Bylaws for Wild Ones Mid-Mitten Chapter

1. **Wild Ones Purpose and the Permitted Activities.** Wild Ones Natural Landscapers, Ltd., a Wisconsin corporation ("**Wild Ones**") is a non-profit whose purpose is to promote the use of native plants in landscapes. Wild Ones fulfills its purpose by conducting the following "**Permitted Activities**": educational programs and demonstrations; sales and exchanges of native plants and native seeds; lobbying, advocacy, and other activities described or stated within Wild Ones websites, social media platforms, Articles of Organization, tax-exemption applications, applications for registrations to solicit charitable donations; trademark registrations, and bylaws, guidelines, policies, instructions, requirements, and rules.

2. **Structure of Wild Ones National and the Chapter's Existence.** Wild Ones is a membership organization with a staffed headquarters ("**Wild Ones National**"). Wild Ones also has numerous chapters, including the Wild Ones Mid-Mitten Chapter ("the **Chapter**"), all of which were formed and exist with the permission of Wild Ones National.

3. **Wild Ones National.** References in these bylaws to Wild Ones National means and includes Wild Ones National's Board of Directors and its President, Treasurer, Executive Committee, and Executive Director.

4. **Chapter's Members.** The Chapter's members are those persons, affiliates, and businesses who are members of Wild Ones and who have chosen to be members of the Chapter, as shown by Wild Ones National's records. Whether a household constitutes one or more Chapter members is determined by Wild Ones National.

5. **Purpose of These Bylaws.** The Chapter has adopted these bylaws to provide the rules by which the Chapter will govern itself and conduct Permitted Activities to further Wild Ones purpose.

6. **Chapter Members' Authority.** Except as otherwise provided by these bylaws or as otherwise required by Wild Ones National, the Chapter members have the ultimate management authority over the Chapter, as follows:

a. **Exclusive Authority.** Only Chapter members may elect Chapter Directors when their terms expire. To the extent permitted by these bylaws, Chapter members shall also have exclusive authority over matters concerning the Chapter if and as so voted by the Chapter members.

b. **Delegated Authority to the Chapter Directors.** Unless the Chapter members vote otherwise and except as otherwise provided by these bylaws, the Chapter members shall be deemed to have delegated the following authority to the Chapter Directors: (i) determine the Permitted Activities in which the Chapter will engage, (ii) fill vacancies on the Chapter Board, (iii) appoint Chapter officers when their terms expire, and (iv) fill Chapter officer vacancies.

c. **Default Rules.** These bylaws contain additional default rules, including additional authority of the Chapter Directors and the Chapter officers, unless changed by the Chapter members' vote.

d. **Continuing Authority.** The Chapter members shall always have the authority to reverse or modify any of their votes or their delegations of authority to the Chapter Directors or the Chapter officers, by their vote as provided by these bylaws.

7. **Chapter Meetings.**

a. **Annual Chapter Meetings.** Each calendar year the Chapter shall hold an annual meeting of its members, which shall occur sometime during September through December or some other time during the year as voted by the Chapter members or the Chapter Directors. The purpose of the Chapter's annual meetings shall be to: (i) receive and discuss the report of the Chapter's activities and the Chapter's financial status since the Chapter's preceding annual meeting, and the Chapter's current financial status since last reported to the Chapter members, (ii) receive and discuss any other information pertinent to the Chapter's purpose or operations that is presented or requested by any Chapter member at the meeting, and (iii) vote on matters presented to the Chapter members by the Chapter Directors or requested by Chapter members using the process provided by these bylaws.

b. **Additional Chapter Meetings.** During each year, the Chapter is not required to hold a meeting other than an annual meeting. However, additional Chapter meetings may be scheduled: (i) by the Chapter Directors, (ii) by the Chapter members' vote at the Chapter's annual meeting or at any other Chapter meeting, or (iii) by request of at least ten percent of the Chapter members other than at a Chapter meeting, submitted in writing to the Chapter Secretary.

c. **Place and Method of Holding Chapter Meetings.** (i) Except as otherwise voted by the Chapter members, the Chapter Secretary shall determine the date, time, location, and methods of conducting the Chapter's meetings, including whether the meetings shall be entirely in-person, entirely electronic, or both in-person and electronic. (ii) Chapter meetings shall be held at a date and time reasonably convenient to at least a majority of the Chapter

members. (iii) In-person Chapter meetings shall be at a place that can likely accommodate the Chapter members reasonably expected to attend. Chapter meetings that are entirely or partially electronic shall occur by a generally available technology.

