

## **BYLAWS**

### **Foundation For Southeastern Fish and Wildlife Agencies**

#### **ARTICLE I**

##### **Name, Nature, and Location**

**Section 1.** The name of this organization shall be “Foundation for Southeastern Fish and Wildlife Agencies.” It is hereinafter referred to as the “Foundation.”

**Section 2.** The Foundation shall be a nonprofit public benefit corporation, incorporated under the laws of the State of Missouri, with no capital stock and from which no private, pecuniary profit shall ever be derived by any officer or other person except such compensation as may be allowed for services actually rendered. The income of the Foundation shall be devoted solely to the pursuance of the objectives and purposes set forth in the Articles of Incorporation and as provided in Article II of the Bylaws for the Foundation for Southeastern Fish and Wildlife Agencies.

**Section 3.** The principal office of the Foundation and such other offices as may be established shall be located within or without the State of Missouri, as the Board of Directors may determine or as the affairs of the Foundation may require. The Foundation’s registered office as required by Missouri statutes shall be maintained in the State of Missouri. It may be, but need not be; identical with the principal office in the State of Mississippi, and the address of the registered office may be changed from time to time in conformity with the laws of the State of Missouri.

#### **ARTICLE II**

##### **Objectives**

**The objectives of the Foundation are:**

- A. To protect the right of jurisdiction of the southeastern states over their wildlife resources on public and private lands as supported by the Southeastern Association of Fish and Wildlife Agencies.
- B. To sponsor cooperative fish and wildlife programs among member states and other entities to address issues of mutual interest and to benefit fish and wildlife resources.
- C. To conduct such other activities and programs that are charitable, educational, and scientific pursuant to the internal Revenue Code governing section 501c3 organizations.

**ARTICLE III**  
**Membership/Voting/Dues**

**Section 1. Departmental Membership**

- A. The Foundation's membership shall consist of the fish and wildlife departments, or their equivalents (who shall be deemed "department" herein), of the States of Alabama, Arkansas, Florida, Missouri, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, and West Virginia; and the U.S. Territories of Puerto Rico and the U.S. Virgin Islands.
  
- B. Membership's Geographic Region - The Foundation's geographic region shall be considered the territory within the political boundaries of its combined member States and U.S. Territories.

**Section 2. Honorary Membership** - By unanimous vote, the Board of Directors may bestow honorary membership upon any individual or organization deemed to have provided outstanding or exemplary service to the accomplishment of the objectives of the Foundation or to the management and conservation of fish and wildlife resources in the Foundation's geographic region. Such membership shall be for the life of the individual or organization, unless amended.

**Section 3. Termination of Membership** - Membership is terminated when a member department provides written notification of resignation to the Foundation's President. Unless otherwise specified in the written notification, the termination shall be effective immediately upon the President's receipt of the notification. Membership may also be terminated in accordance with Article XV.

**Section 4. Voting** – Each member department is entitled to one (1) vote on matters brought before the Foundation or a committee of the Foundation. Honorary members are not entitled to vote, make motions, or enter into debate. Member departments may authorize a proxy vote or proxy representative by providing notice in writing to the Secretary-Treasurer in advance of any meeting or vote.

A Delegate is eligible to substitute for and only when a Chief Administrative Officer of a member organization (aka a Director of the Foundation's Board) notifies the Foundation's Secretary-Treasurer either in person or in writing prior to commencement of a business meeting. The minutes or notes of the meeting(s) in which a Delegate participates shall identify the individual by title (Delegate), name, and organization.

**Section 5. Non-Voting Members** – The Financial Manager and Executive Secretary of the Southeastern Association of Fish and Wildlife Agencies shall serve as non-voting ex-officio members of the Board of Directors.

**Section 5. Annual Dues:**

- A. Should the Board of Directors elect to assess dues, the amount shall established by Resolution for each member state.
- B. The President or his/her designee shall notify the members in January of each year the amount of their annual dues.
- C. Unless otherwise authorized by the Board, dues are payable on or before July 1 of each year.
- D. A member that fails to pay their dues by July 1, shall be considered delinquent and given 30-days notice to either pay their dues or become ineligible to vote on Foundation business until their dues are remitted in full.

