

# **BY-LAWS OF MONTANA WILDLIFE FEDERATION**

## **April 18, 2010**

These by-laws are proposed as a supplement to the Constitution of the Montana Wildlife Federation that is on file with the Secretary of State in Helena, Montana.

MWF - Montana Wildlife Federation; BOD-Board of Directors, NWF-National Wildlife Federation

### **ARTICLE 1: ASSOCIATION**

- A. The MWF shall be an Association of affiliate organizations and associate members located throughout the state of Montana, which meet the following criteria:

Their aims and objectives must be compatible with the purposes of MWF as set forth in Article II of the Constitution.

### **ARTICLE II: PURPOSE**

- A. In addition to those aims and objectives set forth in the Constitution, the following shall also be considered primary objectives of the MWF:

- 1) To encourage individuals and organizations to work for the wise use and management of our natural resources;
- 2) To endeavor to bring about reform necessary to protect, restore, and wisely use the wildlife and related natural resources;
- 3) To provide constructive leadership in the field of wildlife and other natural resource management and activity; and
- 4) To participate wherever possible with other organizations with like interests.

### **ARTICLE III: MEMBERSHIP**

- A. Eligibility

- 1) Any local, regional, or state organization subscribing to the aims and objectives of the MWF is eligible to affiliate, providing they fulfill the necessary obligations.
- 2) The applying organization must submit:
  - a) A formal request for affiliation with a copy of its constitution and a list of its current officers.
  - b) A list of its membership with the correct addresses.
  - c) An agreement to conform with the rules and regulations of the MWF.
- 3) Affiliate organizations may not discriminate on the basis of age, sex, race, religion, national origin, disability, marital status or sexual orientation for the purpose of service, employment, membership or leadership.

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**B.** The BOD of the MWF will consider the application and if found favorable, will issue a charter to the applying organization.

### **C.** Renewal of Membership

- 1) The term of membership is from January 1 to December 31. A 90 day payment submittal grace period will be allowed to comply with ARTICLE XI: A, 1) requiring payment by April 1. Payment by April 1 of said organization grants privileges at the Annual meeting.

**D.** Associate memberships for individuals or organizations with privileges and responsibilities outlined, may be authorized by the BOD.

### **E.** Revocation of membership of an affiliate of our organization.

- 1) The BOD may, upon cause, revoke the charter of any member organization for due cause.

#### a) Due cause shall be considered:

1. Failure to pay dues collected for that purpose;
2. Failure to submit a roster of names to the MWF;
3. Failure to conform to Article II of these by-laws; and
4. Any action deemed by the BOD to be deleterious to the best interest of the preservation of our wildlife resources, or to the MWF, or to the people of our state and nation.

- 2) Before the charter may be revoked, the affiliate shall be informed of the charges brought; the offending organization will be invited to appear in its defense.

#### 3) Punishment:

- a) If found guilty of charges, the offending organization may be punished by the revocation of the charter; temporary suspension; probation for a definite time; or a written warning.

#### 4) BOD Procedure

- a) All BOD members must have been informed of the charges previous to the meeting for their consideration;
- b) The offending organization must be informed of the charges in sufficient time to prepare a defense;
- c) The final decision of the BOD will be reached by secret ballot. A decision of guilt must be by at least 60% of the members of the BOD voting.

### **F.** Disaffiliation from MWF

- 1) An affiliate organization that chooses to disaffiliate from the MWF may do so following appropriate action by the affiliate's Board of Directors that is documented in the affiliate's minutes of the Board's meeting and that is verified by a letter of notification to the MWF BOD.

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- 2) Upon receipt of a letter of notification to disaffiliate, the President of the MWF BOD shall assess with the Board President of the affiliate whether there may be efforts that should be mutually taken to keep the affiliation active; and
- 3) If it is determined there are no efforts to be taken that would keep the affiliation active, the disaffiliation shall be approved by the MWF BOD at the next quarterly meeting.

## ARTICLE IV: OFFICERS

- A. The officers of the MWF shall consist of President, Immediate Past President, Issues Vice-President, Internal Affairs Vice-President, Secretary, Treasurer and National Representative, all of whom must be individual members (associate or higher) in good standing with the MWF.
- B. Election:
  - 1) All officers except the Immediate Past President shall be chosen at the Annual Meeting of the MWF by duly qualified delegates.
  - 2) The annual elections shall be conducted by secret ballot facilitated by an election committee to be appointed by the President or by a member in good standing calling for a plurality voice vote (viva voce).