d. **Notice of Chapter Meetings.** The Chapter Secretary shall, in writing, notify the Chapter members of the Chapter's meetings at least 30 days before the meeting, or at a longer time as voted by the Chapter members. The notice shall include the day, time, location, whether wholly or partially in-person or electronic, and the purpose of each meeting. The Chapter Secretary may post notices of the Chapter's meetings on the Chapter's website and by other social media used by the Chapter, but such posting shall not be in lieu of a written notice sent to each Chapter member. Within 30 days after a meeting is requested by the Chapter Directors or by Chapter members, the Chapter Secretary shall notify the Chapter members of the meeting, and the Chapter Secretary shall schedule that meeting to be held at least 30 days after the notice, other than voting for the Chapter's dissolution (provided below). The 30 days' time period may be increased by a vote of the Chapter members. Other than voting for the Chapter's dissolution (provided below), if necessary under the circumstances in the Chapter Secretary's reasonable opinion, the Chapter Secretary may schedule additional Chapter meetings to be held sooner than 30 days after the notice (or sooner than the longer time period, if any, voted by the Chapter members), but with as much advance notice as practical.

e. **Conduct of Chapter Meetings.** Chapter meetings may not occur unless the Chapter members were notified of the meeting as required by these bylaws. Except as otherwise voted by the Chapter members: (i) The Chapter's annual meetings and additional meetings shall not require a quorum. (ii) The Chair of the Chapter meetings shall be the Chapter President or any other Chapter member in attendance who is designated by the Chapter President before or at the meeting. (iii) The Chair shall conduct each meeting or delegate any part of conducting the meeting to any attendee, including the timing and method of discussion, taking and tallying the votes, and recording minutes of the meeting. After the meeting, the Chair shall promptly deliver the meeting minutes to the Chapter Secretary if the Chapter Secretary did not record them.

f. **Voting by the Chapter Members.** Except as provided by these bylaws for the removal of a Chapter Director and a Chapter officer and for the dissolution of the Chapter, decisions on matters presented to the Chapter members for a vote shall be determined by the majority vote of the Chapter members who are present at the meeting, in-person or electronically, or by a greater percentage as voted by the Chapter members. The procedure for a vote by the Chapter members may also be conducted electronically during a time period lasting one or more days as determined by a prior vote of the Chapter members or by a prior vote of the Chapter Directors. There shall be no voting by proxy unless permitted by the Chapter members' prior vote. Any vote by Chapter members that does not involve the Chapter's governance, operations, or a Permitted Activity shall be null and void.

8. **Chapter's Board of Directors.**

a. **Purpose and Duties of the Chapter's Board of Directors.** The purpose of the Chapter's Board of Directors is as follows. Except as voted by the Chapter members and except as required by these bylaws or by Wild Ones National: (i) The Chapter's Board of Directors (the "**Chapter Board**"), acting through the Chapter Board's members (each of whom is a " **Chapter Director**"), shall determine the Chapter's governance, the Chapter's Permitted Activities, and the methods by which the Chapter shall conduct its Permitted Activities, including short-term and long-term planning, alliances with third parties, the Chapter's budgets and fund-raising activities, and participation fees. (ii) The Chapter Directors shall also manage and supervise the performance of the Chapter officers and the Chapter committees, if any.

b. **Number of Directors.** The Chapter Board shall always consist of at least three Chapter Directors. The number of Chapter Directors may fluctuate above three and may also be a varying, flexible minimum (but, at least three) and maximum number of Chapter Directors, if and whenever voted by the Chapter Directors or the Chapter members.

c. **Requirement to Serve as a Chapter Director.** Every Chapter Director must be a Chapter member.

d. **Dates for Elections to Fill Expiring Chapter Director Terms.** Except as otherwise voted by the Chapter members or the Chapter Directors, the Chapter shall hold an election sometime during September through December of each year in which the terms of Chapter Directors are expiring.

e. **Nominating and Filling Expiring Chapter Directors' Terms.** Although only the Chapter members may vote to fill the expiring terms of Chapter Directors, unless otherwise voted by the Chapter members, the Chapter Directors shall determine the following regarding the election to fill those expiring terms: (i) the dates to begin and close the process for nominating candidates, (ii) the information about the candidates, such as their qualifications, that the Chapter members must receive before the election, (the "**Candidate Information**"), (iii) the method of nominating candidates (such as by a nominating committee, presenting a slate of candidates, soliciting individual candidates, or self-nominations), (iv) determining whether the elections shall be conducted in-person at a Chapter meeting, electronic, or both, (v) selecting a single date for the election or a longer time period to submit votes, and (vi) anything else the Chapter Directors determine is necessary or desirable for the election process that is not provided by or contrary to these bylaws or prohibited by Wild Ones National.

f. **Nomination Notice.** Whether the Chapter Directors or the Chapter members determine the nomination and voting process, the Chapter Secretary shall deliver a written "**Nomination Notice**" to the Chapter members at least 30 days before the election, stating: (i) the commencement and duration of the nomination process and a description of that process, (ii) a description of the required Candidate Information, (iii) the election date or the time period to submit votes, which shall be at least 21 days after delivery of the Nomination

