

**WILDFLOWER ASSOCIATION OF MICHIGAN BYLAWS**  
**as amended March 4, 2001**

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**ARTICLE I**

**Name**

This organization shall be known as the Wildflower Association of Michigan (WAM).

**ARTICLE II**

**Purpose**

SECTION 1. PURPOSE. The purpose of this nonprofit organization is to promote, coordinate and participate in education, enjoyment, science and stewardship of native wildflowers and their habitats.

SECTION 2. INCLUDING:

- a. promoting public education of proper principles, ethics and methods of landscaping with native wildflowers and associated habitats;
- b. encouraging public appreciation and use of native wildflowers;
- c. promoting conservation of all native wildflowers and natural plant communities to maintain ecological integrity; maintain ecological integrity;
- d. fostering improved availability of high-quality native wildflower seed and plant materials;
- e. providing the networking vehicle for individuals and organizations interested in native wildflowers;
- f. conducting investigations and providing funds for native wildflower-related work;
- g. cooperating with governmental agencies and the private sector with regard to the management, protection and preservation of native wildflowers;

**ARTICLE III:**

**Members**

SECTION 1. MEMBERSHIPS. Membership shall be open to those interested in the purposes and goals of the Association. The Board of Directors shall determine the dues structure for memberships.

SECTION 2. GENERAL MEMBERSHIP. General Membership shall be for an entire household. Life Membership shall be for a household and shall be limited to two individual names.

SECTION 3. ORGANIZATION/CORPORATION MEMBERSHIP. Organization/ Corporation Membership shall be for an entire organization or corporation. Each organization/ corporation shall name an official representative and an alternate.

SECTION 4. QUALIFICATION OF MEMBERS. Members shall qualify upon payment of dues as determined in accordance with Section 1. Failure to pay membership dues shall result in the termination of membership and all rights thereto.

SECTION 5. PAYMENT OF DUES. All dues shall be payable to Wildflower Association of Michigan (WAM) on or before the first date of the month following the month in which the member first became a member. Payments of Membership dues shall be received and processed by the Treasurer or its appointee.

SECTION 6. VOTING RIGHTS. Each paid membership shall be entitled to one vote on each matter submitted to a vote of the members.

## **ARTICLE IV**

### **Meeting of Members**

SECTION 1. ANNUAL MEETING. An annual meeting of the members shall be held during the annual Michigan Wildflower Conference.

SECTION 2. SPECIAL MEETING. Special meetings of the members may be called by the Board of Directors, or not less than 1/20 of the members having voting rights, for the purpose or purposes stated in the call of the meeting.

SECTION 3. NOTICE OF MEETINGS. Written notice by way of the Association Newsletter or other direct mail, stating the date, time, place, and purpose of such meeting, shall be delivered to each member entitled to vote at such meeting not less than 6 nor more than 90 days before the date of such meeting.

SECTION 4. VOTING. Each membership shall be entitled to one vote in each matter submitted to vote at a meeting of members. A simple majority of the membership present at the meeting shall constitute a quorum for the transaction of business at the Annual Meeting. For election of Directors, ballots shall be mailed to each member no later than January 5 of the year of the election and shall be returned no later than February 18 of that same year. Ballots post-marked later than February 18 will not be counted. The secretary or designated agent will count the votes and announce the results to the Directors no later than one week prior to the annual meeting. In case of a tie, the secretary shall determine the winner by lot.

## **ARTICLE V**

### **Board of Directors**

SECTION 1. GENERAL POWERS. Duties of the Board of Directors shall be to exercise a general superintendence over the affairs of the Association and report all actions through the Association newsletter and/or website and at the annual meeting.

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS. The Board of Directors shall be composed of twelve (12) members of the Association. Each Director shall serve a four year term to commence immediately on the date of the annual meeting of that Directors election. The terms of the Directors shall be staggered in four groups. Commencing in 2001 three directors will be elected for four years, three for three years, three for two years, and three for one year; thereafter, three members shall be elected annually for a four year term. Only paid members may serve as a Director.

SECTION 3. NOMINATIONS. The Nominating Committee shall submit a slate of directors to the Board of Directors to be elected in accordance with Section 2 above no later than September 1 of the year preceding election of such Directors. If a majority of the Directors present at a meeting of Directors when such slate is submitted of such year approves the submitted slate, those individuals so slated shall be the endorsed slate for the director election of the following year. If a majority of the Directors present at the such meeting does not approve the submitted slate, the Nominating Committee shall reconvene and submit a revised slate at the next quarterly meeting for approval. The Nominating Committee shall conduct a process for selection of a slate of directors that it deems appropriate with emphasis on securing directors who represent the geographic diversity of the organization, who are committed to the mission of the organization, and who exhibit qualities that enhance the organization's ability to achieve its mission.

SECTION 4. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held four times per calendar year, with one meeting prior to February 1<sup>st</sup> at which the annual budget shall be considered. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the president or any four directors.

SECTION 6. QUORUM. A simple majority of the Board of Directors present at the meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting to another time without further notice. Directors may attend meetings by telephone conference call or other similar means.

