BYLAWS OF THE

ST. CROIX - RED CEDAR COOPERATIVE WEED MANAGEMENT AREA

ARTICLE 1
NAME

Section 1.01. Name. The name of the organization is St. Croix-Red Cedar Cooperative Weed Management Area (SCRC-CWMA).

ARTICLE 2
PURPOSE

Section 2.01. Geography. SCRC-CWMA is a Cooperative Invasive Species Management Area (CISMA) with a service area encompassing Barron, Burnett, Polk, St. Croix, and Washburn Counties in Northwestern Wisconsin.

Section 2.02. Mission. The mission of the SCRC-CWMA is to foster multi-generational awareness of invasive species, and through partnerships work to prevent and limit their intrusive impacts.

ARTICLE 3
MEMBERSHIP AND PARTNERS

Section 3.01. Admission of Members. Open to any interested parties and can include agencies, governmental and non-governmental organizations, businesses, and individuals interested in furthering the mission of SCRC-CWMA in accordance with the MOU.

Section 3.02. Meeting of Members. One (1) Annual Meeting shall be held each year in January.

Section 3.03. Compensation. Members shall not be compensated by SCRC-CWMA for participation in this partnership.

Section 3.04. Partners. Partners are the signatories of the Memorandum of Understanding (MOU).
Section 3.05. Key Officials. Each Partner must designate a Key Official to act as a contact for communications with SCRC-CWMA. Partners may change Key Officials at any time by providing written documentation of the change to the Steering Committee.

ARTICLE 4
STEERING COMMITTEE

Section 4.01. General Powers. The organization shall be directed and managed by the steering committee. The steering committee shall vote on operational documents, policies and other issues that are important to the furtherance of SCRC-CWMA’s mission.

Section 4.02. Eligibility. The steering committee will consist of Partner Key Officials as designated in the MOU.

Section 4.03. Annual Meeting. One (1) Annual Meeting shall be held each year in January.

Section 4.04. Regular Meetings. Steering committee meetings will be held quarterly (January, April, July, and October), or as needed.

Section 4.05. Special Meetings. Special meetings of the steering committee shall be held whenever called by the chair or vice-chair or by at least five steering committee members, and shall be held at such times and places and in such manner as the steering committee may determine.

Section 4.06. Notice of Meetings. Notifications and reminders of all meetings will come at least 14-days prior to the meeting. Agendas will be sent at least 7-days prior to the meeting.

Section 4.07. Time, Place, and Manner of Meetings. The steering committee shall hold its meetings at such time and place, and in such manner as it may from time to time determine, including the annual meeting.

Section 4.08. Quorum. The presence of five (5) or more steering committee members at a properly posted and notified meeting of the steering committee shall constitute a quorum for the purpose of conducting business.
Section 4.09. Compensation. Partners shall not be compensated by SCRC-CWMA for participation in this partnership.

Section 4.10. Conflicts of Interest. Except as permitted by law, with respect to any contract or other transaction between SCRC-CWMA and any partner or member (or an organization in which a partner or member is a partner, director, member, officer, or legal representative or has a material financial interest):

(a) The material facts as to such contract or transaction and as to the person’s interest must be fully disclosed or known to the steering committee prior to approval of such contract or transaction;

(b) Such approval shall require the affirmative vote of a majority of the partners, not counting any vote that the interested partner otherwise might have; and

(c) An interested partner shall not be counted in determining the presence of a quorum.

ARTICLE 5
EXECUTIVE COMMITTEE - OFFICERS

Section 5.01. Number and Qualifications. The officers of the executive committee will consist of the steering committee chair, vice-chair, and a representative of SCRC-CWMA’s fiscal administrator. The steering committee shall elect the positions of Chairperson and Vice-Chairperson to plan and facilitate steering committee meetings and serve on the executive committee. The positions may be filled by any steering committee member.

Section 5.02. Responsibilities. The Executive Committee shall be responsible for the general direction of staff, approval of SCRC-CWMA’s financial and Strategic Management Plan, and maintenance of SCRC-CWMA’s financial and work records.

Section 5.03. Quorum. The presence of all three (3) of the officials at a properly posted and notified meeting of the executive committee shall constitute a quorum for the purpose of conducting business.

Section 5.04. Procedures. Actions by the executive committee require a majority approval by the Steering Committee at their next meeting.