Notice, and (iv) such other information as required by the Chapter Directors or by the Chapter members' vote.

g. **Additional Nominees.** Regardless of the nominating process voted by the Chapter Directors or the Chapter members, any Chapter member desiring to serve as a Chapter Director, including Chapter Directors who desire to serve another term that is not prohibited by term limits, if any, may nominate themselves or any other Chapter member (with that member's permission) by so notifying the Chapter Secretary at least 25 days before the election date, along with their Candidate Information.

h. **Election Notice.** At least 5 days before the election or the commencement of voting, the Chapter Secretary shall send the Chapter members an election notice naming all the Chapter Director candidates, with their Candidate Information or with a link or other access to the Candidate Information if stored on the Chapter website or elsewhere electronically.

i. **Late Nominations.** If, within 5 days of the election, the number of candidates is insufficient to fill all the Chapter Board vacancies, the Chapter Secretary shall permit nominations for Chapter Directors at any time before the election, or at the Chapter meeting to hold the election, as applicable. The Chapter Secretary shall notify the Chapter members of the late nominees in a manner and with information concerning the late nominees that the Chapter Secretary reasonably determines will adequately inform the Chapter members of the nominees, before the election if reasonably practical, or otherwise at the time and place of the election or when the election commences if wholly or partially electronic, as applicable.

j. **Increased Time Periods.** Any of the foregoing time periods concerning nominations or elections of Chapter Directors may be increased to longer time periods if so voted by the Chapter Directors or the Chapter members.

k. **Delayed Election.** The Chapter Directors may, by their vote, delay and reschedule the nomination and the election process if necessary under the circumstances, such as due to weather, power outages, a lack of candidates, or other events, but only as long as necessary and with as much advance notice to the Chapter members as reasonably practical, including the reasons for the delay, the new dates, and other information the Chapter Directors reasonably believe is necessary or desirable.

l. **Voting to Fill Expiring Directors' Terms.** Except as otherwise voted by the Chapter members, when voting to fill the expiring terms for Chapter Directors: (i) each Chapter member shall have one vote for each open Chapter Board position or for each slate of candidates, as applicable. (ii) For individual candidates running against each other or against individuals on a slate, or for competing slates, those who receive the highest number of votes, depending on the number of open Chapter Board positions, shall be elected to the Chapter Board.

m. **Frequency of Chapter Board Meetings.** Except as provided below, the Chapter Board is not required to meet more than once during a calendar year if, during each calendar quarter in that year, Chapter Directors are substantially and regularly communicating with each other and notifying the Chapter members of the Chapter's activities and the Chapter Directors' decisions and votes. Otherwise, the Chapter Board shall meet and communicate with the Chapter members regarding Chapter activities at least once during each calendar quarter. The Chapter Board shall also meet on additional dates as requested by any Chapter Director on written notice to the other Chapter Directors. Subject to the above-required minimum number of Chapter Board meetings, the Chapter Board may cancel previously scheduled Chapter Board meetings by the Chapter Directors' vote. By a vote of the Chapter Directors or the Chapter members, the Chapter Board shall regularly meet and shall communicate with the Chapter members more often than the above-required minimums.

n. **Notice of Chapter Board Meetings.** The Chapter Secretary shall, in writing, notify the Chapter Directors and the other Chapter members of Chapter Board meetings, stating the day, time, location, method of participation, and purpose of each meeting, at least 30 days before the meeting or, if the circumstances require any change or addition sooner than 30 days before the meeting, as far in advance of the meeting as practical, as reasonably determined by the Chapter Secretary. Chapter Directors may also waive the timely notice of a meeting by so notifying the Chapter Secretary or the other Chapter Directors in writing, or by attending a meeting without objecting to the lack of timely notice. The foregoing 30 days' time period may be increased to a longer time period as voted by the Chapter Directors or the Chapter members. However, the Chapter Board may meet sooner than the minimum required notice if reasonably deemed necessary under the circumstances by the Chapter Directors, regardless of the Chapter members' vote against or objection to the shorter notice.

o. **Place of Chapter Board Meetings and Attendance.** Unless otherwise voted by the Chapter Directors or the Chapter members, the Chapter Directors may hold meetings in person at any location, by any electronic method, or by a combination of in-person and electronic methods, provided that all the Chapter Directors can participate in the meeting. Chapter members shall be permitted to attend Chapter Board meetings unless otherwise voted by the Chapter members. Chapter members may attend Chapter Board meetings by whatever method the Chapter Board is generally using for the meeting, provided the Chapter members who desire to attend so notify the Chapter Secretary at least seven days before the meeting, or within a shorter time if permitted by the Chapter Secretary. Chapter Directors, on notice to the Chapter Secretary, may attend any Chapter Board meeting by phone or by a generally available technology selected by the Chapter Secretary. The foregoing seven-days' time period may be increased to a longer time period as voted by the Chapter members, but the Chapter Secretary may nevertheless permit a shorter time period.

