants from private and public sources
- b. offers professional development opportunities to board and committee members.

One avenue of funds is **speakers' fees**. Our **policy** in this regard is as follows:

IPAW members (especially those on our Speakers' Bureau) are often asked to give presentations to varied audience groups. We encourage this activity and trust our members to give accurate, unbiased and current information regarding invasive plant issues. We suggest that speakers be compensated for all out-of-pocket expenses (mileage, meals, etc.) and that, if possible, the inviting group also contribute a \$50 or greater honorarium to IPAW. Of course members are free to accept invitations without compensation at their discretion. (this section added Nov. 2008)

4. Science committee. The primary goal of the Science Committee is education in the focus areas of the subcommittees which are as follows:

- a. **Invasive Plant Reporting:**
 1. disseminate and encourage the use of a standardized reporting form
 2. institute an on-line reporting form
 3. develop tools and resources to assist in surveying the state for problem species or assemble existing information
- b. **Invasive Species List:** periodically update the IPAW Wisconsin Invasive Species List.
- c. **Management and Control:** review, summarize and disseminate the latest information on management and control and also to advocate for research that needs to be done.

5. Membership Committee. This committee shall:

- a. promote membership in IPAW.
- b. encourage members to become active in one or more committees or initiatives on invasive plants.

- c. take the leadership in nominating individuals as candidates for Honorary Member status in IPAW.

Special Committees. These are appointed by the Board as needed to accomplish short term goals. For example, the Conference Committee organizes biennial events with other organizations.

XII. Guidelines and Expectations of Committee Chairs

Functioning committees are essential for IPAW to accomplish its mission and objectives. Those who serve as committee chairs have an important role to fulfill as summarized in the following guidelines and expectations.

IPAW Committee Chairs shall:

- Organize, convene and lead committee meetings. This includes developing each meeting agenda.
- Convene their committee a minimum of two times per year. One of these meetings should occur prior to or as part of the Annual Meeting, to review its progress/accomplishments from the past year and set new goals for the coming year.
- Recruit committee members.
- Maintain a contact list of committee members with the assistance of the IPAW Program Assistant. This list should be reviewed annually and updated as needed.
- Provide written and/or oral summary of Committee activities at least two (stated annually earlier) times per year to the IPAW Board of Directors.
- Provide written minutes of Committee meetings to IPAW Secretary for filing and posting on the IPAW website.)

IPAW Committee Chairs are encouraged to:

- Submit articles to the IPAW newsletter relating to committee activities.
- Submit funding requests to the IPAW Board of Directors or the IPAW Fundraising Committee to help the committee fulfill its charge. This includes requests for teleconference meetings.
- Seek assistance from the committee's Board Liaison(s) to effectively communicate activities and needs to the Board of Directors, as needed.
- Communicate with other IPAW committees on a regular basis with the assistance of the Program Assistant to encourage collaboration among committees and to discourage redundancy in initiatives.
- Recruit committee members from diverse geographic locations.
- Utilize IPAW website, LISTSERV and email distribution lists to better fulfill committee charges, recruit volunteers/committee members, etc. through the website and the list serve.

XIII. Procedure for Transfer of Materials from the Out-going Officers to the Newly-elected Officers

All materials, records, correspondence, etc, maintained by the officers of the Association will be transferred to the newly-elected officers as soon as possible after the election (but no later than 30 days) to ensure continuity from one administration to the next. IPAW shall pay reasonable costs incurred for mailing.

XIV. How to Modify Standard Operating Procedures

Modifications to this document can be proposed by any IPAW board member or committee chair. The change(s) will become official following a majority vote in favor such action by the Board members at two consecutive Board meetings.

Last modified: 11/26/2008

XV. BYLAWS of Invasive Plants Association of Wisconsin, Inc.

Nov. 2003 edition

Article	Topic
I.	Name
II.	Objectives
III.	Members
IV.	Board of directors
V.	Officers
VI.	Meetings of the Members of the Organization
VII.	Committees
VIII.	Parliamentary Authority
IX.	Amendment of bylaws
X.	Finances
XI.	Indemnification of Officers and Directors
XII.	Chapters
XIII.	Dissolution (proposed)

ARTICLE I. Name

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

ARTICLE II. Objectives

The objectives of this organization shall be to:

- a) provide a focus for issues and concerns regarding invasive plants in Wisconsin;
- b) facilitate communication and the exchange of information regarding all aspects of invasive plant control and management;
- c) provide a forum where all interested parties may participate in meetings and share in the benefits from the information generated by this Organization;
- d) promote public understanding regarding invasive plants and their control;
- e) serve as an advisory resource regarding funding, research, management and control of invasive plants;
- f) facilitate efforts to monitor and control invasive plants in Wisconsin;
- g) 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 2/3, 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 can not 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 2/3 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 bylaws or adopt new bylaws 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 bylaws 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 bylaws is an item on the agenda will also be in the notice of the second meeting. The bylaws 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.

Dates of Bylaw amendments: Nov, 2003.

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 bylaw, 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 other wise 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.

CERTIFICIATION

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

Mission statement as stated on our web site:

“The mission of the Invasive Plants Association of Wisconsin is to promote better stewardship of the natural resources of Wisconsin by advancing the understanding of invasive plants and encouraging the control of their spread.”

Proposed amendments:

Article XIII. Dissolution. Upon the dissolution of the Corporation, the board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to some other similar organization(s) with similar purposes that has (have) been qualified as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1954 (or as amended).

Date: _____