

# WISCONSIN WATERFOWL ASSOCIATION, INC. **BY-LAWS**

## **ARTICLE I – GENERAL**

### ***Section 1: Name and Office of the Corporation***

The name of the corporation shall be WISCONSIN WATERFOWL ASSOCIATION, INC., hereinafter referred to as the “Association.” The Association has been organized, and exists, as a non-profit corporation under the laws of the State of Wisconsin. The official mailing address of the organization shall be P.O. Box 427, Wales, WI 53183.

### ***Section 2: Purpose of the Association***

The purpose of the Association shall be to restore and conserve Wisconsin’s waterfowl and wetland resources; to educate state waterfowlers during their progression from natural resource consumer to steward; and to promote governmental policies that protect Wisconsin’s resources and promote the rights of citizens to hunt.

### ***Section 3: Operation of the Association***

The Association shall be governed by an elected Board of Directors, which at its discretion may delegate specific duties to the Executive Director.

### ***Section 4: Association Chapters***

The Association may establish Chapters comprised of members to assist with carrying out the purpose of the Association. Such Chapters shall have a Chairperson and Treasurer approved by and directed by the Executive Director.

### ***Section 5: Jurisdiction of the Association***

The jurisdiction of the Association shall include any real property or interests in real property acquired and other interests obtained on private lands in Wisconsin and adjacent states.

### ***Section 6: Fiscal Year***

The fiscal year of the Association shall be January 1 through December 31, namely, the calendar year.

### ***Section 7: Declarations***

To ensure transparency in dealings and to safeguard the Association, each Board and Committee member shall annually review and sign copies of Association Code of Ethics, Conflict of Interest Disclosure Statement, and Gift Policy Disclosure Form. Incoming Board and Committee members shall complete this requirement within 30 days of assuming their role within the Association. All Board and Committee members shall annually review and complete these documents not later than January 31<sup>st</sup> of each year. The Director of Administration shall retain signed copies on files for a minimum of seven years after which physical documents may be destroyed and electronic copies deleted from Association files.

## **ARTICLE II – MEMBERSHIP**

### ***Section 1: Constitution of Membership***

The Association shall have various classes of voting and non-voting members. The Board of Directors, at their discretion, shall set membership dues for each class.

The Board of Directors shall be the sole voting members to guide Association business within the Organization and shall have all the rights and duties afforded to them by law, the Articles of Incorporation of the Association, and these By-Laws.

Active Association chapter chairpersons, as well as current directors, will have the right to vote for directors at the annual election. Status as an active Association chapter chairperson is defined as an individual fulfilling a chairperson's position as duly appointed by the Association Executive Director for a chartered chapter that hosts functions consistent with the Association's purpose.

The members at large will have no voting rights.

### ***Section 2: Selection of Members***

Application for membership shall be in writing or online using forms provided by the Association. Such application shall constitute the applicant's agreement to accept and be bound by the Articles of Incorporation, these By-Laws, and by all rules and regulations of the Association. The Board of Directors shall determine within its complete discretion the annual dues rate from time to time. Applicant's membership shall commence at such time as the principal office of the Association receives the dues.

### ***Section 3: Termination of Membership***

Any membership in the Association shall automatically terminate in the event such members shall be in default for non-payment of annual membership dues for more than thirty (30) days following the lapse of the member's annual membership.

Any membership may be terminated by the Board of Directors for any cause in the event the Board deems the member undesirable. Any conduct of a member which is injurious to the best interest of the Association, or is likely to be, or tends to operate injuriously to the Association shall be considered to be just cause for terminating such membership.

Any member may resign from membership in the Association by filing a written resignation to the principal office of the Association.

## **ARTICLE III – BOARD OF DIRECTORS**

### ***Section 1: General Powers, Duties and Responsibilities***

All powers of the Association shall be vested in the Board of Directors. The Board shall manage and control the affairs of the Association. It shall establish policies compiled within an Association Policy Manual and monitor compliance with those policies. Each Director shall be an active participant in the Organization according to expectations outlined and signed by each Director, during their application for Board membership.