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- C. Term of office:
  - 1) All MWF officers shall serve for one year, and shall take office at the close of the Annual Meeting where they are elected.
- D. Duties:
  - 1) **President:**
    - a) The President shall be the administrative officer of the MWF and as such will be charged with the following responsibilities:
      1. To see that the policies of the MWF are carried out;
      2. To make the necessary arrangements for the Annual Meeting;
        - a. To plan the Program.
        - b. To see that special committees are appointed which are necessary for the proper conduct of the Annual Meeting.
      3. To be Chairman of the BOD;
      4. To appoint such standing committees, subject to the approval of the BOD, as the By-laws call for;
      5. To make an Annual Report to the MWF Annual Meeting and to the NWF;

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6. To direct the activities of all appointed or employed personnel in order to implement the purposes and objectives of the MWF and the actions of the BOD;
7. To be an ex-officio member of all standing committees;
8. To be responsible for decisions that need immediate attention and are not deemed to be of sufficient importance to necessitate a special meeting of the BOD; and
9. To assume such other responsibilities as may be delegated to the office by the BOD.

**2) Immediate Past President:**

a) It shall be the duty of the Immediate Past President:

1. To attend BOD and MWF meetings; and (APPROVED: April 18, 2010)
2. To perform other such duties as may be delegated by the President.

**3) Issues Vice-President:**

a) It shall be the duty of the Issues Vice-President:

1. To preside at all MWF or BOD meetings in the absence of the President;
2. To perform such duties as may be delegated to the office by the BOD;
3. To assist the President in any way possible in carrying out the program of the MWF; and
4. To attend all BOD and MWF meetings.

**4) Internal Affairs Vice-President:**

a) It shall be the duty of the Internal Affairs Vice-President:

1. To preside at all MWF and BOD meetings in the absence of the President and Issues Vice-President;
2. To perform such other duties as may be delegated to the office by the BOD; and
3. To attend all BOD and MWF meetings.

**5) Secretary:**

a) It shall be the duty of the Secretary to:

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1. Keep a permanent record of all the minutes of regular and special meetings of the MWF;
2. Keep permanent records of all minutes of regular and special BOD meetings; and
3. Assist the President and BOD in carrying out the responsibilities of these offices wherever possible.

**6) Treasurer:**

a) It shall be the duty of the Treasurer:

1. To have custody of all funds and securities of the MWF;
2. To keep an accurate record of all funds received and expended by the MWF;
3. To keep the BOD and the officers of the MWF informed at all times relative to the financial condition of the MWF;
4. To attend BOD meetings; (APPROVED: April 18, 2010)
5. To act as Chairman of meetings in the absence of any other officers;
6. To be Chairman of the Annual Meeting accreditation committee; and
7. To assume any other responsibilities that may be delegated to the office by the BOD.

**7) National Representative:**

a) It shall be the duty of the National Representative to:

1. Attend all BOD meetings;
2. To make an annual report at the MWF Annual Meeting; and
3. To represent the MWF at the National Wildlife Federation Annual Meeting.

## **ARTICLE V: THE BOARD OF DIRECTORS (BOD)**

**A.** The Administrative responsibilities of the MWF shall be vested in the BOD.

**B.** Membership:

- 1) The membership of this body must be individual members (associate or higher) in good standing with the MWF and shall consist of:
  - a) The elected officers of the MWF; and
  - b) One representative from each affiliate organization, to be selected by that organization; and (APPROVED: April 18, 2010)

- c) Seven Associate Directors, one from each of the geographic districts, which coincide with the regional administrative districts of the Dept. of Fish, Wildlife and Parks. These associate directors shall be selected in the following manner:
  - 1. Following notice of a vacancy in an associate director position (notice to be published in the MWF newsletter) affiliate clubs, MWF directors and officers and individual members may submit nominations to the BOD;
  - 2. A plurality vote of the membership at the Annual Meeting for a candidate will constitute election to the BOD for that candidate.
  - 3. Regional Associate Director terms shall commence with the BOD meeting immediately following the Annual Meeting.
  - 4. The Associate Directors from all even numbered regions shall be elected to two year terms beginning with the 1998 elections. The Associate Directors from all odd numbered regions shall be elected to two-year terms beginning with the 1999 elections.
  