p. **Conduct of Chapter Board Meetings.** Except as otherwise voted by the Chapter Directors: (i) the Chair of the Chapter Board meetings shall be Chapter President or any other Chapter Director designated by the Chapter President. (ii) The Chair shall conduct each meeting or delegate any part of conducting the meeting to any Chapter Director in attendance, including

the timing and method of discussion, taking and tallying the votes, and recording minutes of the meeting. After the meeting the Chair shall promptly deliver the meeting minutes to the Chapter Secretary if the Chapter Secretary did not record them.

q. **Directors' Voting.** Chapter Board meetings shall require a quorum of at least two Chapter Directors, or a greater number of Chapter Directors, which may fluctuate, as voted by the Chapter Directors or the Chapter members. The decisions of the Chapter Board on matters that require the Chapter Directors' vote shall be determined by the majority vote of the Chapter Directors who attend the meeting (or by a greater percentage as voted by the Chapter Directors or the Chapter members), provided that notice of the meeting was given as required by these bylaws (unless notice is waived) and provided a quorum of Chapter Directors is present. Each Chapter Director shall have one vote on all matters requiring a vote of the Chapter Board. There shall be no voting by proxy unless permitted by the Chapter Directors' or Chapter members' vote.

r. **Actions By Consent.** At the written request of any Chapter Director delivered to the other Chapter Directors, the Chapter Directors may vote by consent without a meeting, provided they notify the Chapter Secretary in writing of their consent to that vote.

9. **Chapter Officers.** The purpose and function of the Chapter officers shall be to implement the decisions made by the Chapter members and the Chapter Board.

a. **Minimum Number of Officers.** Chapters must have at least four officers, consisting of three "**Principal Officers**", namely, the President, Treasurer, and Secretary, and a fourth officer, namely, the Membership Chair. The Principal Officers must be Chapter Directors. No Chapter Director or any other Chapter member may simultaneously hold two or more Principal Officer positions, even if only temporarily (the "**Principal Officer Rule**"). The spouse, parents, and children of a Principal Officer, and others in the same household as a Principal Officer, may not at the same time also serve as a Principal Officer, even if only temporarily (the "**No Nepotism Rule**").

b. **Election of Chapter Officers.** Unless otherwise voted by the Chapter members or the Chapter Directors, the Chapter officers shall be elected by the Chapter Board simultaneously with or immediately after the election of the Chapter Directors. If the Chapter members have voted to fill the expiring terms of Chapter officers, the process to nominate and elect them shall be the same as the process to fill the expiring terms of Chapter Directors.

c. **Chapter President.** The Chapter President shall be the Chapter's chief executive officer and is responsible for the following: (a) sign contracts and other documents on the Chapter's behalf (subject to the restrictions of these bylaws), (b) oversee the Chapter's performance of the Permitted Activities as voted by the Chapter members or the Chapter Board, (c) ensure that the votes of the Chapter Directors and the Chapter members are implemented, (d) prepare the Chapter's annual report, which the Chapter President shall present to the

Chapter members at the Chapter's annual meeting, (e) serve as liaison between the Chapter and Wild Ones National, and (f) perform such other duties as provided by these bylaws, requested by the Chapter Board, voted by the Chapter members, or required by Wild Ones National.

d. **Chapter Treasurer.** The Chapter Treasurer shall be the Chapter's chief financial officer and shall maintain the bookkeeping, accounting, banking, and other financial records concerning the Chapter using any reasonable method determined by the Chapter Treasurer or as required by the Chapter Board, the Chapter members, or Wild Ones National. The Chapter Treasurer shall give copies of those records to Chapter Directors as they request. The Chapter Treasurer shall also perform such other duties as provided by these bylaws, requested by the Chapter President or the Chapter Board, voted by the Chapter members, or required by Wild Ones National.

e. **Chapter Secretary.** The Chapter Secretary shall be responsible for the following: (a) record the attendance of Chapter Directors at Chapter Board meetings, (b) excluding the records maintained by the Chapter Treasurer, maintain all other records concerning the Chapter, including minutes of all meetings, (c) notify, in writing, Wild Ones National of elections, appointments, and vacancies of Chapter Directors and Chapter officers, and notify, in writing, the Chapter Directors, the other Chapter officers, and the Chapter members of those vacancies, all within 5 days after their occurrence, and (d) perform such other duties as provided by these bylaws, requested by the Chapter President or the Chapter Board, voted by the Chapter members, or required by Wild Ones National.

