

The Wisconsin State Chapter of the NWTF State Constitution and Bylaws

The Wisconsin State Chapter Constitution and Bylaws

Adopted: **ENTER**

State Chapter President

Date

State Chapter Secretary

Date

*THESE AMENDED AND RESTATED BYLAWS
REPLACE AND SUPERCEDE ANY AND ALL PREVIOUS BYLAWS*

Wisconsin Chapter of the NWTf

STATE CONSTITUTION AND BYLAWS

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Commented [BR1]: Separated into new article to match National

ARTICLE I

NAME, TERRITORY OF OPERATIONS AND SEAL

Section 1 - NAME

The name of this organization is - The Wisconsin State Chapter of The National Wild Turkey Federation, Incorporated hereinafter referred to as the "State Chapter".

Section 2 - TERRITORY OF OPERATIONS

The State Chapter shall operate principally in the **state of Wisconsin**.

Section 3 - SEAL

The State Chapter may have a seal of such design as the National Board of Directors may approve.

ARTICLE II

GOALS, PURPOSES AND POWERS

Section 1 - GOALS

The goals of the NWTF and the State Chapter are:

- (a) To promote public awareness of, and support for, the conservation and wise management of the wild turkey;
- (b) To initiate programs to protect and improve habitat and to increase the number and distribution of the wild turkey.
- (c) To promote the preservation ~~and growth of the~~ hunting traditions.
- (d) To foster cooperation among both individuals and organizations on an international, federal, state or providence, and private level toward the accomplishment of such goals.

Section 2 - PURPOSES

The purposes of the NWTF and the State Chapter within the meaning of Section 501(c)(3) of the Internal Revenue Code are:

- (a) To establish, maintain, and promote public interest in the management, protection, and restoration of the wild turkey;
- (b) To develop, preserve, restore, and maintain wild turkey populations and their habitats;
- (c) To encourage, initiate, and coordinate research relating to the wild turkey;
- (d) To acquire, store, and disseminate biological information regarding the wild turkey;

- (e) To promote the preservation ~~and growth~~ of the turkey hunting traditions;
- (f) To promote public interest in the management, protection and conservation of all wildlife, and the perpetuation of our Nation's hunting heritage;
- (g) To give and promote entertainments, lectures, and exhibitions for the general information of the public and of members of the NWTF;
- (h) To do all other things necessary and proper in furtherance of stated goals consistent with the exclusively educational and nonprofit nature of the NWTF.

Commented [BR2]: Moved from item (f) to (e) to match National bylaws

The State Chapter will operate exclusively for charitable, scientific, and educational purposes as defined in the United States Internal Revenue Code and may engage in any and all lawful activities, incidental to the foregoing purposes, except as restricted herein. The State Chapter shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would prevent it or the NWTF as a whole from obtaining exemption from federal income taxation as a corporation described in the Internal Revenue Code or cause it or the NWTF as a whole to lose such exempt status. The State Chapter shall not be operated for the purpose of carrying on a trade or business for profit; nor shall the State Chapter engage in any activities that are unlawful under applicable international, federal, state, provincial, or local laws. The State Chapter shall not engage in any prohibited transactions as described in the Internal Revenue Code, shall not accumulate income, invest income, or divert income, in a manner endangering its exempt status or the exempt status of the NWTF as a whole, and shall not engage in any other activity which will result in the denial or loss of exempt status.

The State Chapter shall not participate or intervene in any political campaign on behalf of any candidate for public office. The carrying on of propaganda or otherwise attempting to influence legislation shall be limited to the extent permitted under the Internal Revenue Code and the regulations of the Internal Revenue Service applicable to organizations enjoying the tax-exempt status.

In the event of the liquidation, dissolution or termination of the State Chapter, whether involuntary or by operation of law, the remaining assets of the State Chapter, after payment of all debts and necessary charges and expenses, shall become the property of the NWTF.

Section 3 - POWERS

The State Chapter shall have all the powers necessary or convenient to carry out its purposes, subject only to limitations provided by the National and State Constitutions and Bylaws. Such powers shall include: the control of its affairs; the designation of the time for holding and the manner of conducting its meetings; the qualifications, admission, classification and voting power of its members; the determination of the time and manner of selection, qualifications, terms of office, official designations, powers and duties of its officers, directors, and members of committees; defining what constitutes vacancy in any office or committee and the manner of filling the same; the number of members or directors necessary for a quorum and for the regulation of all other matters within its purpose and power; the adoption of such bylaws and rules, consistent with law, and this Constitution, with the right from time to time to amend or repeal the same, as it shall deem proper; approval of the annual budget, oversight of financial affairs of State Chapter, and any all other powers normally vested to a State Chapter Board of Directors.