- d) Up to a maximum of six (6) At-large Associate Directors. The At-large Associate Directors shall be selected in the following manner:
  - 1. Following notice of a vacancy of an At-large Associate Director position (notices to be published in the MWF newsletter), or at the end of an At-large Associate Director's term, associate members and MWF directors and officers may submit nominations to the BOD.
  - 2. A minimum of one (1) At-large Associate Director will be selected from each of the four time zones in the contiguous states. The other two (2) At-large Associate Directors may reside in any of the 50 states.
  - 3. A plurality vote of the membership at the Annual Meeting for a candidate will constitute election to the BOD for that candidate.
  - 4. The term for each At-large Associate Director shall commence with the BOD meeting immediately following the Annual Meeting in which he or she is elected. The At-Large Associate Directors from the Eastern and Central time zones shall be elected in the even numbered years, and the At-Large Associate Directors from the Pacific and Mountain time zones shall be elected in the odd numbered years.

**C. Duties:**

- 1) It will be the responsibility of the BOD of the MWF, in addition to those listed in the Articles of Incorporation:
  - a) To administer the policies of the MWF as established in regular or special meetings of the MWF by Resolution, and to carry out the regular business activities of the corporation under the laws of Montana;

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- b) To approve all standing committees suggested by the President;
- c) To adopt a yearly budget;
- d) To approve all expenditures not included in the yearly budget;
- e) To plan, prepare, and carry out a reasonable legislative program to achieve objectives;
- f) To direct the acts of the secretary and other assistants and employees;
- g) To prepare policy statements for the MWF based upon adopted resolutions by affiliates at the Annual Meetings;
- h) To keep the membership informed of actions of the BOD and the general body;
- i) To employ any person or persons deemed necessary to promote the purposes of the MWF as stated in Article II, and or those goals set forth by MWF through resolutions;
- j) To endeavor to raise the funds necessary to carry out the programs of the MWF; and
- k) To handle any other problems that may come before it and are considered to be the business of the BOD by a majority of those present.

### **D. Meetings**

- 1) The BOD shall meet at least quarterly:
  - a) The first regular meeting of the BOD will be at the close of the Annual Meeting;
  - b) The President may call a special meeting at any time with a written notice to each member of the BOD being necessary at least 15 days prior to the date of call;
  - c) Special BOD meetings must be called by the President upon the request of the majority of the affiliate clubs;
  - d) A Director may not vote by proxy, but may appoint an alternate to represent the office at BOD meetings subject to approval of the BOD; and
  - e) All BOD meetings will be held in Helena unless the BOD finds it necessary to meet somewhere for an important reason that cannot be satisfied in Helena.

## **ARTICLE VI: EXECUTIVE COMMITTEE**

- A.** The Executive Committee shall comprise the MWF Officers, Immediate Past President, and two Associate Directors elected by the MWF Board of Directors.
- B.** The Executive Committee is authorized to conduct business on behalf of the Board of Directors during interim periods between Board of Directors meetings. The following actions may be taken (but are not limited to) those listed below:
  - 1) Actions regarding finance, budgetary, membership, fund-raising or routine administrative matters necessary to properly carry out internal operations.

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- 2) Where an immediate or otherwise timely decision is necessary, commit the MWF to positions on issues relating to the organization's purpose, to be consistent with the Board of Directors actions or general membership resolutions.
- 3) Take any action directed by the MWF Board of Directors.
- 4) The minutes of the Executive Committee meeting will be made available as soon as possible to the Board of Directors.

APPROVED: May 15, 1988

### **ARTICLE VII: EXECUTIVE DIRECTOR**

**A.** If this office is to be occupied by someone designated as the Executive secretary or Director, this person is to be appointed or employed by the BOD. It will be the duty of this office:

