



## **SOUTHERN DRIFTLESS GRASSLANDS**

### **Charter and By-Laws**

Adopted on April 25, 2024

#### **I. CHARTER**

The Southern Driftless Grasslands (SDG) envisions Southwestern Wisconsin to be a place rich with healthy grasslands, successful working farms, clear flowing streams, diverse wildlife, and people who value and enjoy this landscape.

SDG's mission is to actively support the conservation of grasslands in Southwest Wisconsin to benefit the region's wildlife, water, farms, and communities. This region provides the best opportunity for landscape-scale grassland ecosystem conservation in the upper Midwest that can secure the survival of rapidly declining pollinators, grassland birds and other wildlife. SDG serves as the best opportunity for meaningful collaborative conservation in this critical region.

This landscape harbors:

- The highest concentration of unplowed prairie remnants and oak savanna in the Upper Midwest, hosting native banks of biodiversity,
- Regionally significant populations of grassland birds, which as a group are facing an urgent conservation crisis,
- A rural economy based on multi-generational and innovative rural farms, many interested in or embracing grass-based agriculture for premium products, and
- A thriving and engaged partnership of local, state, and federal agencies as well as nonprofit conservation organizations.

Today, this very landscape is at urgent risk as land ownership fragments, as prescribed fire is no longer frequent enough to rejuvenate grasslands, as invasive species overtake remaining prairie and oak savanna habitat, as runoff from steep cultivated land pollutes streams and as more farmers retire or face bankruptcy. The pace of rural subdivision and housing development has quickened since the pandemic and we need to rapidly accelerate fee title and easement acquisition before this fragmentation permanently impedes the long-term viability of rare species and habitats.

SDG's operating strategies include:

- Following the science of the Bird Conservation Area (BCA) Model to sustain grassland birds,
- Building and nurturing trusted relationships with private landowners,

- Rapidly accelerating land protection (tools include fee title acquisition and/or conservation easement acquisition) across the BCAs and the SDG region,
- Growing the Prairie & Savanna Remnant Project to identify and preserve banks of genetic diversity, and
- Establishing a restoration program to triage management across public and private lands.

Individuals and organizations can engage with SDG through leadership, collaboration, and support. SDG is led by its Steering Committee, and work is carried out collaboratively through SDG staff, Committee members, sub-committees as defined by the Committee, and through the support of funders.

## II. BY-LAWS

### A. Membership and Organization

1. SDG is led by its Steering Committee. A Committee member:
  - a) represents a conservation organization, government agency, educational institution, or corporate/business entity with mission and geographic alignment with SDG;
  - b) has decision-making authority that allows for the commitment of personnel and/or funding;
  - c) commits to actively pursuing partner activities on behalf of SDG;
  - d) seeks support for SDG with both internal and external audiences; and
  - e) participates in a leadership role at meetings and in other SDG activities.
  - f) Adheres to all partnership policies, including those related to ethical conduct and conflicts of interest

While Steering Committee members represent their agencies and organizations, as Committee members they are also responsible for decision-making that benefits SDG as a whole.

2. Steering Committee membership shall not exceed 15 members. This will include no more than one individual from each entity represented on the Committee.
3. Steering Committee members should represent the highest level of their organization as feasible, with responsibilities within the SDG project area. This representation should have some authority to commit financial and/or staff resources of their organization.
4. Organizations with active seats on the Steering Committee may name replacement Committee members at any time. Current Committee members remain seated until replaced or determined to be inactive as described below in paragraph 5.
5. Steering Committee member participation is important. A Board member will be considered to be "inactive" if more than 50% of Committee meetings in a 12-month period are missed, and if the Committee member does not participate in Committee business for a period of one full year. The Committee will consider removing an organization's permanent seat on the Committee if that organization's representative has been declared "inactive".
6. New organizations wishing to participate in the Steering Committee may petition the Committee at any time. Petitions will be acted upon by the Committee at their next scheduled business meeting, or via electronic voting, whichever is most convenient.

