

The Wisconsin Chapter of the NWTf
State Constitution and Bylaws
Proposed Changes for Board Review/Approval

2018 version: <https://www.nwtf-wi.com/state-constitution.html>

2023 Amendments – Why? Constitution and Bylaws Committee proposes numerous edits for increased clarity, conciseness, and accuracy. Track-changes and comments were used to denote every change, no matter how large or small. Specific changes and questions for consideration are outlined on pages 2-3.

2023 Amendments – Board of Directors Review & Approval Process? Changes summarized in this report, accompanied notification of the Special Board of Directors Meeting, thus adhering to the required notice period of the meeting and Constitutional and Bylaws changes per current Constitution. Changes agreed to by the Board will be packaged up and sent to National for their review and approval.

- Per Article XIII of the current State Constitution and Bylaws, *“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.”*

Summary of changes:

- ✓ Improved formatting / spacing
- ✓ Improved preciseness and specificity
- ✓ Tweaked verbiage to match National bylaws
- ✓ Reduced redundancy and improved conciseness
- ✓ Reworked conflict of interest section to match National Bylaws
- ✓ Changed specifics for date of the meeting from January to 1st quarter of the year
- ✓ Clarified Meeting format, officer terms and elections, voting, etc.
- ✓ Re-evaluated qualification requirements for Directors
- ✓ Clarify what is needed for a quorum and how to deal with Director vacancies
- ✓ Re-evaluated functions, powers and responsibilities of Directors
- ✓ Improved consistency:
 - In referring to State Constitution and Bylaws (vs. or)
 - National only refers to this document as the National Bylaws
- ✓ Added a Finance Committee into the Director Committees prescribed by Bylaws
- ✓ Clarified process for amending State Constitution and Bylaws

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Specific proposed edits to WI to directly match the NWTf National Bylaws (signed Oct, 2021) include:

- A. *Pg 1* - Added cover page with date of adoption and signatures
- B. *Pg 2 & 16* - Separated out the Harassment and Discrimination content into a new article to match the National Bylaws (previously part of Article VI – Officers)
- C. *Pg 3* – Article II, Section 1 - GOALS – item (c)
- D. *Pg 4* – Article II, Section 2 - PURPOSES – items (e) and (f)
- E. *Pg 4* – Article II, Section 3 - POWERS
- F. *Pg 5* – Article II, Section 1 - MEMBERSHIP ELIGIBILITY AND CLASSIFICATION
- G. *Pg 5* – Article IV, Section 1 - POWERS AND ACTIONS
- H. *Pg 6* – Article IV, Section 3 – QUALIFICATIONS OF DIRECTORS
- I. *Pg 7* – Article IV, Section 7 – OTHER MEETINGS; NOTICE
- J. *Pg 8* – Article IV, Section 8 – QUORUM
- K. *Pg 8* – Article IV, Section 9 – VOTING
- L. *Pg 8* – Edited Article IV, Section 10 – DIRECTOR-VACANCIES, REMOVALS AND RESIGNATIONS, Subsection 1 – DIRECTOR VACANCIES
- M. *Pg 9* – Article IV, Section 11 – ACTION BY WRITTEN CONSENT
- N. *Pg 9* – Article IV, Section 12 – ACTION WITHOUT ASSEMBLING
- O. *Pg 9* – Article V, Section 1 – DIRECTOR COMMITTEES
- P. *Pg 10* – Article V, Section 1 – DIRECTOR COMMITTEES, Subsection 1 – EXECUTIVE COMMITTEE
- Q. *Pg 10* – Article V, Section 1 – DIRECTOR COMMITTEES, Subsection 2 – NOMINATING COMMITTEE
- R. *Pg 11* – Article V, Section 1 – DIRECTOR COMMITTEES, Subsection 3 HUNTING HERITAGE SUPER FUND COMMITTEE
- S. *Pg 11* – Article V, Section 1 – DIRECTOR COMMITTEES, Subsection 4 CONSTITUTION AND BYLAWS COMMITTEE
- T. *Pg 13* – Article VI, Section 3 – OFFICER VACANCIES, RESIGNATIONS AND REMOVALS, Subsection 1 OFFICER-VACANCY
- U. *Pg 13* – Article VI, Section 3 – OFFICER VACANCIES, RESIGNATIONS AND REMOVALS, Subsection 1 OFFICER-REMOVALS
- V. *Pg 13* – Article VI, Section 4 – PRESIDENT OF THE BOARD OF DIRECTORS
- W. *Pg 15* – Article VI, Section 8 – PROHIBITION AGAINST LOANS
- X. *Pg 15* – Added Article VII, Section 3 – BUDGET APPROVAL
- Y. *Pg 16* – Article IX, Section 2 – FUNCTIONS, POWERS AND RESPONSIBILITIES
- Z. *Pg 17* – Article XI – NOTICES, MEETING PLACES AND OFFICES
- AA. *Pg 17* – Article XII – DISCONTINUATION OF CHAPTERS
- BB. *Pg 17* – Article XIII – FORMAT OF MEETINGS

