

Bylaws of the Tennessee Valley Chapter of the Wild Ones

Initially approved by the Chapter Board on January 21, 2013

Revised and approved by the Chapter Board via email on February 23, 2013

Revised and approved by the Chapter Board on November 2, 2019

ARTICLE I: Name

This organization is the Tennessee Valley Chapter of Wild Ones. It is an official Chapter of Wild Ones Natural Landscapers Ltd (Wild Ones®, henceforth referred to as national Wild Ones), a charitable organization, organized under Section 501(c)(3) of the Internal Revenue Code of the applicable provisions of the Wisconsin Non-Stock Corporation Act. The Chapter bylaws are a supplement to the bylaws of the national Wild Ones which are the primary governing rules of the organization. The following bylaws are for Chapter governance and regulation.

ARTICLE II: Mission

The mission of the Chapter is to promote the use and understanding of native plants, including

- their benefits,
- their private and public use,
- their relation to biodiversity including native plant landscapes, butterflies, birds, and other wildlife.

The Chapter 's secondary mission is to serve as a credible source of unbiased, accurate information about native plants.

To accomplish this, the Chapter provides educational activities to its members and the general public including seminars, exhibits, and nature hikes. The Chapter also provides opportunities to engage in the propagation of native plants including plant rescues and exchanges, seed collections, and demonstrations of environmentally-sound landscaping practices. To further its goals, the Chapter partners with other organizations as appropriate in these activities.

ARTICLE III: Membership

Any person, household, business, or organization paying the required dues of national Wild Ones and who supports the mission of the Chapter may be a member.

ARTICLE IV: Dues

Dues shall be set by and paid to the national office of Wild Ones.

ARTICLE V: Board of Directors

- a. Composition of the Board of Directors. The Board of Directors (henceforth referred to as the Board) shall consist of the following members. Each has one vote:
- **four** elected Chapter officers (President, Vice President, Secretary, Treasurer);
 - three elected Board Members-At-Large;
 - the Immediate Past President;
 - one Board-appointed Volunteer Coordinator;
 - **Board**-appointed Chairs/Co-Chairs of Standing Committees (one vote per Committee), per paragraph VII.a.
 - Board-appointed Chairs/Co-Chairs of Ad Hoc Committees (one vote per Committee), per paragraph VII.a.
- b. General Board Duties. The Board shall have general supervision of the affairs of the Chapter. In addition, the Board shall:
- develop the strategic direction for the Chapter and provide oversight for the activities of the Executive Committee and each Standing and Ad Hoc Committee;
 - approve an annual budget for the Chapter in accordance with strategic planning goals. The budget will support the scope of the year's commitments, projects, and expenditures the Board intends to implement;
 - approve all commitments, projects and expenditures outside the scope of the annual budget;
 - approve an annual calendar for the Chapter based on the recommendations of the Executive Committee and Committee Chairs;
 - establish the mission and goals of Standing and Ad Hoc committees, appoint Committee chairs, and recruit members to assist in Committee activities;
 - plan and execute Chapter fund-raising activities;
 - assign members to serve as liaisons with other organizations that have related missions;
 - fill vacancies to the Board of Directors;
 - arrange for an audit of the Treasurer's records according to national Wild Ones regulations; .

c. Individual Board Member Responsibilities:

- All Board Members must be a Chapter member in good standing during his/her term of office;
- All Board members shall conduct their duties as outlined in the *What Every Board Member Should Know: A Guidebook for Tennessee Nonprofits*. This includes: the duty of good faith, duty of loyalty, the duty of care, and fulfillment of fiduciary duties;
- attend Board meetings and perform other duties as prescribed by the membership and/or the Chapter and national Wild Ones bylaws.

d. Quorum is established by a simple majority of voting board members (half the Board, plus one vote).

ARTICLE VI: Executive Committee.

