CONSTITUTION

OF

THE ARKANSAS WILDLIFE FEDERATION INCORPORATED

PREAMBLE

We, the people of the State of Arkansas, are grateful to almighty God for the privilege of living therein, enjoying the natural resources thereof, and believing that the natural resources of the State of Arkansas are economic, social and recreational assets which should be restored and perpetuated for our posterity, and realizing that this can be achieved only through an informed and enlightened opinion among the people of the State, we dedicate The Arkansas Wildlife Federation Incorporated to those ends.

ARTICLE I
Name

The name of this organization shall be the Arkansas Wildlife Federation Incorporated herein referred to as the Federation, and it shall be incorporated under the laws of the State of Arkansas.

ARTICLE II
Composition

The Federation shall consist of organizations of sportsmen, rod and gun enthusiasts, conservationists, nature-lovers, gardeners, and others recognizing basic responsibility in resource conservation.

ARTICLE III
Objectives

The Federation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV
Mission Statement

To promote conservation, responsible management and sustainable use of Arkansas’ fish, wildlife, natural resources and outdoor recreational opportunities through education and advocacy.
ARTICLE V
Membership

Section 1 Membership. Any person or organization composed of one or more members whose aims and objectives closely parallel those of the Federation may, upon approval of its application for membership, and payment of dues as hereinafter provided, become a member of the Federation under one of the following two classes:

I Individual Member - Any individual may become a member of the Federation by payment of the dues and completion of the requirements established by the Board of Directors subject to the provisions of these by-laws and standards of affiliation established by the Board of Directors.

II Affiliated Organization - Any organization comprised of one or more members may become an affiliated organization of the Federation by payment of dues and completion of requirements established by the Board of Directors subject to these by-laws and standards of affiliation established by the Board of Directors. Each affiliated organization shall designate one person as a delegate and another person as an alternate voting member of the Federation. Each member of the affiliated organization is encouraged to become an individual member of the Federation.

Levels of membership - Levels and designations of membership and affiliated organizations shall be established and updated periodically by the Board of Directors of the Federation.

Section 2 Dues, Accounting Periods and Voting Rights. The dues of membership for Individuals and Affiliated Organizations shall be adopted from time to time by the Board of Directors of the Federation. Each Individual member and Affiliated Organization member shall pay dues on an annual basis as may be prescribed from time to time by the Board of Directors of the Federation. Membership shall commence from acceptance by the Federation and is renewable upon a one year anniversary date of acceptance. Payment of dues is required to be entitled to vote.

ARTICLE VI
Amendments

Section 1 The constitution of the Federation may be amended at any Annual Meeting or special meeting of the Federation by a majority of the delegates or alternates present at the meeting who favor such amendment, provided 30 days notice, in writing, shall have been given to all affiliated organizations which have met the requirements of the Board of Directors for membership, including payment of dues.

Section 2 Each Affiliated Organization which has met the requirements of the Board of Directors for membership, including payment of dues, shall be entitled to one vote. Ten percent of the delegates or alternates who are entitled to a vote shall constitute a quorum at a meeting for amendments to the constitution after such notice has been given.
ARTICLE VII

Section 1 No part of the net earnings of the corporation shall be used for the benefit of or be distributable to its members, trustees, officers, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE III thereof.

Section 2 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE VIII

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the board of trustees shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.
ARKANSAS WILDLIFE FEDERATION INCORPORATED
BYLAWS

ARTICLE I
Services to Members

Each Individual member, Affiliated Organization member or other parties shall receive information from the Federation periodically by methods and frequency as determined by the Board of Directors of the Federation. The Board shall have the authority to periodically determine and/or assess charges for this information to Individual members, Affiliated Organization members or other parties.

ARTICLE II
Power

Section 1 Powers of the Federation shall be to: (a) direct, manage, supervise and control all business, property and funds of the Federation; (b) make surveys and conduct research and experiments bearing upon wildlife and other conservation; and (c) to prepare and issue publications relating to its work; and (d) to elect or appoint all members of the Board of the Arkansas Wildlife Federation Conservation Foundation, Inc.

Section 2 The work of the Federation shall not be conducted for private gain.

ARTICLE III
Meetings

Section 1 Annual meetings of the Federation shall be held at such place and time as shall be determined by the Board of Directors provided that not less than a ten day days’ notice shall be given in advance of any general or annual meeting of the Federation to all Affiliated Organizations.