- 1) To keep a permanent record of all minutes, correspondence, activities of all regular and special MWF meetings;
- 2) To keep a permanent record of all BOD meetings;
- 3) To keep the written policies of the MWF up to date when established or changed by the affiliates at the Annual Meeting.
- 4) To make the necessary physical arrangements as directed by the BOD for the Annual Meeting and for any special meetings;
- 5) To carry out the directives of the BOD as directed by the President of the MWF;
- 6) To prepare a preliminary budget to be presented to the BOD for consideration;
- 7) To plan and carry out fund-raising programs as directed by the BOD;
- 8) To keep the members of the BOD informed at all times on current problems facing the MWF and the BOD;
- 9) To prepare and edit any publication the BOD feels necessary that is designed for the general membership and planned by the publications committee;
- 10) To confer with the President at all times upon problems and necessary actions;
- 11) To keep all member clubs informed of the activities of the BOD and the MWF;
- 12) To carry out any other directives of the BOD; and
- 13) To exert most of the efforts of the office to see that the MWF is in a healthy condition.
- 14) To hire a Certified Public Accountant each year. The purpose is to review the financial reports and records of the MWF for the fiscal year ending on May 31st. The Certified Public Accountant must complete its review and submit a written report of findings and recommendations.

- a) The Certified Public Accountant will review the procedures used in the record keeping system for their accuracy in accordance with proper accounting methods; and
- b) Analyze a sample of transactions to test that the procedures were followed and that they were valid expenditures or revenue in accordance with the Annual Budget and Purposes of the MWF; and
- c) Check to make sure that bank statements have been reconciled and balance the cash in the bank accounts with the final financial report; and
- d) Check to make sure that all legal obligations have been met such as payroll taxes paid, annual IRS 990 Form has been filed and adequate performance bonding has been acquired.

## **ARTICLE VIII: MEETINGS**

### **A. Annual Meeting of the MWF**

- 1) There must be at least one meeting of the general membership of the MWF each year, which will be known as the Annual Meeting;
- 2) The date, time and place of the meeting shall be the responsibility of the BOD and the decision must be made before the 1st of February preceding the meeting.

### **B. Special meetings of the MWF**

- 1) Special meetings of the MWF may be called by the BOD when they deem sufficient cause exists to warrant such an action; and
- 2) Written notice must be mailed of the meeting date, time, place and reason for meeting at least 30 days before the date of the meeting.

## **ARTICLE IX: VOTING**

### **A. Voting In all MWF Annual Meetings shall be restricted to duly accredited delegates, elected officers of the MWF; and**

- 1) Only accredited delegates will have the right to vote in elections of MWF officers;
- 2) Each qualified affiliate shall be entitled to two (2) delegates;
  - a) One additional delegate will be allowed to an affiliate for each one hundred (100) members above the first one hundred.
- 3) Each Associate Director shall be considered an accredited delegate for the purpose of voting at the MWF Annual Meeting.
- 4) Each affiliate organization shall be entitled to one (1) delegate for the purpose of voting at the Annual Meeting.

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- 5) Each chair of a Standing Committee shall be considered an accredited delegate for the purpose of voting at the MWF Annual Meeting.
- B. Voting in all BOD meetings shall be by members of the Board only or by duly appointed alternates;
  - C. Proxy votes will not be recognized in either MWF or BOD voting.

### **ARTICLE X: QUORUMS**

- A. Accredited delegates from 20% of the regularly chartered affiliates, 50% of the officers, and at least one (1) Associate Director shall constitute a quorum at all regular BOD meetings, Annual Meetings and special meetings of the MWF;
  - 1) Once the meeting has been called to order those present will be sufficient to conduct business, providing that a quorum was present when the call to order took place;
  - 2) A simple majority of those voting shall constitute the necessary number to decide any questions at issue, except that privilege resolutions will require a 2/3 vote to be accepted for consideration.

### **ARTICLE XI: DUES**

- A. Beginning with the 1984-85 fiscal year, the annual dues of the MWF are \$3.00 per member of each local affiliate.
  - 1) The annual dues are to be collected by each affiliate and sent to the treasurer of the MWF not later than the 1st day of April each year so the treasurer may have a credentials list prepared for the Annual Meeting;
  - 2) In the circumstance of any special MWF meetings, the credentials list shall revert back to the previous Annual Meeting.
- B. The affiliate is to submit, along with the annual dues, a list of the members with their correct addresses.
- C. The membership dues entitle each affiliate member to receive a copy of the official MWF publication.
- D. Non-payment of dues is deemed sufficient grounds for withdrawal of an affiliate's charter.
- E. The \$3.00 per member dues for a first time affiliate organization shall be waived until the next calendar year's annual meeting. (Changes adopted March 1995)
- F. If a member of an affiliate club is already paying dues to another MWF affiliate organization through which he/she receives the newsletter, then the \$3.00 fee is not applicable but must be so noted on the membership list provided. (Changes adopted March 1995)
- G. Dues for associate memberships shall be set by the BOD of the MWF.
- H. Dues for affiliate organizations shall be set by the BOD of the MWF.