The Executive Committee shall be comprised of the President, Vice President, Immediate Past President, Secretary and Treasurer. A quorum (simple majority of the Executive Committee) is required to conduct business.

a. The Executive Committee shall:

- provide operational oversight for the Chapter;
- by the end of the first quarter of each year, issue goals, guidelines and responsibilities for each Standing and Ad Hoc Committee, based on the Strategic Plan;
- set the agenda for Board meetings, with input from the Chapter's Board and Committee Chairs/Co-Chairs;
- **report** on Chapter status and Executive Committee actions at Board meetings;
- make decisions for action on financial expenditures and projects within the budget and scope approved by the Board;
- assign members to serve on Ad Hoc Committees reporting to the Executive Committee for the project's duration.

ARTICLE VII. Officer and Board Member Duties

A. The President shall:

- preside at Executive Committee, Board, and Annual meetings;
- set the agenda for all Executive Committee meetings with input from the Executive Committee;
- serve as the Chapter's general spokesperson;
- initiate and oversee the annual strategic planning process;
- oversee activities of Chapter committees;
- be an ex-officio member of standing committees;
- assign the at-large members as ex-officio members of standing committees;
- serve as the liaison with the national Wild Ones;
- perform other such duties necessary to fulfill this position;
- automatically become the Immediate Past President at the end of the term as President.

B. The Vice President shall:

- collaborate with the President, be prepared to act in the President's absence and/or resignation, be familiar with the Chapter operations and governance, and help facilitate officer transition;
- assist and support the President as needed and plans for the Presidential year;
- conduct the business of the Chapter in the absence of the President and assist the President as needed;
- be an ex-officio member of the CNP, Program, Garden Tour, Landscape Awards, Chattanooga Area Pollinator Partnership (CHAPP), and Symposium committees;
- perform other necessary duties as may be necessary to fulfill this position.

C. The Immediate Past President shall:

- assist the Board in the maintenance of continuity during transition from one administration to the next;
- provide advice and leadership to the Board regarding past practices and other matters to assist the Board in Chapter governance;

- support the President and the Vice-President as need;
- serve as chair of the Nominating Committee.

D. The Secretary shall:

- record the minutes of all Executive and Board meetings and send minutes to the Board within ten days after each meeting;
- be the custodian of all Executive and Board records and papers;
- compile all committee reports and distribute to Board members for review at least five days in advance of each Board meeting;
- prepare the annual chapter Strategic Plan document, with input from the Board and Executive Committee;
- arrange for Board meeting locations;
- assemble Chapter orientation materials for new Board members and update such information for returning Board members;
- receive and respond to written communications for the Chapter, including acknowledgment of donations;
- serve as an additional liaison (secondary to the President) with the national Wild Ones;
- be an ex-officio member of the Marketing & Communications, Membership, and Public Information & Community Outreach Committees;
- and perform other such duties necessary to fulfill this position.

E. The Treasurer shall:

- receive, account for, and deposit in the Chapter bank account(s) all funds of the organization and make authorized disbursements as directed by the Executive Committee;
- be the custodian of all records of dues paid;

- maintain appropriate financial records which shall be open to inspection and audit as directed by national Wild Ones;
- prepare and submit such financial records as requested by the President and/or Executive Committee;
- make a financial report at Board meetings, at least annually to the general membership, and as otherwise necessary to fulfill requirements of the national Wild Ones;
- and perform other such duties necessary to fulfill this position.

F. Board Members-at-Large shall:

- report to the President;
- attend regular meetings of the Board and assume the general Board member responsibilities outlined above;
- serve as an active member of at least one Standing Committee;
- act as liaison for the general Chapter membership and address, to the extent possible, member concerns and opinions.
- be willing to assume additional responsibilities, as agreed and as requested by the Board.

(b) The Volunteer Coordinator shall:

- report to the President;
- attend regular meetings of the Board and assume general Board member responsibilities outlined above;
- liaise with Board and committee chairs to proactively determine Chapter volunteer needs, on an ongoing basis;
- establish and monitor an online volunteer sign-up program;
- contact prospective volunteers and provide job descriptions and instructions needed for completion of selected task(s);
- seek to know and recommend members for specific tasks, as possible.

