

# Iowa Prairie Network By-Laws

Ratified 16 August 2014

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## **ARTICLE I: Identification**

The name of the organization is Iowa Prairie Network Inc. (IPN).

## **ARTICLE II: Purpose**

A network for education, advocacy and support for Iowa's prairie heritage.

## **ARTICLE III: Membership**

### Section 1: Eligibility

Any person or entity that is in sympathy with the purpose of the organization shall be eligible for membership.

### Section 2: Dues

Dues shall be in accordance with a schedule prepared by the Board of Directors (Board) and may be changed by the Board. The membership year is 1 Jan – 31 Dec.

### Section 3: Privileges

Each member in good standing shall have the right to vote at the annual meeting and all specially called general membership meetings.

## **ARTICLE IV: Membership Meetings**

### Section 1: Annual Meeting

There shall be an annual meeting of members each year. The date, time and place shall be set by the Board.

Members shall be notified at least three (3) months prior to the annual meeting. An agenda of expected business to be conducted at the annual meeting shall be provided to members at least twenty (20) days prior to the meeting.

### Section 2: Special Meetings

Special meetings of the membership may be called by the Board to conduct specific business. All members shall be notified at least twenty (20) days prior to the meeting. The specific business to be conducted at the meeting shall be included in the notification.

## **ARTICLE V: Board of Directors (Board)**

### **Section 1: General Powers**

The Board shall set policy, goals, and generally manage the affairs of the organization.

### **Section 2: IPN Regions**

Iowa will be divided into seven (7) regions as determined by the Board.

### **Section 3: Tenure and Qualification**

The Board of the organization shall consist of twenty (20) members, which is two (2) members per each of seven (7) regions in Iowa, and six (6) at-large members.

Directors shall be elected for three (3) year terms and shall be limited to two (2) consecutive terms. A member can be reelected to the Board after being off the Board for one (1) year. Terms shall be staggered so that the terms of both directors in a Region do not expire the same year. Terms shall be staggered so that approximately one third of the Board shall be elected at each annual meeting. Terms shall begin and end at the closing of the annual meeting.

### **Section 4: Nominations**

A nominating committee of three (3) members shall be appointed by the President and approved by the Board. The nominating committee shall present a slate of candidates at the annual meeting. Nominations shall also be accepted from the floor.

### **Section 5: Election**

Election of Board Members shall take place at the annual meeting.

### **Section 6: Regular Board Meetings**

The Board shall meet following the annual meeting to elect officers and determine the schedule of meetings. The Board shall meet at least quarterly.

### **Section 7: Special Board Meetings**

Special board meetings may be called by the Executive Committee. Notification must be given to board members at least five (5) days prior to the meeting and shall include the business to be conducted.

### **Section 8: Vacancy**

Whenever any vacancy shall occur on the Board, such vacancy shall be filled by an appointee of the Board. This appointee shall stand for election at the next annual meeting for the remainder of the term.

## Section 9: Quorum

A quorum shall be at least one half of the members of the Board.

# ARTICLE VI: Officers

## Section 1: Number

The officers shall be President, Vice-President, Secretary, and Treasurer.

## Section 2: Election and Term of Office

The officers of the organization shall be elected by the Board. Officers must be board members. Each officer shall hold office for one (1) year and may be reelected.

## Section 3: Removal and Vacancies

Any officer may be removed by the Board whenever in its judgment the best interest of the organization will be served thereby. A vacancy in any office will be filled for the remainder of the term by election at a board meeting.

## Section 4: Duties of President

The President shall preside at all general membership meetings and board meetings. The President shall appoint Chairs of committees subject to approval by the Board. The President shall perform such other duties as are incident to the office and properly required by the Board.

## Section 5: Duties of Vice-President

The Vice-President shall assume the responsibilities of the President in his/her absence. The Vice-President shall perform such other duties as are incident to the office and properly required by the Board.

## Section 6: Duties of Secretary

The Secretary shall keep or cause to be kept, the minutes of the general membership meetings and board meetings. The Secretary shall perform other duties that are incident to the office and properly required by the Board.

## Section 7: Duties of Treasurer

The Treasurer shall be responsible for all funds and financial records of the Iowa Prairie Network, subject to all legal regulations and such regulations as may be imposed by the Board. If required by the Board, the Treasurer shall give a bond for the fair discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine,

and the cost of said bond shall be paid by the Iowa Prairie Network. The Treasurer shall perform other duties that are incident to the office and properly required by the Board.

## **ARTICLE VII: Committees**

### **Section 1: Executive Committee**

The Executive Committee is composed of the President, Vice-President, Secretary, and Treasurer. The Executive Committee may act on behalf of the Board to conduct necessary business between board meetings. The actions of the Executive Committee will be reviewed at the next board meeting.

### **Section 2: Standing Committees**

#### **Board participation**

Each standing committee shall have at least one board member.

#### **Communication Committee**

The Communication Committee is responsible for maintaining communication with members, the public and other organizations as appropriate.

#### **Finance Committee**

The Finance Committee is responsible for oversight of the finances of IPN. The committee is responsible for the annual audit and selecting the auditor. The committee is responsible for an annual budget.

#### **Membership Committee**

The Membership Committee is responsible for maintaining the membership lists and for informing members when renewals are due. The committee is responsible for membership campaigns as appropriate.

#### **Events Committee**

The Events Committee is responsible for organizing and overseeing events to educate and inform people about prairies and their benefits.

### **Section 3: Special Committees**

The President or the Board may appoint, from time to time, such committees as are deemed necessary. These committees will be appointed for a specific purpose.

## **ARTICLE VIII: Fiscal Policies**

### **Section 1: Assets:**

The IPN may make payments and distributions in furtherance of its proper purposes as authorized by the Board.

The assets of the organization shall not be to the benefit or be distributable to the members, directors, officers or any other private persons except that the organization shall be empowered to pay reasonable compensation for services rendered.

### **Section 2: Obligations and Expenditures**

The delegation of authority for obligations and expenditures shall be set by the Board. All expenditures will be reviewed at the next board meeting.

### **Section 3: Receipts and Deposits**

The Treasurer shall cause the prompt deposit of receipts received for the IPN in a federally insured bank or banks or other federally insured depository in the name of the organization.

All receipts and deposits shall be reviewed at the next board meeting.

### **Section 4: Gifts**

Gifts to the organization may be accepted or returned by the organization. Any gift accepted may be disposed as seen fit by the Board.

Gifts for specific purposes or for special recognition must be approved by the Board.

### **Section 5: Audit**

An independent audit of the finances shall be conducted annually prior to the annual meeting.

### **Section 6: Dissolution**

In the event of dissolution of the organization, all assets will be turned over to organization(s) as determined by a final vote of the Board.

## **ARTICLE IX: Amendments**

These by-laws may be amended at any annual or called meeting of the organization by a majority vote of the members present and voting, providing that the amendment has been proposed and read at the meeting and providing that each member has been sent a copy of the proposed amendment at least 20 days prior to the meeting.

**ARTICLE X: Parliamentary Authority**

Robert's Rules of Order Newly Revised shall be the authority for all questions of parliamentary procedure.