ARTICLE III
MEMBERSHIP

Section 1 - MEMBERSHIP ELIGIBILITY AND CLASSIFICATION

Any person interested in furthering the purposes for which a State Chapter is organized is eligible to become a member of NWTF if such person meets the terms established by NWTF. A State Chapter may solicit and provide for membership on such conditions as the NWTF Board of Directors may determine. Any member may be recommended for dismissal to the NWTF Board of Directors. However, the National Board must provide such member thirty (30) days written notice prior to the dismissal vote and provide such member with the opportunity to appear before the National Board of Directors to be heard prior to such vote.

Members shall not be liable on any [of the](#) NWTF obligations unless a member specifically agrees to such liability.

NWTF contributors to the State Chapter shall be classified into the same membership categories and accorded the same privileges, dues, and responsibilities as that membership category carries within the NWTF as a whole.

All NWTF members in good standing who hold permanent residency within the State shall be considered members of the State Chapter.

This State Chapter may not charge dues for an individual to become or continue being a member of this State Chapter. The only dues required of members shall be those payable to the Federation.”

Every Member shall act with undivided allegiance and in the best interest of NWTF at all times.

ARTICLE IV
BOARD OF DIRECTORS

Section 1 – POWERS AND ACTIONS

The affairs of the State Chapter shall be directed by the Board of Directors, except as otherwise provided by State statute or by this Constitution and Bylaws or by the National Constitution and Bylaws

Every Director shall [be a member and shall](#) act with undivided allegiance and in the best interest of NWTF at all times.

Section 2 - NUMBER

The Board of Directors shall consist of no fewer than six (6) nor greater than twenty-four (24) members, one of whom shall be the State Chapter President and President of the Board.

Commented [BR3]: FYI – NC State Constitution:
9-17 members

Commented [BR4R3]: February 2023 Annual Meeting
confirmed 13 current Directors for WI.

Section 3 - QUALIFICATIONS OF DIRECTORS

All Directors shall be at least (18) years of age and shall be NWTF members. No employee or family member of an employee of the NWTF shall be eligible to serve as a member of the Board of Directors. Family member for the purposes of this section is defined as a parent, child, spouse, brother, sister, aunt, uncle, or grandparent. No person holding an elected office shall serve as a member of the Board of Directors. No person who has been convicted of any crime involving moral turpitude, fiscal theft, fraud, significant gaming violations, or other similar crime shall serve as a member of the Board of Directors. No State Chapter Director may hold any office or directorship at the national level during his/her term in office as a State Director.

Commented [BR5]: Not in National bylaws. I assume this is referring to a political office? But what about local offices such as Mayor, School Board, etc.? We really want to rule out all those individuals?

Any member of the State Chapter who is significantly involved in a business enterprise that has or could have a potential conflict of interest with the NWTF shall not be eligible to serve as a member of the Board of Directors. Prior to election to the Board of Directors, any member of the NWTF that is being considered to serve as a member of the Board of Directors must disclose any and all actual, existing, or perceived conflicts of interest in writing to the full Board of Directors or any committee thereof charged with reviewing such disclosures and making recommendations to the Board thirty (30) days prior to the election of Directors. Immediately following election and each year thereafter, Directors must sign and date a Conflict of Interest statement. Once elected, each Director must promptly disclose in writing any and all actual, existing, or perceived conflicts of interest that arise during such Director's term. The Board of Directors shall, at its discretion, determine whether such actual, existing, or perceived conflicts disqualifies the member from service on the Board directorship.

Commented [BR6]: Not in National. Limiting to anyone who has or might have in the future a potential conflict of interest is quite expansive. Are we sure we really want to limit to this? In practice I don't think we follow this nor could we. This seems to defeat the whole purpose of requiring potential and existing Directors to disclose any conflict of interest and then deciding as a Board whether that conflict disqualifies the individual.

If a State board of directors cannot make a clear determination of a conflict of interest, it must refer the matter to the NWTF National Board of Directors for a final ruling.

Section 4 - COMPENSATION FOR DIRECTORS

Directors may be reimbursed for travel and subsistence during meetings of the Board and meetings of Board Committees, and other official business approved by the Board or Executive Committee. In addition, at the request of the President and approved as set forth above, Directors may be reimbursed for travel and subsistence for other official business, but otherwise, no Directors shall receive any monetary compensation for serving on the Board of Directors or any committee thereof. Reimbursement for travel and subsistence will be limited to those expenses deemed reasonable.

Section 5 - ELECTION; TERM OF OFFICE

At each annual meeting of the State Chapter, the Board of Directors shall elect one third of the Directors to serve three (3)-year terms commencing at the close of the annual meeting at which they are designated and terminating at the close of the third succeeding annual meeting of the State Chapter. Any vacancy occurring on the Board of Directors shall be filled pursuant of Article IV, Section 10, Subsection 1 hereof.

