

RULES OF THE GLACIAL PRAIRIE CHAPTER OF
THE PRAIRIE ENTHUSIASTS, INC.

Article I Organization and Purposes

Section 1. Chapter Name. The name of the Chapter shall be the Glacial Prairie Chapter of The Prairie Enthusiasts, Inc., hereinafter referred to as the "Chapter."

Section 2. Chapter Area. Waukesha, Walworth, Racine, Kenosha, Milwaukee, Dodge and Jefferson Counties.

Section 3. Chapter Mission. We seek to ensure the perpetuation and protection of remnant prairies, oak savannas and oak wetlands within Southeast 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 January 1 through December 31.

Section 5. Relationship to The Prairie Enthusiasts, Inc. The Glacial Prairie 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 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.

Revised 4/2010

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.

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 chapter meeting of the membership. Chair and Secretary shall be voted upon at the first annual meeting. Acting Vice President 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 President and Secretary alternate years with election of Vice President and Treasurer. Terms of office begin and end at time of elections at the annual meeting. Officers may be eligible for only one successive term.

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

Section 6. The Vice President. The Vice President, in the absence of the President, or in the event of the President's death or inability to act, shall perform the duties of the President, and in general perform all the duties incident to the office of Vice President and such other duties as from time to time may be assigned by the President or the Board. For the Glacial Prairie Chapter this includes helping the Secretary with duties when they need assistance.

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) be custodian of all Chapter records, and (d) 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 President 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 Chapter president shall, if possible, serve as The Chapter Representative to The Prairie Enthusiasts Board of Directors. The President may decline to serve as Chapter

Representative for any reason and at any time. In that eventuality, a simple majority of the Chapter Board of Directors shall elect an Officer or Director to save as Chapter Representative. The elected Chapter Representative's term shall coincide with that of the President. The President may also exercise the right to begin or resume duties of Chapter Representative at any time during the term in office.

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. Number and Composition. The Chapter Board shall consist of the four elected Officers, also known as the Executive Committee, and the Committee Chairs from each of the Committees established by the Executive Committee. Each of the Committee chairs shall be a Director.

Section 3. 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 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 Executive Committee.

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. Nominations. Nominations will come from the chapter membership.

Article VI Committees

Committees may be established by a majority vote of the Executive Committee to run the affairs of the Chapter. Committee actions shall be subject to approval by a majority vote of the Chapter Board. Committee duties should be defined by the Chapter Board of Directors.

Revised 4/2010

Article VII Membership Meetings

Section 1. Annual Chapter Meeting. The Chapter membership meeting shall be held once a year between the 1st day of June and the 30th day of June 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 meetings not less than 6 times per year 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 proscribed 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 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 President, and in their absence, the Vice President, 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, a simple majority vote by 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 Corporate offices to be kept on file.

These Chapter Rules have been officially adopted by the members of the Glacial Prairie Chapter of The Prairie Enthusiasts on this 26th day of March, 2013.

Walter Mirk Chapter Secretary

Revised 3/26/2013