**ARTICLE IV  
Officers**

**Section 1. Officers and Their Duties** – The Officers of the Foundation shall be a President, a Vice-President, and Secretary-Treasurer and any other offices as may be established by two-thirds (2/3rds) vote of the entire Board. These Officers shall perform the duties prescribed in these Bylaws, the parliamentary authority adopted by the Board, the position descriptions approved by the Board, and such other temporary duties the Board of Directors may assign.

**Section 2. Nominations** – A committee established by the Board of Directors shall provide at least one nominee for each office. Nominations also may be made from the floor.

**Section 3. Election of Officers** - The Officers shall be elected by majority vote of all the Directors present at the regular or the special meeting where elections are held.

**Section 4. Ballot Election and Term of Office** – A ballot vote shall be required when there is more than one nominee for an office. The Officers terms shall be two (2) years or until their successors are elected.

**Section 5. Office-Holding Limitations**

- A. No Officer shall hold more than one (1) office at a time.
- B. No Officer may serve no more than two consecutive terms in the same office.

- C. Any Officer who serves more than one-half (1/2) of a term shall be considered to have served a full term in that office.

**Section 6. Filling Vacancies** – An Officer’s position that becomes vacant after the annual elections may be filled by majority vote at any Board of Directors meeting with advanced notice of nominees from the committee making recommendations and any nominations made from the floor during the meeting.

## **ARTICLE V Meetings**

**Section 1. Regular Meetings** - The Board of Directors shall establish by Resolution the date, place, agenda, and guidelines for the Foundation’s regular meetings. Meetings in the fall and the spring are desirable and may be held as conditions permit.

### **Section 2. Call and Notice of Special Meetings**

- A. Special meetings shall be held with the approval of two-thirds (2/3rds) of the Directors.
- B. Notice of a special meeting of the Board shall contain the time, date, and specific purpose(s) of the meeting and be given to each Director at least two (2) days in advance by verbal or written notice by e-mail, phone call, text message, voice-mail, or courier service.
- C. Only the business identified in the notice as the purpose(s) for calling the special meeting may be conducted.

### **Section 3. Waiver and Written Consent**

- A. A Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- B. Any action required or permitted to be taken at a Board meeting may be taken without a meeting if all Directors agree to take the action. The action must be evidenced by one or more written consents describing the action taken, signed

by each Director, and included in the minutes filed with the corporate records reflecting the action taken.

Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date.

A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

**Section 4. Quorum** - A majority of the entire Board of Directors shall constitute a quorum.

**Section 5. Electronic Meetings Authorized**

- A. Electronic meetings (e-meetings) are defined as telephone, video-conference, e-mail, listserv, or other means of communication whereby one or more Directors participate(s) remotely in an officially called meeting of the Board of Directors or a committee.
- B. E-meetings may be used for either regular or special meetings of the Board of Directors or a committee.
- C. All Directors must be properly notified and have access to devices that permit them to fully participate in meeting transactions throughout the entire time of the meeting. However, a member may decline to participate in any or all e-meetings by notifying the convening authority in writing.
- D. Specific guidelines and special rules for each type of meeting (telephone, video-conference, etc.) shall be contained in the Association's *Special Rules of Order*.

**ARTICLE VI  
Board of Directors**

**Section 1. Composition and Eligibility** - The Chief Administrative Officers of the member departments shall be the Directors who constitute the Association's Board of Directors.

**Section 2. Duties and Powers** - The Board of Directors shall have full power and authority over the affairs of the Foundation.

## **ARTICLE VII Committees**

### **Section 1. Standing Committees**

- A. Standing committees include the Executive Committee and such other committees that may be formed by Resolution of the Board of Directors as deemed necessary to carry out the work of the Foundation, and they shall serve until discharged by the Board. The standing committees may elect their own officer(s), unless the appointing authority designates the officer(s).
  