Commented [BR7]: FYI – NC Constitution reads as follows:
All members of the State Board and Officers shall serve two (2) year terms. The dates for the two-year terms of office for the Board and its Officers shall be the same, and shall be established by the Board. After the dates for the terms of office have been initially established, any changes in them cannot go into effect until the next term of office. All Director and Officers terms or changes shall commence and end at the annual Meeting in which the term of office ends. Any vacancy occurring on the Board of Directors shall be filled pursuant of Article IV, Section 10, Subsection 1 hereof.

One third of the Directors elected shall be elected by the Board of Directors annually.

Each local NWTF chapter in the State of Wisconsin may submit to the Nominating Committee the name and resume of one candidate annually, outlining their background,

Commented [BR8]: This is ambiguous ... 1/3 of what? No where does it specify here how many Directors are currently serving on the Board. At a minimum, this needs to be specified in the Nominations Committee Charter and election procedures.

qualifications and contributions to the State Chapter Nominating Committee in writing with the signatures of 5 NWF adult members including the candidate to be placed on the ballot for election. All such nominations must be received by the Nominating Committee 120 days prior to the election.

The Nominating Committee shall select outstanding candidates for the Board of Directors and present the names of these candidates to the Board of Directors for approval. In electing these Directors, the Board of Directors may accept or reject, in whole or in part, this list of candidates by a majority vote of quorum of Directors present in person at the Board of Directors meeting at the start of the applicable agenda item. If the Board of Directors does not concur with the recommendation of the Nominating Committee, the Board of Directors may unilaterally consider, nominate and select alternative candidates from the Membership as it deems appropriate to serve. Nothing in this previous sentence shall be construed to mean that the Board of Directors can elect more or less than one third of the directors at the annual meeting.

Section 6 - ANNUAL MEETING OF THE BOARD OF DIRECTORS

The annual meeting of the Board of Directors for the transaction of such business as may properly come before it shall be called no less than thirty (30) days before such meeting by sending, by first class mail, notice of time and place of such meeting to each Director at his or her physical address of record or at the Director's instructions, to his or her electronic address of record. The annual meeting of the Board of Directors shall be held at such suitable place convenient to the Directors as they may designate. It is the responsibility of each Director to furnish the State Chapter Secretary with his or her mailing address of record. The address of record for each Director for purposes of these Bylaws shall be the address that the Director has most recently provided in writing to the State Chapter Secretary. The annual meeting will be held in the first quarter of each calendar month of January each year.

Section 7 - OTHER MEETINGS; NOTICE

Other meetings of the Board of Directors may be called at a time and place approved by the Board of Directors or the Executive Committee thereof. Notice of the time and place of other meetings of the Board of Directors shall be sent by first class mail to each Director at his or her physical address of record or, at the Director's instructions, to his or her electronic address of record not less than thirty (30) days prior to the date set for such meeting. All such meetings shall be held at such suitable place convenient to the Directors as they may designate. Such meetings may be held in person, ~~or~~ telephone or by Internet meeting service that enables all Directors to simultaneously communicate with one another as long as appropriately noticed. The State Chapter will establish an annual calendar of meeting and have it published to the membership.

Special meetings of the Board of Directors may also be called by the President. Such special meetings shall be held only for the purpose or purposes specified in the notice of such meeting. Notice of the time, date and place of special meetings of the Board of Directors shall be sent by first class mail to each Director at his or her physical address of record or, at the Director's instructions, to his or her electronic address of record not less than ten (10) nor more than thirty (30) days prior to the date set for such meeting. A Director's attendance at or participation in a meeting waives any required notice of the meeting, unless the Director upon arriving at the meeting (or prior to the vote on a matter not properly noticed in conformity with the

Commented [BR9]: FYI – NC State Constitution includes the following:

The number of members from any one local chapter shall be limited to three (3) members.

Do we want to limit the number of Directors from a local chapter?

law or the Corporation's Articles of Incorporation or these Bylaws) objects to and does not thereafter vote for or assent to the objected to action. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning.

Commented [BR10]: Added from National Bylaws – not sure if this applies?

Section 8 - QUORUM

The presence at any meeting of the Board of Directors in person, by telephone, or by Internet meeting service of 51% of the total number of Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of those Directors present in person, by telephone, or Internet meeting service may by resolution adjourn the meeting, but shall set a time, dates and place specified in the notice for the next meeting until a quorum is present. At a duly adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Commented [BR11]: FYI – NWTF National Bylaws: ... from time to time during the dates and at the place specified in the notice of meeting until a quorum is present.

This does not make sense and is poorly written – what does this mean in practice?