### ***Section 2: Number and Tenure***

The number of Directors of the Association shall be not less than seven (7) nor more than fifteen (15). The Board may, from time to time, increase or decrease the number of Directors by

amendment of these By-Laws; in no event, however, may the number of Directors be less than three (3).

First-time Directors shall be elected to a single-year term of office. Doing so affords the incoming Director an opportunity to become better acquainted with the roles, responsibilities, and expectations associated with being a member of the Board of Directors. At the end of that one-year term, the incoming Board member will be afforded the opportunity to resign from the Board or continue his or her service based upon a majority vote of the other Board members. After this initial period of service Directors shall complete the balance of their three-year term, or until his or her successor is elected, or he/she resigns. Directors may be re-elected to an unlimited number of consecutive terms.

***Section 3: Manner of Election***

Directors shall be nominated from the members at large. To the extent feasible, one-third (1/3) of the Directors shall be elected annually.

When making application to fulfill a seat on the Board of Directors, the applicant shall be a member of the Association; if not, the applicant shall pay to the Association a sum equivalent to the annual membership dues in effect at the time for the class of membership applied for.

Directors shall be elected by official representatives of the Association Chapters and assume their roles and responsibilities during the January Meeting of the Board of Directors. The Nomination Committee shall consider candidates and at least thirty (30) days prior to the January Meeting of the Board of Directors submit a list of persons nominated for election. The Association President and Executive Director shall interview each nominee prior to incorporating the nominee onto an election ballot. The purpose of this interview is to ensure Association Director expectations and roles are understood.

Vacancies shall be filled by an affirmative vote of the majority of Chapter Chairpersons and Directors. The Chapter Chairperson from each active Association Chapter ("active" as deemed by the Executive Director) and each current Director is entitled to one vote for each vacancy on the Board. No elector may cast more than one vote for the same nominee.

Voting shall be by secret ballot with the Secretary, or their staff appointee, counting the ballots. The President shall report the results of the election to the Board at the annual meeting.

***Section 4: Vacancy***

In the event a Director's position becomes vacant due to a sitting Director's inability to fulfill his or her term (death, health, relocation out-of-state), resignation, or removal from office by majority vote, a new Board member may be nominated and voted into office to fulfill the balance of the vacancy. Similarly, if there are fewer Directors than permitted under these By-Laws, The Board may fill such a vacancy under this section. The Nomination Committee shall consider and vet candidates as detailed in Section 3 above. Mid-term Director vacancies may be filled by an affirmative vote of the majority of the Directors remaining in office at any Regular Meeting of the Board. In the event that the vacancy is for a period greater than one year, the procedures outlined in Section 2 (initial singular-term followed by the Board's majority vote) shall be followed.

**Section 5: Resignation and Removal**

Any Director may resign from the Board at any time by giving written notice thereof to the President or the Secretary.

Any Director may be removed for good cause by a majority vote of the Board. "Good cause" may include failure to attend a majority of meetings/calls of the Association as scheduled at the annual meeting or consistent failure to uphold the other enumerated expectations of a Director found within these By-Laws or other written Association policies.

**Section 6: Compensation and Reimbursement of Expenses**

Directors shall serve without compensation but may be reimbursed for any expenses authorized by the Board as reasonable and necessary for the purpose of the Association. Such expenditures shall be approved by the Board, President, or Executive Director in advance,

**ARTICLE IV – MEETINGS OF THE DIRECTORS**

**Section 1: Annual Meeting**

An Annual Meeting of the Board of Directors shall be held during the first quarter of each fiscal (calendar) year, for the purpose of electing Officers and Directors of the Association, reviewing the state of the Association (including fiscal reports), and transacting such other business as may be properly brought before the meeting.

**Section 2: Regular Meetings**

The Board may provide resolution for the holding of additional Regular Meetings of the Board of Directors. These meetings may be in-person or via virtual or telephonic conference call, as arranged.

**Section 3: Special Meetings**

Special meetings of the Board shall be called by the President upon receipt of the written, including email, request of at least one third (1/3) of the Directors. The President shall also have the power to call a Special Meeting upon his or her own initiative.