- B. The Executive Committee shall be composed of the Foundation President, Vice President, Secretary-Treasurer, and immediate past President.

#### **Duties and Powers.**

- 1. The Executive Committee is authorized to act on behalf of the Board when business matters: (1) of an urgent nature are pending and the timely assembly of a quorum of the Board of Directors is not possible; (2) of a routine business nature are pending, such as disbursements for necessary expenses or allocating funds for special work, provided such amount shall not exceed the budget allowance for such work as previously approved by the Board; (3) are a position on a general policy matter, or (4) have been referred to them by the Board.
  
- 2. The Executive Committee may refer matters brought before it to the proper standing committee or to a special committee, which it may designate, or to the Board.
  
- 3. The Executive Committee shall have five (5) days to report in writing to the Board of Directors all actions taken or proposed on non-routine, urgent matters.

**Section 2. Committees** – Either the President or the Board of Directors may form Standing or Special Committees of limited duration, as deemed necessary to carry out the work of the Foundation.

**Section 3. President's Ex-Officio Membership** - The President shall be an ex-officio, voting member of all committees; however, the President's absence shall not be considered when establishing a meeting quorum, but the President's presence shall be considered when establishing a meeting quorum.

## **ARTICLE VIII**

### **Business of the Foundation**

**Section 1. General.** All property and monies received by gift, devise, bequest or otherwise and accepted by the Board of Directors shall constitute the funds of the Foundation. No part of the same and the income and capital appreciation therefrom, except for administrative expenses, shall be expended except for the purposes as set forth in the Articles of Incorporation.

**Section 2. Restricted Funds.** In the investment, control or expenditure of any funds or property, including the income and capital appreciation therefrom, received by the Foundation for a special purpose and accepted by the Board of Directors with restrictions thereon, the Directors shall follow the directions or instructions of the donor of such funds or property as a trustee obligation. The Board of Directors reserves the right not to accept restricted funds or property.

**Section 3. Designation of Funds.** The Board of Directors shall have the authority and power to designate various categories of funds for use consistent with the purposes of the Foundation. The Board of Directors may, upon its own motion, designate categories of funds with restrictions and conditions on the expenditure thereof and such categories may be in addition to those funds received with restrictions imposed by the respective donor.

**Section 4. Deposit of Funds.** The funds of the Foundation shall be deposited in financial institutions designated by the Board of Directors and shall be disbursed by agents of the Foundation as duly authorized by the Board of Directors.

**Section 5. Audit.** There shall be an annual audit of the books of the Foundation.

**Section 6. Contracts.** Except as otherwise provided in these Bylaws or as otherwise restricted, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable peculiarly for any purpose or in any amount unless in the ordinary course of business.

**Section 7. Loans.** Unless in the ordinary course of business, no loans shall be contracted on behalf of the Foundation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors in accordance with the provisions of these Bylaws. To the extent so authorized, any officer or agent of the Foundation may effect loans and advances at any time for the Foundation from any

bank, trust company, or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the Foundation, and when authorized as aforesaid, may pledge, hypothecate or transfer any and all stocks, securities and other personal property at any time held by the Foundation as security for the payment of any and all loans, advances, indebtedness and liabilities of the Foundation, and to that end may endorse, assign and deliver the same.

**Section 8. Disbursement of Funds.** All checks, drafts or other orders for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of the Foundation, shall be in accordance with the Bylaws of the Foundation and as duly authorized by the President of the Foundation and/or the Board of Directors.

**Section 9. Agents of the Foundation.** By Resolution the Board of Directors may authorize agents of the Foundation to conduct the business of the Foundation including receipt and disbursement of funds.

