BYLAWS
of Invasive Plants Association of Wisconsin, Inc.

ARTICLE I. Name
The name of this corporation (hereafter referred to as “Organization”) shall be Invasive Plants Association of Wisconsin, Inc.

ARTICLE II. Mission
To promote better stewardship of the natural resources of Wisconsin by advancing the understanding of invasive plants, preventing their introduction, and encouraging the control of their spread.

ARTICLE III. Purpose of this Organization
a) To provide a focus for issues and concerns regarding invasive plants of Wisconsin;
b) To facilitate communication and the exchange of information regarding all aspects of invasive plant control and management;
c) To provide a forum where all interested parties may participate in meetings and share in the benefits from the information generated by this Organization;
d) To promote public understanding regarding invasive plants and their control;
e) To serve as an advisory resource regarding funding, research, management, and control of invasive plants; and
f) To facilitate efforts to monitor and control invasive plants in Wisconsin.

ARTICLE IV. Members
a) The Board of Directors shall establish categories and voting rights of members of this Organization.
b) Any person or institution shall be eligible for membership provided the prospective member pays the required membership fee established pursuant to the Organization’s Standard Operating Procedures.
   1. Any member desiring to resign from the Organization shall not be entitled to a refund of the member’s membership fee.
   2. Members are in good standing provided all required membership fees are paid. Members who are delinquent in fees for more than three months shall be dropped from membership rolls.
   3. The Board of Directors of the Organization is empowered to revoke the membership of any member of the Organization. Members may be removed for actively working against the mission and purpose of the Organization or for non-compliance with the policies of the Organization.

ARTICLE V. Board of Directors
a) The affairs of the Organization shall be managed by its Board of Directors.
b) The Board of Directors will be comprised of not less than five (5) nor more than nineteen (19) directors to serve on the Board of Directors for a term of three (3) years. Each director shall hold office until his or her term expires and until his or her successors
have been elected or until resignation or removal in the manner herein provided. The directors shall serve no more than three (3) successive terms.

c) The Board of Directors shall form a Nominating Committee to propose candidates for each election. The Nominating Committee shall attempt to ensure that members of the Board of Directors for that term represent the wide range of interests and geographic regions of members of the Organization to the extent possible. The Nominating Committee shall submit a slate of candidates to the Board of Directors.

d) The Board of Directors shall determine procedures for elections to the Board of Directors, the executive committee, or any other elections.

e) The Board of Directors may appoint any member to fill a vacancy on the Board of Directors. The member appointed to fill any vacancy shall serve pursuant to Article V, b).

f) Any director may be removed from office by the affirmative vote of two-thirds (2/3) of the directors then in office if, in the opinion of such two-thirds (2/3), the best interest of the Organization will be served thereby and other sufficient cause exists for removal.

g) Any director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein. If no time is specified, it shall take effect on the date of its receipt by the Executive Committee of the Organization. The acceptance of the resignation shall not be necessary to make it effective.

h) The Officers of the Board of Directors shall constitute the Executive Committee of the Organization. When the Board of Directors is not in session and cannot be assembled in a timely fashion, the Executive Committee shall have, and may exercise all of the powers of the Board of Directors in the management and affairs of the Organization. Decisions made by the Executive Committee shall be reported to the Board of Directors and shall be subject to review and subsequent ratification at the next Board of Directors meeting.

i) Meetings

1. A simple majority of the Board of Directors shall constitute a quorum.

2. The Board of Directors shall meet at least two (2) times per year. Between meetings the Board of Directors may make decisions by mail or by electronic means. Board of Directors meetings will be noticed at least one (1) week prior by mail, phone, or electronic means.

3. Special meetings or conferences of the Board of Directors may be called by the President and shall be called upon the written request of three members of the Board of Directors. Prior notice to the Board of Directors shall be required before all special meetings or conferences.

j) Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting. A consent in writing by mail or electronic means, setting forth the action so taken, shall be provided by at least two-thirds (2/3) of the directors entitled to vote with respect to the subject matter thereof.
ARTICLE VI. Officers
   a) The officers of the Organization shall be President, Vice President, Secretary, and Treasurer. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Organization.
   b) The officers of the Organization shall be elected by the Board of Directors. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Election of an officer shall not of itself create contract rights.
   c) Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interests of the Organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE VII. Meetings of the Members of the Organization
   a) Annual meetings shall be scheduled by the Board of Directors.
   b) Members in attendance at the annual meeting may vote on any matters subject to a vote, and identified in the agenda. No quorum of members is required to hold a vote.

ARTICLE VIII. Committees
The Board of Directors may establish such committees, standing or special, as may be necessary to carry out the work of the Organization. The President shall appoint the Committee Chairs and shall serve as ex. officio member of each committee. Each committee shall report to the full Board of Directors not less than annually.

ARTICLE IX. Parliamentary Authority
The rules contained in Robert’s Rules of Order Newly Revised shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Organization may adopt.

ARTICLE X. Amendment of Bylaws
The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. Amendment of the bylaws shall require an affirmative vote of a majority of the Board of Directors in office at the time at each of two meetings of the Board of Directors. In the notice of the second meeting, a written notice that amendment of the bylaws is an item on the agenda. The bylaws may contain any provisions for the regulation and management of the affairs of the Organization not inconsistent with law or the articles of incorporation.
   a) The Secretary shall maintain a record of all changes to the bylaws and a current version.
   b) Members shall have 30 days to review proposed bylaw changes and provide comments prior to final adoption.

ARTICLE XI. Finances
   a) The collection of an accounting for all funds of the Organization shall be the responsibility of the Treasurer.
b) The Treasurer shall maintain and provide a copy of all records of funds collected and disbursed by the Organization to an individual designated by the Board of Directors. Records shall be available for review by any member upon adequate notice and approval of the Board of Directors. A financial report shall be given at the annual business meeting and each regular meeting of the Board of Directors.

c) The signature of one or more officers of the Organization or designee by the Board of Directors shall be required for the disbursement of funds of the Organization. The Board of Directors shall establish guidelines for the disbursement of funds of the Organization.

d) The Board of Directors shall establish a membership fee schedule for each of the membership categories. The Board of Directors may, at its discretion, amend or revise the membership categories or sub-categories that it may establish.

e) The Board of Directors may solicit voluntary contributions, grants, or donations to augment the membership fees in order to pay for the activities and functions of the Organization.

ARTICLE XII. Indemnification of Officers and Directors
Each present and future director and officer, whether or not then in office, shall be indemnified by the Organization against all expenses actually or necessarily incurred by or imposed upon him/her (including but without being limited to judgments, costs, and counsel fees) in connection with the defense of any action, suite, or proceeding in which he or she is made a party by reason of being or having been a director or officer of the Organization except in relation to matters as to which he or she shall be adjudged in such action, suite, or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, vote of the members or as a matter of law, or otherwise.

Article XIII. Dissolution
Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Organization to some other similar organization(s) with similar purposes that has (have) been qualified as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1954 (or as amended).

CERTIFICATION

The undersigned hereby certifies that the foregoing is a true and correct copy of the bylaws adopted at the duly convened Organization meeting of the Board of Directors on the 13th day of November, 2017.

By: [Signature] 30 December 2017
Secretary Date