

**CONSTITUTION AND BYLAWS
OF
FOX VALLEY AREA CHAPTER
WILD ONES NATURAL LANDSCAPERS LTD.**

PREAMBLE

We as supporters of natural landscaping with native plants in the Fox Valley area of the State of Wisconsin, believing in the objectives and purposes of Wild Ones Natural Landscapers Ltd. and desiring to form a parallel association with the same commendable objectives and purposes, do hereby create a Chapter in affiliation with Wild Ones Natural Landscapers Ltd. The following Constitution and Bylaws are hereby adopted for governing and regulation of this Chapter and are not intended to conflict with the national bylaws.

CONSTITUTION

- Article 1 NAME The name of the organization shall be Fox Valley Area Chapter of Wild Ones Natural Landscapers Ltd. (hereafter referred to as the Chapter).
- Article 2 PURPOSE To encourage, support and promote natural landscaping using native plants throughout the Fox Valley area.
- Article 3 MEMBERSHIP AND ELIGIBILITY
Any person, household, business or organization paying the required dues of this organization shall be considered a member.
- Article 4 ELECTION OF OFFICERS
- Section 1 The Nominating Committee made up of the immediate Past President, two (2) Board members and two (2) at-large members shall present the slate of officers at the annual February meeting.
- Section 2 Nominations may be made from the floor up to the closing of nominations immediately prior to the election at the annual February meeting.
- Section 3 Officers shall be installed at the February meeting and shall assume their duties immediately thereafter.
- Article 5 OFFICERS
- Section 1 No person shall be eligible to hold office in this Chapter unless he/she is a member.
- Section 2 The elected officers shall consist of President, Vice-President, Secretary and Treasurer who shall hold office for two (2) years. Additional two (2) year terms can be held.
- Section 3 No officer shall receive any compensation for any service rendered to this Chapter in his or her official capacity. Any and all incurred expenses approved by the Board of Directors during fulfillment of officer and chair responsibilities may, however, be reimbursed by the Treasurer.
- Section 4 The President and the Board of Directors have the right to appoint a member to fill a vacancy of an officer in case of an emergency.
- Section 5 Each officer shall maintain operating procedures and records for activities/tasks associated with his/her position to facilitate transition to his/her successor.
- Article 6 STANDING COMMITTEE CHAIRS
- Section 1 No person shall be eligible for appointment as a Chair in this Chapter unless he/she is a member.
- Section 2 The Standing Committee Chairs listed in the Bylaws under Article 5 are regularly appointed by the President and current officers.
- Section 3 They shall hold their positions for two (2) years. Additional two (2) year terms can be held.
- Section 4 They are requested to attend Board meetings.
- Article 7 BOARD OF DIRECTORS
- Section 1 The Board of Directors shall consist of the immediate Past President, the current elected/appointed officers and the Standing Committee Chairs. The President shall be the Chairperson of the Board.
- Section 2 Meetings of the Board of Directors shall be held regularly at such time and place as the Board shall determine.
- Section 3 Special meetings of the Board of Directors shall be held when called by the President or when requested by three (3) or more members of the Board of Directors.
- Section 4 The presence in person of a majority of its members shall constitute a quorum at any meeting of the Board of Directors as long as no fewer than three (3) officers are included in that quorum.
- Section 5 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.
- Section 6 Any Wild Ones member may attend any regular or special Board meeting.
- Section 7 Duties and Powers: In addition to those duties and powers, expressed and implied, set forth elsewhere in this Constitution and Bylaws, the Board of Directors shall have the following

duties and powers:

