



Conserve. Hunt. Share.

WISCONSIN STATE CHAPTER

CONSTITUTION AND BYLAWS

DATED: 10/10/2013

REVISED: 9/10/2017

Table of Contents

ARTICLE I - NAME, TERRITORY OF OPERATIONS AND SEAL4
 Section 1 - NAME4
 Section 2 - TERRITORY OF OPERATIONS4
 Section 3 - SEAL4
ARTICLE II - GOALS, PURPOSES AND POWERS5
 Section 1 - GOALS5
 Section 2 - PURPOSES5
 Section 3 - POWERS6
ARTICLE III - MEMBERSHIP7
 Section 1 - MEMBERSHIP ELIGIBILITY AND CLASSIFICATION7
 Section 2 – MEMBER’S RECORD7
ARTICLE IV - BOARD OF DIRECTORS8
 Section 1 – POWERS AND ACTIONS8
 Section 2 - NUMBER8
 Section 3 - QUALIFICATIONS OF DIRECTORS8
 Section 4 - COMPENSATION FOR DIRECTORS8
 Section 5 – ELECTION AND TERM OF OFFICE8
 Subsection 1 - DIRECTORS ELECTED BY (STATE CHAPTER) BOARD OF DIRECTORS8
 Section 6 - ANNUAL MEETING OF THE BOARD OF DIRECTORS9
 Section 7 - OTHER MEETINGS; NOTICE9
 Section 8 - QUORUM11
 Section 9 - VOTING11
 Section 10 – VACANCIES AND REMOVAL11
 Section 11 - ACTION BY WRITTEN CONSENT11
 Section 12 – ACTION WITHOUT ASSEMBLING11
 Section 13 - ANNUAL REPORTS12
ARTICLE V - COMMITTEES13
 Section 1 - DIRECTOR COMMITTEES13
 Subsection 1 - EXECUTIVE COMMITTEE13
 Subsection 2 - NOMINATING COMMITTEE13
 Subsection 3 – HUNTING HERITAGE SUPER FUND COMMITTEE14
 Subsection 4 - CONSTITUTION AND BYLAWS COMMITTEE14
 Section 2 - SPECIAL COMMITTEES14
ARTICLE VI - OFFICERS15
 Section 1 - TITLES AND QUALIFICATIONS15

Section 2 - ELECTION AND TERM OF OFFICE.....	15
Section 3 - RESIGNATIONS AND REMOVALS	15
Section 4 - VACANCIES.....	15
Section 5 - PRESIDENT OF THE BOARD OF DIRECTORS.....	15
Section 6 - VICE PRESIDENT	16
Section 7 - SECRETARY	16
Section 8 - TREASURER	16
Section 9 – PROHIBITION AGAINST LOANS	16
ARTICLE VII - MANAGEMENT	17
Section 1 - FINANCIAL STANDARDS.....	17
Section 2 – BUDGET APPROVAL	17
Section 3 – HARASSMENT AND DISCRIMINATION	17
ARTICLE VIII - Wisconsin AND LOCAL CHAPTERS.....	18
Section 1 - MEMBERSHIP	18
Section 2 - FUNCTIONS, POWERS AND RESPONSIBILITIES	18
ARTICLE IX - VACANCIES.....	19
ARTICLE X - NON-DISCRIMINATION	20
ARTICLE XI - AWARDS, INCENTIVES, RECOGNITIONS.....	21
Section 1 - GENERAL.....	21
Section 2 – STATE AND LOCAL CHAPTERS.....	21
ARTICLE XII - NOTICES, MEETING PLACES AND OFFICES	22
ARTICLE XIII - EXPULSION	23
Section 1 - Local Chapters	23
Section 2 – Individuals, Local, State Chapters.....	23
Section 3- Discontinuation of Chapter	23
ARTICLE XIV - FORMAT OF MEETINGS	24
ARTICLE XV AMENDMENTS	25
ARTICLE XVII - FISCAL YEAR	27
ARTICLE XVIII - EXEMPT ACTIVITIES PROHIBITED	28

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" and hereinafter referred to as the "State Chapter".

