

## **RULES OF THE CHIPPEWA SAVANNAS CHAPTER OF THE PRAIRIE ENTHUSIASTS, INC.**

### **Article I Organization and Purposes**

Section 1. Chapter Name. The name of the Chapter shall be the Chippewa Savannas Chapter of The Prairie Enthusiasts, Inc., hereinafter referred to as the “Chapter.”

Section 2. Chapter Area. The Chapter’s area includes Dunn, Eau Claire, and Pepin Counties of Wisconsin.

Section 3. Chapter Mission. The mission of this organization is to: 1) Conduct restoration, management, and research of remnant native prairies, savannas, barrens, and other fire dependent ecosystems; 2) educate the public about our prairie and savanna heritage; 3) assist public agencies, non-profit organizations and private landowners in restoring remnant native prairie, savanna, barrens and other fire dependent ecosystems.

Section 4. Chapter Fiscal Year. The Chapter’s fiscal year shall be January 1 through December 31.

Section 5. Relationship to Parent Organization. The Chippewa Savannas Chapter is a member Chapter of The Prairie Enthusiasts, Inc., a 501(c)(3) Wisconsin non-profit corporation, hereinafter referred to as “The Prairie Enthusiasts.” The Chapter shall carry out the mission and purpose of The Prairie Enthusiasts and adopts by reference hereof, the Articles of Incorporation and the Bylaws of The Prairie Enthusiasts. The Chapter acknowledges that all policies and objectives to be pursued by the Chapter, or by any member thereof, will be in accordance with the policies, purposes and objectives of The Prairie Enthusiasts. No rule, regulation or policy may be adopted by the Chapter that contradicts the Articles of Incorporation, Bylaws or policies of The Prairie Enthusiasts.

### **Article II Membership**

Membership classes, qualification, dues, termination and privileges are as directed in the Bylaws of the parent organization, The Prairie Enthusiasts. Chapter members shall be considered in good standing as long as they have paid their annual membership dues in a timely manner and according to the membership category they have chosen. Separate chapter dues or fees are prohibited.

### **Article III Officers and Duties**

Section 1. Number. The executive officers of the Chapter shall be: a Chair, a Vice Chair, a Treasurer, and a Secretary all of whom shall be members of the Chapter’s Board.

Section 2. Election and Term of Office. Each officer shall be elected for a term of 2 years by the general membership at the annual chapter meeting of the membership. Chair and Secretary shall be voted upon at the first annual meeting. Acting Vice Chair and Treasurer shall stay in office until elections at the second annual meeting. Terms of the officers, thereafter, shall be staggered so that the election of Chair and Secretary alternate years with election of Vice Chair and Treasurer. Terms of office begin and end at time of elections at the annual meeting. Officers may be eligible for only one (1) successive term.

Section 3. Removal. Any officer may be removed by the unanimous vote of the Chapter Board or the simple majority vote of the Chapter members in attendance at a membership meeting called according to the rules in Article VII.

Section 4. Vacancies. A vacancy in any office for any reason may be filled by a majority vote of the Chapter Board for the unexpired portion of the term.

Section 5. The Chair. The Chair shall be the principal officer to guide and supervise the affairs of the Chapter. The Chair shall preside at all meetings with the approval of the Board, shall appoint all committees not otherwise provided for, and be ex-officio member of all Chapter committees.

Section 6. The Vice Chair. The Vice Chair, in the absence of the Chair, or in the event of the Chair's death, inability or refusal to act, shall perform the duties of the Chair, and in general perform all the duties incident to the office of Vice Chair and such other duties as from time to time may be assigned by the Chair or the Board.

Section 7. The Treasurer. The Treasurer shall (a) keep records of all financial matters and property of the Chapter in coordination with the parent organization's Treasurer and in compliance with the Treasurer's Handbook, and (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or the Board.