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- I. Dues for affiliate organizations entitle officers of said organization to receive a copy of the official MWF publication.

### **ARTICLE XII: DISTRICT STRUCTURE**

- A. There shall be geographic districts of the Montana Wildlife Federation, which coincide with each of the regional administrative districts of the Department of Fish, Wildlife and Parks.

### **ARTICLE XIII: NATIONAL AFFILIATE REPRESENTATIVE AND ALTERNATE**

- A. The National Affiliate Representative and Alternate shall be elected at the Annual Meeting of the MWF.

- B. Duties:

- 1) To represent the MWF at the National Wildlife Federation level;
- 2) To serve on the MWF BOD as a regular member;
- 3) To make a report at the Annual Meeting of the MWF; and
- 4) To serve as a member of the MWF Executive Committee; (Adopted March 1995)

- C. Duties: Alternate National Affiliate Representative

- 1) To replace the National Affiliate Representative, should he or she be unable to serve; (Changes adopted March 1995)
- 2) To attend BOD and MWF meetings. (Changes Adopted April 2010)

### **ARTICLE XIV: COMMITTEES**

- A. Establishing committees, both Committees and Ad Hoc Committees, shall be the responsibility of the President. This responsibility will include, in addition to establishing the committee, appointing chairs or co-chairs and placing individuals on the committees. Committees should be representative of the Program Areas in the most recently adopted Strategic Plan whereas Ad Hoc Committees can be used to address shorter term priorities and/or needs. The President will create and dissolve committees, and will direct committees as to their purpose and focus. The President's decisions will be subject to confirmation by the BOD. The President will endeavor at all times to carry out these duties in consultation with the BOD and in communication with interested individuals. Upon vacancy of a committee chair position, the President will appoint a replacement for approval of the BOD at the next regular BOD meeting or scheduled Executive Board conference call.

(APPROVED: April 18, 2010)

- B. These Committees should be considered an Integral part of the MWF and should be given a definite place in planning of the yearly activities as well as the Annual Meeting.

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- C. At the Annual Meeting, the President will present to the BOD for approval, a list of Committees for the next calendar year along with the names of proposed chairs and members. Documentation of this presentation and approval in the Minutes will serve as the official record for MWF. Ad Hoc committees will be created, staffed and presented for approval of the BOD when and as needed.

(APPROVED: April 18, 2010)

### **ARTICLE XV: AMENDMENTS**

- A. The Constitution of the MWF may be amended in the following manner:

- 1) The amending proposal can be submitted to the BOD by any affiliate in the form of a Resolution.
  - a) The deadline for such resolutions will be January 1 each year for consideration at the Annual Meeting.
- 2) The BOD will then submit the proposed amendment(s) to each affiliate for their consideration and action at the Annual Meeting.
- 3) Any adopted amendments will then be incorporated into the constitution and file in the office of the Secretary of State in Helena.
- 4) 60% of the delegates must vote for an amendment to make it effective.

- B. The By-laws may be amended in the following manner:

- 1) A written proposed amendment should be sent to the affiliates and to the BOD 30 days before the Annual Meeting.
- 2) The proposed amendment shall be voted on at the Annual Meeting, and a simple majority will be sufficient to make the change effective.

APPROVED: May 4, 1986

### **ARTICLE XVI: RESOLUTIONS**

- A. Purpose: The intent of a resolution is to set down in writing the policy of the Montana Wildlife Federation on a specific issue(s), which will guide the officers and Directors of the MWF in the performance of their respective duties. Resolutions are to be voted upon each year at the annual meeting business meeting.

- B. Procedure:

- 1) Resolutions may be submitted only by MWF Officers, Directors, Affiliate Clubs of the MWF and any member of MWF in good standing.
- 2) Resolutions shall be submitted to the MWF office no later than 60 calendar days prior to the annual meeting.
- 3) Resolutions shall be submitted in written form, preferably typewritten, and shall be set forth in the form recommended by Robert's Rules of order.