f. **Membership Chair.** The Membership Chair shall be responsible for the following: (a) report to the Chapter on membership growth and retention, welcome new members, survey members regarding their satisfaction with the Chapter and their ideas for changes, (b) suggest and arrange opportunities to attract and invite new Chapter members, (c) cultivate the relationship and serve as the liaison between the Chapter members and the Chapter Board and the Chapter officers, (d) promote member engagement with the Chapter and member participation in Chapter activities, and (e) perform such other duties as provided by these bylaws, requested by the Chapter President or the Chapter Board, voted by the Chapter members, or required by Wild Ones National. Except as otherwise voted by the Chapter Directors or the Chapter members: (A) the Membership Chair may be held by a Principal Officer, or (B) if the Membership Chair is not held by a Principal Officer, the Membership Chair is not required to be a Chapter Director.

g. **Other Officers.** (i) As voted by the Chapter Directors or the Chapter members: (A) the Chapter may from time to time have officers in addition to the Principal Officers and the Membership Chair, such as one or more Vice Presidents and the Immediate Past President. (B) The additional officers need not (or must) be Chapter Directors. (C) The No Nepotism Rule shall not (or shall) apply to the Membership Chair and to additional Chapter officer positions. (D) Subject to the Principal Officer Rule and the No Nepotism Rule, any officer position, including Principal Officer positions and the Membership Chair, may (or may not) be held by two Chapter Directors (such as Co-Presidents) or two Chapter members, as

applicable. (ii) The additional officers' duties and authority shall be as voted by the Chapter Directors or the Chapter officers but must be other than the duties and authority of the Principal Officers and the Membership Chair, excepting bank account signature authority subject to Chapter Board vote.

h. **Dual Roles.** Except as otherwise voted by the Chapter Directors or the Chapter members, if a Chapter Board consists of more than three Chapter Directors, only three of them must also be the Principal Officers and the other Chapter Directors are not required to also be Chapter officers.

i. **Absence, Illness, or Injury.** Subject to the Principal Officer Rule and the No-Nepotism Rule, and except as voted by the Chapter Directors or the Chapter members, any Chapter Director, Chapter officer, or other Chapter member appointed by the Chapter Directors may temporarily perform the duties of a Chapter Director or a Chapter officer, including the duties of a Principal Officer, if and while they are temporarily unable to perform due to absence, illness, or injury.

j. **Delegation of Duties.** Subject to the Principal Officer Rule and the No Nepotism Rule and except as prohibited by the Chapter Board or the Chapter members' vote or by Wild Ones National, any Chapter officer may delegate any of their duties to any Chapter Director, Chapter officer, other Chapter member, or Chapter committee (a "**Delegatee**"), except that the President may not delegate authority to sign contracts and other documents.

10. **Committees.** Except as otherwise voted by the Chapter members, the Chapter Directors, or the Chapter officers (with the Chapter Board's consent) can establish committees to perform functions and to conduct themselves as determined by the Chapter Board or the Chapter officers, and the Chapter Directors or the Chapter officers (with the Chapter Board's consent) can dissolve any committee. Committees shall be formed and shall function under the following rules: (a) The Chapter committees cannot perform: (i) the Principal Officers' duties contrary to the Principal Officer Rule and the No Nepotism Rule and (ii) those duties that cannot be delegated under these bylaws. (b) Committees must consist only of Chapter members but need not have Chapter Directors or Chapter officers, except as voted by the Chapter Directors or the Chapter members. (c) Each committee shall have a Chair or Co-Chairs, appointed by the Chapter President unless otherwise voted by a majority of the committee members or as voted by the Chapter Directors or the Chapter members. (d) A committee can have however many Chapter members as are appointed by the committee Chair or are as voted by the Chapter Directors or the Chapter members, but the committee must have at least one Chapter member if that Chapter member has informed the Chapter President or the Chapter Secretary that such member wants to serve on the committee. (e) The committee Chair or Co-Chairs shall conduct each committee meeting, including notifying the committee members (and the other Chapter members if notice to them is required by the Chapter Directors' or Chapter members' vote), determining the place and method to conduct the meeting, including the timing and method of discussion, taking and tallying votes (if any), and recording minutes of the meeting. (f) Committee meetings shall not require a quorum and shall be open to all Chapter members unless otherwise voted by the Chapter Directors or the Chapter members. (g) A member of the Chapter committee selected by the Chair or Co-Chairs

shall maintain all records concerning the committee, including the names of the committee members who attend the meetings and the minutes of those meetings, which the Chair or a Co-Chair shall promptly deliver to the Chapter Secretary or to the Chapter President if the Secretary is the Chair or a Co-Chair and did not record the minutes. (h) Unless otherwise voted by the Chapter Directors or the Chapter members, committee membership shall have no term limits and the committee Chair or a Co-Chair can change the number of committee participants and temporarily or permanently remove any disruptive participant.