Section 9 - VOTING

At every meeting of the Board of Directors or committees thereof, each voting Director shall be entitled to one vote in person or attendance (attendance being by telephone or other electronic method). There shall be proxy voting allowed at meetings of the Board of Directors ~~or the Executive and~~ Committees. Such proxy must be presented in writing at the meeting in which the proxy is to be used and contain such conveying Director's original and witnessed signature. Upon the demand of any member of the Board of Directors, the vote upon any question before the meeting shall be by confidential written ballot to be read and counted by the Secretary. For meetings of the Board of Directors and the Executive Committees thereof at which a quorum is present, all matters shall be decided by a majority vote of the Directors in attendance unless otherwise provided for by these Bylaws. ~~For other committees, all matters shall be decided by Roberts Rules of Order a majority vote of the committee members in attendance or by proxy.~~

Commented [BR12]: Last sentence confuses me! NC and National have same sentence.

I think the word "adjourned" is wrong and should be "convened" instead. I've never seen "adjourned" be used to suggest the meeting is called to order / started ... rather it typically means the meeting is called to an end but that would not make sense with the rest of the sentence.

Section 10 – DIRECTOR-VACANCIES, REMOVALS AND RESIGNATIONS

Subsection 1 DIRECTOR VACANCIES

Vacancies of any Director caused by any reason death, resignation, retirement, disqualification, or any other cause, may shall be filled for the unexpired portion of a term by majority action of the Board of Directors from nominees submitted by the Nominating Committee or by individual Directors. In the event that such sudden vacancies causes the composition of the Board to decrease its total composition to be less than 51% of the number of duly elected Directors following the completion of the most recent annual meeting ~~the members,~~ the presence at any meeting of the Board of Directors of 2/3 existingsuch Directors shall be deemed a quorum exclusively for purposes of selecting additional Directors.

Commented [BR13]: This is impossible to determine when we have a range of 6-24 board member potential seats. What would this be compared to and at what point in time?

Suggest rewording as suggested or picking a solid number like national (10 of 20).

Subsection 2 DIRECTOR RESIGNATIONS

Any Director may resign at any time by delivering a written or electronic resignation notification to the President or Secretary. If the officer submitting his/her resignation is the State President, notification must be made to the board of Directors as a whole.

Subsection 3 DIRECTOR REMOVALS

Any Director may be removed from office by vote of seventy five percent (75%) of the entire duly elected Board of Directors then in office at any regular or special meeting for any reason that the Board of Directors deems appropriate. Any Director subjected to such potential removal must be informed by certified mail a minimum of ten (10) days prior to the date such vote is taken.

Section 11 - ACTION BY WRITTEN CONSENT

Any action required or permitted to be taken by the Board of Directors or an empowered committee thereof may be taken without a meeting if not less than seventy five percent (75%) of the members of the Board of Directors or an empowered committee shall individually or collectively consent in writing by first class mail, overnight delivery, e-mail or FAX to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors or committee. 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 or committee. ~~A committee may take action without a meeting by verbal or written consent if seventy five percent (75%) of the committee members are in agreement with the action.~~ Written notice of the action taken without a meeting must be given to all Directors who do not sign within ten (10) days after such action is approved.

Commented [BR14]: I don't think we want to allow verbal consent.
Rest of this sentence is redundant as edited.

Section 12 – ACTION WITHOUT ASSEMBLING

Any action that may be taken at a meeting of the Board of Directors or a committee thereof with a quorum as required by the bylaws may be taken by the members of the Board or committee thereof in person or by communicating simultaneously with each other electronically or by means of telephone ~~or other electronic means providing verbal or electronic communication.~~

**ARTICLE V
COMMITTEES**

Section 1 - DIRECTOR COMMITTEES

All director committee members shall be Directors or Officers of the State Chapter. Director committees shall be designated in this Constitution ~~and or in the~~ Bylaws and shall include:

Subsection 1 - EXECUTIVE COMMITTEE

A. **POWERS:** The Executive Committee shall act through the President and on behalf of the Board of Directors to conduct the business of the State Chapter between meetings of the Board of Directors.

The Executive Committee shall have all the authority of the Board of Directors except as to the following matters (all of which shall be reserved to the Board of Directors):

- (1) The submission to members of the NWTF of any action requiring members' approval under state or federal nonprofit corporation laws;
- (2) The filling of vacancies and otherwise electing officers or members of the Board of Directors;
- (3) The amendment or repeal of the Constitution ~~under the~~ Bylaws or any parts thereof, or the adoption of a new Constitution or new Bylaws;
- (4) The amendment or repeal of any resolution of the Board of Directors by which its terms shall not be so amendable or repealable.

B. NUMBER AND TERM OF OFFICE: The Executive Committee shall consist of up to five (5) members. The members of the Executive Committee shall include the President of the Board of Directors (who shall serve as Chairman of the Executive Committee), the Vice President, the Secretary, the Treasurer and one member elected by the Board of Directors.

Members of the Executive Committee shall serve one (1) year terms commencing at the close of the annual meeting at which they take office.

C. MEETINGS: The President shall call into session the Executive Committee at times selected by him or her. Good faith notice of the Executive Committee session will be given to each member of the committee by first class mail or other generally accepted electronic means at their known permanent address.