- 4) Any resolution submitted after the 60 day deadline will be considered an "emergency resolution" and shall be accompanied by a statement of the nature of the emergency (i.e., a situation of a serious nature, developing suddenly and unexpectedly, and demanding immediate action). An "emergency resolution" may be accepted for consideration only if approved by a minimum of 2/3 of the voting delegates at the time resolutions are assigned to a committee. (Changes adopted April, 1997)
- 5) Resolutions shall be assigned for discussion to a committee on the Friday evening of the annual meeting.
- 6) Each committee shall review resolutions assigned to it, make any desired changes and submit its resolution recommendations in final form to the MWF Secretary no later than noon on Saturday of the Annual Meeting.
- 7) The MWF Secretary shall type and make available to voting delegates all resolutions in the form submitted by the committees by 5:00 p.m. Saturday of the Annual Meeting.
- 8) During the general business meeting on Sunday morning of the annual meeting, each committee chairman will be given the opportunity to present his or her committee's recommendations on the resolutions assigned to that committee. The chairman will preside over the deliberations and votes on the resolutions assigned to that committee.
- 9) Anyone present during resolution deliberations, whether a non-member, member, or voting delegate, will have only one opportunity to speak to any resolution.
- 10) Adoption of a resolution requires a 2/3 affirmative vote of the voting delegates.
- 11) All past active resolutions shall be briefly reviewed and status reports given at the MWF fall board meeting.
- 12) Resolutions adopted more than 3 years prior shall be reviewed annually for accuracy and applicability. Resolutions no longer relevant to the mission and most recently adopted Strategic Plan of the MWF will be inactivated by an affirmative vote of two-thirds of the voting delegates at the annual business meeting.
- 13) Any inactive resolution may be resubmitted or revised for reaffirmation by two-thirds of the voting delegates at an Annual meeting.

## **ARTICLE XVII: JIM POZEWITZ ENDOWMENT FUND**

The MWF establishes a permanent endowment fund as follows:

- 1) Endowment funds are those funds for which donors (or other external agencies) have stipulated under the terms of a gift instrument as not expendable, the original dollar value will remain inviolate in perpetuity and is to be invested for the purpose of producing present and future income which may be expended.
- 2) Income produced by the endowment may be expended toward the purposes specified by the donor, or, if not specifically donor-directed, toward any purposes of the organization on a majority vote by the Board of Directors. (Approved April 28, 1996)

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- 3) The Executive Committee will manage the endowment funds, which will include accounting, investing, and reporting to the BOD.
  - a) Accounting will include bookkeeping procedures to accurately distinguish endowment funds from operating funds and allowable transfers between the two.
  - b) Investments shall be made with the degree of judgment and care, under circumstances from time to time prevailing, which men of prudence, discretion, and intelligence exercise in the management of their own affairs, not for speculation but for investment, considering the probable safety of their capital as well as the probable income to be derived.
  - c) The Board of Directors will be apprised on a quarterly basis of the status of the endowment fund.
- 4) The endowment fund shall be managed in compliance with the Uniform Management of Institutional Funds Act, Sections 72-30-101, M.C.A. through 72-30-207, M.C.A.

APPROVED: May 19, 1985

## **ARTICLE XVIII: PHIL TAWNEY HUNTERS CONSERVATION ENDOWMENT**

THE MWF establishes a permanent endowment fund as follows:

The purpose of the Phil Tawney Hunters Conservation Endowment is to educate and inform the general public about hunting ethics, fair chase and values, to perpetuate the sport of the hunt through efforts to conserve habitat and wildlife, and to stimulate the recruitment, mentoring, and involvement of youth in hunting and conservation activities.

Genesis and Management:

The MWF establishes this endowment through initial seed money emanating from residuals of the Remington Arms litigation settlement proceedings. The start-up donation of \$99,000 is provided to this fund as a component of final termination proceedings of the Remington case and approved by the U.S. District Court in San Antonio, Texas (case referred to as Garza et al. Vs. Sporting Good Properties, Inc.) in 1998.

The Endowment will be a permanent endowment of the Montana Wildlife Federation. It will be overseen by a Board appointed by the MWF Executive committee and approved by the voting Board of the MWF at a regularly scheduled board meeting. The establishment of this governing board was first officially accepted at the regularly scheduled MWF Board meeting on June 12, 1999.