SECTION 7. VACANCIES. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 8. INFORMAL ACTION BY DIRECTORS. The authority of the Board of Directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Directors entitled to vote.

SECTION 9. COMMITTEES. The Board may create such committees of directors as it deems appropriate and delegate to such committee such authority as the Board deems appropriate.

## ARTICLE VI

### Officers

SECTION 1. OFFICERS. The officers of the Association shall consist of a President, a 1<sup>st</sup> vice president, a 2<sup>nd</sup> vice president, a secretary, and a treasurer and such other officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The officers shall be directors.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Association shall be elected by the Board of Directors from among its members at the Annual Meeting or as soon thereafter as is convenient. Their term of office shall be two years and commence at the time of election.

SECTION 3. VACANCIES. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

SECTION 4. PRESIDENT. The president shall provide an agenda, preside at all meetings of the Board of Directors and the Association; shall maintain the orderly disposition of all business presented to the Board for consideration; shall be an ex-officio member of all committees, except the Nominating Committee, and shall call special meetings of the Board or any of its committees as deemed necessary. The President shall give a brief report at the Annual Meeting, summarizing the activities of the year.

SECTION 5. 1<sup>ST</sup> VICE PRESIDENT. The 1<sup>st</sup> vice president shall assist the president in discharging the above duties. The 1<sup>st</sup> vice president shall assume responsibilities of the presidency in the absence or the inability of the president to act. The 1<sup>st</sup> vice president shall be co-chair of the Conference Committee.

SECTION 6. 2<sup>ND</sup> VICE PRESIDENT. The 2<sup>nd</sup> vice president shall assist the president and 1<sup>st</sup> vice president in the discharge of the above duties. The 2<sup>nd</sup> vice president shall assume responsibilities of the president in the absence or inability of the president or 1<sup>st</sup> vice president to act. The 2<sup>nd</sup> vice president shall be co-chair of the Conference Committee.

SECTION 7. SECRETARY. The secretary shall keep an accurate set of minutes of all Association, Board and Executive Committee meetings; prepare and distribute minutes of all meetings to Board members within thirty (30) days after each meeting; notify members with adequate notice of all meetings; maintain an attendance roster of all Board members; and shall conduct such correspondence as directed by the Board.

SECTION 8. TREASURER. The treasurer shall collect all dues and be custodian of all funds; shall keep an accurate account of all transactions; pay bills; give a report at each Board meeting and Annual Meeting and shall serve on the Finance Committee. The Treasurer will also contract with an outside Auditor, approved by the Board of Directors, to review the Association books on an annual basis before each annual meeting.

## **ARTICLE VII**

### **Executive Committee**

EXECUTIVE COMMITTEE. The executive committee shall consist of the elected officers and the Executive Director (if one has been appointed). Meetings of the executive committee shall be called by the president when the need arises.

## **ARTICLE VIII**

### **Executive Director**

EXECUTIVE DIRECTOR. The Board of Directors may authorize the appointment of an Executive Director. The Executive Director shall be an ex-officio member of the Board of Directors. The Executive Director shall report to the President, and may be removed only by a majority vote of the Directors. The duties of the Executive Director shall be determined by the Board of Directors.

## **ARTICLE IX**

### **Contracts, Checks, Deposits, and Funds**

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer.

SECTION 3. DEPOSITS. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the treasurer may select.

SECTION 4. GIFTS. The treasurer may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

## **ARTICLE X**

### **Books and Records**

The Association shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member for any proper purpose at any reasonable time.

## **ARTICLE XI**

### **Fiscal Year**

The fiscal year of the Association shall be fixed by resolution of the Board of Directors.

## **ARTICLE XII**

### **Corporate Policy**

SECTION 1. REASONABLE COMPENSATION . No part of the net earnings of the program shall inure to the benefit of, or be distributed to, its members, officers, or other private persons, except that the program shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in ARTICLE II hereof.

SECTION 2. POLITICAL CONSTRAINTS. No substantial part of the activities of the program shall be the carrying on of propoganda, or otherwise attempting to influence legislation and the program shall in no way participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for political office. Notwithstanding any other provisions of these articles, the program shall not carry on any activities not permitted to be carried on by the corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Code).

## **ARTICLE XIII**

### **Dissolution**

This Association shall be dissolved by a majority vote of the voting membership. If this Association should elect to cease operation and dissolve its organization, all assets remaining at the time of dissolution shall be donated to an eligible 501(c)(3) organization as determined by a majority of voting members. No officer, board member, general member, or staff member shall benefit in any way from the dissolution of this organization.

## **Article XIV**

### **Nondiscrimination**

No person shall be excluded from participation in or denied the benefits of the Wildflower Association of Michigan on the basis of age, religion, sexual orientation, race, color, national origin, or sex.

## **ARTICLE XV**

### **Amendments**

The Constitution/Bylaws of the Association may be amended, repealed or changed by two-thirds (2/3) vote of the voting membership.