- (a) It shall implement the Constitution and Bylaws of the Chapter and when determined necessary shall amend it or adopt new bylaws.
- (b) It shall constitute the executive board of this Chapter and be responsible for the execution, through the Chapter officers and committees, of the Chapter policies. All new business and policy of this Chapter shall be considered and shaped by the Board of Directors and communicated to the Chapter members via the Chapter newsletter or at a regular or special Chapter meeting. Members may bring items to the attention of the Board and the Board may seek guidance from the membership.
- (c) It shall authorize all expenditures including speaker and special program costs and shall not create any indebtedness beyond the current anticipated income and assets of this Chapter, nor authorize disbursement of Chapter funds for purposes inconsistent with the Chapter Financial Guidelines as adopted June 1998 or as subsequently revised.
- (d) It shall authorize all fees to be paid by nonmembers for participation in Chapter activities.
- (e) It shall have power to modify, override or rescind the action of any officer of this Chapter.
- (f) It shall appoint a committee of two (2) made up of one at-large Chapter member and one (1) Board member to work with the Chapter Treasurer to review the books, accounts and operations of this Chapter annually and present their findings to the Board at its next meeting. The Board may require an accounting or have a review made of the handling of any Chapter funds by any officer, committee or members of this Chapter. Any member of this Chapter may inspect any such review or accounting upon request at a reasonable time and place.
- (g) It shall select, on recommendation of the Treasurer, appropriate accounts for the deposit of the funds of this Chapter.
- (h) It shall ensure that donated funds shall not be used for administrative purposes and that funds raised from public events or activities shall not be used entirely for administrative purposes.
- (i) It shall appoint Ad Hoc and Special Committees as necessary.
- (j) It shall submit matters of new business and policy as necessary to the respective Chapter committee for study and recommendation to the Board.
- (k) It shall encourage sociability among members by providing name tags, greeting members and guests at meetings, facilitating a hospitable environment at Chapter functions and arranging for refreshments at meetings as appropriate.
- (l) It shall plan the orderly succession of Board leadership.

Article 8 MEETINGS

- Section 1 Regular meetings of this Chapter shall be held monthly, except for the month of December, at a time and place recommended by the Board of Directors. All meetings shall begin promptly at regularly set times.
- Section 2 Special Chapter meetings may be called by the President at his/her discretion or when requested by the Board of Directors at a time and place as established by the President.
- Section 3 The Annual Chapter Meeting shall be held during the month of February.

Article 9 PARLIAMENTARY PRACTICES

Except as otherwise specifically provided in this Constitution and 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 Robert's Rules of Order, as revised from time to time.

Article 10 AMENDMENTS

- Section 1 Amendments may be proposed by any member to the Board for consideration.
- Section 2 There shall be one vote allowed per unit of membership, i.e. one vote per household, business or organization paying the dues of this Chapter.
- Section 3 An affirmative vote of two-thirds (2/3) of the members voting shall be required to amend the Constitution and Bylaws.
- Section 4 No amendment shall be put to vote, unless written notice stating the proposed amendment has been mailed or delivered personally to each member of this Chapter at least two (2) weeks prior to the vote.
- Section 5 Voting may occur either at membership meetings or by mail.

BYLAWS

As a chapter of Wild Ones Natural Landscapers, Ltd, the rules which follow as adopted by the Fox Valley Area 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 1 PRESIDENT

Section 1 The role of the President shall be to act as a spokesperson for the Chapter, to serve as ambassador-at-large to encourage native landscaping and to protect the interests of the Chapter.

Section 2 Responsibilities:
(a) Promote Wild Ones at every opportunity.
(b) Schedule all Board meetings.
(c) Coordinate preparation of meeting announcements.
(d) Prepare agenda and preside at Board and regular meetings.
(e) Monitor the activities of committees.
(f) Ensure implementation of all policy and procedures.
(g) Periodically review complimentary mailing list to maintain cost-effective listing.
(h) Coordinate preparation and submittal of monthly information for use by the National Wild Ones organization including newsletter articles, calendar of events, etc.
(i) Serve as liaison to the National Wild Ones organization and other chapter affiliates.

Article 2 VICE-PRESIDENT

Section 1 The role of the Vice-President shall be to be familiar with all aspects of Chapter functions and to assume the President's duties when necessary.

Section 2 Responsibilities:
(a) Assist the President as necessary.
(b) Preside at Chapter meetings in the President's absence.
(c) Coordinate implementation of Chapter goals as determined by periodic goal-setting meetings.

Article 3 SECRETARY

Section 1 The role of the Secretary shall be to communicate with Chapter members and document monthly meetings in such a way that reflects the interests and concerns of the Chapter.

Section 2 Responsibilities:
(a) Arrange for Board and special meeting locations.
(b) Notify members of all regular and Board meetings.
(c) Prepare and submit minutes to all Board members, Librarian and National Wild Ones Secretary.
(d) Record and maintain a file of all minutes of all Board meetings and Chapter business meetings.
(e) Prepare correspondence as requested.
(f) Order stationery, envelopes and other such items as necessary.
(g) Maintain and monitor implementation of Bylaws.
(h) Prepare and mail notices of Amendments to the Constitution and Bylaws.

