

**BYLAWS  
OF THE  
MADISON CHAPTER  
WILD ONES: NATIVE PLANTS, NATURAL LANDSCAPES**

Original Bylaws Approval: 8/26/21

Last Update: 8/26/21

**PREAMBLE**

As a chapter of Wild Ones Natural Landscapers, Ltd, (herein referred to as Wild Ones National or Wild Ones: Native Plants, Natural Landscapes) the rules which follow as adopted by the Madison Chapter are under no circumstances intended to conflict with or undermine the national bylaws, but instead should be considered an integral part of the national bylaws, to provide additional support and direction, as required by specific chapter requirements.

**MISSION STATEMENT**

Wild Ones: Native Plants, Natural Landscapes promotes environmentally sound landscaping practices to preserve biodiversity through the preservation, restoration and establishment of native plant communities.

**BYLAWS**

**ARTICLE I: NAME**

The name of the organization shall be Madison Chapter of Wild Ones: Native Plants, Natural Landscapes (herein referred to as Madison Chapter).

**ARTICLE II: PURPOSE**

The purpose shall be to promote the use of native plants and sustainable landscaping practices.

## ARTICLE III: MEMBERSHIP

### **Section 1 – Eligibility**

Any person, household, business, or organization paying the required annual dues and abiding by the Policies of this organization shall be considered a member in good standing.

### **Section 2 – Dues & Donations**

The annual dues rate shall be set by Wild Ones Natural Landscapers, Ltd. Dues are payable annually on the date of original membership application. Dues are paid to Wild Ones national office via the WildOnes.org website.

Local donations to your chapter can still be made directly to your chapter.

## ARTICLE IV: OFFICERS AND ELECTION PROCESS

### **Section 1 – Elected Officers**

The elected officers of the Chapter Board of Directors and their terms of office shall be President (1 year), Vice-President (1 year), Treasurer (1 year), and Secretary (1 year). The term shall run from Jan 1 to Dec 31.

### **Section 2 – Duties of the Elected Officers**

- A. **PRESIDENT:** The role of the president is to act as a spokesperson for the chapter, to promote the mission, and to protect the interests of the chapter. Specific responsibilities include:
- a. prepare an agenda for and preside at all meetings of the Madison Chapter as provided for in Article V;
  - b. appoint Standing Committee chairs with the approval of the majority of the Elected Officers;
  - c. appoint Other Committee chairs, as necessary;
  - d. prepare and submit the State of the Chapter report to the National Wild Ones Organization by the designated deadline during their term in office;
  - e. serve as an ex-officio member of all committees except the nominating committee;
  - f. cast a deciding vote in case of a tie;

- g. ensure the implementation of all chapter and National Wild Ones policies and procedures;
- h. serve as liaison to the National Wild Ones organization and other outside organizations

B. VICE -PRESIDENT: The Vice-President shall be familiar with all aspects of Chapter functions and conduct the business of the Madison Chapter in the absence of the President. Specific responsibilities include:

- a. assist the President as necessary;
- b. preside at chapter meetings in the President's absence;
- c. assume the President's role for the remainder of the term if the office of President should become vacant;
- d. form the nominating committee and serve as its chair.

C. SECRETARY: The role of the Secretary is to document chapter meetings and be responsible for chapter communications. Specific responsibilities include:

- a. take the minutes of all business meetings and send minutes to the Board no less than one week before the next regularly scheduled meeting; record and maintain a file of all minutes of all Board Meetings and Special Meetings;
- b. act as the custodian of all records and papers pertaining to the Madison Chapter;
- c. keep a record of attendees at all board meetings;
- d. bring to each meeting the minute records, a copy of the Bylaws, and a list of all committees and the committee membership, or access to all such digital files as needed;
- e. prepare and distribute notices of Amendments to the Bylaws; appoint a substitute when unable to attend a meeting;
- f. and perform other duties as may be necessary to fulfill this position.

D. TREASURER: The role of the Treasurer is to maintain records of all financial dealings of the chapter and share this information with the board to help the board make the best fiscal decisions possible. Specific responsibilities include:

- a. receive, account for, and deposit in the Madison Chapter bank accounts all funds of the organization and make authorized

disbursements by the issuance of checks as directed by the Board of Directors;

- b. maintain appropriate financial records which shall be open to inspection and audit as directed by the Board;
- c. prepare and submit such financial records as requested by the President and/or Board;
- d. make a financial report at every Board of Directors meeting and the Annual Meeting;
- e. prepare and submit the annual financial report to Wild Ones National by the designated deadline;
- f. and perform other such duties as may be necessary to fulfill this position.

### **Section 3 – Nomination Process, Nominating Committee, Elections**

A. Nomination Process - Elections are held annually at the October Annual Meeting. A request for nominations will go out no later than September 1st. Members will be given 1 month to nominate themselves or someone else for any of the Elected Offices and should send nominations to the Nominating Committee Chair. Those wishing to hold an office must be a member in good standing of the Madison Chapter at the time of their nomination and during their term of office. The members shall be notified of the nominations at least two weeks prior to the Annual Meeting.

