

## **BY-LAWS OF WILD ONES, RIVER CITY CHAPTER**

**Adopted: November (date), 2019** Draft - 09/17/2019

As a chapter of Wild Ones Natural Landscapers, Ltd., the rules which follow, as adopted by the River City Chapter are intended to provide structure and direction for specific chapter functions and activities, and are not intended to conflict with or supercede the By-Laws of Wild Ones Natural Landscapers, Ltd.

### **ARTICLE I: NAME**

The Wild Ones, River City - Grand Rapids Area Chapter, hereafter called WORC, is an affiliate of Wild Ones Natural Landscapers Ltd., hereafter known as Wild Ones National, a 501(c)(3) organization.

### **ARTICLE II: MISSION**

The mission of WORC Chapter is to promote through education and advocacy, environmentally sound landscaping practices that preserve biodiversity through the preservation, restoration, and establishment of native plant communities.

### **ARTICLE III: MEMBERSHIP**

Anyone in good standing with Wild Ones National who supports the mission of WORC may be a member of WORC.

### **ARTICLE IV: DUES**

Dues are established by, and paid to the national office of Wild Ones.

### **ARTICLE V: OFFICERS**

**Section 1:** There shall be Officers of the chapter consisting of a president, vice-president, treasurer, and secretary.

**Section 2:** The president shall preside at all meetings of WORC with input from the Board of Directors, set the agenda for all Board meetings; be an ex-officio member of standing committees, and cast a deciding vote in case of a tie.

**Section 3:** The vice-president shall conduct the business of the WORC 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 to complete the term of the prior vice-president. The Executive Board members may ask the vice-president to serve as chair of a committee.

**Section 4:** The secretary shall take the minutes of all business meetings; send minutes to the Board following each meeting; appoint a substitute when unable to attend a meeting; and perform other duties as may be necessary to fulfill this position.

**Section 5:** The treasurer shall receive, account for and deposit in the WORC bank accounts all funds of the organization, and make payments in the ordinary course of business by the issuance of checks or electronic disbursements, as directed by the Board of Directors; maintain appropriate financial records which shall be open to inspection and audit as directed by the Board, and required by Wild Ones national organization; prepare and submit such financial reports as requested by the President and/or Board of Directors; make a financial report at every Board of Directors meeting and the annual meeting; and perform other such duties as may be necessary to fulfill this position.

## **ARTICLE VI: DUTIES OF THE BOARD OF DIRECTORS**

The Board of Directors shall consist of the Officers of the chapter, the Chairs of each standing committee, and at least two members at large to create an odd number of Board members. The Board of Directors shall have general supervision of the affairs of WORC; develop an annual budget; approve all expenditures; make decisions for action on such items as budget and projects; fill vacancies to the Executive Board; hold elections; establish the general purpose of all committees; create an annual calendar; arrange for meeting locations; assign Chairs to appointed and ad-hoc committees; maintain financial records for an audit; attend all Board meetings and perform other duties as may be prescribed by the membership, the WORC By-Laws and by Wild Ones National. A quorum of a simple majority of the Board of Directors is required to conduct business.

## **ARTICLE VII: STANDING COMMITTEES**

**Section 1:** The Board of Directors may establish the following standing committees, including, but not limited to Communications, Education, Gardens, Membership, and Programs. Standing committees may be added, modified or eliminated as needed by vote of the Board of Directors. Chairs of the standing committees shall be appointed by the Board, shall make regular reports to the Board of Directors, and shall keep a record of the plans and actions of their committee. The chair of any committee which collects money for WORC events shall be responsible for keeping a record of such monies received, and delivering the funds to the treasurer.

**Section 2: Communications:** The chair shall serve as publicity manager for all activities and projects as requested; work with other committees and local media to publicize projects, activities, and programs in a timely fashion; maintain the chapter website, and social media presence; and perform other duties as deemed necessary by the Board.

**Section 3: Education:** With input from the Board of Directors, the chair shall coordinate educational resources for the membership, and the public at large; plan and execute educational activities for the chapter; recruit members to assist in those projects; and perform other duties as deemed necessary by the Board.

**Section 4. Gardens:** The chair shall coordinate the maintenance of public native plant gardens, and natural areas which demonstrate the benefits of native plant landscaping in the vicinity of the chapter, and other duties as deemed necessary by the Board.

**Section 5: Membership:** The chair shall keep an accurate, up-to-date list of all members, including name, phone number, address and email address; advise members of WORC renewal; keep the names of past members for two (2) years; provide information to new members, be responsive to visitors to chapter meetings and events; and perform other duties as deemed necessary by the Board.

**Section 6: Programs:** The program chair, with input from the Board of Directors, shall plan a schedule of programs and activities; be responsible for coordinating details for speakers and other activities; provide the communications chair with pertinent information in advance of each event; and perform other duties as deemed necessary by the Board.