D. QUORUM: Transaction of business by the Executive Committee shall require ~~in person or telephonic or electronic~~ votes of not less than three (3) Committee members, one of whom shall be the Chairman of the Executive Committee or a member of the Board of Directors designated by him.

Commented [BR15]: There needs to be an annual election for the open member seat. Note that in 2022 we did not identify Committee membership until the spring meeting – but per the Bylaws this needs to be done at the Annual Meeting.

Commented [BR16]: Redundant with elsewhere in Bylaws

Subsection 2 - NOMINATING COMMITTEE

A. RESPONSIBILITIES: The Nominating Committee shall identify and recommend qualified members of the NWTF to serve as Directors and shall place such members in nomination before the Board of Directors. The Nominating Committee shall obtain such information about nominees as designated in this Constitution ~~under~~ Bylaws or as deemed appropriate by the fitness of nominees, and shall obtain assent of nominees to serve in their elected capacity. ~~The Nominating Committee is governed by Roberts Rules of Order~~

Commented [BR17]: Redundant with newly added Section 3 (Manner of Meetings)

At each annual meeting, the Nominating Committee shall submit for approval to the Board of Directors a list of persons to serve as officers of the State Chapter. The Board of Directors also has the authority to nominate and elect officers of the State Chapter by a majority vote of a quorum of Directors present in person at the Annual Meeting of the Board of Directors.

B. NUMBER AND TERM OF OFFICE: The Nominating Committee shall consist of five (5) or more members that are elected by the Board of Directors. Members of the Nominating Committee shall serve one (1) year terms commencing at the close of the annual ~~meeting convention~~ at which they were selected.

Commented [BR18]: Need to have an election at the Annual Meeting each year. Note that in 2022 we did not identify Committee membership until the spring meeting – but per the Bylaws this needs to be done at the Annual Meeting.

Subsection 3 – HUNTING HERITAGE SUPER FUND COMMITTEE

A. RESPONSIBILITIES: The Hunting Heritage Super Fund Committee shall be responsible for creating and recommending an annual Super Fund budget and reviewing and recommending to the State Board approval or denial of any Hunting Heritage Super Fund requests that come before the State Chapter. The committee’s final recommendations will be forwarded to the State Chapter full Board of Directors for approval.

B. NUMBER AND TERM OF OFFICE: The Hunting Heritage Super Fund Committee shall consist of the Vice President of the State Chapter and up to five other directors appointed by the President and a nonvoting member who is a designated professional from the state wildlife agency (if available) and a nonvoting member who is the NWTF regional biologist.

Members of the Hunting Heritage Super Fund Committee shall serve one (1) year terms commencing at the close of the annual ~~meeting~~convention at which they are selected.

C. CHAIRMAN: The Vice President shall serve as Chairman of the committee.

D. MEETINGS: The annual meeting of the Hunting Heritage Super Fund Committee for the transaction of such business as may properly come before it shall be held at a time and place that is convenient to the members and is timely with the state’s funding cycle. Other meetings of the Committee may be called at a time and place designated by the chairman of this committee.

Subsection 4 - CONSTITUTION AND BYLAWS COMMITTEE

The Constitution and Bylaws Committee shall consist of three (3) or more members appointed by the President of the State Chapter and shall be responsible for proposing amendments to the Constitution and Bylaws and changes thereto. The Constitution and Bylaws, and amendments thereto, submitted for Board of Directors approval, shall be reviewed by this Committee before considered by the Board of Directors. Changes to the State Chapter Constitution and Bylaws need to be submitted to NWTF for review and approval by the National Bylaws Committee following approval by the State Chapter Board of Directors. Members shall serve one (1) year terms commencing at the close of the annual meeting at which they are selected.

Subsection 5 - FINANCE COMMITTEE

A. RESPONSIBILITIES: The Finance Committee shall consider and report or recommend to the Board on matters pertaining to: finance, budgets, expenditures, funds, insurance, and grants; sound and prudent budgetary and financial practices, and report annually to the Board of Directors on the fiscal position of the State Chapter. The Finance Committee shall submit annually a budget to the Board of Directors for approval.

B. NUMBER AND TERM OF OFFICE: The Finance Committee shall consist of three (3) or more members and shall include the Treasurer. The other two (2) or more members shall be appointed by the State Chapter President. Members shall serve one (1) year terms commencing at the close of the annual meeting at which they are selected.

C. CHAIRMAN: The Treasurer shall serve as Chairman of the committee.

Commented [BR19]: Approved by Board of Directors during 2023 Annual meeting on February 5, 2023.

D. MEETINGS: The Finance Committee shall meet not less than once (1) annually at a time and place selected by the Treasurer.

Section 2 - SPECIAL COMMITTEES

Special committees, boards, councils, and task forces may be established and appointed by the President of the State Chapter and may consist of directors, officers, state NWTF members or any combination thereof.