Section 2 Special meetings of the Federation may be called by the President at the direction of the Board of Directors, or, of as many as half the Affiliated Organizations; provided that not less than a 5 day notice of such meeting of the Federation shall be given in advance to all Affiliated Organizations.

Section 3 After proper notice, one third of the delegates or alternates, present and voting, shall constitute a quorum at any annual or special meeting of the Federation.

Section 4 Any and all meetings of the Federation, its Board of Directors, Executive Committee and other committees may be held and attended by the use of individual presence, or other electronic methods including, but not limited to: electronic media devices, telecommunications and/or video conference.
ARTICLE IV
Management

Section 1 Management of the Federation shall be vested in a Board consisting of 19 directors or their alternates as follows: one director representing each region as hereinafter outlined, and directors at-large. Any director of the Board may serve in the office of the president, first and second vice presidents, secretary, treasurer and Delegate and Alternate Delegate to the National Wildlife Federation while maintaining a position on the Board. Each office must be filled by a director of the board.

Section 2 For purposes of management, the state of Arkansas shall be divided into at least 5 regions, which the Board of Directors shall establish and may amend from time to time.

Section 3 Each of the regions of the state of Arkansas as established by the Board of Directors, shall be represented by a director who the Board of Directors determines can be called representative of that region and whose responsibilities shall include promotion of membership in that region. An alternate director shall serve in the absence of the director. The state at-large shall be represented by no more than 14 directors-at-large, or their alternate directors-at-large who shall be empowered to serve in the absence of any director-at-large. The Board of Directors shall be the ad interim administrative body of the Federation between annual or general meetings and shall be empowered to fill any vacancy which may occur between annual meetings, either in its own membership or any of the offices. It shall meet upon call of the president or at the instance of any group of Directors constituting a quorum.

Section 4 A simple majority of the Directors shall constitute a quorum for the transaction of business.

Section 5 If any Directors of the Board, shall be absent himself/herself from as many as 3 consecutive duly called meetings of the Board, his/her office may be held vacant at the Board's discretion and the vacancy filled by the Board for the unexpired portion of his/her term, provided that at least a quorum of directors is present and a majority vote shall be required to so declare a directorship vacant.

Section 6 Directors shall be elected to serve one-year terms and directors may succeed themselves. If a Director of the Board vacates his/her office the Board may designate a Director to fulfill his/her position to fill the unexpired portion of the Director's term.

Section 7 In any and all cases where subjects are not specifically covered in the constitution or in subsequently stated bylaws, the Board shall be empowered to act.
ARTICLE V
Officers and Directors

Section 1 The officers of the Federation shall be a President, First Vice President, Second Vice President, Secretary, Treasurer, Delegate and Alternate Delegate to the National Wildlife Federation, all of whom shall serve without pay.

Section 2 The Board of Directors shall have general control over all officers and committees as well as management of all officers and committees, and management of all affairs and funds. It shall appoint any officers whose elections are not hereinafter provided for, and shall, at its discretion, designate such employees or contractors as shall be retained, determine amounts of their salaries and expenses, and otherwise supervise the physical operation of the Federation.

Section 3 The Executive Committee of the Federation shall consist of the President, First and Second Vice Presidents, Secretary, Treasurer, and Delegate and Alternate Delegate to the National Wildlife Federation. It shall be the Executive Committee's duty to serve as an ad interim executive body between meetings of the Board of Directors, having and serving all functions of that group. It shall be answerable to the Board or to the membership, the latter as expressed in general meetings. The Executive Committee is the Appointing Authority as defined in ARTICLE IV, Section 4, of the bylaws of the Arkansas Wildlife Federation Conservation Foundation, Inc., and is empowered to fill vacancies in the Board of Directors of the Conservation Foundation per ARTICLE IV, Section 4, and remove Directors from the Foundation's Board per ARTICLE IV, Section 7, of the Conservation Foundation's bylaws.

Section 4 It shall be the duty of the President to preside at all meetings of the Federation, its Board of Directors and its Executive Committee, to serve ex-officio as member of all committees and to perform such other duties and have such powers as ordinarily pertain to the office.

Section 5 It shall be the duty of the First Vice President to preside, in the absence of the President, over meetings of the Federation, its Board of Directors, and it’s Executive Meetings. In the absence of both the President and the First Vice President, the Second Vice President shall so preside.

