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. The Chapter may consider revising its geographic area. A vote to alter the current Chapter boundaries must pass with a majority vote by the Chapter Board before the proposed geographic area is recommended to The Prairie Enthusiasts Board of Directors.

Section 3. Chapter Mission. The Prairie Enthusiasts organization: "to ensure the perpetuation and recovery of prairie, oak savanna, and other associated ecosystems of the Upper Midwest through protection, management, restoration, and education. In doing so, we strive to work openly and cooperatively with private landowners and other private and public conservation groups."

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

Section 1. Membership. Membership classes, qualification, dues, termination and privileges are as directed in the Bylaws of the parent organization, The Prairie Enthusiasts. The Chapter membership roster is maintained by the parent organization. Members of the Chippewa Savannas Chapter are those who are current members of The Prairie Enthusiasts and who meet one of the following criteria:

1. They have requested to become a member of the Chippewa Savannas Chapter.
2. Their primary address is within the Chapter's geographic region, and they have not elected to be members of another Chapter nor opted out after being informed that they are being assigned to the Chippewa Savannas Chapter.

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 shortly prior to the annual Chapter meeting of the membership. Elections for expiring terms will be concluded at least two weeks prior to the annual meeting. Elections will be coordinated by the Chapter Secretary except in the case where the Secretary position is up for election. In that case, the Vice Chair will be responsible for conducting the election of the Secretary. Nominations for positions will be sought from the general membership via email from all current members. An electronic ballot will be sent to the Chapter membership and results of the election will be announced at or shortly prior to the annual meeting. A best attempt will be made so terms of the officers 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 the annual meeting.

Section 3. 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 4. 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 5. 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 such as submitting budgets and payment requests to The Prairie Enthusiasts Chapter Support, and such other duties as from time to time may be assigned by the Chair or the Board.

Section 6. 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) receive and hold membership reports, (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, contact information, or addresses of the members or the membership list.

Section 7. Qualifications. Any current Chapter member may serve as an officer.

Section 8. Resignation and Vacancies. An officer may resign at any time by informing the Chapter Secretary. 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 9. Removal. Any officer may be removed by a two-thirds majority vote of the other members of the Chapter Board. Voting may be conducted via email outside of a regular chapter meeting.

Article IV
Chapter Board

Section 1. Purpose and General Powers. All affairs of the Chapter not delegated to the Officers (as defined in Article III) shall be managed by the Chapter Board. The purpose of the Chapter Board is to administer chapter affairs, lead the membership and guide the officers. All Chapter Board members are voting members of the Chapter Board.

Section 2. Number and Composition. The Chapter Board consists of the Chapter Officers, The Prairie Enthusiasts Board Chapter Representative, Chairs of committees, and up to three (3) optional at-large members who will be elected for a two-year term by the Chapter Board. Ex-officio non-voting advisors such as committee members may be added to the Chapter Board as necessary and appropriate.

Section 3: The Prairie Enthusiasts Board Chapter Representative. The board will appoint a current member as representative to The Prairie Enthusiasts Board of Directors. Their role is to ensure the Chapter Board and current members are aware of and understand organization-wide issues and efforts. The Chapter representative to The Prairie Enthusiasts board is a voting member of the Chapter board.

Section 4: At-Large Board Members. Current members wishing to fill at-large member seats on the Chapter Board must notify the Chair and positions will be filled as needed by a majority vote of the Board. At-large board members are voting members of the Chapter board.

Section 5: Committees and Working Groups. Committees and working groups may be formed or dissolved at the discretion of the Chapter Board by majority vote. Committees and working groups may be established for a limited purpose or remain active indefinitely. Committee and working group chairs will be assigned by the Chapter Chair, and will be responsible for leading meetings, record-keeping, and communicating with the Chapter Board. Committee and working group chairs are voting members of the Board.

Section 6. Qualifications. Any current Chapter member may serve on the Chapter Board.

Section 7. Resignation and Vacancies. A Board Member may resign at any time by informing the Chapter Secretary. Vacancies shall be filled by a majority vote of the Board.

Section 8. Removal. Any Board Member may be removed by the two-thirds majority vote of the other Chapter Board members and voting may be conducted via email outside of a regular chapter meeting.

Article V
Meetings

Section 1. Annual Chapter Membership Meeting. The annual Chapter membership meeting shall be held once per calendar year prior to August 31st at such time and place as the Chapter Board may determine. At each annual meeting the affairs of the Chapter shall be presented and newly elected chapter board members will be introduced. Annual Chapter membership meetings shall be made open to the current membership.

Section 2. Regular Chapter Meetings. The Chair shall call regular Chapter meetings at a time and place determined by the Chair in consultation with the Chapter Board. Regular meetings shall be made open to the current membership.

Section 3. Committee and Working Group Meetings. Meetings may be called by the chair(s) of working groups and committees at a time and place determined by the chair in consultation with committee members. Depending on the sensitivity of topics discussed (e.g. specific donations or donors, land protection opportunities, nominations for board positions, etc.), these may or may not be open to the current membership.

Section 4. Closed Session Meetings. Board Members may call closed session meetings to discuss

sensitive matters at a time and place deemed appropriate by the convening board member. Such meetings are not open to the current membership.

Section 5. Notice of Meetings. Notice of the date, time and place of any open meeting shall be sent to all current members.

Section 6. Conduct of Meetings. The Chapter or Committee Chair or their designee shall call the meeting to order and shall act as chair of the meeting. The Chapter or Committee Secretary or their designee shall act as secretary of the meeting.

Section 7. Quorum and Voting. At regular Chapter meetings, quorum shall be considered two-thirds of the voting board. At committee or working group meetings, those in attendance shall be considered to constitute a quorum. Proxy voting is permissible for in-person meetings. Email voting by the board, committees, or working groups is permissible for time sensitive topics arising between regular meetings.

Article VI
Chapter Dissolution

In the event of dissolution of the Chapter, all Chapter assets held by the Chapter shall be transferred to The Prairie Enthusiasts, Inc.

Article VII
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 current members 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__.

_____ Chapter Secretary

Passed by Chapter board on August 19, 2026