

CONSTITUTION

THE BOTANICAL CLUB OF WISCONSIN

Revised July 2008

Article I. Name: The name of this non-profit organization shall be: the Botanical Club of Wisconsin.

Article II. Aims: The aims of this organization shall be: 1) To encourage individual and group study, scientific research and the dissemination of information concerning plants through meetings, publications, field trips and other mechanisms, 2) To promote the preservation of the flora and habitats of the Wisconsin region.

Article III. Membership: There shall be such classes of membership as designated by the by-laws.

Article IV. Officers: There shall be two classes of officers: 1) Elected officers shall consist of a President, Vice-President, Secretary and Treasurer. Appointed officers shall consist of the immediate Past-President, Editor, Chairpersons of Standing Committees.

Article V. Board of Directors: There shall be a Board of Directors composed of the elected officers, appointed officers and a representative of each active chapter.

Article VI. Elections and Terms of Officers: The officers shall be selected annually by the membership by means of ballots published in one of the club's periodicals or by special mailing. A nominating committee appointed by the President shall consist of three active members, of which one must not be a member of the Board of Directors. This committee shall consider suggestions made by the general membership in preparing nominations for officers. At least two months before the annual meeting the committee shall name a slate of candidates for each position to be filled. The slate shall be published with a ballot in one of the club's periodicals or in a special mailing. The nominating committee shall not present the name of any member as a nominee for office unless that member has consented to serve if elected. The terms of all officers shall begin at the close of the annual business meeting, or August 1st if no annual meeting is held.

Article VII. Meetings: **Board of Directors meetings:** The Board shall hold at least two meetings each year at the call of the President.

General Membership Meetings: There shall be at least one general program and business meeting of the membership each year, the time and place to be determined by the Board.

Article VIII. Publications: The Club shall publish such regular publications to carry out its objectives as may be named and described in the by-laws.

Article IX. Committees: Standing committees shall be established as designated in the by-laws. These committees shall be appointed annually by the President with the advice and consent of the Board of Directors.

Article X. Amendments:

Proposal of Amendments: 1) Proposed amendments may be originated by a) any member of the Board of Directors, and if approved by a majority of the Board, the proposed amendment shall be published in one of the Club's periodicals or by a special mailing, and voted upon by the membership by means of ballots published in one of the club's periodicals or by special mailings or, b) by any member in good standing and may be submitted to the Board of Directors by written notice to the Secretary and shall be considered by the Board of Directors at their next meeting. If approved by the majority of the Board, the proposed amendment shall be published as in part a) above.

Approval of amendments: A 2/3 majority of the membership voting shall be necessary to constitute ratification of any Constitutional amendment.

Article XI .Limitations:

1. This organization is organized exclusively for educational and scientific purposes within the meaning of Section 501c(3) of the Internal Revenue Code.
2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered.
3. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in any political campaign on behalf of any candidate for public office.
4. In the event of dissolution, any remaining assets shall be distributable to organizations organized and operated exclusively for charitable, education or scientific purposes as shall at the time qualify as exempt organizations under Section 501c(3) of the Internal Revenue Code of 1954. The Board of Directors at the time of dissolution shall designate the organization(s) to which the assets will be distributed.

BY-LAWS

1. The fiscal year and the membership dues renewal year shall begin on the first of January. The year for initial membership dues shall be considered as starting on the nearest first of January.
2. Annual membership dues shall be \$10.00 for individuals or families, and **\$8.00** for students. If a member resides in the geographic area of an active local Chapter (as defined in By Law #4), they will be assigned to that Chapter. If not living near a local chapter, they shall be designated as a member-at-large. Three dollars (\$3.00) shall be remitted to the local chapter Treasurer for each active member affiliated with that chapter and the remaining portion of the dues shall be deposited in the general fund. If no local chapter is designated, the three dollar remittance remains in the general fund. Each member shall receive one set of the club's publications and shall have one vote. A membership shall consist of an individual or a family living at the same address.

4. 3. Duties of the Officers:

President: 1) Calls and presides at the annual meeting and such additional meetings as he and other officers deem necessary. 2) appoints the chairman and membership of the standing committees, 3) presents a short annual report on current and future programs at the general membership meeting. 4) appoints the standing and ad hoc committees and newsletter editor.

Vice-president: 1) Assists or substitutes for the President when called upon to do so; 2) plans the annual general membership meeting.

Secretary: 1) Takes minutes of all meetings and keeps records of club activities, 2) organizes the public relations and public education activities of the club, 3) issues meeting notices and carries on all general correspondence 4) maintains up-to-date copies of the constitutions and by-laws and supplies copies of these documents to members upon request 5) shall keep on file written committee reports.

Treasurer: 1) Receives dues and maintains records of income and expenditures, 2) pays authorized bills, 3) maintains the membership lists, 4) distributes membership lists, including addresses, to the newsletter Editor upon request 4) Prepares and distributes Treasurer reports to the officers at each Board meeting and to the membership at least once annually.

Editor: 1) Receives copy for the club's periodicals from any member who wishes to submit news or other items, 2) lays out the club's publications and arranges for typing, duplication and mailing, 3) sets deadlines for each issue.

The Board Of Directors: 1) Shall interpret and implement the policies of the club and major changes in policy which shall become effective only after consideration and approval by a simple majority of the Board, 2) shall participate in planning club activities and authorize the publication

of the constitution and by-laws.

4. New chapters of the club shall be authorized by the Board of Directors upon written application of ten or more active members. For a Chapter to be considered active, the Chapter shall have the following officers: President, Vice President, Secretary, Treasurer and must hold at least two chapter meetings annually. The Board of Directors shall have the right to declare a chapter active or inactive. The club shall not be responsible for the debts and obligations of any chapter. The chapter shall pay the costs of all publicity to its own members.
5. The Botanical Club of Wisconsin newsletter shall be published at least three times a year.
6. All business, unless otherwise stated in the constitution and by-laws, shall be conducted in accordance with the latest revision of Robert's Rules of Order.
7. Committees that are deemed necessary by the Board of Directors will be designated standing committees.
8. A Proposed amendment to the by-laws may be 1) originated by a) any member of the Board of Directors and if approved by a majority of the Board, shall be published in one of the club's periodicals and voted upon by the membership by means of ballots provided in one of the club's periodicals or by special mailing, or b) by any member in good standing and submitted to the Board of Directors by written notice to the Secretary and considered by the Board at their next meeting. If approved by the majority of the Board the proposed amendment shall be published in one of the club's periodicals or by a special mailing. A simple majority of the membership voting shall be necessary to ratify an amendment to the By-laws