## **ARTICLE VIII: ELECTION OF OFFICERS AND SELECTION OF BOARD OF DIRECTORS**

**Section 1:** Officers shall be elected by majority vote of the membership at an annual meeting of the chapter. An officer must be a member in good standing of WORC during their term of office. Names of candidates shall be submitted to the Board of Directors, or any nominating committee one (1) month prior to an election.

**Section 2:** The full Board of Directors will publish a slate of officer nominees and appointments to the Board of Directors of the chapter at least one month prior to the chapter annual meeting.

**Section 3:** The election of Officers shall be by secret ballot unless candidates run unopposed. Then the vote shall be by voice acclamation. Ballots shall be counted by the Secretary, or at the Secretary's direction, during the annual meeting.

**Section 4:** In the event of a tie, a coin flip will decide the winner.

**Section 5:** Elected Officers shall serve a one-year term.

**Section 6:** Before leaving office, the current officer shall hand over WORC files,

and all other chapter information that they may hold, and shall acquaint the officer-elect with his or her duties.

**Section 7:** Appointed Board members shall serve a term of one (1) year, beginning January 1st and ending December 31, with the option to remain on the Board for additional terms.

**Section 8:** In the event that any member of the Board of Directors cannot fulfill his or her term of office, that member shall, if possible, give the Board of Directors four week's written notice of resignation. The Board shall then appoint a replacement to fill out that term.

**Section 9:** With a two-thirds vote of the entire Board of Directors, an officer or member of the Board may be terminated if that person is not upholding the mission of WORC, or if the officer or member of the Board does not fulfill the duties of the office to which he or she was elected or appointed.

## **ARTICLE IX: APPOINTED AND AD HOC COMMITTEES**

**Section 1: Additional Committees:** Special projects and events will be considered and approved by the Board of Directors, based upon the interest and resources of the chapter, and its membership. Committees may be appointed by the Board of Directors to carry out such projects and events, and each project or event committee shall have its own chair who shall report to the Board of Directors. The Board of Directors may terminate any such committee when its purpose is completed.

**Section 2: Actions of Committees:** All projects, events and other activities approved by the Board of Directors must promote the chapter and its mission. Such activities may include community outreach, hospitality, member mentoring, plant rescue and seed collection and public service.

## **ARTICLE X: MEETINGS**

**Section 1:** The Board of Directors shall meet monthly when there is business to conduct, and shall meet at least quarterly. Voting on motions or other issues before the Board shall take place at Board meetings. If an issue is of an urgent nature, voting may take place thorough electronic means, as long as all Board members are notified of the proposed vote.

**Section 2:** WORC shall hold regular chapter meetings as scheduled by the Board of Directors.

**Section 3:** There shall be an annual meeting of chapter members to present an annual report regarding the state of the chapter, and to elect Officers.

**Section 4:** Members present shall constitute a quorum for the transaction of business at chapter meetings.

**Section 5:** Members will be notified of chapter meetings by e-mail, website announcements, or other social media at least two weeks prior to the meeting.

## **ARTICLE XI: FINANCES**

**Section 1:** The fiscal year shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

**Section 2:** Chapter funds shall be spent only to further the mission of WORC.

**Section 3:** No funds of WORC shall inure to the benefit of, or be distributed to its members, Officers, or any other persons, except when the Board of Directors authorizes payment of reasonable compensation for services rendered or goods received.

**Section 4:** No funds from this organization may be paid to any political group or its representatives.

**Section 5:** Funds of the WORC shall be deposited into an FDIC insured bank account. The president and the treasurer shall have signature authority over the account.

**Section 6:** WORC, as a chapter of Wild Ones Natural Landscapers, Ltd., is a 501(c)(3) organization, and shall abide by all the laws and limitations of non-profit organizations.

## **ARTICLE XII: CONDUCT OF MEETINGS**

Robert's Rules of Order shall govern the conduct of meetings of the Board of Directors, the annual meeting of the chapter and other formal chapter meetings.

## **ARTICLE XIII: AMENDMENTS TO BY-LAWS**

The By-Laws of the WORC may be amended at any regular or special meeting of the membership 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 (2) weeks before the meeting.

## **ARTICLE XIV: LIMITATION OF PERSONAL LIABILITY**

No part of the net earnings of the organization shall inure to the benefit of any member, official or individual. Board of Directors members shall not be held personally

liable for any financial debt, legal actions or other legal concerns brought against WORC.

#### **ARTICLE XV: DISSOLUTION**

WORC may be dissolved 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 (1) month prior to the vote. In the event of dissolution of WORC, authorization to do so must first be obtained from Wild Ones National. All monies still held in any form shall be transferred to Wild Ones National.