**Section 4: Notice of Meetings**

The Executive Director shall make notice of the time and place of the meetings of the Board to each Director at least five (5) but not more than fourteen (14) days prior to the Board meeting. The Executive Director shall ensure a copy of the minutes of each meeting of the Executive Committee held since the last meeting of the Board of Directors is readily available for Director review.

**Section 5: Quorum and Voting**

At all meetings of the Board, the presence of five (5) Directors present shall constitute a quorum for the transaction of business. Each Director shall have one vote on every issue submitted to a vote of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise provided in these By-Laws.

**Section 6: Action by Written or Electronic Request**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. A digital quorum using electronic technology (email or telephonic) may also be used in lieu of in-

person or written action providing Board members are duly notified and quorum requirements, as signified by the number of responses, are met. In the case of either a written or electronic request, Board members will be afforded 72 hours to respond. Results of written or electronic consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as though voted upon by a majority of the Directors at a Regular or Special Meeting of the Board.

## **ARTICLE V – OFFICERS**

### ***Section 1: Titles***

The Officers of the Association shall be President, Vice President, Secretary and Treasurer, and such other officers as may be designated by the Board of Directors from time to time. Officers shall serve two-year terms and are permitted to serve an unlimited number of terms.

### ***Section 2: Election and Term***

All Officers of the Association shall be elected by a majority vote of the members of the Board of Directors at its Annual Meeting. The Officers shall be elected from among the members of the Board and shall hold office two (2) years, subject to removal or resignation prior thereto. No Officer may hold more than one office.

### ***Section 3: Resignation, Removal and Vacancy***

Any Officer may resign from office at any time by giving written notice to the President or the Secretary. Any Officer may be removed, for good cause shown, by a majority vote of the members of the Board. Any vacancy occurring in an office by reason of resignation, removal, or the creation of a new office may be filled for the unexpired term thereof by a majority vote of the members of the Board.

### ***Section 4: President***

Subject only to the Board, the President shall be responsible for guiding the setting of policy. The President shall serve as Chairperson of the Board and shall preside at all meetings thereof. The President or the Executive Director, if assigned by the Board, may enter into all contracts and agreements in the name of the Association, subject to ratification by the Board.

### ***Section 5: Vice President***

The Vice President shall exercise the powers of the president in the event of the President's absence or inability to perform. The Vice President shall also have powers and duties as may be prescribed by the Board.

### ***Section 6: Secretary***

The Secretary shall keep accurate records of all meetings of the Board and the Executive Committee. The Secretary shall keep a record of the names and addresses of all members of the Board and shall have charge of the Association records. The Secretary may delegate same to a full-time employee of the Association, but the Secretary maintains over-all responsibility. The Secretary shall perform all other duties incident to the office of Secretary.

### ***Section 7: Treasurer***

The Treasurer shall have custody of all funds and securities belonging to the Association and shall receive, deposit, or disburse the same under the direction of the Board; provided, however, that the Board may appoint a custodian or depository for any such funds or securities. The Board may

designate those persons upon whose signature or authority such funds may be disbursed or transferred. The Treasurer shall perform all other duties incident to the office of the Treasurer.

## **ARTICLE VI – COMMITTEES OF THE BOARD**

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

The Board of Directors may establish an Executive Committee. When so established, the Executive Committee shall exercise the full power of the Board in the management of the Association during periods of adjournment of the Board, subject to limitation imposed by law, the Articles of Incorporation and these By-Laws, except the power to approve an amendment of the Articles of Incorporation or plan of merger or consolidation.

The Executive Committee shall not consist of more than seven (7) persons. If an Executive Committee is established, such committee shall consist of the President, the Vice President, the Secretary, the Treasurer, and according to the discretion of the President, the immediate Past President, and not more than two (2) additional Directors, who shall be acceptable to the approval of all Executive Committee Officers. Each member of the Executive Committee shall serve for a term of office consistent with their election as an Association officer.

The President, or in his absence, the Vice President, shall act as Chairperson of the Executive Committee.