ARTICLE VIII: Committees

a. Committee Organization. The Board will use two types of project- oriented committees, as deemed necessary, including:

- Standing Committees (permanent) to manage long-term programs and activities requiring consistent management.
- Ad Hoc Committees (temporary) to execute specific, short term projects. Ad Hoc Committee(s) will function as long as deemed necessary by the Board.

See Appendix to bylaws for Committee lists, to be reviewed annually and updated as necessary.

b, Appointment of Committee Chairs/Co-Chairs. The Board will appoint Committee Chairs/Co-Chairs for Standing and Ad Hoc Committees, after which those Committee Chairs are considered voting Board members. Each Committee receives one vote, which will be shared between Co-Chairs if applicable.

c. General Committee Chair Duties. Committee Chair/Co Chairs, whether of Standing or Ad Hoc committees, will attend regular Board meetings and assume general Board member responsibilities as outlined above. They will also:

- provide written reports on Committee activities two weeks prior to each Board meeting and as requested by the Chapter President and Board, and serve as a liaison between the Board and his/her Committee;
- provide input to the Chapter strategic planning process and based on the approved Strategic Plan, set the Committee's specific activities;
- maintain records of meetings, members, and events held by the Committee;
- recruit members and create subcommittees as needed;
- prepare an annual budget with projected income and expenses for Committee activities, and provide input/clarification as needed;
- preside at Committee meetings and assign duties to Committee members.
- record attendance at various member/public events for which the Committee is responsible and send attendance numbers promptly to the Membership Committee;

- perform other duties the Board deems necessary. Committee Chairs will plan activities in accordance with (1) Board guidance, (2) the Chapter's Strategic Plan, and (3) national Wild Ones regulations.

e. Ad Hoc Committees are appointed as needed or required to achieve goals specified in the Chapter's Strategic Plan. Those Ad Hoc Committees receiving a budget will also have one vote during Board meetings for their duration. The elected Board will appoint Chairs and approve budgets. Ad Hoc Committee(s) will function as long as deemed necessary by the Board.

f. Additional Committee Responsibilities will be developed annually, based on specific activities which are part of the Strategic Plan. Such Committee responsibilities will be documented and approved by the Board prior to the beginning of each fiscal year.

ARTICLE IX: Terms and Election of Board Members

- a. Nominating Committee. The Immediate Past President shall serve as the Chair of a Nominating Committee for the purpose of recommending a slate of officers for the coming fiscal year (January 1 – December 31). Additional current or past Board members shall be invited to be part of the Nominating Committee, based on the recommendation of the Immediate Past President and approval of the Board.

The Nominating Committee shall:

- Recommend a slate of Board Officers and Members-at-Large and present it to the Board for approval in advance of the November Annual Chapter Meeting. Confirm willingness to serve with all prospective Officers (President, Vice President, Secretary, Treasurer) and Members-at-Large in advance.
 - Recommend appointments, if applicable, to non-elected positions, including Volunteer Coordinator and Standing Committee Chairs.
- b. Election of Officers and Members-At-Large. Chapter Officers and Members-At-Large (henceforth referred to as Elected Board Members) will be elected at the Annual Chapter Meeting in November. There will be a confirmation election at the Annual Chapter Meeting for those Elected Board Member positions continuing into the second year of a term. The process shall be as follows:
- The Chair of the Nominating Committee presents the Board-approved slate of Officers and Members-at-Large for the coming fiscal year.
 - Nominations from members may be made from the floor.
 - The vote shall be by secret ballot unless candidates run unopposed, at which point the vote shall be by voice acclamation. Ballots shall be counted by the Nominating Committee during the Annual Chapter 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.

c. **Terms.** To facilitate continuity, Elected Board members will be elected for 2-year terms. Should a prospective Board Officer be willing to serve for only a 1-year term, he/she must communicate such intention to the Nominating Committee during the selection process; in these cases, a nomination may be made for a 1-year term of office.