Section 3 – MANNER OF MEETINGS

Unless otherwise specified herein, meetings of any committee of the Board of Directors may be held in person, by telephone, or by Internet meeting service that enables all committee members to simultaneously communicate with one another. Meetings will be conducted in accordance with Roberts Rules of Order.

ARTICLE VI OFFICERS

Section 1 - TITLES AND QUALIFICATIONS

The officers of the State Chapter shall be; A President of the Board of Directors, a Vice President, a Secretary, a Treasurer, and such other officers, if any, as the Board of Directors may from time to time elect. All officers must be members of the NWTF during their full term of office. No two members of the same family may serve as officers concurrently. No individual may hold multiple offices concurrently.

Section 2 - ELECTION AND TERM OF OFFICE

The President of the Board, Vice President, Secretary, and Treasurer shall be elected at the annual meeting by simple majority vote of the full Board of Directors.

The term of office for each officer shall commence following the election and at the close of that meeting at which he or she is elected and shall continue until the Director's term is over or for a term of two years and not to exceed more than two full terms, successively, for the office of President and Vice President, or until his or her death, resignation, removal or disqualification. (The BOD may specify a specific date or an annual meeting for the term to start and stop.)

If additional terms are needed under extra ordinary conditions the National Board of Directors may approve an extension of no more than one full term of two years.

Section 3 – OFFICER VACANCIES, RESIGNATIONS AND REMOVALS

Commented [BR20]: This is distinctly different than National which is 1-year Officer terms and thus necessitates re-election at each Annual Meeting.

Per this Constitution, the individual's Officer term is 2 years and he/she only needs re-election as an Officer if their Director term expires during their Officer term. Otherwise, they fulfill the full 2-year term unless removed as an Officer by Board vote. This means there can/should be disconnected Officer terms and that actually is good because it creates some stability and does not tie the success/stability of an Officer to any other Officer's term or Director's term.

This minor edit clarifies that re-election is only needed if the Director's term (3-years) ends during the term of Office. Otherwise, the Officer's term continues until the term is over.

I suspect this is why NC changed their Board terms to 2 years to avoid any overlap/gap in tenure.

Commented [BR21]: Definition: *immediately one after another.*

This clarifies that over an individual's lifetime they may serve more than 2 terms.

Subsection 1 OFFICER-VACANCY

Any vacancy of ~~anythe~~ Officers caused by death, resignation, retirement, disqualification, or any other cause, shall be filled for the unexpired portion of a term by majority action of the Board of Directors from nominees submitted by the Nominating Committee or by individual Directors. The office of President shall be filled by the Vice President who shall hold said office for the remainder of the vacated term.

Subsection 2 OFFICER-RESIGNATIONS

Any Officer may resign from office and/or the Board of Directors at any time by delivering a written or electronic resignation notification to the President or Secretary. If the officer submitting his/her resignation is the State President, notification must be made to the board of Directors as a whole.

Subsection 3 OFFICER-REMOVALS

Any Officer may be removed from Office at any time by vote of not less than seventy five percent (75%) of the entire duly elected Board of Directors then in office at any regular or special meeting for any reason the Board of Directors deems appropriate. Any officer subject to such potential removal from the board must be informed by certified United States mail a minimum of ten (10) days prior to the date such vote is taken shall be subject to ~~Article IV, Section 10 of the State Constitution and Bylaws.~~

Section 4 - PRESIDENT OF THE BOARD OF DIRECTORS

The President of the Board shall preside at all meetings of the entire Board, shall keep the Board of Directors fully informed, shall freely consult with them concerning the affairs of the State Chapter, and shall have such other powers and duties consistent with this Constitution and Bylaws as may be assigned to him or her from time to time by the Board of Directors.

The President shall preside at Executive Committee meetings, at general membership meetings, and at full Board meetings. The President shall have the responsibility of appointing those members and Chairmen of Director Committees who are not specifically appointed or specified by this Constitution and Bylaws, and establishing and appointing the members and Chairmen of special committees, boards, councils, and task forces. The President, together with any other officer, shall have the power to sign, unless the Board of Directors shall specifically require otherwise, in the name of the State Chapter, all agreements and other documents authorized generally or specifically by the Board of Directors.

Commented [BR22]: Was this correct to imply that any other office has the power to sign agreements, etc.? Or was it saying that the President can sign if witnessed by another officer?

The President shall have the responsibility of appointing such subcommittees of the Executive Committee as he deems necessary and appropriate. The President shall be responsible for keeping the other officers, the Board of Directors, the National staff, and the general membership of the State of Wisconsin fully informed concerning the affairs of the State Chapter and shall have other powers and duties not inconsistent with this Constitution and Bylaws as may be assigned to him or her from time to time by the Board of Directors.

