

BY LAWS OF THE SOUTHWEST CHAPTER OF THE PRAIRIE ENTHUSIASTS, INC.

Article 1 Organization and Purposes

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

Section 2. Chapter Area.

- a. Sites Managed. The Chapter shall be responsible for all the sites of The Prairie Enthusiasts, Inc., in Grant, Crawford, and Richland counties. The Chapter shall also continue to be responsible for the sites it now manages in Iowa county. From time to time, with Board approval, the Chapter may engage in further activities in Iowa County.
- b. Membership. Membership in the Chapter shall be determined by the By Laws of The Prairie Enthusiasts, Inc. Normally any member of The Prairie Enthusiasts, Inc., shall have the right to elect to be a member of the Southwest Chapter. Others may be assigned membership in this Chapter by their residence.

Section 3. Chapter Mission. We seek to ensure the perpetuation and protection of remnant prairies, oak savannas and oak woodlands within Southwest Wisconsin by educating the public about fire dependent ecosystems, assisting landowners, public conservation agencies and private conservation organizations in identifying and inventorying existing remnants and in restoring and managing them, and, by obtaining management agreements, conservation easements or fee title acquisition.

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

Section 5. Relationship to the Prairie Enthusiasts. The Southwest 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. 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, termination and privileges are as directed in the Bylaws of The Prairie Enthusiasts. Chapter members shall be considered in good standing as long as they are in good standing with The Prairie Enthusiasts Inc. Separate chapter dues or fees are prohibited.

Article III Officers and Duties

Section 1. Number. The officers of the Chapter shall be a President, a Vice President, a Secretary, and a Treasurer and collectively may be referred to as the Executive Committee. In the absence of the President, the Vice President shall have the powers of the President.

Section 2. Election and Term of Office. Each officer shall be elected for a term of 3 years by the general membership at the annual meeting of the membership. Terms of the officers shall be staggered so that the President, Vice President, Secretary and Treasurer shall each be elected in different years. Terms of office begin and end at time of elections at the annual meeting.

Section 3. Removal. Any officer may be removed by the majority 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 VIII.

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 President. The President shall be the principal officer to guide and supervise the affairs of the Chapter. The President shall preside at all the meetings with the approval of the Board and be ex-officio member of all Chapter committees.

Section 6. The Vice President. The Vice President is next in line to become president of the Chapter. They will step in to provide leadership and run Board meetings when the President is not available.

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 the Rules, (c) be custodian of all Chapter records for a one year period, after which they shall be

moved to the safe storage facility used by the organization, and (d) in general, perform all the duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or the Board. Except when necessary for the purpose of meetings, the Secretary shall not disclose to any person the names or addresses of the members or the membership list.

Article V Chapter Board of Directors

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. Numbers and Composition. The Chapter Board shall consist of the four elected Officers, also known as the Executive Committee, and not less than 3 nor more than 8 additional members.

Section 3. Meetings. The Chapter Board shall meet on a regular basis. Special meetings may be called by the President or upon the request of a quorum of the Chapter Board.

Section 4. 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 Board.

Section 5. 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.

Section 6. Nomination. Nominations will come from any member of the Board or Chapter Membership at the Annual Chapter meeting.

Section 7. Action in in Lieu of a Formal Meeting. In lieu of a formal meeting, an action of the Chapter Board may be taken by a majority of the Directors. Such consent may be made by email, text, telephone, in person, or otherwise. The method should be recorded in the minutes.

Article VI Committees

Committees may be appointed by the President, subject to approval of the Board. Committee duties shall be defined by the Chapter Board of Directors.

Article VII Site Steward

The Chapter Board shall appoint a Site Steward for each property managed by the Chapter, which Site Steward, subject to the Chapter Board, shall have primary responsibility for management of the designated site.

Article VIII Membership Meetings

Section 1. Annual Chapter Meeting. The Chapter membership meeting shall be held once a year during the second quarter. 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 meetings no less than four per year at a time and place chosen by the Chapter Board. Meetings may be in person, by conference call, or virtual.

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 President or Secretary.

Section 4. Notice of Meetings. Notice of the date, time and place of any meeting shall be sent by email to each Board 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 President, and in the President's absence, the Vice President, the Secretary or Treasurer, as agreed upon between them, or any person chosen by the members present, shall call the meeting to order and shall act as the 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 the secretary of the meeting.

Section 6. Quorum. At the Annual Meeting or any special meetings, a simple majority vote by the Chapter's membership present at the meeting 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 IX Chapter Dissolution

In the event of a 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 X Amendment of Chapter Rules

Proposed amendments to these Rules must be submitted in writing to the Chapter Board for consideration. Chapter by-laws as amended from time to time will be posted on The Prairie Enthusiast's Inc. website.

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