

Lower Chippewa Invasives Partnership, Inc.

By-Laws

Article I Name, Mission, and Identity

- A. The name of the organization shall be Lower Chippewa Invasives Partnership, Inc. (LCIP). LCIP serves Chippewa, Dunn, Eau Claire, Pepin and Pierce counties as the Cooperative Invasive Species Management Area (CISMA).
- B. The mission of the organization is to control invasive species by fostering partner cooperation and community action.
- C. The identity of LCIP is a civic non-profit that reaches goals toward invasive species awareness and control efforts by using Civic Governance to educate and organize the civic infrastructure needed to govern for the common good.

Article II Non-Profit Status

- A. LCIP shall be organized as a nonprofit C corporation under Section 501(c)(3) of the United States Internal Revenue Code and applicable law of the State of Wisconsin. The fiscal year of the LCIP shall be January 1 to December 31. The calendar year is the same.
- B. LCIP shall not participate in activities prohibited by a corporation exempt from federal income tax law under Section 501 (c)(3). It is classified as a Public Charity.
- C. LCIP will not organize or operate for the primary purpose of conducting a trade or business that is unrelated to exempt purpose(s).

Article III Organization and Administration

- A. LCIP will use the Civic Governance model as their policy (as stated in the LCIP Governing Document) as the way they govern for the common good of the citizens for invasive species management.

B. The annual meeting will be held within the first quarter of the calendar year.

C. Members

1. A citizen will self-select to join the general membership and will be added to the membership list. There is no annual membership fee.
2. Members will have voting rights at meetings.
3. Members will be covered under the LCIP insurance policy to be protected at every event in which they are representing the organization. Non-members will have to sign a liability waiver prior to participating in LCIP activities.
4. Members are able and encouraged to join committees to accomplish LCIP projects, events and programs.
5. Members attending the board meetings are invited to give input on LCIP business.

D. Board of Directors (BOD)

1. The BOD shall be limited to seven (7) members, which shall include the three (3) founding directors of the organization.
2. The founding directors will have no term limits.
3. Non-founding BOD will serve for two (2) year terms that may be renewed with the approval of the membership for a maximum of three (3) consecutive terms or six (6) years.
4. BOD whose actions and/or statements that demonstrate positions contrary to the purpose of LCIP may be removed from office by approval of the majority of the BOD.
5. Upon resignation of a director, the BOD will appoint a member to fill the position until the next annual meeting.

6. BOD will nominate a Chair, Vice Chair, Treasurer and Secretary that will be voted on by all members.
 - (a) The Chair shall conduct general supervision of the LCIP activities, preside at board meetings and coordinate ad-hoc committee appointments. The Chair will follow the by-laws and coordinate policies/events that will preserve the integrity of LCIP and utilize best management practices regarding invasive species control and education.
 - (b) The Vice Chair will be responsible for conducting general LCIP activities in the absence of the Chair or in coordination with the Chair. The Vice-Chair will follow the by-laws and coordinate policies/events that will preserve the integrity of LCIP and utilize best management practices regarding invasive species control and education.
 - (c) The Secretary will take notes at board meetings and make them available to all partners and volunteers in form of Outcome Documents. The Secretary will coordinate any grant applications, record keeping, and media submissions.
 - (d) The Treasurer will maintain accurate and up to date accounting of all income and expenses. The Treasurer will pay from LCIP accounts any expenses that accrue through LCIP business. The Treasurer will submit the yearly tax documents and will not use LCIP funds for personal purposes.
7. Four (4) BOD shall constitute a quorum for any change in the by-laws and business transactions.
8. The BOD will be responsible for approving any change in the LCIP by-laws; for the oversight of LCIP activities; networking with partner organizations, for all legal transactions; and for ultimate oversight of financial transactions. The BOD will review the policy manual annually and will present proposed policy changes to the membership annually prior to their final vote to change a policy.

9. Any vacancy occurring in the BOD may be filled until the next succeeding annual meeting by a member vote.
10. Election of BOD will be held in the first quarter of the fiscal year as needed by term conditions.
11. The BOD will meet a minimum of six (6) times per calendar year to complete LCIP business.
12. All BOD having more than two (2) unexcused absences may be removed from office by a vote of the BOD.
13. The BOD contracts, reviews and evaluates the Executive Director (ED) annually based on performance and budget. The BOD will be responsible for renewing or discontinuing the ED contract.

F. Committees

1. Member-formed committees will be approved by the BOD on an ad-hoc basis.
2. Committees will have a specific mission and will dissolve once the mission has been accomplished or when the BOD terminates the committee.
3. All committees shall give reports of their activities at the meetings to be included in the outcomes documents.

G. Executive Director (ED)

1. The ED will complete the responsibilities as outlined on the most recent ED job description and contract. The ED and BOD will negotiate to meet updated goals, directives and organize the base.
2. The ED will propose an annual budget to the BOD for amendments and final approval.
3. The ED will recruit, interview and recommend a candidate for staff and internship positions.

4. The ED will train, coach and supervise staff and interns and conduct their evaluations.
5. The ED presides and facilitates the board meetings as requested by the BOD.

Article IV Voting

BOD and members who attend any LCIP meetings physically or electronically can vote on any decision where a vote is requested.

Article V Conflict of Interest

Any member who has a financial or personal conflict of interest (or appearance of a conflict) with any matter pending before the BOD or committee that may prevent that member from acting in an impartial manner will abstain from voting on the given issue.

Article VI Discrimination

LCIP will abide by state law that prevents discrimination against any person as outlined by the State Statutes. Further description found in the policy manual.

Article VII Inurement of Income

No part of the donations/grants/or other LCIP funds shall inure to the benefit of, or be distributable to its BOD, Committee members, ED, members or partners, except for those authorized by LCIP to provide reasonable compensation for services rendered.

Article VIII Legislative or Political Activities

No substantial part of the LCIP activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and LCIP shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, LCIP shall not carry on any other activities not permitted to be carried on by LCIP exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future

federal tax code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

Article IX Dissolution of LCIP

The LCIP may be dissolved by a 2/3 vote of all members present at a meeting called for that purpose. Upon dissolution of the corporation, the BOD shall, after paying or making provision for payment of all corporation liabilities, dispose of all LCIP assets to organization(s) that are 501(c)(3) approved.

By-Law History

Approved on 10/29/2015

Amended and approved on 4/25/2019