Section 6 It shall be the duty of the Secretary to keep accurate records, in permanent form, of all business transacted and to perform such other duties as the Board of Directors or the Executive Committee shall prescribe. Upon written request, within 30 days he/she shall provide to the requesting affiliated organization information requested about a general meeting, the minutes of the meeting and other pertinent material. He/she shall be prepared to deliver, at any general meeting, a report on the condition of the organization, minutes of the last previous meeting, and other pertinent information.

Section 7 It shall be the duty of the Treasurer to account for all monies accruing to the Federation, and to make deposits in a suitable FDIC insured bank(s), to account for same at general meetings or at any other time upon request of the Board of Directors or the Executive Committee. He/she shall be bonded, the cost of the bond to be borne by the Federation. This requirement may
be waived by the Board of Directors. Upon retirement from office, the Treasurer shall relinquish
to his/her successor or the President, all funds and properties in his/her possession belonging to the
Federation. He/she shall discharge all other duties as shall ordinarily pertain to the office of
Treasurer.

Section 8 It shall be the duty of the Delegate and Alternate Delegate to the National Wildlife
Federation to represent the Arkansas Wildlife Federation as an affiliate of the National Wildlife
Federation at meetings of the National Wildlife Federation, including its annual meeting, and also to
serve on the Executive Committee.

Section 9 At the opening of the Annual Meeting of the Federation, the President shall
appoint the Chairman of an auditing committee of Board members, who shall examine the books and
financial records of the Federation and make their report to the Federation. It is recommended such
committee have assistance of a Certified Public Accountant when deemed necessary.

Section 10 No elected officer nor any Board member shall receive any fee, salary or other
remuneration from the Federation, excepting that he/she may be reimbursed for actual expenses
incurred in the performance of Federation business.

Section 11 No elected officer nor any Board member may accept or hold a salaried
position with the Federation if such position was created during his/her term of office as an officer or
director.

ARTICLE VI
Finances

Section 1 All funds of the Federation shall be deposited in such bank(s) approved by the
Executive Board, said bank(s) should be FDIC insured.

Section 2 All disbursements shall be numbered checks drawn by the Treasurer; all
such payments must have been ordered or approved by the Board of Directors or the Executive
Committee through established operating procedures; except, however, that the President and
Secretary or Treasurer may together approve covering a bill for current operating expenses.

Section 3 The President shall prepare an annual budget to be submitted to the Board of
Directors within 30 days following his/her election; such budget to be subject to amendment by the
Board and to become effective with its approval.

Section 4 Any individual having charge or control of funds belonging to the Federation
shall give such bond as the Board shall desire for the safe custody of such funds, costs of such
bond to be borne by the Federation.

ARTICLE VII
Elections

Section 1 At least twenty days prior to the Annual Meeting, the President shall appoint a
Chairman of the Nominating Committee. The Committee shall exist of at least three members, representing as many different geographical regions as feasible. This Committee shall, at the Annual Meeting, place into nomination, the names of one or more candidates for each elective office or directorship to be filled. Additional nominations, if any, shall be accepted from the floor at the time the committee report is heard. Each delegate of an Affiliated Organization member and each Individual member present shall be entitled to one vote for each elective office or directorship to be filled, provided the requirements of membership established by the Board of Directors has been met including payment of dues. The candidate receiving the greatest number of votes cast for that position shall be declared elected for the term of one year. Voting will be by written ballot. In the event of a tie where there is more than one candidate for an office, the two candidates receiving the most votes for that office shall be re-voted upon. If one candidate does not receive a majority of the votes cast then the President will cast the deciding vote.

ARTICLE VIII
Committees

Section 1 The following committees are Standing Committees established/required by the AWF By-Laws: (1) The Executive Committee as established in Article V, Section 3; (2) The Nominating Committee with the Chairman appointed by the AWF President as hereinbefore noted in Article VII Section 1; (3) The Statewide Membership Committee with the 1st Vice President serving as Chairman and the 5 Board of Directors District Representatives serving as committee members; (4) The State Legislative Committee with the 2nd Vice President and Executive Director serving as Co-Chairs; (5) The National Affairs Committee with the Chair appointed by the President; (6) The Audit Committee with the Chairman appointed by the President as hereinbefore noted in Article V Section 9; (7) The Conservation Education and Information Committee; (8) The Finance Committee with the AWF Treasurer serving as Chair; (9) The Development and Fundraising Sub-Committee of the Finance Committee; (10) The Conservation Awards Committee; (11) The AWF Annual Banquet Committee; and (12) The Communications Committee with the Creative Director serving as Chair.