Section 5 - VICE PRESIDENT

The Vice President shall have such powers and duties as may be assigned to him by the Board of Directors. In absence of the President, the Vice President shall perform the duties of President.

Section 6- SECRETARY

The Secretary shall act as such at all meetings of the general membership of the State Chapter, the Executive Committee and Board of Directors and shall keep the minutes of all such meetings in the books proper for that purpose. The Secretary shall have charge of all lists, records, books, documents, and papers as the Board of Directors deems appropriate. The Secretary shall also keep the minutes of all meetings of the Board of Directors and shall maintain a record containing the names of all persons who are Members and who are Directors. Such record shall include the Members and Directors' place of residence, telephone number, and electronic mail address and will be known as the Address of Record for purposes of these Bylaws. The Secretary shall perform all the duties customarily incident to the office of the Secretary and shall perform such other duties as from time to time shall be assigned to him or her by the Board of Directors.

The Secretary may delegate his or her functions and duties to assigned individual(s) but shall oversee the functions and duties and retain responsibility for them.

The Board of Directors may designate an Assistant Secretary, responsible to the Secretary, who acts on behalf of the Secretary in the event the Secretary is unavailable, provides other assistance to the Secretary as called upon, and performs such other duties as may be imposed by the Board of Directors.

Section 7 - TREASURER

The Treasurer shall have custody of all funds and securities of the State Chapter which may come into his or her hands. The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the State Chapter and shall deposit all moneys and other valuable effects of the State Chapter in the name and to the credit of the State Chapter in such banks and depositories as the Board of Directors may from time to time designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of his or her accounts and shall at all reasonable times exhibit his or her books and accounts to any Director of the State Chapter. The Treasurer shall perform all duties customarily incident to the office of Treasurer, subject to the control of the Board of Directors.-

The Treasurer may delegate functions and duties to assigned members but shall oversee the functions and duties and retain the responsibility for them.

The Board of Directors may designate an Assistant Treasurer, responsible to the Treasurer, who acts on behalf of the Treasurer in the event the Treasurer is unavailable, provide other assistance to the Treasurer as called upon, and performs such other duties as may be imposed by the Board of Directors.

The Treasurer must provide the Board of Directors an accounting of funds received and dispersed at each BOD meeting and for the annual report

Section 8 – PROHIBITION AGAINST LOANS

State Chapter shall not make loans to its Directors or members. Any Director accepting such loan will be subject to immediate removal and is obligated to immediately repay any and all monies borrowed under such loan.

ARTICLE VII
MANAGEMENT

Section 1 - FINANCIAL STANDARDS

The State Chapter shall adhere to generally accepted standards of financial management.

- a) Relationship of State Chapter to Federation. This State and its Local Chapters are unincorporated divisions of the Federation, and all chapter assets, liabilities, and income are ultimately those of the Federation. The State and Local Chapters shall conduct their affairs in a manner that provides full information and accounting to the Federation, and does not expose the Federation to unreasonable liabilities.
- b) Reporting. The Federation files an annual tax return with the Internal Revenue Service reporting all financial activity at the national, state and local levels. Using forms provided by the Federation, this Chapter shall report financial activities at the State Chapter level, and transmit all of this information to the Federation in a timely fashion so the Federation can prepare its federal tax return.
- c) Transactions Outside the Ordinary Course of Business. This State or Local Chapter shall not borrow any funds from any institution or individual. This Chapter shall not commit the Federation to any financial liabilities outside the ordinary course of business without prior approval by the Federation. This Chapter shall report any major contributions, bequests, or other large donations to the Federation with regard to the disposition of such donations.

Section 2 – RECORD MAINTENANCE

All financial documents regarding any statement, audit, or other financial document reviewed or considered by the Board of Directors will be maintained for a minimum of seven years and shall not be destroyed without affirmative vote of the Board of Directors thereafter.

Section 3 – BUDGET APPROVAL

A proposed budget will also be presented by the Finance Committee for approval by the Board of Directors. The Board of Directors may require any modifications to the budget as it deems necessary prior to approval.

Commented [BR23]: Taken from National. I assume this is appropriate for our State Constitution and Bylaws?

ARTICLE VIII

HARASSMENT AND DISCRIMINATION

Commented [BR24]: Formerly Section 3 in Article VII

The State Chapter and its chapters shall not discriminate in any manner against any person by reason of race, color, sex, national origin, disability, pregnancy, or religious or political affiliation. The State Chapter and its chapters shall take a positive approach to assuring each individual equal opportunity for employment, membership and election with their organizations. The NWTF is committed to an environment in which all individuals are treated with respect and dignity. Therefore, NWTF expects that all relationships among persons in office will be businesslike and free of prejudice and bias.

ARTICLE ~~VIII~~

STATE AND LOCAL CHAPTERS

Each state of the United States shall have only one (1) chapter which shall carry the State Chapter designation. State Chapter names shall begin with the name of the state and end with the phrase, "Chapter of the National Wild Turkey Federation."