7. Steering Committee officer roles include:
  - a) A Steering Committee Chairperson will be elected through a member nomination and voting process (simple majority), and will serve a two-year term. Elected Chairs will serve no more than two consecutive terms. Interim Chairs may be appointed by the Chair if they are unable to complete a term. (Note: the Vice Chair does not automatically succeed the outgoing Chair, but may be named the Interim Chair until a new Chairperson is elected)
  - b) A Steering Committee Vice Chairperson will also be elected at the same time as the Chair, following the same procedures and rules as the Chair election. The duties of the Vice Chair are to serve in the absence of the Chair, with full authority and responsibilities. The Committee Chair may delegate any of their responsibilities to the Vice Chair whenever the Chair is unable to fulfill these duties.

B. Meeting Management and Steering Committee Responsibilities

1. The regular schedule of Steering Committee meetings will be six per year (bi-monthly). Additional or emergency Committee meetings may be called by the Chair or SDG Staff. Committee members are expected to attend at their own expense. Committee meetings will be hosted either in person, within the project geography or at a Committee member office location, or virtually. Meeting minutes will be taken at each meeting and made publicly available.
2. Each Steering Committee meeting will have an agenda and may include attachments of additional information. Meeting agenda and supporting materials will be distributed at least 1 week prior to the meeting, to allow time for members to review materials. Chair and SDG Staff are responsible for ensuring materials are distributed in a timely manner. All Committee members can and should expect to help in developing parts of meeting agendas throughout the year.
3. In most matters, the Steering Committee will operate by consensus (if consensus is reached, there is no need for a vote). In situations in which consensus is not achieved, a motion will pass by simple majority vote of Committee members in attendance, provided a quorum is present. A quorum of the Committee consists of a majority of the Committee member entities. All Committee members have the right to vote, and Committee members may, and should make every effort to, designate proxies to vote in their absence. Decisions/votes may also be conducted via teleconference or e-mail. Business conducted by the Committee electronically will carry the same authority as business conducted in person.
4. Steering Committee business will include, but not be limited to: setting the general direction and emphasis of the Committee and SDG; providing direction and input to SDG staff; guiding the general direction of additional sub-committees as needed; and finding and securing financial and/or staff resources to support the partnership's initiatives (within each member's agency or organizational guidelines and policies).

C. Coordination and Support

1. Any Steering Committee member of the SDG in good standing can provide administrative support to house SDG staff positions or financial resources on behalf of SDG. This role is approved by the Committee.
2. The Steering Committee or its delegates provide oversight of SDG staff work plans. SDG staff shall follow the personnel policy of the host organization. The Committee will provide direction and assignments to SDG staff as needed, will participate in the staff person's annual performance and compensation review, and will participate in any disciplinary action decisions, including termination of employment.
3. When SDG Staff positions are to be filled, the Steering Committee has the discretion to establish a recruitment and hiring process, including the discretion to direct a specific SDG Staff person to lead the hiring process. Any hiring of SDG staff positions shall include the creation of an ad hoc hiring committee including representation from the Steering Committee and the host organization. Both the Steering Committee and the host organization can delegate their representation as they deem appropriate. The hiring process shall be in compliance with the host organization's personnel policy.
4. Annual Reporting shall be completed by SDG staff, supported by Steering Committee members and appropriate subcommittees, and made publicly available.

#### D. Sub-Committees

1. The Steering Committee can organize standing or ad-hoc committees (referred to generally as "sub-committees") at any time. Membership, mission, and roles/responsibilities of standing or ad-hoc committees will be determined through consultation between SDG staff and the Committee.
2. Sub-committees shall meet on a regular basis relative to their mission. Sub-committees will provide a report for each Steering Committee meeting summarizing discussions, decisions and actions taken (including no action) since the last Committee meeting. The report shall be provided to the Committee Chair and SDG Staff at least 1 week prior to every Committee meeting.
3. Individuals who are not members of the Steering Committee, including SDG staff, may serve on sub-committees.

#### E. Dues and Budget

1. There will be no dues assessed to Steering Committee members.
2. SDG partners will collaboratively pursue financial resources to fund SDG activities. SDG staff will work with the Steering Committee to prepare an annual budget each year, to be approved by the Committee.

#### F. Procedure to Change Bylaws

1. Any member of the Steering Committee can propose changes to the Bylaws. These proposed changes will be circulated to the Committee for a period of 30 days for review and comment, after which a Committee vote will be taken to accept or deny the changes

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2. The Steering Committee shall review the Bylaws at least every 5 years.