Section 5.05. Meetings. Executive committee meetings will be held monthly or as needed. Notifications and reminders of all meetings will come at least 14-days prior to the meeting. Agendas will be sent at least 7-days prior to the meeting.
Section 5.06. Terms. The officers will serve two-year terms. The chair and vice-chair shall serve one term only in those offices. If an officer’s eligibility on the steering committee expires while in office, the officer shall complete the officer term.

Section 5.07. Resignations. An officer may resign by giving notice to SCRC-CWMA. The resignation is effective without acceptance when the notice is given, unless a later effective date is named in the notice. Notice provided in writing or by electronic communication may satisfy the notice requirement.

Section 5.08. Removal. An officer may be removed, with or without cause, by a resolution adopted by the steering committee.

Section 5.09. Vacancies. A vacancy in an office because of death, resignation, removal, or any other cause shall be filled for the unexpired part of the term in the manner prescribed by these Bylaws for election to such office.

Section 5.10. Chair. The chair is the chief executive officer of SCRC-CWMA and unless otherwise expressly delegated shall: (1) have general active management of the affairs of SCRC-CWMA; (2) when present, preside at meetings of the steering committee and of members; (3) see that orders and resolutions of the steering committee are carried into effect; (4) sign and deliver in the name of SCRC-CWMA documents pertaining to the affairs of SCRC-CWMA, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by these Bylaws or by the steering committee to another officer or agent of SCRC-CWMA; and (5) perform other duties prescribed by the board.

Section 5.11. Vice-chair. The principal duties of the vice-chair shall be to discharge the duties of the chair in the absence or disability, or any cause whatsoever, of the chair, and to generally assist the chair. The vice-chair is usually chair-elect.

Section 5.12. Representative of the fiscal administrator. A representative of the fiscal administrator shall be an officer. The representative shall (1) keep accurate financial records for SCRC-CWMA, (2) provide financial updates to the executive and steering committees, and (3) perform other duties prescribed by the steering committee or by the chair.

Section 5.13. Other Officers. SCRC-CWMA may have such other officers and agents as the steering committee considers necessary for the operation and management of SCRC-CWMA, each of whom shall have the powers, rights, duties, responsibilities, and terms in office as may be determined by resolution of the steering committee.
**Section 5.14 Delegation.** Unless prohibited by a resolution adopted by the steering committee, an officer may, without the approval of the steering committee, delegate some or all the duties and powers of an office to other persons.

**ARTICLE 6**
**FISCAL ADMINISTRATOR**

**Section 6.01. Fiscal administrator.** Until such a time as SCRC-CWMA becomes an independent nonprofit agency, SCRC-CWMA requires a fiscal administrator to qualify for certain funding.

**Section 6.02. Compensation.** The fiscal administrators will receive compensation for administration at an agreed upon level.

**Section 6.03. Responsibilities.** The fiscal administrator will manage designated funds for administrative and support services.

**Section 6.04. Change in administrators.** Either SCRC-CWMA or the fiscal administrator may sever the relationship providing all grant receivables have been met.

**ARTICLE 7**
**BOOKS OF RECORD**

**Section 7.01. Current records.** SCRC-CWMA shall keep correct and complete copies of:
(a) Its Memorandum of Understanding (MOU) and Bylaws;
(b) Accounting records; and
(c) Minutes of meetings of the members, steering committee, executive committee, and of any other committee having any of the authority of the steering committee.

**ARTICLE 8**
**RULE OF ORDER**

The Rules contained in the current edition of Robert’s Rules of Order, newly revised, shall govern SCRC-CWMA in all cases to which they are applicable, and in which they are not inconsistent with the Memorandum of Understanding, these Bylaws, and any species rules of order of SCRC-CWMA.

**ARTICLE 9**
**AMENDMENTS**
Amendments to the Memorandum of Understanding and these Bylaws can be approved at any meeting of the steering committee by two-thirds of the partners, provided that prior notice of the meeting of the proposed amendment(s) was given to each partner. Changes to the Memorandum of Understanding and Bylaws are subject to the right of the members to rescind such changes at the next membership meeting.

ARTICLE 10
EFFECTIVE DATE

The effective date of these Bylaws and any future amendments shall be posted below:

Date Accepted: (Month, Day, 2016)