Section 1 – MEMBERSHIP

Except as indicated below, each State Chapter shall consist of NWTF members whose permanent residence lies within the boundaries of the state and who desire membership in the chapter.

An NWTF member may become a member of a state or local chapter other than that which would be designated by his or her place of permanent residence if he or she desires by sending written notice of same to NWTF. An NWTF member may be a member of only one State Chapter and one local chapter at any one given time.

Section 2 - FUNCTIONS, POWERS AND RESPONSIBILITIES

Each State and Local Chapter shall govern its operations and affairs as set forth in the Constitution and Bylaws for State Chapters of the National Wild Turkey Federation, Inc.

~~Each local chapter shall govern its operations and affairs~~ so as to support the policies and activities of the NWTF and the State Chapter. State and Local chapters shall not have the authority to hire or contract any employee without the written permission of the National Wild Turkey Federation Management Team. The afore-mentioned written permission shall be reviewed annually by the National Wild Turkey Federation Management Team. The activities of ~~a State and local chapters~~ shall not conflict with the NWTF Constitution and Bylaws, the NWTF Certificate of Incorporation, or the Constitution and Bylaws for State Chapter of the National Wild Turkey Federation, Inc.

Commented [BR25]: I assume this is still correct?

The chain of authority shall be that local chapter presidents are responsible to their appropriate state chapter presidents, who in turn, shall be responsible to the President of the NWTF National Board of Directors.

ARTICLE IX

AWARDS, INCENTIVES, RECOGNITIONS

Section 1 - GENERAL

The State Chapter may present such State awards and recognitions as may be approved by the Board of Directors. All such awards shall be made in the name of the State Chapter.

Section 2 – STATE AND LOCAL CHAPTERS

All State and local chapters may grant such awards and recognitions as may be consistent with their purposes and not duplicative of or in conflict with the national awards of the NWTF.

ARTICLE XI

NOTICES, MEETING PLACES AND OFFICES

All notices required by law or by this Constitution and Bylaws shall be mailed first class or delivered by other means authorized by these Bylaws to the persons entitled to receive the same at their addresses of record in any of the following manners writing, e-mail, texted, phone, voice mail, or fax. A member of the board may specifically request to be notified in a particular manner. Notice may be waived, either before or after the meeting for which it is required, by any person entitled to receive the same.

ARTICLE XII

DISCONTINUATION OF CHAPTER(S)

Should this State, or any Local Chapter be discontinued, dissolved, or otherwise liquidated, all assets including, but not limited to, cash, receivables, outstanding liabilities, and all other financial assets and records shall be turned over to the Federation immediately. Furthermore, state and local chapters shall provide NWTF access to all chapter bank account information within five (5) business days of receiving a written request for such information. Expulsion of any chapter shall not affect the status of individual members of any such chapter as members of the NWTF.

ARTICLE XIII

FORMAT OF MEETINGS

Unless otherwise specifically designated in the Constitution and/or Bylaws, all local, state and national meetings of the NWTF members, officers, directors and committees shall be governed by the current edition of "Robert's Rules of Order Newly Revised".

**ARTICLE
XIV
AMENDMENTS**

The Constitution and Bylaws may be amended by a vote of 2/3 plus one of the Board of Directors then in office at a meeting for which a copy of the proposed changes are contained in the notice of the meeting.

Commented [BR26]: National is not less than 75%

The Bylaws may be amended by mail as provided in Section 11 of Article IV, if the change, supplement, amendment or repeal is submitted in writing by first class mail, overnight delivery, e-mail or FAX to each Director at his or her address of record and proof of such notification, under oath, shall be filed with the minutes of the Corporation. Such votes shall be registered within thirty (30) days from the date of mailing or sending, provided each of the Directors has returned his vote at that time, or the voting shall be considered closed any time prior thereto if and when all the Directors have returned their votes.

Commented [BR27]: Not sure if we need this – it's from National

Amendments and changes to State or local chapter's Constitution and Bylaws shall be submitted to the National Board of Directors for review and approval as outlined in **Article V Section 1 Subsection 7** of the National Constitution and Bylaws prior to ratification.

**ARTICLE XV
CONTRACTS**

The Board of Directors may not authorize any Officer or other agent to enter into any contract or execute and deliver any instrument in the name of NWTF without NWTF staff review and approval.

**ARTICLE XVI
FISCAL YEAR**

The fiscal year of NWTF and the State Chapter shall be September 1st through August 31st.

**ARTICLE XVII
PROHIBITED ACTIVITIES**

Unless otherwise noted within this Constitution and Bylaws, no employee, Officer, Director, Volunteer or other agent or representative of the State Chapter or local chapter is authorized to take any action or engage in any activity on behalf of NWTF that is not permitted to be taken under Section 501(c)(3) of the Internal Revenue Code and its Regulations.