A majority of members, present, at any duly called meeting of the Committee, shall constitute a quorum of the Committee. The majority vote of those members present at a meeting at which a quorum is present shall constitute the act of the committee. The Executive Committee shall keep regular minutes of its proceedings and make prompt reports thereof to Board of Directors and the Executive Director.

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

The Association may have the following Standing Committees: Policy, Membership/Marketing, Education, Habitat, Development, Hall of Fame, and Nomination. The Board of Directors shall prescribe the duties of each committee. The Board shall have the power to dissolve these Standing Committees and may establish or dissolve additional Standing Committees.

Committee members may be sitting Board members, general members, or may be recognized subject matter experts brought in to assist the committee. The Chairperson of each Committee, except as otherwise provided, need not be a Board member, but shall be a member in good standing with the Association. Each Chairperson shall be appointed by the President to serve until the next Annual Meeting of the Board. The President may remove a Chairperson with the concurrence of the Board. Each Chairperson may serve an unlimited number of consecutive terms.

### ***Section 3: Ad Hoc Committees***

The President may establish or dissolve Ad Hoc Committees and shall appoint the Chairperson of each Ad Hoc Committee. Chairpersons and members of Ad Hoc Committees need not be members of the Board, but they are required to be Association members in good standing.

## **ARTICLE VII – REVIEW OF BOOKS AND ACCOUNTS**

The books and accounts of the Association shall be reviewed at least once annually following the close of each fiscal year. The Board of Directors shall cause such reviews to be made by a Certified Public Account or firm of Certified Public Accounts who shall submit to the Board a full statement of the finances of the Association.

## **ARTICLE VIII – AMENDMENTS**

New By-Laws may be adopted, or these By-Laws may be supplemented, amended, or repealed by a vote of the majority of the Board of Directors at any meeting of the Board, if at least two (2) days written notice is given as intent.

## **ARTICLE IX – OTHER MEETINGS**

The Board of Directors shall hold an Annual Meeting of the Association for the members at such time and place as the Board of Directors may determine. The meeting shall provide a forum for reporting and discussing Association activities pursuant to the Association's Statement of Purpose.

Notices stating the place, time, and date(s) of the meeting shall be published in the Association's official membership publication(s) not less than thirty (30) days before the beginning of the meeting. At a minimum notices shall be published in/on Association newsletters, the Association's website, and Association regularly used social media venues.

## **ARTICLE X – RULES OF ORDER**

At all times when the organization as a whole or any part thereof, including meetings of the Board of Directors, the Executive Committee, or any other committees of the Board, are duly and formally convened for the purpose of deliberation and transaction of business. Generally, Roberts Rules of Order shall govern the meetings on all matters relating to order and procedure, particularly nominations, elections, and decisions.

## **ARTICLES XI – CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

### ***Section 1: Contracts***

The Board of Directors may authorize any Officer or Officers, agent or agents of the Association 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 orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such Officers, agent or agents of the Association. Signatories shall be determined by resolution of the Board of Directors. In the absence of such determination, such conveyances shall be signed by the Treasurer and countersigned by the President or Vice President of the Association.

### ***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 Board of Directors may designate or select.

### ***Section 4: Gifts***

The Board of Directors 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 XII – INDEMNIFICATION**

The Association shall indemnify each member of the Board of Directors and each Officer of the Association now or hereafter a member of the Board of Directors or an Officer, his or her heirs, executors and administrators against all costs, expenses and liabilities including settlements approved by the Board of Directors reasonably incurred or imposed upon him or her in connection with or resulting from any action, suit or proceeding or the settlement or compromise thereof prior to final adjudication to which he or she is or may be a party by reason of his or her being or having been a member of the Board of Directors or Officer of the Association.

**ARTICLE XIII – DISTRIBUTION OF ASSETS**

In the event the Association owns or holds any property, upon the Association's dissolution, but only after paying or adequately providing for the Association's debts and obligations, the Board of Directors shall dispose of the remaining property in accordance with the provisions of the Articles of Incorporation of the Association. This article is intended to provide the broadest indemnification permitted by applicable law from time to time, and any amendment restricting or repealing this article shall not have retroactive effect.