11. **Appointment of Chapter Directors and Chapter Officers After Their Resignation, Removal, or Death.**

    a. **Grounds.** A Chapter Director or a Chapter officer can resign by so notifying the Chapter President or the Chapter Secretary in writing. A Chapter Director and a Chapter officer can be removed from the Chapter Board by a vote of the Chapter Directors or by Wild Ones National if they determine that removing the Chapter Director or the Chapter officer would serve the best interests of the Chapter or Wild Ones National. A Chapter Director and a Chapter officer can also be removed from office by the vote of two-thirds of the Chapter members, or by a smaller percentage as voted by the Chapter members at a meeting, but not less than a majority at the meeting. A Chapter Director or a Chapter officer shall be automatically removed from office without any action by the Chapter Board, the Chapter members, or Wild Ones National if and when their Wild Ones membership lapses for more than 21 days after the first notice that payment of their membership dues is late.

    b. **Filling the Vacancy.** Whenever a Chapter Board or Chapter officer position becomes vacant, as soon as reasonably convenient, the remaining Chapter Directors shall, on written notice to the Chapter members, appoint a Chapter member to fill the vacancy and to serve on the Chapter Board or to serve as the Chapter officer (subject to the Principal Officer Rule and the No Nepotism Rule) for the remaining term of the resigned, removed, or deceased Chapter Director or Chapter officer. However, the Chapter Directors shall not fill a Chapter Board or Chapter officer vacancy if the Chapter members have voted that they shall replace Chapter Board or Chapter officer vacancies, and if so, the Chapter Secretary shall arrange the vote, including soliciting nominations and biographical information from the candidates and scheduling the vote in-person or electronically, with the same notice as required for additional Chapter meetings, or sooner if the Chapter Secretary reasonably deems necessary. Pending that election, the vacant position may be temporarily filled as provided by these bylaws for the absence, illness, or injury of a Chapter Director or Chapter officer.

12. **Short Term and Excess Vacancies.** (a) Notwithstanding the Chapter members' authority in these bylaws to fill vacancies, the Chapter Directors shall, by whatever method reasonably determined by the Chapter Directors, fill Chapter Board and Chapter officer vacancies that occur within 60 days of the expiration of the term to which the vacancy applies, but subject to the Principal Officer Rule and the No Nepotism Rule. (b) If, after a vacancy, at least three Chapter Board positions remain filled or if the Principal Officers and Membership Chair remain filled, the Chapter Directors or the Chapter members can vote to temporarily or permanently eliminate those unfilled positions.

13. **Term of Directors and Officers.** Except as otherwise voted by the Chapter members, each Chapter Director and each Chapter officer shall serve for a term beginning on the day of their election or appointment, as applicable, and ending on the annual anniversary of their election or on the annual anniversary of the term for which they were appointed, as applicable. There is no limit to the number of terms Chapter Directors and Chapter officers may serve unless the Chapter members vote to impose or change term limits. By a vote of the Chapter Directors or the Chapter members, the terms of the Chapter Directors and Chapter officers can all expire on the same day or the terms may be staggered so they do not all expire on the same day. However, a term for Chapter Directors and Chapter officers may not exceed four years and an appointment or election to fill a vacant term shall not exceed the duration that term.

14. **Chapter Members' Votes.** On all matters for which the Chapter members vote, each individual Chapter member shall have one vote. Chapter members consisting of households shall have as many votes as determined by Wild Ones National. Chapter Directors may, in their capacity as Chapter members, participate in all the votes of the Chapter members.

15. **Tie Votes.** In the event of a tie vote for Chapter Directors or Chapter officers, except as otherwise voted by the Chapter members or the Chapter Directors concerning tie-breaker procedures, the winner shall be determined by the immediate past Chapter President, even if not then a Chapter Director or a Chapter officer or, if that person is not a Chapter member or is unable or unwilling to break the tie, by the Wild Ones Executive Director.

16. **Conflicting Decisions.** Other than the adoption of these bylaws by the Chapter Board and except as otherwise provided by these bylaws, if there are any instances in which a vote or decision by the Chapter Directors conflicts with the vote of the Chapter members, the vote of the Chapter members shall be controlling.

17. **Confirmation of Membership.** Any Chapter member may confirm with Wild Ones National the Wild Ones membership status of anyone who holds themselves out as a Chapter member. If that person is not a Chapter member, whoever confirmed that person's non-member status shall promptly notify the Chapter Directors and the Wild Ones Executive Director.