#### **ARTICLE VIII Records Retrieval System**

The Foundation shall keep in a permanent retrieval system, correct and complete financial records, minutes of the proceedings of its members, Board, and Executive Committee; the Charter, Bylaws, standing and special rules; and policy and procedures; and, shall keep a record of the names and addresses of the members entitled to vote. All records in the system may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

#### **ARTICLE IX Calendar Year**

The Foundation shall utilize a calendar year beginning on the first day of January in each year and ending on the last day of December in the next year.

#### **ARTICLE X Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised*, shall govern the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order or other exceptions the Board may adopt.



## **ARTICLE XI Dissolution**

Should the dissolution of the Foundation become necessary, all assets shall be liquidated, and the monies received from such liquidation shall be used first to pay all outstanding debts and other liabilities. Unless pre-empted by law, the Board of Directors existing at the time of dissolution shall, as its last official act, elect a committee to disburse the remainder of the monies to organizations actively pursuing the purposes of the Foundation prior to its dissolution. The committee will cease to function after completing the disbursements.

## **ARTICLE XII Indemnification and Insurance**

### **Section 1. Indemnification**

To the extent permitted by Missouri law, the Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any proceedings, whether civil, criminal, administrative, or investigative by reason of the fact that the person is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another corporation or other enterprise, against expenses (including attorneys' fees), judgments, fine and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Foundation.

### **Section 2. Insurance.**

The Foundation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Foundation, or who is or was serving at the request of the Foundation as a director, officer, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify him or her against such liability under the provisions of this Section 7.

Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, vote of the executive committee or members, or otherwise

**ARTICLE XIII**  
**Director's Limited Immunity**

To the extent permitted by Missouri law, a member of the Board of Directors shall not be personally liable to the Foundation or its members for monetary damages for breach of fiduciary duty as a Director, provided that the Director has not: (1) breached his/her duty of loyalty to the Foundation or its members; (2) performed acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law; or (3) derived an improper personal benefit.

**ARTICLE XIV**  
**Amendments to Governance Documents**

**Section 1. Amendment** - The Articles of Incorporation and the By-laws of the Foundation may be amended at any regular meeting by two-thirds (2/3rds) vote of the Board; provided, however, that proposed amendments shall be submitted to the Secretary-Treasurer in writing at least sixty (60) days prior to the date of the meeting at which the proposed amendment is to be considered.

The Foundation's Special Rules of Order may be amended at any meeting either by a two-thirds (2/3rds) majority with at least sixty (60) days prior notice as stipulated above, or by a majority of the entire membership.

**Section 2. Notice** - Upon receipt, in writing, of a proposed amendment, the Secretary-Treasurer shall mail a copy of said proposal to each member department at least forty-five (45) days prior to the date of the meeting at which the amendment is to be considered.

**Section 3. Corrections to the Bylaws** - Minor corrections of spelling, punctuation, general administrative provisions, and grammar may be made without amending the Bylaws, provided that such corrections do not alter the meaning of the Bylaws in any way. The date such corrections are made shall be entered into the list of Bylaws revisions.

**ARTICLE XV**  
**Revocation of Membership**

If for any reason the Foundation would consider removing a member department, a fair and reasonable procedure shall be invoked pursuant to Missouri statute 355.211 and Chapter XX, RONR. In determining whether the procedure is fair and reasonable, all of the relevant facts and circumstances shall be taken into consideration. The procedure shall include the following:

(a) Not less than fifteen days' prior written notice of the expulsion, suspension, or termination and the reasons therefor; and

(b) An opportunity for the member department to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination by a person or persons authorized to decide that the proposed expulsion, termination or suspension not take place.

Any written notice given by mail must be given by first class or certified mail sent to the last address of the member shown on the Foundation's records.

Any proceeding challenging an expulsion, suspension or termination, including a proceeding in which defective notice is alleged, must be commenced within one year after the effective date of expulsion, suspension or termination.

\_\_\_\_\_  
President

\_\_\_\_\_  
Date

\_\_\_\_\_  
Secretary-Treasurer

\_\_\_\_\_  
Date

Revision/Amendment Dates  
April 4, 2019