B. Nominating Committee – shall be selected by August 15th and will be made up of the Vice President (as chair), two (2) Board members (excluding the current President), and two (2) at- large members. The Nominating Committee responsibilities include:

- a. assure that each candidate is a member in good standing (i.e., dues are current)
- b. contact all nominees to assure they agree to serve as a candidate for the named office
- c. create a slate of candidates, at least one per office,
- d. and present the slate to the members at least 14 days before the October Annual Meeting.

C. Election Process – Self-nominations will be allowed from the floor at the time of the election. The vote shall be by secret ballot unless all candidates run unopposed. Then the vote shall be by voice acclamation or paper or digital ballots, whichever

the Nominating Committee deems best for that particular election. Ballots shall be counted by the nominating committee during the October meeting. The person with a plurality of votes in each office shall be declared the winner. In the case of a tie, a coin flip will decide the winner.

D. Officer Transition - Before leaving office, the current office-holder shall hand over the Madison Chapter files and all other chapter information they hold and shall acquaint the officer- elect with their duties.

#### **Section 4 - Removal or Resignation**

An Elected Officer may resign at any time upon written notice to the Board. An Elected Officer may be removed from office with or without cause during a Special Meeting called by a 2/3 vote of the Board of Directors. The vote shall be by secret ballot and shall be passed by a 2/3 vote of the members present at the meeting. The Board shall determine who will preside at this special meeting.

### **ARTICLE V: MEETINGS**

#### **Section 1 - ANNUAL MEETING:**

The Annual meeting of the membership shall be held during the month of October each year. Presentation of the annual report by the President, the Treasurer's report, and the election of the Officers shall take place at this meeting, as well as the transaction of other business as may come before the meeting.

#### **Section 2 - SPECIAL MEETINGS:**

A meeting of the members may be called with no fewer than 7 days' notice by the President for the purpose or purposes stated in the call of the meeting. A Special Meeting may also be called by a 2/3 vote of the Board as described in Article IV, Section 2 E.

#### **Section 3 - BOARD MEETINGS:**

Board of Directors shall meet monthly when there is business to transact, but shall meet no less often than quarterly. Board members may communicate via email, but voting will take place at Board meetings. If necessary, voting by email will follow the guidelines outlined in the Chapter Policies and Procedures. These meetings will be open to the general membership, unless a separate closed board meeting is called.

#### **Section 4 - GENERAL MEMBERSHIP MEETINGS:**

Regular meetings of the general membership shall ideally be held monthly, with the exception of December, for a total of eleven meetings each year. The general membership meetings will mostly consist of relevant presentations or other activities to support and further the purpose of the Chapter. Members present shall constitute a quorum for the transaction of any business conducted at monthly meetings. Members will be notified of meetings at least 7 days in advance.

#### **ARTICLE VI: THE BOARD OF DIRECTORS**

The Board of Directors (herein referred to as the Board) shall consist of the immediate Past President, the current Elected Officers, and the Standing Committee Chairs. The President shall be the Chairperson thereof. The Board of Directors shall have general supervision of the affairs of the Madison Chapter; develop an annual budget as needed; approve all expenditures; make decisions for action on such items as budget and projects; establish the general purpose of all committees; approve an annual calendar of events; and perform other duties as may be prescribed by the membership, the Madison Chapter bylaws, and by Wild Ones National. A quorum of a simple majority of the Board is required to conduct business.

The Board of Directors shall appoint a committee of three made up of one at-large Chapter member and two Board members to conduct a financial review of the Chapter's books, accounts and operations at its discretion. The Board may require an accounting or have an audit made of the handling of any Chapter funds by any officer, committee, or member of this Chapter. Any member of this Chapter in good standing may inspect any such audit or accounting upon request at a reasonable time and place.

If an office or Board position is shared by two people, both people shall have a full vote. However, any person who holds two or more positions on the Board shall have only one vote. Any Madison Chapter member may attend any regular or special Board meeting.

#### **ARTICLE VII: STANDING COMMITTEES OF THE BOARD**

The Standing Committees shall include Membership, Program, Plant Sale, Publicity, Newsletter, Volunteer Coordinator, and Webmaster. Standing committee chairs shall be responsible for the execution of committee responsibilities; attending Board meetings as a voting member; making regular reports at Board meetings; developing a budget for the fiscal year by the established deadline if appropriate; reading and responding to Board

correspondence in a timely fashion; and shall perform other duties as deemed necessary by the Board.