18. **Meeting Defined.** For purposes of these bylaws: (a) A meeting is any gathering of at least two Chapter Directors, two Chapter officers, Chapter committee members, or Chapter members with the notice required by these bylaws, whether in person, by phone, or on-line, to discuss or conduct the governance of the Chapter or to discuss or determine any of the Chapter's Permitted Activities. (b) A meeting does not include: (i) communications involving Chapter Directors, Chapter officers, or Chapter committee members to implement Permitted Activities already planned or responsibilities previously delegated by Chapter officers or (ii) attendance at a Chapter activity, such as a plant sale or a garden tour, which does not involve any of the items in subpart (a) above.

19. **Deliveries of Notices; Writings.** Written notices required by these bylaws shall be delivered by mail, personal delivery, email, or another electronic method, and shall be sent directly to each

person who, under these bylaws, is required to receive that notice. However, notices shall not be sent by text messages unless otherwise voted by the Chapter members.

20. **Open Meetings and Open Chapter Activities.** Except as voted by the Chapter members or the Chapter Directors, or except as required by Wild Ones National: (a) Meetings of the Chapter members, the Chapter Board, and Chapter committees shall not be open to persons who are not Chapter members. (b) Attendance and participation at Chapter activities other than meetings and receipt of Chapter newsletters and other communications regarding Chapter activities shall be open to anyone with no preferential treatment given to Chapter members.

21. **Chapter Members' Inspection of Chapter Records.** The Chapter Treasurer shall make the financial records concerning the Chapter available to Chapter members for their inspection. The Chapter Secretary shall make all the other written records concerning the Chapter, including these bylaws, minutes of the meetings of Chapter members, Chapter Directors, Chapter officers, and Chapter committees, and their votes, known to the Chapter members and available for their inspection. In lieu of an inspection, the Chapter Treasurer or the Chapter Secretary may deliver electronic or printed copies to Chapter members, or a Chapter officer may upload or cause to be uploaded copies to an electronic storage location accessible only to the Chapter members and Wild Ones National. Chapter members may request an inspection or copies of the financial and other written records concerning the Chapter that are not otherwise available, at reasonable times and on not more than four occasions during each calendar year, unless more frequent requests are permitted by a vote of the Chapter Directors or the Chapter members.

22. **Compensation, Reimbursement, and Purchases.** Chapter Directors, Chapter officers, and other Chapter members shall, in those capacities, perform their duties and other Chapter activities as volunteers without compensation. The Chapter may reimburse them and anyone else for expenses they incur for the Chapter, subject to the use of funds and expenditure limits of these bylaws. Subject to Wild Ones National's conflict of interest rules, the Chapter may purchase goods and services from Chapter Directors, Chapter officers, and other Chapter members if they are in the business of selling those goods and services to others.

23. **Chapter Information Requested by Chapter Directors and Wild Ones National.** The Chapter officers shall provide any information regarding the Chapter, including records of the activities for or on behalf of the Chapter or Chapter committees, as requested by any Chapter Director, Chapter officer, or Wild Ones National. If Wild Ones National determines that an audit of financial records concerning the Chapter may be necessary due to the possible fault of a Chapter Director, a Chapter officer, or another Chapter member, the Chapter shall pay the cost of the auditor selected by Wild Ones National.

24. **Bank Accounts.** The Chapter shall keep the funds available to it in a checking, savings, or short-term (< 1 year) investment account selected by the Chapter Treasurer or Chapter President; those accounts must be held at a federally (FDIC) insured bank or credit union. If the Chapter Treasurer and President do not agree on where to open financial account(s), the decision is subject to a vote of the Chapter Directors. The signatories on all chapter financial accounts shall be the Chapter President, the Chapter Treasurer, and any Chapter Directors, Chapter officers or Chapter members as voted by the Chapter Directors, and if required by Wild Ones National, its President,

Treasurer, and Executive Director. The No Nepotism Rule shall apply to all signatories on chapter accounts.

25. **Use of Assets and Expenditure Limits.** The Chapter shall use, only for Permitted Activities, the assets and resources available to the Chapter and the records created or maintained by the Chapter, including the list of Chapter members, the minutes of meetings, the records of the Chapter's activities, the website and social media platforms for the Chapter, and the funds in the bank accounts to which the Chapter has access (the "**Chapter Assets**"). The Chapter shall maintain those bank accounts and shall make payments and other withdrawals from those accounts only in compliance with Wild Ones National Policy 8.