Elected Board Members will be elected as terms expire. Anyone appointed to a vacant office will serve the remainder of the 2-year term of the original office holder.

d. **Term Limits.** There shall be a limit of two consecutive 2-year-terms for an individual serving in as an Officer (President, Vice President, Secretary, Treasurer), but such individuals may serve without restriction in different Board offices or positions.

Committee Chairs serve without specific term limits. However, rotation of positions should be considered for Chairs serving 4 years or more.

Before leaving office the current office-holder shall hand over Chapter files and all other Chapter information they hold and shall acquaint the Officer-elect with his or her duties.

ARTICLE X: Meetings

a. **Board Meetings.** The Board shall meet at a minimum once each quarter. Additional, meetings may be scheduled as far in advance as reasonably possible. The Executive Committee may call for a meeting of the Board at any time. The Executive Committee may communicate with the Board via email for approval of expenditures and commitments outside the scope of what was previously approved by the Board. Intense debate and multiple objections will require additional meetings, as necessary.

b. **Executive Committee Meetings.** The Executive Committee shall meet as necessary to conduct necessary business between Board meetings. Executive Committee members may communicate and vote via email, but voting on large budget changes and/or major commitments of Chapter resources will occur at meetings.

c. **Chapter Meetings.** The Board will schedule regular Chapter meetings. At a minimum, the Board will conduct the Annual Chapter Meeting each year to report to Chapter membership and hold Board elections. The Board will strive for maximum membership attendance as reasonably possible.

ARTICLE XI: Finances, Rules, and Miscellaneous

a. **Fiscal Year.** The fiscal year shall be from January 1 to December 31.

- b. Bank Accounts. Funds shall be deposited into an insured account of the Chapter and disbursed by the Treasurer or other Board member as authorized by the Board.
- c. Disbursement of Funds. Funds shall be spent only to further the mission of Chapter in accordance with the annual Strategic Plan. Both a request-for-reimbursement form and bills/receipts must be presented to the Treasurer in order to receive payment for expenses. Funds shall only be distributed to Chapter members as reasonable compensation for services or goods received.
- d. 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 Chapter.
- e. The chapter 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. This includes a ban on participation in political activities.
- f. Collection of monies for Chapter events is the responsibility of the Committee Chair for the event, who shall make a record of such monies and forward a copy of the record along with the funds to the Treasurer. The Chair shall also provide any appropriate records of the event to the Secretary.
- g. Unless otherwise specified, Robert's Rules of Order shall be the authority to govern the Chapter in its business on all points not covered by the by-laws.
- h. The bylaws of the Chapter may be amended at any regular or special meeting of the Board of Officers with a two-thirds vote of attending members. Notification of changes to the bylaws must be provided to the full membership annually.
- i. Any Board Member or Committee Chair not fulfilling his/her duties or failing to uphold the mission of the Chapter may be removed from the Board with a two-thirds vote of the entire Board.
- j. In the event that a member of the Board cannot fulfill his/her term of office, the member shall give the Board as much possible notice of such withdrawal from the position. The Board shall then appoint a replacement to fill out that term.
- k. Dissolution of the Chapter may occur at 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 prior to the vote. In the event of dissolution of the chapter, notification would first be presented to the national Wild Ones and all monies still held in any form shall be transferred to said organization

Appendix to Bylaws, reviewed annually and updated as needed by the Board

Committee Guidelines and Responsibilities

Updated and approved by the Chapter Board on July 15, 2019

A. Standing Committees include the following:

- (1) Program Committee,
- (2) Public Information & Community Outreach Committee,
- (3) Membership Committee,
- (4) Certificate of Native Plants (CNP) Committee,
- (5) Marketing & Communications Committee,
- (6) Chattanooga Area Pollinator Partnership (CHAPP) Committee and
- (7) Symposium Committee.