### **Section 1 - MEMBERSHIP:**

This Committee shall maintain the membership records, support member retention, and promote chapter growth. Specific responsibilities include:

- report on the current status of members - how many new, total membership, etc. at Board Meetings;
- develop a budget for the fiscal year by the established deadline;
- staff a membership table at each Member Meeting to greet members and guests, provide sign- in sheets and name tags for members and guests, and have membership forms available for prospective members;
- send a welcome packet to new members;
- contact members whose memberships have expired;
- work with Wild Ones National to maintain accurate information in the chapter membership database (National maintains the master);
- monitor the generic email inbox and respond to inquiries in a timely fashion;
- and keep the names of past members for two (2) years;

### **Section 2 - PLANT SALE:**

This committee is responsible for conducting sales of native plants as requested by the Board. Specific responsibilities include:

- A. prepare a budget for the sale(s);
- B. determine plants to be sold;
- C. procure those plants;
- D. select a date (or dates) and location for the sale(s);
- E. work with Newsletter, Website, and Publicity committees to advertise the sale;
- F. conduct the sale;
- G. report results to the Board;
- H. and deposit profits with the Treasurer.

### **Section 3- PROGRAMS:**

This committee, with input from the Board, shall plan a schedule of programs and activities for the General Membership Meetings. Specific responsibilities include:

- A. develop monthly schedule of speakers/activities before February 1<sup>st</sup> of that program year;
- B. negotiate speaker fee for non-member speakers;
- C. work with Treasurer to have a check to present to the speaker following the presentation;
- D. develop a budget for the fiscal year by the established deadline;
- E. reserve location and equipment for each program;
- F. provide program information and speaker bio to Publicity, Newsletter, and Website chairs by established deadlines;
- G. greet speaker(s) the night of the program and make sure they have needed equipment;
- H. and introduce speakers to the audience.

#### **Section 4 - PUBLICITY:**

This committee shall serve to notify the public of meetings, activities, and projects sponsored by the Madison Chapter and open to the public. Specific responsibilities include:

- work with other committees and local media to publicize projects, activities, and programs in a timely fashion;
- prepare display board and handouts for booth displays;
- develop a budget for the fiscal year by the established deadline;
- and perform other duties as deemed necessary by the Board.

#### **Section 5 - NEWSLETTER:**

This committee shall coordinate the preparation and distribution of an Madison Chapter newsletter at least quarterly. Specific responsibilities include:

- A. solicit articles and photos for the newsletter;
- B. design e-newsletter;
- C. work with Membership to maintain the newsletter mailing list;
- D. send e-newsletter to current members with email;
- E. print and send paper copy to members without email;
- F. email newsletter to interested non-members with an invitation to join;
- G. and email a program reminder to membership in months when a newsletter is not published.



## **Section 6 - VOLUNTEER COORDINATOR:**

This person shall assist other committees by finding volunteers among the members for various chapter-sponsored activities. Specific responsibilities include:

- Stay informed of the chapter's activities requiring volunteers;
- Determine volunteer needs for each activity and solicit members to fill those needs;
- Prepare newsletter articles as needed to advertise current volunteer opportunities and to thank past volunteers.

## **Section 7 - WEBMASTER:**

The webmaster shall coordinate activities necessary to maintain an up-to-date Madison Chapter web presence; stay up to date on website activities at the National level; and perform other duties as deemed necessary by the Board.

## **ARTICLE VIII: AD HOC COMMITTEES**

Ad hoc committees shall be appointed by the Board as needed. Each committee shall have its own chair who shall report to the Board for the duration of the effort.

## **ARTICLE IX: AMENDMENTS**

The Bylaws of the Madison Chapter may be amended at any General or Special Membership meeting with an affirmative vote of two-thirds (2/3) of the members present, provided the proposed changes have been submitted in writing to the membership at least two weeks prior to the meeting.

## **ARTICLE X: LIMITATION OF PERSONAL LIABILITY**

No part of the chapter funds of the organization shall be to the direct benefit of any member, official or individual. Board members shall not be held personally responsible for any financial debt, legal actions or other legal concerns brought against the Madison Chapter.

## **ARTICLE XI: DISSOLUTION**

The Madison Chapter may be dissolved at any time by a two-thirds vote of the members present at a Special Membership meeting called for that purpose, with the intent to dissolve having been communicated in writing to all members one month prior to the

vote. In the event of dissolution of the Madison Chapter, authorization to do so shall first be obtained from Wild Ones National. All monies still held in any form shall be transferred to Wild Ones National.

## Article XII: CONFLICT WITH NATIONAL BY-LAWS

Where the Bylaws herein conflict with the Bylaws of the National organization, the National Bylaws shall control.

## Article XIII: NON-PROFIT STATUS

In accordance with the rules of 501(c)(3), non-profit organizations, and Wild Ones National the Madison Chapter may not participate in or make financial contributions to any political activities.

## Article XIV: SUSPENSION OF BY-LAWS

Any Bylaw may be suspended at any General Membership meeting of the Chapter at which a majority of members is present, by the unanimous vote of all members present.

## Article XV: PARLIAMENTARY PRACTICES

Except as otherwise specifically provided in these Bylaws, all questions of order or procedure with respect to any meeting or action of this Chapter, its Board of Directors or any committee appointed hereunder shall be determined in accordance with the most current version of Robert's Rules of Order.