

By-laws of the Columbus chapter of WILD ONES
Adopted January 11 , 2014

As a chapter of Wild Ones Natural Landscapers, Ltd, the rules which follow as adopted by the Columbus Chapter are under no circumstances intended to conflict or undermine the national bylaws, but instead be considered an integral part of the national bylaws to provide additional support and direction as required by specific chapter requirements.

ARTICLE I: NAME The Wild Ones Columbus, hereafter called WOC is a chapter of Wild Ones Natural Landscapers Ltd., hereafter known as Wild Ones National, a 501 (c)(3) organization.

ARTICLE II: PURPOSE

The mission of WOC is to promote environmentally sound landscaping practices to preserve biodiversity through preservation, restoration and establishment of native plant communities. WOC is a not-for-profit environmental education and advocacy organization.

ARTICLE III: MEMBERSHIP

Anyone in good standing with Wild Ones National and who supports the mission of WOC may be a member.

ARTICLE IV: DUES

Dues are paid to the National office of Wild Ones.

ARTICLE V: DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall consist of the Executive Board and up to four (4) additional board members, including chairs of standing committees and other members as needed. The Board of Directors shall have general supervision of the affairs of WOC; develop an annual budget; approve all expenditures; make decisions for action on such items as budget and projects; fill vacancies to the Executive Board; establish the general purpose of all committees; create an annual calendar; arrange for meeting locations; assign chairs to appointed and ad-hoc committees; arrange for a financial review of the treasurer's records every two (2) years and when there is a transition to a new treasurer; attend all Board meetings and perform other duties as may be prescribed by the membership, the WOC by-laws and by Wild Ones National. A quorum of a simple majority of the Board is required to conduct business.

ARTICLE VI: EXECUTIVE BOARD

Section 1: There shall be an Executive Board consisting of a president, vice-president, treasurer, and secretary.

Section 2: The **president** shall preside at all meetings of WOC; with input from the Board of Directors, set the agenda for all Board meetings; be an ex-officio member of standing committees; submit the yearend state of the chapter report; and cast a deciding vote in case of a tie.

Section 3: The **vice-president** shall conduct the business of the WOC in the absence of the president and assist the president as needed. If the office of president should become vacant, the vice-president shall become president and a new vice-president shall be appointed to complete the term. The Board may ask the vice-president to serve as chair of a committee. The vice-

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president will send a synopsis of program meetings to all members via email following each program.

Section 4: The **secretary** shall take the minutes of all business meetings; send minutes to the Board and the National office within 14 days after each meeting; be the custodian of all records and papers pertaining to WOC; be responsible for notifying neighborhood newspapers about upcoming meetings; send an email reminder of each upcoming program meeting between 1-2 weeks before the meeting; arrange for a substitute when unable to attend a meeting; and perform other duties as may be necessary to fulfill this position.

Section 5: The **treasurer** shall receive, account for and deposit in the WOC bank account all funds of the organization and make authorized disbursements by the issuance of checks as directed by the Board of Directors; maintain appropriate financial records which shall be open to inspection and financial review as directed by the Board; prepare and submit such financial records as requested by the President and/or Board; make a financial report at every Board of Directors meeting, the annual meeting and annually to the National office; and perform other such duties as may be necessary to fulfill this position.

ARTICLE VII: STANDING COMMITTEES

Section 1: There shall be the following standing committees: membership and program. Two additional standing committees may be appointed at the discretion of the Board of Directors. Chairs shall make regular reports to the Board of Directors. The chair of these committees shall be elected by the membership.

Section 2: Membership: The chair shall monitor the current list of all members, including name, phone number, address and email address, keeping it up-to-date; advise members of WOC renewal and print out a hard copy of members once a year in January for the permanent records of the chapter; be responsive to visitors and new members via a follow-up call or email; arrange for name tags, and sign-in sheets at member meetings; make membership flyers available and perform other duties as deemed necessary by the Board.

Section 3: Programs: The program chair, with input and approval from the Board of Directors, shall plan a schedule of programs and activities; be responsible for coordinating details for speakers and other activities; provide the secretary with pertinent information at least four weeks before each event; post program information on the website and perform other duties as deemed necessary by the Board.

ARTICLE VIII: ELECTION OF OFFICERS AND DIRECTORS

Section 1: The Board of Directors shall be elected at the annual meeting of members in December. Board members shall serve a term of two (2) years, beginning January 1st and ending December 31.

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Section 2: There shall be a limit of two (2) consecutive terms for any officer unless no one else is available to fill a position. Then if the current officer is willing to continue to serve, they may do so upon removal of the constraint by the board of directors.

Section 3: Those wishing to hold an office must be a member in good standing of WOC during their term of office. They may submit their names to the nominating committee one (1) month prior to an election.

