

Bylaws of the Tennessee Valley Chapter of the Wild Ones

Approved by the Chapter Board on January 21, 2013

ARTICLE I: Name

This organization is officially known as the Tennessee Valley Chapter of the 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 By-Laws are hereby adopted for governing and regulation of the Chapter.

ARTICLE II: Mission

The mission of the Chapter is to promote understanding of native plants and their benefits, their use in private gardens and public landscapes, and their relation to the environment including natural landscapes, biodiversity, and butterflies, birds, and other wildlife. The Chapter serves 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

The Board of Directors (henceforth referred to as the Board) shall consist of:

- the seven elected members: the Chapter officers which constitute the Executive Committee and three at-large Board members;
- the appointed chairs of the Public Information and Education and the Membership and Communications standing committees who shall have one vote on the Board per committee;
- and the chairs of the appointed committees who shall be non-voting members.

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 oversight for Executive Committee and each standing and appointed committee activities;
- develop an annual budget for the Chapter which lays out the scope of all commitments, projects, and expenditures to be executed by the Executive Committee and each standing and appointed committee;
- approve all budget, commitments, projects, and expenditures outside the scope of the annual budget;
- create an annual calendar for the Chapter based on the recommendations of the Executive and standing and appointed committee chairs;
- establish the general purpose of standing and appointed committees, appoint chairs to standing and appointed committees, and recruit members to assist in committee activities;
- plan and execute fund-raising activities for the Chapter;
- 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;
- and attend all Board meetings and perform other duties as may be prescribed by the membership and/or the Chapter and national Wild Ones bylaws.

A quorum of a simple majority of the Board is required to conduct business.

ARTICLE VI: Chapter Officers/Executive Committee

Section 1: Chapter officers shall consist of a president, vice-president, treasurer, and secretary. The four Chapter officers shall make up the Executive Committee (henceforth referred to as the Executive). The Executive shall be responsible for the day-to-day operational decisions of the Chapter. The Executive shall:

- provide operational oversight for the Chapter;
- set the agenda for all Board meetings with input from the Board of Directors and standing and appointed committee chairs;
- prepare a report on Chapter status and Executive actions for the quarter at Board meetings;
- make decisions for action on budget items and projects within the scope approved by the Board;
- and assign members to serve on short-term, ad hoc project committees reporting to the Executive and serving at the Executive's discretion for the duration of the project.

A quorum of a simple majority of the Executive is required to conduct business.

Section 2: The president shall:

- preside at meetings of the Executive and the Board;
- set the agenda for all Executive meetings with input from the Executive and within Board guidance;
- serve as the general spokesperson for the Chapter;
- oversee activities of Chapter committees;
- preside at meetings of the Chapter;
- be an ex-officio member of standing committees;
- and serve as the liaison with the national Wild Ones.

Section 3: The vice-president shall:

- conduct the business of the Chapter 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 by the Board to complete the term;
- serve as Chair of the Program Planning Committee;
- and be an ex-officio member of other standing committees.

Section 4: The secretary shall:

- present the Executive quarterly report to the Board;
- take 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 including membership roster and records of dues paid;
- arrange for meeting locations;
- receive and respond to all communications for the Chapter;
- serve as an additional liaison (secondary to the president) with the national Wild Ones;
- and be an ex-officio member of the Membership and Communications Committee.

Section 5: The treasurer shall:

- receive, account for, and deposit in the Chapter bank account(s) all funds of the organization and make authorized disbursements by the issuance of checks as directed by the Executive Board;
- 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 Board;
- make a financial report at Board meetings, at least annually to the general membership, and as necessary to fulfill requirements of the national Wild Ones;
- 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: the Program Committee, the Public Information and Education Committee, and the Membership and Communications Committee.

Each committee shall have a chair (or co-chairs) appointed by the Board that:

- provides reports on committee activities to the Chapter President and Board, and liaisons between the Board and the standing committee;
- provides strategic oversight and sets the agenda for the committee with guidance from the Board;
- maintains records of meetings and events held by the committee;
- recruits members to assist in committee activities and creates subcommittees for specific projects;
- and presides at committee meetings and assigns duties to committee members.

Section 2: The Program Committee shall:

- have the Chapter vice president as ex-officio chair;
- plan a schedule of Chapter programs and activities with guidance from the Board and subject to regulations by the national Wild Ones;
- determine, schedule, and coordinate details for speakers and other activities including field trips, plant rescues and exchanges, hikes, and group events (e.g., garden visits);
- coordinate programs with the other standing committees and provide the Public Information and Education Committee chair(s) with appropriate information and lead-time for each event;
- and perform other duties as deemed necessary by the Board.

Section 3: The Public Information and Education Committee shall:

- coordinate publicity for all activities and projects as guided by the Board;
- determine, schedule, and coordinate information tables including hands-on events and distribution of informational materials at community events such as the Chattanooga Market and the Chattanooga Arboretum and Nature Center Plant Sale;
- determine, schedule, and coordinate training and providing Chapter members to serve as speakers for garden club meetings, Master Gardener classes, and other community events;
- work with other committees and local media to publicize projects, activities, and programs in a timely fashion;
- work with the secretary to see that the website(s) and other communications are kept up-to-date;
- and perform other duties as deemed necessary by the Board.

