

## BYLAWS

### **Southeastern Wisconsin Invasive Species Consortium, Inc.**

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#### **Article I**

##### **Name**

The name of the organization shall be Southeastern Wisconsin Invasive Species Consortium, Inc.

#### **Article II**

##### **Mission**

The Southeastern Wisconsin Invasive Species Consortium, Inc. (SEWISC) is a broad-based coalition that promotes more efficient and effective management of invasive species throughout an eight-county region. The mission of the SEWISC is to educate the public and protect biodiversity and ecological function throughout this region, contributing to a high quality of life for present and future generations.

#### **Article III**

##### **Address**

The mailing address is SEWISC, Inc., P.O. Box 241842, Milwaukee, WI 53223

#### **Article IV**

##### **Membership**

The membership will consist of organizations and individuals interested in SEWISC and supportive of the SEWISC mission. The Board of Directors may establish membership classes and provide rules of eligibility and other appropriate procedures for various classes of membership. The Board of Directors shall establish a membership fee schedule for each of the membership categories or sub-categories that it may establish. Each member in good standing of the organization, whether individual, group, or institution, shall have one vote. Members are in good standing provided that all required membership fees are paid.

Any person or institution shall be eligible for membership in SEWISC provided that the prospective member pays the required membership fee established by the Directors. Any member desiring to resign from the Organization shall have the right to do so at any time, but upon resignation shall not be entitled to a refund of the member's membership fee.

The Board of Directors of the organization is empowered to revoke the membership of any institutional, group, or individual member of the organization. Members may be removed for actively working against the mission of the organization, or for acting to prevent the organization from effectively accomplishing its goals, or for non-compliance with the policies of the organization. Removal of a member of the organization requires an affirmative vote of 2/3 of the Directors then in office. Any member removed from the organization shall be entitled to a refund of the member's membership fee.

#### **Article V**

##### **Board of Directors**

**Section 1. General Powers:** The affairs of the Organization shall be managed by its Board of Directors. All voting rights are vested solely in the Board. Each Board member present at a Board meeting has one vote. The Board may adopt such resolutions for the conduct of its business as it deems advisable. It may delegate certain of its authority and responsibility to the Executive Officers, or any other committees, as it deems appropriate.

**Section 2. Election:** The Board of Directors shall form a Nominating Committee comprised of Directors and individuals, or representatives of institutional members, of the organization. The Committee will nominate candidates for Directors to be elected annually by mail, email, or web-based balloting of the members. To be eligible to serve on the Board of Directors, an individual must be a member of the SEWISC, or be the appointed representative of a member organization in good standing. The candidate for each position receiving the largest vote shall be elected.

**Section 3. Number and Tenure:** The number of persons who shall serve on the Board of Directors shall be fixed in bylaws from time to time, but shall not be fewer than five (5) nor more than fifteen (15) and shall include the Executive Officers and Committee Chairs. Directors are elected to serve on the Board for a term of three (3) years. Each Director shall hold office until his term expires and until his or her successor has been elected and qualified, or until resignation or removal in the manner provided herein.

**Section 4. Removal:** Any Director may be removed from office by the affirmative vote of two-thirds of the Directors then in office if, in the opinion of two-thirds of the Directors, the best interest of the Organization will be served by such removal, and in the opinion of two-thirds of the Directors other sufficient cause exists for removal.

**Section 5. Resignation:** Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified in the written notice.

**Section 6. Executive Officers and Committee Chairs:** The Officers of the Board of Directors shall constitute the Executive Committee of the Organization. The Officers shall serve for a one year term and shall be elected or re-elected by the Board of Directors at an Annual Meeting. The Executive Officers shall appoint or re-appoint Committee Chairs annually. The Executive Officers shall have, and may exercise, when the Board of Directors is not in session, and cannot be assembled in a timely fashion, all of the powers of the Board of Directors in the management and affairs of the Organization. Decisions made by the Executive Officers shall be reported to the Board and shall be subject to review and subsequent ratification if requested by a Board member.

## Article VI

### Meetings

**Section 1. Quorum:** A quorum of two-thirds of the Board is required to call a vote during an official Board meeting, with a simple majority of those present required for approval of business.

**Section 2. Notice of Meetings:** Notice of meetings shall be given to each Board member at least five (5) days prior to the date of the meeting by mail, phone, or electronic means.

**Section 3. Special Meetings:** Special meetings of the Board may be called at any time by the President or by one-third of the Board of Directors upon five-day notice. No business may be transacted at a Special Meeting other than that stated in the notice.

**Section 4. Annual Meeting:** The organizational year shall be January 1 to December 31. The Annual Meeting of the general membership will be held in the first quarter of the organizational year for the purposes of election of the Board of Directors to serve during that organizational year, and presentation of written annual reports. The Board of Directors shall form a nominating committee at least 60 days prior to the Annual Meeting.

## Article VII

### Officers

**Section 1. Officers:** The officers of the organization shall be President, Vice-President, Treasurer, and Secretary. Collectively, these four officers shall constitute the Executive Committee.

**Section 2. Election and Term of Office:** The officers of the organization shall be elected annually by the Board of Directors. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor

shall have been duly elected and shall have qualified, or until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of any officer shall not of itself create contract rights.

**Section 3. Removal and Vacancies:** Any officer elected or appointed may be removed by a two-thirds vote of the Board quorum whenever in its best judgment the best interests of the Board would be served thereby. Any vacancy among the officers may be appointed by the Board for the balance of the unexpired term.