Governance:

- A.** An Endowment Board will be appointed by the MWF Executive committee and approved by a vote of the MWF Board at a regularly scheduled meeting to govern the endowment.
  - 1) The Endowment Board will be composed of 8 members as follows:
    - a) 3 members from the MWF voting Board of Directors
    - b) 2 members from the Tawney family. In the event there are no Tawney family members to serve on the Endowment Board, the Endowment shall solicit the

MWF Board for alternatives, which may alter the accepted format adopted here within by the MWF Board.

- c) 2 members of the general public to be selected by the 5 members noted in a) and b). These Endowment members are to have a demonstrated allegiance to the Endowment 'MISSION' as exemplified by their personal and/or professional histories and involvement's, and may also have had, strongly suggested to carry on the memory of, a personal history and/or relationship with the late Phil Tawney and/or his immediate descendants.
  - d) 1 member of the National Wildlife Federation (NWF). This member will function as a bridge between the MWF to NWF and provide information, insights, and opportunities for the Endowment to seek out project opportunities which meet Mission goals and which may allow for Endowment grant allocations to projects of national significance or national programs with state level application.
- 2) The Endowment Board will be charged with an election of officers: President, Vice-President, and Secretary/Treasurer.
  - 3) The Endowment Board will be charged with accepting applications for grants, reviewing applications for grants, and making grant allocations. Additionally, the Endowment Board shall develop grant award guidelines and criteria, and solicit proposals.
  - 4) The Endowment Board will oversee investment of the Fund monies in conjunction with the MWF Treasurer and subject to review and approval of the MWF Board of Directors.
  - 5) The Endowment Board members shall be uncompensated – volunteer members with the exception that funds other than the 'principle' may be required for special occasion, prior approval, to be approved by vote of the Endowment Board.
  - 6) The elected officer Secretary/Treasure shall report the minutes of the scheduled Endowment Board to the MWF voting Board and to Endowment Board members.
  - 7) The Endowment Board acts only as a group at duly convened meetings at which a quorum is present.
  - 8) The Endowment Board officer Secretary/Treasurer shall prepare an Annual Budget, with the assistance of the Endowment Board, for review and approval by the MWF which specifies fund growth and allocation goals for the upcoming fiscal year (to run in conjunction with the MWF annual budget June 1 through May 31 annually).
- B.** The MWF will manage the Endowment: with recommendations of the Endowment Board but with final approval by the MWF voting Board for:
- 1) The initial endowment will be invested for prudent growth.
  - 2) The Endowment 'principle' funds will not be allocated for project purposes but will remain inviolate.
  - 3) The Endowment Board will act in the best interest of the fund corpus to increase the funds corpus through on-going fundraising activities and efforts.
  - 4) The Endowment Board shall annually allocate portions of the Endowment Fund's proceeds for projects fitting within the general Mission of the Endowment.

- 5) and/or individual and organizations engaged in work fitting the Mission of the Endowment.

## **CONFLICT OF INTEREST**

In instances in which an officer or Endowment Board member is voting on an issue, investment or allocation of funds in which he or she has significant economic interest or in which his/her employer and/or family member has a significant economic interest, and there is a potential conflict of interest, that Board member must abstain from voting on the matter in question. If the officer or Board member is unclear as to the reasoning for a loss of voting privilege, any officer or Board member may request a vote by the Endowment Board. This vote shall be final.

APPROVED: April 30, 2000

## **ARTICLE XIX: ROBERT'S RULES OF ORDER**

Except as otherwise expressly provided by applicable law including especially, but not exclusively, the provisions of the Montana Nonprofit Corporation Act, the U.S. Internal Revenue Code, or the corresponding provision of any future such act or code, and the Articles of Incorporation and the By-Laws, Annual Meetings, regular and special meetings of a) the Board of Directors, b) the Executive Committee and c) any standing, special, and ad hoc committees as well as the other affairs of the MWF shall be conducted in accordance with established parliamentary usage and custom as stated in the most recent edition of Robert's Rules of Order published by Scott, Foresman and Company or its successor or assign to the extent it is applicable and not inconsistent with any of the foregoing authorities or any special or standing rules of order adopted from time to time by the MWF or affected Board or Committee.

APPROVED: May 19, 1985

## **Article XX, Nondiscrimination**

MWF Officers, Board of Directors, Committee Members, Employees and persons serving and served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, disability, marital status or sexual orientation. This is applicable to service, employment, membership or leadership in this corporation.

APPROVED: April 18, 2010