Section 4: The Membership and Communications Committee shall:

- manage Chapter website(s), newsletter(s), and e-mail communications as to Chapter and related activities and events;
- plan and implement programs to recruit and retain members with Board guidance, coordinating with other standing committees;
- be the custodian of all records and papers pertaining to the Chapter at large including membership roster and e-mail notification lists;
- maintain a history and photo documentation of the Chapter;
- and assist the secretary and perform other duties as deemed necessary by the Executive Board.

ARTICLE VIII: Appointed Committees

Section 1: The Board shall create committees for specific projects as needed which will serve at the Board's discretion for the duration of the project. Each committee shall have its own chair (or co-chairs) appointed by and reporting to the Board. The chair (co-chairs) shall:

- be non-voting members of the Board;

- provide strategic oversight and set the agenda for the committee with guidance from the Board;
- provide reports on committee activities to the Chapter President and Board and liaisons between the Board and the committee;
- maintain records of meetings and events held by the committee;
- and preside at committee meetings and assign duties to committee members.

Two appointed committees shall be maintained by the Chapter:

Section 2: Nominating committee: The immediate past president and two current or past Board members not running for office form the nominating committee for the purpose of determining a slate for elections to the Board. The Board shall appoint the immediate past president as chair of the committee and fill out the committee membership from qualified candidates by simple majority vote. In the event that qualified candidates are not available to serve, then the Board will appoint Chapter members to fill roles by simple majority vote.

Section 3: Symposium Planning Committee: A native plant symposium shall be a featured activity of the Chapter. The committee shall assume all aspects of planning, scheduling, and implementing the symposium with Board guidance. These include:

- program planning, publicity, and logistics;
- speaker selection, coordination, and scheduling;
- venue selection, scheduling, and set up;
- financial management and Symposium registration and fees;
- recruiting of members to assist in these tasks;
- work with other committees to publicize event and coordinate activities in a timely fashion;
- and perform other duties as deemed necessary by the Board.

ARTICLE IX: Election of Board Members

Section 1: Chapter officers and at-large Board members (henceforth referred to as the elected Board) shall be elected at the annual Chapter meeting in November. (Standing committee chairs will be ex-officio members of the Board.) Elected Board members shall serve a term of two (2) years, beginning January 1 and ending December 31.

Section 2: There shall be a limit of two (2) consecutive terms for a member serving in any specific Board office, but members may serve in different Board offices.

Section 3: Half the Chapter officers plus two at large members shall be elected in even numbered years; the other officers and at-large member shall be elected in odd years.

Section 4: Those wishing to hold an office must be a member in good standing of Chapter during their term of office. They may submit their names to the nominating committee one month prior to an election.

Section 5: Nominations from members may be made from the floor.

Section 6: 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 meeting.

Section 7: 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 8: 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.

Section 9: The founding Board shall be selected by founding members at the creation of the Chapter. Founding Board members shall be as submitted to the national Wild Ones in the Chapter chartering documents. Two Chapter officers and one at-large Board position shall be up for election at the annual Chapter meeting in November 2013. Nominations for the first elected Board and decisions as to which two of the four officers and the at-large member which will be up for reelection in November 2013 will be made by a founding Board simple majority vote at the Board meeting closest to, but at least a month before the November election. Nominations from Chapter members may be made from the floor at the annual meeting.

ARTICLE X: Meetings

Section 1: The Board shall meet quarterly, but may meet more often when there is business to transact. The Executive may call for a meeting of the Board at any time. The Executive may communicate with the Board via email for approval of expenditures and commitments outside the scope of what was previously approved by the Board. Such approval may be granted through email by the Board as long as the vote is unanimous. Otherwise, voting will take place at meetings.

Section 2: The Executive shall meet when there is business to transact between Board meetings. Executive members may communicate via email, but voting on action on items will take place at meetings, unless email communications result in unanimous consent by the Executive on the item action.

Section 3: The Chapter shall hold regular member meetings as scheduled by the Board.

Section 4: There shall be an annual meeting to be held in November of each year for the purpose of presenting an annual report and to hold Board elections.

Section 5: Members will be notified of meetings by phone, mail, and/or e-mail.

ARTICLE XI: Finances, Rules, and Miscellaneous

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

Section 2: 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.

Section 3: Funds shall be spent only to further the mission of Chapter. 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.

Section 4: 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.

Section 5: 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 any political activities.

Section 6: Collection of monies for Chapter events shall be the responsibility of the event chair 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.

Section 7: 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.

Section 8: The by-laws of the Chapter 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.

Section 9: 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 the Chapter or if the member does not fulfill the duties of the office to which the member was elected.

Section 10: In the event that a member of the Board cannot fulfill his/her term of office, the member 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.

Section 11: 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.