Section 4: Nominations may be made from the floor.

Section 5: The vote shall be by secret ballot unless candidates run unopposed. Then the vote shall be by voice acclamation. Ballots shall be counted by the nominating committee during the annual meeting. The person with a majority of votes in each office shall be declared the winner. In the case of a tie, a coin flip will decide the winner.

Section 6: Before leaving office the current office-holder shall transfer WOC files and all other chapter information they hold and shall acquaint the officer-elect with his or her duties.

ARTICLE IX: AD HOC COMMITTEES

Section 1: Ad hoc committees shall be appointed by the Board of Directors as needed. Each project shall have its own chair who shall report to said Board for the duration of the project.

Section 2: Nominating committee: The immediate past president and two (2) members in good standing not running for office form the nominating committee for the purpose of determining a slate for elections to the Board of Directors. Committee members will be appointed by the president in October of years when an election is necessary.

Section 3: Plant Rescue and Seed Collection: The chair shall plan and execute plant rescue activities as directed by the Board of Directors, when opportunities arise; recruit member volunteers for rescue and collection projects; along with the ways and means and/or the outreach chair, arrange for the disbursement of rescued plants and seeds; and perform other duties as deemed necessary by the Board of Directors. Rescues and collections shall be carried out in compliance with Wild Ones National's guidelines.

Section 4: Ways and Means: With input from the Board of Directors, chair shall plan and execute any fund-raising activity for the chapter; recruit members to assist in a project; and perform other duties as deemed necessary by the Board.

ARTICLE X: MEETINGS

Section 1: The Board of Directors shall meet monthly when there is business to transact, but shall meet no less than quarterly. Board members may communicate via email, but voting will take place at Board meetings unless an immediate vote is required. If an immediate vote is required, voting may be done via email.

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Section 2: WOC shall hold regular member meetings as scheduled by the Board of Directors.

Section 3: There shall be an annual meeting for the purpose of presenting an annual report and Board of Directors elections.

Section 4: Members present shall constitute a quorum for the transaction of business at member meetings.

ARTICLE XI: FINANCES

Section 1: The fiscal year shall be from January 1st to December 31st.

Section 2: Funds shall be spent only to further the mission of WOC.

Section 3: No funds of WOC shall inure to the benefit of or be distributed to its members, officers, or any other persons, except when WOC shall be authorized and empowered to pay reasonable compensation for services rendered or goods received.

Section 4: No funds from this organization may be dispersed to any political group or its representatives.

Section 5: Funds shall be deposited into an insured account of the WOC and disbursed by the treasurer or President other Executive Board member as authorized by the Board of Directors.

Section 6: WOC by virtue of its affiliation with Wild Ones National is a 501(c)(3) organization and shall abide by all the laws and limitations of non-profit organizations.

ARTICLE XIII: Unless otherwise specified, Robert's Rules of Order shall be the authority to govern the WOC in its business on all points not covered by the by-laws.

ARTICLE XIV:AMENDMENTS

The by-laws of the WOC may be amended at any regular or special meeting with a two-thirds vote of the members in attendance, provided the proposed changes have been submitted in writing to the membership at least two weeks before the meeting.

ARTICLE XV: LIMITATION OF PERSONAL LIABILITY

No part of the net earnings of the organization shall inure to the 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 WOC.

ARTICLE XVI: DISSOLUTION

WOC may be dissolved any time by a two-thirds vote of the members present at a special meeting called for that purpose, with the intent to dissolve having been announced one month

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

STANDING RULES:

1. Both a request-for-reimbursement form and bills/receipts must be presented to the treasurer in order to receive payment for expenses.
2. Collection of monies for WOC events shall be the responsibility of the chair who shall make a record of such monies and forward a copy of the record along with the funds to the treasurer.
3. Chairs of committees shall keep a record of the plans and actions of their committee.
4. In addition to the chair, there may be up to five (5) members on any committee.
5. With a two-thirds vote of the members in attendance, a standing rule may be added or amended at the annual meeting or special meeting called for that purpose, provided the proposed changes have been submitted in writing to the membership two weeks before the meeting.
6. With a two-thirds vote of the entire board a member of the board may be terminated if that member is not upholding the mission of WOC or if he/she does not fulfill the duties of the office to which he/she was elected.
7. In the event that a member of the Board of Directors cannot fulfill his/her term of office, he/she shall give the Board four week's notice of such withdrawal from the position. The Board shall then appoint a replacement to fill out that term.
8. In accordance with the rules of 501 (c)(3), non-profit organizations, WOC may not participate in any political activities. WOC may participate in a legislative matter with the approval of National Wild Ones.