Section 8. The Secretary. The Secretary shall (a) keep the minutes of all meetings of the Board and the membership, (b) see that all notices are duly given in accordance with the provisions of these Rules, (c) keep an accurate and current record of all memberships, (d) be custodian of all Chapter records, and (e) in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or the Board. Except when necessary for the purpose of meetings the Secretary shall not disclose, transfer, sell, barter, or lease to any person the names or addresses of the members or the membership list.

#### **Article IV** **Corporate Board Representative**

The Chair, or the Chair's designee, will serve on Board of The Prairie Enthusiasts.

## **Article V** **Chapter Board**

Section 1. General Powers. All affairs of the Chapter not delegated to the Officers (as defined in Article III) shall be managed by the Chapter Board.

Section 2. Number and Composition. The Chapter Board shall consist of the four (4) elected Officers, also known as the Executive Committee, and the Committee Chairs from each of the Committees established by the elected Officers.

Section 3. Qualifications. Any member at large, in good standing, may serve on the Chapter Board.

Section 4. Meetings. The Chapter Board shall meet on a regular basis. Special meeting may be called by the Chair or upon the request of a quorum of the Chapter Board.

Section 5. Resignation and Vacancies. A director may resign at any time by filing a written resignation with the Chapter Secretary. Vacancies shall be filled by a majority vote of the Executive Committee.

Section 6. Removal. A director may be removed from office, with or without cause, by a majority vote of the other directors at a meeting of the board called for that purpose.

## **Article VI** **Committees**

Committees may be established by a majority vote of the Officers to run the affairs of the Chapter. Committee actions shall be subject to approval by a majority vote of the Chapter Board.

## **Article VII** **Membership Meetings**

Section 1. Annual Chapter Meeting. The Chapter membership meeting shall be held once a year (between or on) the first day of February and the last day of March at such time and place as the Chapter Board may determine. At each annual meeting the affairs of the Chapter shall be presented and election of officers made according to the Chapter Rules.

Section 2. Regular Chapter Meetings. The Chapter shall hold regular bi-monthly meetings at a time and place chosen by the Chapter Board.

Section 3. Special Chapter Meetings. Special meetings of the members may be held at any time and place for any purpose or purposes, unless otherwise prescribed by rule, on call of the Chapter Chair or Secretary.

Section 4. Notice of Meetings. Notice of the date, time and place of any meeting shall be sent to each member at least ten (10) days in advance. Notice of the Annual Chapter meeting should include the slate of officers nominated by the Nominating Committee.

Section 5. Conduct of Meetings. The Chapter Chair, and in their absence, the Vice Chair, and in their absence any person chosen by the members present shall call the meeting to order and shall act as chair of the meeting. The Chapter Secretary shall act as secretary of all meetings of the members. In the absence of the Chapter Secretary, the presiding chair may appoint any other member to act as secretary of the meeting.

Section 6. Quorum. At the Annual Meeting or any special meetings, ten percent (10%) of the Chapter's membership shall constitute a quorum. A majority vote of those present is controlling. Proxy voting is permissible. Only Chapter members in good standing are eligible to vote.

### **Article VIII Chapter Dissolution**

In the event of dissolution of a Chapter, all Chapter bank accounts and all equipment held by the Chapter shall be paid over or transferred to The Prairie Enthusiasts, Inc.

### **Article IX Amendment of Chapter Rules**

Proposed amendments to these Chapter Rules must be submitted in writing to the Chapter Board for consideration. Upon two-thirds approval of the Board, written notification of the proposed Rules changes will be communicated to the Chapter membership at least ten (10) days before the next general membership meeting.

Chapter Rules may be amended by a simple majority vote of the membership in good standing in attendance at the meeting at which the proposed change is on the published agenda.

A copy of any Amended Chapter Rules must be submitted to The Prairie Enthusiasts Board of Directors for approval and upon approval submitted to The Prairie Enthusiasts Corporate offices to be kept on file.

These Chapter Rules have been officially adopted by the members of the Chippewa Savannas Chapter of The Prairie Enthusiasts on this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

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Chapter Secretary