B. In addition to general Committee duties outlined in the Bylaws (Section VIII), Standing Committees will operate with specific functions as follows:

(1) The Program Committee's goal is to identify, plan and coordinate a range of programs, excursions, hikes, and other events as the Strategic Plan indicates and as the Board recommends. It will:

- report to the Vice President;
- plan a schedule of Chapter public programs and members-only events;
- determine, schedule, and coordinate details for speakers, venues and other activities including field trips, plant rescues and exchanges, hikes, and group events (e.g., garden visits);
- act as lead coordinator for maintaining the Chapter Calendar.
- coordinate programs with the other standing committees and provide the Marketing & Communications Committee Chairs with appropriate program/publicity information, speaker bios, and photos in a timely manner;

(2) The Public Information & Community Outreach Committee's goal is to act as the Chapter's public face at community events, to recruit new members and public program participants at these events, and to advise the Board about information learned at these public gatherings. It will:

- report to the Secretary;

- liaise with Volunteer Coordinator to determine, schedule, and coordinate information-tables, including hands-on events and information dissemination;
- make annual recommendations regarding participation in specific community events, and specify the level/degree of support needed from the Chapter. Adjust these events seasonally, as needed.
- coordinate with the Programs Committee to set the Chapter's annual calendar.
- coordinate workshops at community events [speakers, handouts, etc.], distribute, teach, and advocate for native plants;
- maintain and advise the Board on the appropriate inventory of Chapter handouts and other necessary equipment for various displays. This may include consecutive and concurrent public events, per Board approval.
- determine, schedule, and coordinate training for Chapter members to serve as speakers for garden club meetings, Master Gardener classes, and other community events;
- recruit and assist community partners in planning, designing and installing native plant gardens in public locations and schools;
- provide the Marketing & Communications Committee Chairs with appropriate advance information about Committee activities in a timely manner.

(3) The Membership Committee's goal is to recruit, renew, support, encourage, retain, and document the Chapter's membership. It will:

- report to the Secretary;
- act as membership liaison with National Wild Ones Membership.
- plan and implement programs to recruit and retain members, specifically
 - send renewal reminders and contact expiring members;
 - welcome members and non-members to public meetings;
 - encourage member connection and camaraderie;
 - send welcome packets to new members;
 - staff membership information tables at Chapter and community events, as directed.
- compile and update the Member Directory semi-annually;

- add names and contact information for prospective members to the Chapter's online database;
- coordinate and implement plans for the annual membership meeting and for other member social events as directed by the Board;
- hold all Chapter records and papers including membership roster and e-mail notification lists;
- maintain a history and photo documentation of the Chapter;
- maintain an attendance record for all chapter programs and events;
- create, send, and report on member surveys, as requested by the Board;
- interface with National Wild Ones membership staff as needed, and assist the president to produce the Chapter's annual report to National Wild Ones

(4) The Marketing & Communications Committee's goal is to generate awareness, attendance and participation for all of the programs and activities presented by the Chapter. It will:

- report to the Secretary;
- coordinate with other Chapter committees to create awareness for and promote attendance for all public and members-only programs and events. *Note: It is the responsibility of the respective committees (e.g., Program, CNP, Symposium, Landscape Award, Garden Tour, CHAPP, etc.) to provide the following to the Marketing & Communications Committee in a timely manner:*
 - *written program description*
 - *photo and bio of speaker(s)*
 - *other photos and content desired for publication*
 - *nomination or application forms*
 - *post-event photos, if desired.*
- develop and implement an annual Marketing Plan with communications strategies (e.g., social media, email marketing, website, advertising, printed materials, publicity, etc.) to reach Chapter members and other targeted audiences. The Plan should address specifics on the following:
 - design, management and updates of the website and website blog submission;
 - set up online registrations for programs requiring either paid and/or unpaid registrations;

- set up social media events for public programs and for other programs and events, as appropriate;
 - develop content, design and schedule the monthly newsletter and other member communications, including event e-blasts to segments of the e-mail database;
 - design brochures, flyers, etc. and coordinate printing, as needed;
 - coordinate paid marketing and advertising, as needed;
 - ensure consistency of message and graphic look of all materials;
 - prepare and send calendar and event information to local and regional media.
 - write and distribute press releases, as needed;
 - contact print and electronic media representatives to facilitate publicity for events and other Chapter initiatives, and provide photographs and other materials, as requested, for media coverage;
 - coordinate Chapter members to serve as spokespersons for interviews and media appearances;
- coordinate with the Public Information & Community Outreach Committee to help increase public awareness of the benefits of native plant gardening;
 - to the extent possible, maintain relationships with local media representatives and solicit coverage for general stories about native plant gardening and natural landscaping.

