



Central Wisconsin Invasives Partnership (CWIP) Bylaws:

ARTICLE 1 - Name

The name of this partnership is the Central Wisconsin Invasives Partnership (CWIP).

ARTICLE 2 - Mission

The Central Wisconsin Invasives Partnership (CWIP) is a Cooperative Invasive Species Management Area (CISMA) that serves Wood, Portage, Juneau, Adams, Waushara, Marquette, and Green Lake Counties. This partnership will focus on: identifying and increasing cooperation among partners that work around invasive species, providing educational opportunities for invasive species management, coordinating enhanced mapping of invasive species, and monitoring and, when possible, eradicating prohibited and/or high priority restricted species within its eight counties.

ARTICLE 3 - Members

Formal members will be signatories of the Memorandum of Understanding (MOU). Each member will provide a point of contact between their organization (if applicable) and CWIP. Members may be added or removed at the charge of the Steering Committee at any time with a majority vote at any regular business meeting. Membership is open to any interested group or individual and can include agencies, organizations, individuals, or businesses interested in furthering the mission of CWIP in accordance with the MOU.

ARTICLE 4 - Steering Committee Membership

One individual from any membership has the option to further participate in CWIP through membership on the Steering Committee. Steering Committee members are expected to attend meetings and commit time to promote CWIP's mission to partners and the public. Steering Committee members may commit to hosting workshops, trainings, fundraising, or facilitating work group meetings. Steering Committee members need to be appointed by the committee (see ARTICLE 6). Steering Committee members have the ability to vote at meetings, and will correspond with the CWIP Coordinator throughout the year on CWIP projects.

ARTICLE 5 - Fiscal Sponsorship

Golden Sands RC&D will act as CWIP's fiscal agent and manage all administrative and support services. As CWIP's fiscal agent, it is responsible for all grant reporting, coordination, and administration of the organization. As CWIP develops, it may choose to become its own 501(c)(3) nonprofit. This transition would happen with a majority vote from the Steering

Committee. Either CWIP's Steering Committee or Golden Sands RC&D's Council may sever the relationship providing all grant deliverables and contracts have been met. The CWIP coordinator will provide regular project and budget updates to both Golden Sands RC&D Council's Forestry/Wildlife/Agriculture Committee and CWIP's Steering Committee. New project budgets will need to be approved by the CWIP Executive Committee.

ARTICLE 6 - Structure

Coordinator: A paid coordinator will be funded through grant dollars received through CWIP's fiscal agent toward CWIP. The CWIP coordinator shall attend all CWIP meetings and take direction from the Steering Committee.

Steering Committee Members: CWIP shall be directed and managed by the Steering Committee. The Steering Committee will consist of twelve to fifteen(12-15) seats. Each seat is appointed for a two (2) year term with the opportunity to renew appointments. Each of the eight (8) counties served by CWIP will have a seat appointed by either the County Conservationist or County Land and Water Conservation (LWC) Committee. The County Conservationist or LWC Committee may remove or add a new appointment at any time. The representative from each county may be a county board member, LWC Department staff, landowner, or resident of that particular county. Four to seven (4-7) At-Large member seats will be filled by representatives from MOU members nominated and elected by their fellow Steering Committee members at a meeting with a simple majority vote of active members for a quorum. One (1) seat will be filled by CWIP's fiscal agent. Within Golden Sands RC&D, this appointment will be made by the Forestry/Wildlife/Agriculture Committee and can be either a council or staff member.

Steering Committee members may vote either in-person or remotely at meetings. Remote attendance shall qualify as attendance. Proxy votes are permitted by email if there is not a need to host a meeting for a committee decision.

Steering Committee members may be removed from the Steering Committee with a majority vote. Alternatively, Steering Committee members may request to be withdrawn from the Steering Committee at any time.

If a county appointed seat is vacant, the CWIP Coordinator will correspond with the County Conservationist and/or LWC Committee to fill the seat. At-Large seats may remain vacant until an appropriate representative for an engaged member is identified.

Executive Committee Members: The Executive Committee consists of a Chairperson, Vice-Chairperson, and CWIP's fiscal agent representative. The Steering Committee shall elect the positions of Chairperson and Vice-Chairperson. The Chairperson will facilitate Steering Committee meetings. Upon absence of the Chairperson, the Vice-Chairperson shall conduct meetings. If both the Chairperson and Vice-Chairperson are absent, the meeting may be conducted by the member representing CWIP's fiscal agent.

Appointments to the Executive Committee expire with the member's (2) year term. Appointments may be elected or renewed with a simple majority of Steering Committee members for both Chairperson and Vice-Chairperson.

Work Groups: Work groups shall function underneath the Steering Committee. They will be led by the Coordinator and focus on specific CWIP initiatives. Meetings will be called at the discretion of the Coordinator. These groups can consist of volunteers, informal partners, formal members, and/or Steering Committee members.

ARTICLE 7 - Compensation

Partners and members shall not be compensated by CWIP for participation in the partnership. However, CWIP grant award dollars may be divided up between partners for grant deliverables to be met.

ARTICLE 8 - Steering Committee Meetings

At least one (1) Steering Committee meeting will be held each year. Each Steering Committee member will be notified at least 30 days in advance. Steering Committee Meetings may be called as needed by any member of the Executive Committee or the CWIP Coordinator.

The Steering Committee has the right to enter "Closed Session", where the public and MOU members may not be present for certain items. Otherwise, MOU members and the public are welcome to attend and participate in dialogue at Steering Committee meetings. Only Steering Committee members may vote on items during the meeting. A quorum of half of active Steering Committee members or more is needed for a vote.

Minutes will be taken at each meeting. The Coordinator will be responsible for archiving meeting minutes with the same guidelines for archiving according to CWIP's fiscal agent meeting minutes.

ARTICLE 9 - Work Group Meetings

Work group meetings will form and be run by the CWIP Coordinator, a Steering Committee member, or a member who has completed the MOU. The individual running the meeting will be determined on a consensus basis within the work group. These meetings will happen as regularly as needed and will cover specific initiatives that fall within CWIP's mission.

ARTICLE 10 - Rule of Order

Decision-making during meetings of the Steering Committee, Executive Committee, and Work Groups shall follow Rule 46 of Robert's Rules of Order, with a general consensus process as the primary mode of action unless noted elsewhere in these bylaws. If a general consensus is insufficient or cannot be reached, a vote shall be taken.

ARTICLE 11 - Review of and Amendments to the Bylaws

Bylaw amendments can be made at any Steering Committee meeting or by proxy vote but require a 30-day notice of the proposed change(s) and of the meeting date or proxy vote deadline. Amendments require a majority vote for acceptance.

ARTICLE 12 - Dissolution

This organization may be dissolved upon written consent of two-thirds ($\frac{2}{3}$) of its members. Upon the dissolution of CWIP, the Steering Committee shall, after paying or making provisions for the payment of all of the liabilities of the organization, forfeit all of the assets of the organization to CWIP's fiscal sponsor.

Effective Date:

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

Date Accepted: June 27th, 2019

Amended: November 7, 2019

Amended: April 12, 2021

Amended: November 9, 2021