Article 4 TREASURER

Section 1 The role of the Treasurer shall be to maintain records of all financial dealings of the Chapter and relay same to the Board to help them make the best financial decisions for the Chapter.

Section 2 Responsibilities:
(a) Officers, Board members and committee chairs shall submit their projected budgets for the coming year to the Treasurer by mid-January. The Treasurer shall draft an Annual Operating Budget for presentation at the February Board meeting.
(b) Forward member dues to National Wild Ones.
(c) Maintain the Chapter general checking and savings accounts and make all deposits.
(d) Monitor all special event checking and savings accounts, guiding special event treasurers as necessary. Receive and deposit net income into Chapter general accounts.
(e) Pay expenses as directed by the Board.
(f) Prepare checks for all expenses related to speakers, programs, meetings and Chapter in general.
(g) Maintain accounting of all income and expenses.
(h) Give regular reports at all Board meetings.
(i) Prepare annual financial report.
(j) Prepare status report of financial plan implementation.
(k) Submit required reports to the National Wild Ones Treasurer.
(l) Submit required reports to state and federal agencies as necessary.

Article 5 STANDING COMMITTEES

Section 1 The Standing Committees shall include Plant Rescue Chair, Newsletter Editor, Membership Chair, Program Chair, Publicity Chair, Display Chair, Web Chair, Natural Landscapes for Tomorrow Grant Chair, Toward Harmony With Nature Chair, Plant Sale Chair, Speakers Bureau Chair, and Mentoring Chair.

Section 2 The role of the Standing Committees shall be as outlined in the Guidelines for Officers and Chairs which function as the standard operating procedure for this Chapter, or as otherwise outlined by the Board.

Article 6 SPECIAL COMMITTEES

Section 1 The Board may appoint special committees to accomplish such functions as necessary to carry out the mission of this Chapter.

Section 2 The role of the Special Committees shall be as outlined in the Guidelines for Officers and Chairs which function as the standard operating procedure for the Chapter, or as otherwise outlined by the Board.

Article 7 DUES

Section 1 The annual dues rate shall be set by Wild Ones Natural Landscapers Ltd.

Section 2 Dues are payable annually on the date of original membership application. Dues may be paid to either the Treasurer of the Chapter or to the National Wild Ones Treasurer.

Section 3 Nonmembers attending monthly programs may be requested to pay a program fee to the Treasurer at the discretion of the Board.

Article 8 VOTING

Section 1 All members shall have the right to vote. There shall be one vote allowed per unit of membership, i.e. one vote per household, business or organization paying the dues of this Chapter.

Section 2 Voting may be either by ballot or by sign.

Section 3 A simple majority of members voting shall be required to pass a motion.

Article 9 REGULAR MEETING AND PROGRAM SCHEDULE

Section 1 Regular meetings shall be held on the fourth Thursday of the month during all months except November and December, unless otherwise specified. The November meeting shall be held on the third Thursday of the month. There will be no December meeting.

Section 2 Appropriate speaker or non-speaker activities shall be held as arranged for by the Program Chair.

Section 3 Regular meetings shall be held at 7:00 PM unless otherwise specified. The recommended Order of Business shall be as follows:

7:00 PM Welcome & announcements including introduction of new attendees and new members, dates of upcoming events, etc. Speaker presentation to follow.

9:00 PM Adjournment*

*Socializing and refreshments shall occur before regular meeting and following adjournment.

Section 4 The President has the right to suspend the Order of Business as necessary.

Article 10 AWARDS

Section 1 Permanent member nametags will be awarded to individuals who have volunteered their time or have given substantial gifts of money to achieve Chapter goals.

Section 2 An award for outstanding Chapter member or members may be given once a year at the Chapter annual meeting.

Section 3 An honorary membership may be awarded from time to time to an individual(s), business or organization who has significantly contributed to furthering the mission of Wild Ones Natural Landscapers Ltd. and the goals of the Chapter.

Section 4 Special awards may be given from time to time as suggested by the Board.

Section 5 Nomination for awards may come from any Chapter member or the Board. Approval of awards shall be by the Board.

ACCEPTED THIS ____ DAY OF _____, 2010.