(5) The Certificate in Native Plants (CNP) Committee 's goal is to plan and coordinate an academic program that will increase participants' knowledge and use of native plants. It will:

- report to the Vice President.
- manage the CNP classes and all necessary logistics including, but not limited to, student enrollment and tracking, class venues, class pricing including cancellation and refund policies, classroom amenities, materials, and work with instructors, volunteers, and other partnering organizations;
- designate a CNP Program Manager who will serve as the official CNP contact. The Program Manager will set up class registration and provide registration reports to the CNP Committee and Board on a regular basis;
- provide the Marketing & Communications Committee with appropriate marketing and publicity information, speaker bios, and photos for each class in a timely manner;

(6) The Symposium Committee's goal is to plan and coordinate an annual educational symposium about native plants and natural landscaping. It will:

- report to the Vice President;
- oversee all aspects for symposium planning and implementation, including speaker and venue selection;
- set the strategy and learning goals for the symposium, per the Strategic Plan and Board input;
- determine and coordinate all aspects of additional supporting events such as seminars, workshops, plant sales, exhibits, etc.
- identify and recruit prospective sponsors, as possible;
- based on historical results, develop and monitor the budget for the symposium and additional related activities;
- work with the Volunteer Coordinator to identify, recruit, and manage volunteers needed;
- create a planning timetable and schedule any necessary meetings to inform and train volunteers about responsibilities;
- work with the Marketing & Communications Committee to effectively publicize events and coordinate activities.

(7) The Chattanooga Area Pollinator Partnership (CHAPP) Committee's goal is to identify and work cooperatively with other area organizations to expand pollinator protection and habitat in Chattanooga and surrounding areas. It will:

- report to the Vice President;
- develop and implement online educational resources and advocate to promote the use of native plants, reduce pesticide use, and implementation of sustainable landscaping practices;
- maintain an online map of regional pollinator gardens;
- set the criteria, develop the nomination form to ensure a fair and robust selection process, and administer the Seeds for Education grant program;

C. In addition to general Committee duties outlined in the Bylaws (Section VIII) Ad Hoc Committees will operate with specific functions as follows:

(1) The Garden Tour Committee shall:

- report to the Vice President
- assume all aspects of planning, scheduling, and implementing the garden tour with Board guidance. These include:
 - program planning-and logistics, to include the distribution of any on site equipment needed;
 - garden selection, scheduling and set-up;
 - liaison and coordination with homeowner or garden owner;
 - manage tour registration and fees, to include on- site, walk up participants;
 - work with the Volunteer Coordinator for recruitment of members and other individuals to assist in these tasks;
 - work with the Marketing & Communications Committee to publicize event, publish routes/locations, and coordinate activities in a timely fashion.

Note: The Garden Tour Committee will NOT be active in 2019.

(2) The Landscape Awards Committee shall:

- report to the Vice President;
- assume all aspects of planning, scheduling, and awarding landscape (Habitat Hero) awards with Board guidance. It will:
 - establish awards criteria, nomination and selection process.
 - appoint of and coordination with award judges;
 - plan awards presentation event, including venue selection, speaker, logistics, etc.;
 - manage awards event registration fees and award prizes;
 - work with the Volunteer Coordinator for recruitment of members and other individuals to assist in these tasks;
 - work with the Marketing & Communications Committee to effectively publicize event and coordinate activities.

Note: The Landscape Awards Committee will NOT be active in 2019.