Section 2 - TERRITORY OF OPERATIONS

The State Chapter shall operate principally in the State of Wisconsin. It may also operate in other states, territories and insular possessions of the United States, District of Columbia, States of Mexico, Provinces of Canada and countries.

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 Wisconsin 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 hunting traditions and outdoor heritage lifestyle
- 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 Wisconsin 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 give and promote entertainments, lectures, and exhibitions for the general information of the public and of members of the NWTF
- f) To promote the preservation and growth of hunting traditions and outdoor heritage lifestyle
- g) To do all other things necessary and proper in furtherance of stated goals consistent with the exclusively educational and nonprofit nature of the NWTF

The Wisconsin 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 Wisconsin State Chapter shall not be operated for the purpose of carrying on a trade or business for profit; nor shall the Wisconsin State Chapter engage in any activities that are unlawful under applicable international, federal, state, provincial, or local laws. The Wisconsin 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 Wisconsin 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 Wisconsin State Chapter, whether involuntary or by operation of law, the remaining assets of the Wisconsin State Chapter, after payment of all debts and necessary charges and expenses, shall become the property of the NWTF.

Section 3 - POWERS

The Wisconsin 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; 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, 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 NWTF obligations unless a member specifically agrees to such liability.

NWTF contributors to the Wisconsin 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.

Section 2 – MEMBER'S RECORD

A State Chapter shall maintain records of account, and minutes of the organizational proceedings and actions taken as empowered by these Bylaws. All such documents may be inspected in person by any member for any purpose within twenty (20) days of the date that State Chapter President receives a written request by such member. No copies of such documents will be made available absent an affirmative vote by the State Chapter Board of Directors.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 – POWERS AND ACTIONS

The affairs of the Wisconsin 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 act with undivided allegiance and in the best interest of NWTF at all times.

Section 2 - NUMBER

The Board of Directors shall consist of up to **15** members, one of whom shall be the State Chapter President and President of the Board.

Section 3 - QUALIFICATIONS OF DIRECTORS

All Directors shall be at least eighteen (18) years of age and shall be a NWTF member in good standing. No employee of the NWTF shall be eligible to serve as a member of the Board of Directors. No person who has been convicted of any crime involving fiscal theft, fraud, significant gaming violations, major state or federal fish and game violations, or other similar crime shall serve as a member of the Wisconsin 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.

Any member of the State Chapter that 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. 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 in writing to the full Board of Directors thirty (30) days prior to the election of Directors. The Board of Directors shall at its discretion determine whether such actual, existing, or perceived conflicts disqualify the member from directorship.

If a State board of directors cannot make a clear determination of a conflict of interest, it must refer the matter to the 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 and any unreasonable expenses may be denied reimbursement.

Section 5 – ELECTION AND TERM OF OFFICE

At each annual meeting of the State Chapter, the Board of Directors shall elect one third of the Directors to serve a three (3) year term 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 hereof.

Subsection 1 - DIRECTORS ELECTED BY (STATE CHAPTER) BOARD OF DIRECTORS

Each NWTF chapter in the State of Wisconsin may nominate one (1) Board of Director candidate for consideration by the Nomination Committee. This nomination can only be made by properly completing the current published *NWTF Wisconsin State Chapter Board of Directors Application* that can be found on the NWTF-WI.COM website.

All such nominations must be mailed to the State Chapter President with a postmark no later than December 1st of the previous election year. The State Chapter President shall collect and promptly turn over all timely submitted applications to the Nomination Committee Chairperson.

The December 1st requirement is designed to allow the nominating Committee time to review the nomination papers and vet each candidate prior to the Annual Meeting where the election will be held.

From the pool of nominations, the Nominating Committee shall present to the State Board four (4) or five (5) properly vetted outstanding candidates based upon the number of open seats.

Unless otherwise stated within these Bylaws, the vetting and qualification for such candidates is to be determined at the sole discretion of the Nominating Committee.