Committee Members: Rebecca Barnard, Carl Luedke, Andy Opichka (2022), Al May (2023)

February, 2023

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Other proposed changes include (not directly mirroring National Bylaws):

- i. *Pg 7 – Article IV, Section 5 – ELECTION; TERM OF OFFICE – Edited* to clarify that in order to vote you need to be present at the start of the applicable agenda item.
- ii. *Pg 7 – Article IV, Section 6 – ANNUAL MEETING OF THE BOARD OF DIRECTORS – Changed* from January to Quarter 1 of each Calendar Year.
- iii. *Pgs 11-12 – Article V, Section 1 – DIRECTOR COMMITTEES, Subsection 5 FINANCE COMMITTEE – Added* per Board vote on February 5, 2023 to create a new Finance Committee.
- iv. *Pg 12 – Article V, Section 3 – MANNER OF MEETINGS – Added* info from National Bylaws and text that was in multiple places elsewhere and makes sense to aggregate here for conciseness.
- v. *Pg 12 – Article VI, Section 2 – ELECTION AND TERM OF OFFICE – Added* “Director’s” to clarify 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. Election of officers text varies from National Bylaws and does not suggest annual re-election is necessary. *State Chapter Constitution and Bylaws need further clarity on this. Consider changing Director terms to 2 years to avoid overlap/gap in tenure (see NC example). Modify/clarify this section accordingly.*

Questions for discussion:

- vi. *Pg 6 – Article IV, Section 3 – QUALIFICATIONS OF DIRECTORS*
 - *“No person holding elected office is eligible”*
 - *“Any member involved in a business enterprise that has or could have a potential conflict of interest ... is not eligible”*
- vii. *Pg 7 – Article IV, Section 5 – ELECTION; TERM OF OFFICE – Do we want to limit number of Directors from any one local chapter?*
- viii. *Pg 8 – Article IV, Section 8 – QUORUM – This is poorly written and doesn’t make sense. National is not much better. What does this mean in practice? - Last sentence confuses me. 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.*
- ix. *Pg 8 – Article IV, Section 10 – DIRECTOR-VACANCIES, REMOVALS AND RESIGNATIONS, Subjection 1 – DIRECTOR VACANCIES. It is impossible to determine when the Board composition decreases to less than 51% when we have a range of 6-24 members as specified in Article IV, Section 2. Suggest rewording or picking a set number, like in the National Bylaws, or at least a more restricted number like the NC State Constitution.*
- x. *Pg 13 – Article VI, Section 4 – PRESIDENT OF THE BAORD OF DIRECTORS 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? My edits need review.*
- xi. *Pg 16 – Article IX, Section 2 – FUNCTIONS, POWERS AND RESPONSIBILITIES - I assume my edits are still correct?*
- xii. *Pg 18 – Article XIV – AMENDMENTS Added part about amending by mail per National Bylaws - not sure if we want this?*