26. **Compliance With These Bylaws and With the Rules of Wild Ones National.** (a) The Chapter Directors, Chapter officers, Delegatees, and members of each Chapter committee (each of whom is a "**Chapter Responsible Member**") shall not engage in or permit any activity that does not comply with these bylaws. (b) The Chapter Responsible Members shall strictly follow and cause the Chapter to strictly follow all the guidelines, policies, instructions, requirements, and rules of Wild Ones National, whenever enacted, including its conflict-of-interest rules, rules to maintain Wild Ones National's tax exemption, all applicable laws, regulations, and ordinances, all insurance requirements, and the requirements of Wild Ones National to remain a chapter (each of which is a "**National Rule**"). (c) Each Chapter Responsible Member shall promptly inform the Chapter Directors, the Chapter officers, and Wild Ones Executive Director whenever the Chapter Responsible Member has any knowledge, notice, or belief that anyone else has or may have violated any rule of these bylaws or any National Rule. (d) The Chapter Directors and the Chapter officers shall comply with all requests by Wild Ones National concerning any act or omission deemed by Wild Ones National to constitute an actual or potential violation of these bylaws or any National Rule.

27. **Engage Only In Permitted Activities.** A Chapter Responsible Member shall not, in any manner whatsoever, engage or participate in, approve, permit, consent to, or otherwise allow, any activity or event directly or indirectly done for, by, or on behalf of the Chapter or any Chapter committee, or otherwise involving or mentioning the Chapter or any Chapter committee, that is not a Permitted Activity.

28. **Fiduciary Duties of the Chapter Responsible Members.** Each Chapter Responsible Member shall at all times strictly abide by the following rules when taking any action or making any decision for or on behalf of the Chapter: (a) use prudence and diligence when making those decisions or taking those actions, (b) put the welfare of the Chapter and Wild Ones National above their own interests, (c) act with civility, honesty, good faith, and fairness when dealing with Wild Ones National, with the Chapter, with Chapter members, with others, and with each other, (d) actively participate to further the Chapter's activities, including the Chapter's governance, (e) review and understand the financial records pertaining to the Chapter, (f) refrain from engaging in any illegal or unethical activity when taking any action or making any decision involving the Chapter, and use best efforts to ensure that no one else does so, and (g) obtain and understand all the material information that is or reasonably might be necessary in order to successfully conduct the foregoing activities.

29. **Dissolution.** A vote shall not be held to dissolve the Chapter unless the Chapter Secretary notifies Wild Ones National and the Chapter members in writing at least 90 days before the vote is scheduled and conducted as provided by these bylaws for Chapter meetings. The Chapter shall not be dissolved if at least the minimum number of Chapter members required by Wild Ones National to start a chapter vote against the dissolution, provided that at least three Chapter members agree to serve as Chapter Directors, the Principal Officers, and the Membership Chair. The Chapter may also be dissolved as determined by Wild Ones National. Upon the Chapter's dissolution, the Chapter President shall immediately notify the Wild Ones Executive Director and shall promptly deliver or cause delivery of or control over the Chapter Assets to Wild Ones National or as otherwise instructed by Wild Ones National.

30. **Addendum.** The Chapter Secretary shall promptly indicate on an addendum to these bylaws the then current Chapter Board committees, the then current additional Chapter officer positions, and the votes of the Chapter Directors and Chapter members that change the default rules of these bylaws or that concern the Chapter's governance not provided by those default rules. The addendum, as updated, shall comprise a part of these bylaws.

31. **Entire Bylaws.** These bylaws, including the addendum, constitute the Chapter's entire bylaws. Any vote, decision, policy, procedure, or activity of, for, or on behalf of the Chapter that conflicts with these bylaws shall be null and void.

32. **Bylaw Changes and National Rules.** Wild Ones National may change these bylaws, including any part of the addendum, at any time on notice to the Chapter and those changes be binding on the Chapter without any vote by the Chapter members or the Chapter Directors. Other than the addendum, the Chapter may change these bylaws only with the written approval of Wild Ones National. The National Rules shall supersede anything to the contrary in these bylaws or in the addendum.

33. **Adoption of these Bylaws.** The Chapter shall permanently adopt these bylaws by the affirmative vote of the Chapter Directors, which shall be indicated within the addendum to these bylaws, including the date of the vote.

Addendum to the Bylaws of Wild Ones Mid-Mitten Chapter

Approved by the Chapter Board on December 10, 2023. The Chapter's bylaws are hereby amended as follows:

Paragraph 9(b). The Chapter officers shall be elected by the Chapter members simultaneously with the Chapter Directors. The bylaw procedures for the election of the Chapter Directors shall also apply to the election of the Chapter officers.

Paragraph 9(f). The Membership Chair shall also be the Chapter's Vice President. The Vice President shall perform the duties of the Chapter President when the President is unable to perform. The Vice President shall also perform such other duties as requested by the Chapter President or the Chapter Board, voted by the Chapter members, or required by Wild Ones National.

Paragraph 15. In the event of a tie vote for Chapter Directors or Chapter officers, the winner shall be determined by a coin flip administered by a volunteer Chapter member who is present at the Chapter's annual meeting and who is not then a Chapter Director, a Chapter officer, or a candidate for election as Chapter Director or Chapter officer.