Section 2 The President may appoint such other committees as the Credentials Committee; the Resolutions Committee; the Rules and Order of Business Committee; and the Environmental Quality Committees-Air, Water and Land; or any other committee deemed necessary to assist with the operation of the Federation.

Section 3 It shall be the duty of the Credentials committee to prepare a list certifying the names of delegates and alternates entitled to vote at any general meetings, providing copies of such list to the Chair, the Secretary, and the Parliamentarian.

Section 4 It shall be the duty of the Rules and Order of Business Committee to interpret the rules and perform such other functions as preparing an agenda of business for any general meetings and enforcing the rules. The Committee is also responsible to review proposed changes to the AWF Constitution and By-Laws to ensure consistency with existing provision and to familiarize AWF leaders with provisions of the Constitution and By-Laws. The Chairman of this committee shall be named the Parliamentarian and two other committee members, all three of whom shall be appointed by the President at least ten days prior to any general meeting. Their interpretation of the
rules shall be binding and final.

Section 5 The Resolutions Committee shall receive all resolutions immediately upon their introduction and all such shall, automatically upon introduction, be referred to the committee without debate. The Committee shall then report, with or without recommendation, all such resolutions which may have been referred to it.

Section 6 The Environmental Committees shall consist of three separate Committees – Water, Air and Land - but shall communicate and coordinate all actions and activities within the Environmental Committees. The purpose of the Committees is to investigate, inform, and advise AWF Board concerning pollution abatement; habitat and wildlife management, protection and preservation; and promote strategies that preserve Arkansas’ hunting and fishing heritage.

Section 7 All committees shall be answerable to the Board and shall make quarterly reports to the Board upon their activities and the status of their work. Except as provided elsewhere in the By-Laws, all committees shall be dischargeable by the Board and may be reconstituted by the Board at its pleasure. Except as otherwise provided in the By-Laws, any member in good standing of the Federation may be a member of a committee.

ARTICLE IX
Rules

Section 1 Roberts Rules of Order, newly revised, shall govern conduct of all meetings.

ARTICLE X
Cooperation

Section 1 The Federation shall cooperate with other conservation organizations or agencies, private and public, Federal, State, and local.

Section 2 No affiliate organization shall be committed by the Federation upon any matter of policy without that affiliate’s specific consent.

ARTICLE XI
Removal or Severance

Section 1 Any officer or director of the Federation may be removed for cause, provided the charges are made known to that officer or director within at least 14 days in advance of a hearing before the Board of Directors and further provided that at least half of the Board members present and voting shall cast written ballots to so remove, and provided further, that such officer or director shall have been given a full and complete hearing on the charges.

Section 2 Any Affiliated Organization member may be removed for cause, provided the charges be made known to it at least 14 days in advance of a hearing before the Board of
Directors and provided further that at least half of the Board members present and voting shall cast written ballots to so remove, and provided further that such organization shall have been given a full and complete hearing on the charges.

Section 3 Any officer, director, or Affiliated Organization member so removed shall forfeit all rights in any funds or property belonging to the Federation and, in the case of such severance, shall thereafter be denied the use of the Federation's name and insignia.

Section 4. In any case, where an Affiliated Organization member shall have been removed for non-payment of dues, that organization may be considered eligible for reinstatement at any time during the fiscal year in which it is removed, but only by paying the full amount of the dues which are due and owing at the beginning of that fiscal year; further provided that any Affiliated Organization member so removed shall after the lapse of one year from the time of its removal, be eligible for re-affiliation in the same manner as with a new affiliate.

ARTICLE XII
Affiliation with Organizations

The Federation shall be affiliated with various organizations that are approved by the Board. The Board shall elect a number of delegates and alternate delegates to represent the organization as permissible by affiliation agreements. Said Delegate(s) and Alternate Delegate(s) acting on behalf of the Federation shall take office upon election and serve until the next Annual Meeting of the Federation. Said Delegate(s) and Alternate Delegate(s) may enjoy successive terms of service if so elected but not to exceed three consecutive terms.

ARTICLE XIII
Amendments

These By-Laws may be amended at any annual meeting or special meeting of the Federation by a majority of the delegates or alternates present at the meeting who favor such amendment, provided 30 days-notice, in writing, shall have been given to all Affiliated Organization members which have met the requirements of the Board of Directors for membership, including payment of dues. Each Affiliated Organization member which has met the requirements of the Board of Directors for membership, including payment of dues, shall be entitled to one vote. Ten percent of the delegates or alternates who are entitled to a vote shall constitute a quorum at a meeting for amendments to the bylaws after such notice has been given.