**Section 4. President:** The President shall preside at all meetings. The President will have general charge of the business of the SEWISC. The President may from time to time appoint such committees as are necessary for carrying out the purposes of the SEWISC; such appointments are subject, however, to the approval of the Board at its next meeting.

**Section 5. Vice President:** If the office of the President becomes vacant for any reason, or upon the President's request, the Vice President will perform the duties of the President. The Vice President will perform other duties as may be assigned by the President.

**Section 6. Secretary:** The Secretary will be custodian of all books, papers, records, and all correspondence. The Secretary will take and prepare minutes of all meetings, give notices of meetings as required, and perform other duties as may be assigned by the President.

**Section 7. Treasurer:** The Treasurer will be the custodian of all financial records, will provide regular financial reports detailing the organizations assets and liabilities, and be in charge of the organization's financial accounts.

#### **Article VIII.**

##### **Meetings of the Members of the Organization**

**Section 1.** Business meetings shall be scheduled by the Board and held at least once annually.

**Section 2.** Written notice of business meetings and proposed bylaws changes shall be sent to members by mail, electronically, or posted on a web-site at least 30 days prior to such meetings.

**Section 3.** Meeting agenda and format shall be coordinated by the President.

**Section 4.** A two-thirds vote of members present and voting shall be required to allow the introduction of a motion that falls outside the organization's mission as outlined in Article II.

#### **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. A written notice that amendment of Bylaws is an item on the agenda will also be in the notice of the second meeting. 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. The Secretary shall maintain a record of all changes to the Bylaws and a current version.

#### **ARTICLE XI.**

##### **Finances**

**Section 1.** The collection of and accounting for all funds of the organization shall be the responsibility of the Treasurer.

**Section 2.** The Treasurer shall maintain all records of funds collected and disbursed by the Organization. Such records shall be available for review by any individual upon adequate notice. A financial report shall be given at the annual business meeting and each regular meeting of the Board.

**Section 3.** The signature of one or more officers of the organization shall be required for the disbursement of funds of the organization. The Board shall establish guidelines for the disbursement of funds of the organization.

**Section 4.** The Board of Directors shall establish a membership fee schedule for each of the membership categories. The Board may, at its discretion, amend or revise the membership categories or sub-categories that it may establish.

## **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 and 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, suit or proceeding in which s/he 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 s/he shall be adjudged in such action, suit 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 Corporation, 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 Corporation 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).

## **New Bylaws**

These new Bylaws were adopted on 16 March 2011 to make the following substantive changes to the Bylaws of SEWISC, Inc.:

- 1) Add "Incorporated" to the name of the organization.
- 2) Change the address of SEWISC to its current address.
- 3) Establish SEWISC, Inc. as a "membership" organization, and provide that the Board of Directors is empowered to establish membership categories and set membership fees for those various classes of membership.
- 4) Provide that the Board of Directors will form a Nominating Committee to put forward a slate of candidates for Director to the general membership and that Directors will be elected at an annual meeting of the membership.
- 5) Change the date of the Annual Meeting of the membership to the last quarter of the organizational year (1 January to 31 December) so that the Annual Meeting can coincide with SEWISC's traditional Annual Symposium where most members will be in attendance.
- 6) Change the allowable number of Directors to between five (5) and fifteen (15).
- 7) Change the term of Directors from a one (1) year term to a three (3) year term.
- 8) Provide a mechanism for resignation or removal of Directors.

- 9) Provide that the Officers of the organization (President, Vice-President, Secretary, and Treasurer) are elected by the Board of Directors rather than the general membership of the organization.
- 10) Provide that the Executive Officers of SEWISC are empowered to appoint Committee Chairs.
- 11) Provide that the Executive Officers of SEWISC are empowered to conduct the business of the organization if a meeting of the Board of Directors cannot be held in a timely fashion.
- 12) Provide that notice of meetings can be given to the Board of Directors by mail, phone, or electronic means and remove the restriction that this notice cannot be given more than thirty (30) days prior to the meeting.
- 13) Provide that the Annual meeting of the general membership is for the purposes of election of the Board of Directors, and presentation of annual reports, not for election of the Officers of the organization.
- 14) Outline the conduct of Meetings of Members of the Organization.
- 15) Establish that Robert's Rules of Order Newly Revised shall govern the organization.
- 16) Provide that the SEWISC Bylaws may be altered, amended, or repealed, and that new Bylaws may be adopted by the Board of Directors and that changing the Bylaws does not require a vote of the general membership.
- 17) Lay out rules for conducting the Finances of SEWISC, Inc. now that it has become an established 501(c)(3) organization and no longer conducts its finances through the use of a Fiscal Agent.
- 18) Provide an Article of the Bylaws that indemnifies the Officers and Directors of SEWISC.
- 19) Provide an Article of the Bylaws that provides for the dissolution of the assets of the corporation should SEWISC cease to exist.

#### **Amendments:**

November 18, 2015 Board of Directors meeting. A motion was proposed, seconded and approved that the by-laws be amended to read:

#### **Article VI Meetings**

**Section 4. Annual Meeting:** The organizational year shall be January 1 to December 31. The Annual Meeting of the general membership will be held in the first quarter of the organizational year for the purposes of election of the Board of Directors to serve during that organizational year, and presentation of written annual reports. The Board of Directors shall form a nominating committee at least 60 days prior to the Annual Meeting.