The Board of Directors may accept or reject the list of the candidates recommended by the Nominating Committee by a majority vote of a quorum of Directors present at the Board of Directors Annual Meeting.

If the majority of the Board of Directors decides against accepting the recommendation of the nominating Committee, then an election by ballot shall be held during the same Annual Meeting.

Election by ballot bylaws:

The ballot shall contain alphabetically **ALL** the nominee names that have been properly submitted and vetted by the Nomination Committee.

Each current Board Member shall receive said ballot and shall vote for four (4) or five (5) outstanding candidates based upon the number of open seats.

The State Chapter President shall appoint two (2) independent Board Members that are not part of the listed nominees or Nomination Committee to properly tally the votes and report back to the State Board.

The candidates which receive the highest number of votes will be deemed elected to the Board of Directors.

In case of a tie, a run-off election for the tied seat(s) will be held at the same meeting in the same manner as the general election but with only the names of the tied nominees.

In the case of a deadlock vote after the run-off election, the State Chapter President shall break the deadlock tie via appointing the run-off nominee(s) of their choice.

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 and to all local chapter presidents. 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 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 as long as appropriately noticed. The State Chapter will establish an annual calendar of meeting and have is published to the membership.

Special meetings of the Board of Directors may also be called by the President thereof or any four (4) Directors (who shall give written demand therefore to the Secretary). Such special meetings shall be held only for the purpose or purposes specified in the notice of such meeting. Notice of the time 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.

Section 8 - QUORUM

The presence at any meeting of the Board of Directors in person 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 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.

Section 9 - VOTING

At every meeting of the Board of Directors or committees, 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 Committee. 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 the Board of Directors or the Executive Committee, 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.

Section 10 – VACANCIES AND REMOVAL

Vacancies in the Board of Directors caused by any reason shall be filled by a majority vote by the existing voting Directors and each person so selected shall be a Director for the remainder of the term. In the event that such sudden vacancies cause the composition of the Board to decrease its total composition to be less than 51% of the members, the presence at any meeting of the Board of Directors of 2/3 such Directors shall be deemed a quorum exclusively for purposes of selecting additional Directors. Any Director may be removed from office by vote of seventy-five percent (75%) of the Board of Directors 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 may be taken without a meeting if seventy-five percent (75%) of the members of the Board of Directors or an empowered committee shall individually or collectively consent in writing to such action. Such written consent or 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. 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.

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 by means of telephone or other electronic means providing verbal or electronic communication.

Section 13 - ANNUAL REPORTS

The Wisconsin State Board of Directors shall present to the President of the National Board of Directors an annual report on the State Chapter activities over the past fiscal year no later than November 30th of each year. This report shall include an accounting of the State's Super Fund projects, listing of all State's events, fiscal accounting of the State's funds, listing of the current Board of Directors, and any other activities the Wisconsin State Board determines to be appropriate.

The NWTF national will provide an outline for Chapters to follow for uniformity and collapsing of information.

ARTICLE V - COMMITTEES

Section 1 - DIRECTOR COMMITTEES

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

Subsection 1 - EXECUTIVE COMMITTEE

- A. **POWERS:** The Executive Committee shall act through the President and in 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):

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

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 or 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

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 convention at which they were elected.

Subsection 3 – HUNTING HERITAGE SUPER FUND COMMITTEE

- A. **RESPONSIBILITIES:** The Hunting Heritage Super Fund Committee shall be responsible for reviewing and recommending to the State Board approval or denial of any Hunting Heritage Super Fund requests that come before the State Chapter. The Hunting Heritage Super Fund Committee shall also receive reports on behalf of the Board of Directors from the Vice President of Conservation Programs describing the status and progress of ongoing conservation activities funded or conducted by the NWTF. The Committee shall also serve as counsel and advisor to the Vice President of Conservation and Technical Committee as to the suitability and fundability of proposed NWTF- sponsored conservation activities and upon receiving information from NWTF officials, the Committee shall from time to time, at the direction of the President of the NWTF, be required to make final recommendations within budgetary limitations, regarding funding, initiation and termination, methods of procedure, and priority ranking of projects to the board for approval. The committee's final recommendations will be included in the Finance and Budget Committee that is forwarded to the full State Chapter Board of Directors for approval.
- B. **NUMBER AND TERM OF OFFICE:** The Hunting Heritage Super Fund Committee shall consist of three (3) Board of Directors and one (1) nonvoting member who is the state professional wild turkey worker and one (1) nonvoting member who is the NWTF regional biologist. Hunting Heritage Super Fund Committee shall serve one (1) year terms commencing at the close of the annual convention at which they were elected.
- C. **CHAIRMAN:** The Vice President shall serve as Chairman of the committee, unless the Vice President is not on the committee. Then the President will appoint the 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

- A. **RESPONSIBILITIES:** The Constitution and Bylaws Committee 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.
- C. **NUMBER AND TERM OF OFFICE:** The Constitution and Bylaws Committee shall consist of three (3) or more members appointed by the President of the State Chapter. Members of the Constitution and Bylaws Committee shall serve one (1) year terms commencing at the close of the annual convention at which they were elected.

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.

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.

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 term is over or for a term of two years and not to exceed more than two full terms 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 - RESIGNATIONS AND REMOVALS

Any Director or Officer may resign at any time by delivering a written resignation to the President or Secretary. Any Officer or Director may be removed at any time by a vote of not less than 3/4ths (75%) of the entire duly elected Board of Directors then in office.

Section 4 - VACANCIES

Any vacancy in any office of the Board of Directors caused by death, resignation, retirement, disqualification, or any other cause, may 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.

Section 5 - 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 Wisconsin State Chapter, and shall have such other powers and duties consistent with this Constitution 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 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 Wisconsin State Chapter, all contracts, agreements and other documents authorized generally or specifically by the Board of Directors.

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 Wisconsin State Chapter and shall have other powers and duties not inconsistent with this Constitution as may be assigned to him or her from time to time by the Board of Directors.

Section 6 - 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 7 - SECRETARY

The Secretary shall act as such at all meetings of the general membership of the Wisconsin 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 8 - TREASURER

The Treasurer shall have custody of all funds and securities of the Wisconsin 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 Wisconsin 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 shall serve as Chairman of the Finance and Budget Committee.

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 9 – PROHIBITION AGAINST LOANS

The Wisconsin State Chapter shall not make loans to its Directors *or Members*. Any Director *or Member* 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 Wisconsin State and its local chapters shall adhere to generally accepted standards of financial management, in Chapter including the bonding of personnel handling funds. NWTF will provide the bonding insurance upon receipt of the names of individuals responsible for the financial records and bank accounts of the Chapter

- a) Relationship of State Chapter to Federation. This State, Provincial Chapter 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 consolidated 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 collect annual financial information from each of its Local Chapters, and to that a report of 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, Provincial 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 immediately and shall cooperate with the Federation with regard to the disposition of such donations.

Section 2 – BUDGET APPROVAL

A proposed budget will be presented by the Financial and Budget Committee, in conjunction with the Hunting Heritage Super Fund 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.

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 – HARASSMENT AND DISCRIMINATION

The Wisconsin 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 Wisconsin State Chapter and its chapters shall take a positive approach to assuring each individual equal opportunity for employment, membership and election with their organizations.

State Chapter Directors shall attend annual training on the topics of illegal harassment and discrimination. NWTF National will provide the necessary training and documentation to comply with applicable laws.

ARTICLE VIII - Wisconsin AND LOCAL CHAPTERS

The Wisconsin State Chapter shall have the power to recommend approval of the chartering of local chapters to the National Board of Directors.

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 or province and who desire membership in the chapter.

An NWTF member may become a voting member of a state, provincial 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 voting member of only one State Chapter and one local chapter at any one given time.

Section 2 - FUNCTIONS, POWERS AND RESPONSIBILITIES

Each State Chapter shall govern its operations and affairs as set forth in the Constitution 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 or 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 local chapter shall not conflict with the NWTF Constitution and Bylaws, the NWTF Certificate of Incorporation, or the Constitution for State Chapter of the National Wild Turkey Federation, Inc.

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.

ARTICLE IX - VACANCIES

Any vacancy on the Board of Directors occurring during a term of office at any time may be filled for the remainder of the unexpired term by vote of a majority of the remaining Directors from nominations submitted by the Nominating Committee or by individual Directors.

ARTICLE X - NON-DISCRIMINATION

The Wisconsin State Chapter and its local chapters shall not discriminate in any manner against any person by reason of race, color, sex, national origin, handicap or religious or political affiliation.

The Wisconsin State Chapter and its local chapters shall take a positive approach to assuring each individual equal opportunity for membership and election with their organizations.

ARTICLE XI - AWARDS, INCENTIVES, RECOGNITIONS

Section 1 - GENERAL

The Wisconsin State Chapter may present such State awards and recognitions as may be approved by the Board of Directors, including honorary Board memberships. All such awards shall be made in the name of the Wisconsin 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 XII - NOTICES, MEETING PLACES AND OFFICES

All notices required by law or by this Constitution shall be 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.

The members of the State Chapter's Board of Directors and the Executive Committee thereof may hold their meetings within or without a formal notice.

ARTICLE XIII - EXPULSION

Any individual may be expelled from membership in the NWTF and any chapter of the NWTF may be dissolved and a new chapter may be created in its place only by the National Board of Directors.

Section 1 - Local Chapters

A local chapter may be dissolved, for cause, if not less than two-thirds of their entire Wisconsin State Chapter Board of Directors, or not less than two-thirds of the Executive Committee thereof, in person at a properly scheduled meeting, vote to dissolve it and the NWTF Chief Executive Officer approves of such dissolution. The NWTF Board of Directors has the right to reverse any chapter dissolution decision made.

Section 2 – Individuals, Local, State Chapters

The NWTF Board of Directors may, for cause, expel any individual from membership in the NWTF, or any local, state, or provincial chapter from their status as a chapter, by vote of not less than 2/3 (two-thirds) of the Board of Directors then in office. Such individual or State Chapter shall be given at least fifteen (15) days' notice of such proposed action, including the cause therefore, and an opportunity to be heard by the NWTF Board of Directors. Notice of any such hearing shall be delivered by the NWTF Board of Directors by Federal Express, UPS or US, Canada, or Mexico Mail.

Section 3- Discontinuation of Chapter

Should this State, Provincial or Local Chapter be discontinued, dissolved, or otherwise liquidated, all assets, receivables, outstanding liabilities, and all other financial assets and records shall be turned over to the Federation immediately.

Expulsion of any chapter shall not affect the status of individual members of any such chapter as members of the NWTF.

ARTICLE XIV - FORMAT OF MEETINGS

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

ARTICLE XV AMENDMENTS

The Constitution and Bylaws may be amended by vote of not less than two thirds 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.

The Constitution and Bylaws may be amended by mail as provided in Section 10 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 mailing, 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.

ARTICLE XVI - CONTRACTS

The Board of Directors may authorize any Officer or other agent to enter into any contract or execute and deliver any instrument in the name of NWTF. Unless otherwise empowered to do so, no Member, Director, or employee shall have any power or authority to bind the corporation to any contract, engagement, or debt except that the Chairman, President, Vice President, Secretary, Treasurer, or otherwise approved agent are given general authority to bind NWTF to contracts, engagements, or debts only where such obligation is done solely for the furtherance of NWTF and never where such obligation is for the personal gain of the individual within such position.

ARTICLE XVII - FISCAL YEAR

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

ARTICLE XVIII - EXEMPT ACTIVITIES PROHIBITED

Unless otherwise noted within this Constitution and Bylaws, no employee, Officer, Director, Volunteer or other agent or representative of the Wisconsin 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 by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations.