

KANSAS WILDLIFE FEDERATION

BY-LAWS

ARTICLE I	Intent	page 2
ARTICLE II	Annual Schedule and Objectives	page 2
ARTICLE III	District Organization	page 2
ARTICLE IV	Officers and Directors	page 3
ARTICLE V	Executive Manager and Other Staff	page 6
ARTICLE VI	Membership	page 6
ARTICLE VII	Categories of Membership	page 7
ARTICLE VIII	Annual Dues	page 8
ARTICLE IX	Elections and Voting	page 8
ARTICLE X	Meetings	page 9
ARTICLE XI	Resolutions	page 9
ARTICLE XII	Committees	page 10
ARTICLE XIII	Finances	page 11
ARTICLE XIV	Publications	page 11
ARTICLE XV	Amendments	page 11
ARTICLE XVI	Rules of Order	page 11

KANSAS WILDLIFE FEDERATION

BY-LAWS

ARTICLE I

Intent

It is the intent of the Kansas Wildlife Federation, hereinafter referred to as the “KWF”, by these By-laws to establish operational policies for the implementation of the KWF’s Constitution as amended.

ARTICLE II

Annual Schedule and Objectives

Section 1. Each year the Executive Committee, hereinafter referred to as the “Committee”, shall meet within thirty (30) days after the Annual Meeting to formulate annual and long-range objective proposals that are well-defined, have target dates set for completion, and are assigned as to responsibility.

Section 2. The Board of Directors, hereinafter referred to as the “Board”, shall meet within sixty (60) days after the Annual Meeting for the primary purpose of reviewing, modifying, and establishing annual and long-range objectives as the KWF policy based on the report for the Committee as set forth in Section 1 of this Article.

ARTICLE III

District Organization

Section 1. The KWF shall be organized into six (6) Districts, which shall be Southwest, Northwest, South Central, North Central, Northeast and Southeast. Such Districts to be established by the Board and revised as necessary for effective membership representation.

Section 2. Local organizations in each such District may be chartered by, operate under, and be subject to the requirements of affiliation of the KWF as detailed in Articles VI and VII herein. Such clubs will then be known as Affiliate Organization. An Affiliate Organization charter will remain in force only so long as the affiliate to which it is issued shall comply with the Articles of Incorporation, the By-laws and rules and regulations of the KWF.

Section 3. Each District shall be represented by one (1) District Directors from the membership within that District.

Section 4. Six (6) Directors will be elected from the KWF membership at-large.

Section 5. The term of office of each director shall be for a period of two (2) years. The election of the six (6) District Directors and six (6) Directors-at-Large will be staggered so that no more than half will normally be due for election in any given year.

Section 6. A Director's term of office shall be limited to three (3) consecutive two (2) year terms. A deviation to this limitation may be approved by a two thirds (2/3) vote of the Board upon written request to the President by the Nominating Committee indicating no other candidates available within said district.

ARTICLE IV
Officers and Directors

Section 1. Each officer and member of the Board shall be a KWF member in good standing in one of the categories described by Article VII of the By-Laws and be a resident of the State of Kansas

Section 2. President

The President shall serve as the principal officer of the KWF, preside at all general meetings, and chair the Board and Committee. The President or appointed delegate shall be the chief spokesperson for the KWF and shall represent the KWF to the press, governmental agencies, private organizations, and the general public. The President shall coordinate the activities of all Officers and committees and shall conduct KWF affairs in accordance and compliance with the Constitution and the By-Laws and as directed by the Board. The President shall be the direct supervisor of the Executive Vice-President and the Managing Director.

The President shall within thirty (30) days after taking office appoint standing committee chairpersons and instruct them and the Officers and Directors of duties as prescribed in the Constitution and By-laws. The President generally shall be responsible for the effective operation of the KWF. The President is elected for a one-year term and shall serve no more than three (3) consecutive Terms. Upon leaving office, the President shall turn over to the new Officers all records in his/her custody. The President of the KWF is expected to attend NWF Annual Meetings, being reimbursed by KWF to the extent of the difference of KWF reimbursement to the President and NWF reimbursement to the elected delegates.

Section 3. Immediate Past President

The Immediate Past President shall assist the President in the organization and conduct of the meetings in Article II and recommend possible appointments to the Standing Committees. The Immediate Past President shall assist the President to insure that committees are properly functioning and reporting and shall assume other duties as the President shall assign. The Immediate Past President shall be an ex-officio member of the Leadership Development Committee.

Section 4. Vice Presidents.

Two (2) Vice Presidents shall be elected, one at each annual meeting to provide for staggered terms. The elected term of office shall be for two (2) years. The President shall designate which shall serve as the Conservation Vice President and the Administrative Vice President.

Section 5. Conservation Vice President.

Because of the overriding importance of conservation issues and education, the Conservation Vice President is specifically designated. The Conservation Vice President shall be responsible for the operation of the Conservation Issues Committee and Conservation Education Committees. The Conservation Vice President shall recommend chair appointments for these committees to the President and shall insure these committees are properly organized, functioning, and prepared to report activities at appropriate meetings. The Conservation Vice President shall assist the President in the discharge of his/her duties and shall assume other duties as the President shall assign. The Conservation Vice President may also serve as committee chairman of either of the two committees.

Section 6. Administrative Vice President.

The Administrative Vice President is specifically responsible for the operation of the KWF Affairs Committee, the KWF Federation Development Committee and the Leadership Development Committee. The Administrative Vice President shall recommend chair appointments for those committees to the President and shall insure that these committees are properly organized, functioning and be prepared to report activities at appropriate meetings. The Administrative Vice President shall assist the President in the discharge of his/her duties and shall assume other duties as the President shall assign. The Administrative Vice President may also serve as Chairman of one of the three committees.

Section 7. National Wildlife Federation Representative.

The National Wildlife Federation (NWF) Representative shall serve as the accredited representative of the KWF to the NWF, and shall be responsible for all affairs relating to maintaining the affiliate in good standing with the NWF. The elected term of office shall be for one (1) year. The NWF Representative shall be an ex-officio member of the KWF Affairs Committee. The NWF Representative is expected to attend the NWF annual meeting and will be reimbursed for travel expenses to the extent approved by the board of Directors and provided for in the annual budget, but in no case in an amount exceeding travel expenses reimbursed to the President for the same meeting. Alternate NWF Representatives may be elected. Alternative NWF Representatives attending the NWF annual meeting will not be provided reimbursement of travel expenses unless actually serving as the alternate for the NWF Representative. Alternative Representatives perform such duties as directed by the President or NWF Representative.

Section 8. Treasurer.

The Treasurer shall be the chief financial officer and shall be custodian of the financial condition of the KWF. The Treasurer, in coordination with the Managing Director, shall be responsible for custody, and dispersal of KWF funds and other assets. Before assuming the duties of Treasurer, or becoming custodian of any KWF funds, the Treasurer shall be covered by a proper bond. The cost of such bond to be paid for by KWF funds covered by check, issued by the outgoing Treasurer. The Treasurer shall turn over to his/her successor all records of the office including an outside audit of the treasury accounts, the audit to be paid for from KWF funds. The Treasurer shall be appointed annually by the President and ratified by a majority of the board but not later

than the adjournment of the first quarterly Board meeting. All KWF dispersals by check will require two signatures, one of which must be that of the Treasurer or an approved Officer.

Section 9. Secretary.

The Secretary shall perform all functions incident to the position. The Secretary, in coordination with the Managing Director, shall record, or cause to be recorded, all proceedings of general meetings of the KWF, the Committee and of the Board. The Secretary shall forward copies of all proceedings to the Managing Director for inclusion in the central file together with documents and records required by law to be retained and filed. The Secretary shall turn over to his/her successor all records of the office in good form. The Secretary shall be appointed annually by the President and ratified by a majority of the Board but not later than the adjournment of the first quarterly Board meeting.

Section 10. Directors.

The six (6) District Directors shall represent the KWF and be responsible for implementing policies and activities within their districts. They shall coordinate with committees regarding District needs and shall serve the committees when actions are desired. The District Directors and Directors-at-Large shall promote the KWF image and assist in recruiting of individual and affiliate memberships within their stated districts and the state as a whole. Term of office shall be in accordance with Article III.

Section 11. No Board member shall receive any fee, salary, or other compensation from the KWF excepting that reimbursement for actual expenses incurred in the performance of KWF business may be granted with prior approval of the Committee.

Section 12. Attendance at all appropriate meetings is expected from all Committee and Board members. Absence without prior notice or legitimate cause from three (3) consecutive meetings shall be cause for automatic dismissal from office or appointment. Reinstatement is possible as detailed in Section 14 of this article.

Section 13. The Committee, by simple majority, may select an acting Officer or Director to serve until the next Board meeting when an election shall occur. Vacancies on the Board may be filled at any Board meeting by a two-thirds (2/3) majority vote of the Board present.

Section 14. Any five (5) Board members may recommend to the Board the removal from office of any Officer or Board member. Removal must be for cause based on actions contrary to the KWF's Constitution or By-laws. Removal requires a two-thirds (2/3) majority of the full Board in writing.

Section 15. No Board member may assume any authority not expressly granted by the Constitution and By-laws and no Officer or Director may execute contracts or other agreements in the name of the KWF except by directive of the Committee or Board. Ultimate authority of the KWF rests with the membership, which may void any action of the Board, Committee, or any Officer, including those expressly authorized by these By-laws.

ARTICLE V

Executive Manager and Other Staff

Section 1. The KWF may hire staff personnel as needed, either directly as paid employees, or indirectly through contract with a private management or consulting firm. Two key positions are that of Managing Director, which may be hired either directly or by contract, and that of Executive Vice President, which may be hired only as a paid employee of KWF.

Section 2. The Managing Director shall assume duties as the President shall assign and shall assist the Officers and Directors in fulfilling their duties consistent with the Board and Committee policies. The Managing Director shall, in general, be responsible for maintaining fiscal solvency within Board and Committee guidelines, providing quality membership services, promoting KWF growth, publishing the official KWF newsletter or magazine, scheduling Board and Committee meetings, informing the Board and Committee regarding KWF activities, and maintaining staff personnel quality and performance. If in a KWF paid staff position, the Managing Director, shall, in consultation with the President, be responsible for hiring and terminating other staff and shall establish their job descriptions, salaries, and benefits within Board policies and budgetary restrictions. If in a contract position, the Managing Director shall have sole authority over personnel matters under his/her jurisdiction.

Section 3. The Executive Vice President shall assume duties as the president shall assign and shall assist Officers and Directors in fulfilling their duties consistent with Board and Committee policies. The Executive Vice President shall, in general, be the principal spokesman on conservation and environmental issues for KWF, when dealing with the Legislature, governmental agencies, other conservation and natural resource groups and the general public. Duties will include drafting resolutions, reviewing and providing updates on pending legislation that impacts on wildlife and other natural resources, preparing testimony for legislative hearings, presenting testimony whenever key officers are unable to do so. Additional duties will include promoting environmental education, monitoring environmental and conservation issues, informing the Board and Committee of potential impact if issues to KWF, and maintaining staff personnel quality pertaining to execution of duties within this office. The Executive Vice President shall, in consultation with the President, be responsible for hiring and terminating other staff associated with this position and shall establish their job descriptions, salaries, and benefits within Board policies and budgetary restrictions.

Section 4. If both a Managing Director and Executive Vice President are employed, each will, in consultation with the President, assist the development or modification of their respective job descriptions to assure that there is no significant overlap in responsibilities while insuring that no area of KWF interest or responsibility is excluded.

ARTICLE VI

Membership

Section 1. Written application is required for membership. The Board shall reject applications of individuals or groups not qualified under the constitution.

Section 2. Honorary individual memberships, with no voting powers or other privileges, may be

presented from time to time by the Board in recognition of outstanding service to the KWF, the State or the Nation.

Section 3. All persons who serve on standing committees shall hold valid membership in the KWF.

Section 4. Membership in any category of membership requires the individual or organization subscribe fully to the purposes and objectives of the KWF as set forth in Article II of the Articles of Incorporation (KWF).

ARTICLE VII

Categories of Membership

Section 1. Affiliate Organization.

Affiliate Organization membership shall consist of clubs, associations, or organizations that have requested to affiliate in writing to the KWF Board, have a current set of by-laws which states one of the organization's principle purposes is the conservation of our natural resources, have principle residency within the State of Kansas, a board of directors, and have a total membership of at least ten (10). The organization must meet regularly. Membership in an Affiliate Organization gives affiliate membership in the KWF to an individual only if included in an official roster to the KWF.

An Affiliate Organization may select one of two categories, Affiliate I and Affiliate II, both of which are considered Affiliates of the KWF.

1) Affiliate I organizations shall provide the KWF with a list of their members and pay per capita dues on its entire membership within sixty (60) days after said affiliation anniversary date. Each Affiliate I member shall receive a mailed copy of the KWF publication.

2) Affiliate II organizations shall provide the KWF with a list of their members and an annual dues within sixty (60) days after said affiliation anniversary date. The Affiliate shall receive a set number of KWF publications mailed to a single address. Each Affiliate II member with an e-mail address shall receive an electronic copy of the KWF publication.

Individual Affiliate members may hold any KWF office, may attend all meetings and functions of KWF, but are not afforded voting privileges except as provided under Article IX; Section 7. Organizations which have by-law prohibitions against affiliation shall not be recruited or accepted by KWF as an Affiliate Organization but may be accepted as a sustaining member.

Section 2. Individual.

Individual membership entitles members to full participation in all KWF Annual Meetings, functions, and to be entitled to any voting privileges and to hold any KWF office as provided for in the By-laws. Members must remain current (within 60 days) with their dues and reside in the State of Kansas.

Section 3. Sustaining.

Sustaining membership shall be offered to any organization or individual who wish to contribute financial assistance to the KWF. Said membership shall be entitled to all the privileges of individual membership as prescribed under Section 2 above. In the case of an organization, a specific member of said organization must be designated to exercise the privileges of membership.

Section 4. Life.

Life membership shall be available to any individual who desires such status and shall make payment of the dues thereof. The member shall retain all privileges of individual membership for the duration of his/her lifetime and upon death of the member shall revert to the KWF with no recourse.

ARTICLE VIII

Annual Dues

Section 1. Affiliate Organization shall pay membership dues as established by the Board.

Section 2. Individual membership dues shall be established by the Board.

Section 3. Sustaining membership dues shall be established by the Board.

Section 4. Life member dues shall be a one-time lump sum payment as established by the Board.

ARTICLE IX

Elections and Voting

Section 1. The election of all Officers and Directors except Secretary and Treasurer shall be at the Annual Meeting and shall be by secret ballot except when a nominee is unopposed.

Section 2. Each member or accredited delegate, regardless of the category, is entitled to one (1) vote in each ballot at the Annual Meeting. At Board and Committee meetings, only members as specified in the Constitution, Article IV, may vote and each person is limited to one (1) vote.

Section 3. All Officers and Directors, except the National Wildlife Federation Representative (and alternates) shall take office immediately following the election and shall serve until the next Annual Meeting or until their successors are chosen.

Section 4. The National Wildlife Federation Representative (and alternates) shall take office on April 1 following the election and serve until the next March 31.

Section 5. Under no circumstances may any member, even though qualified by more than one membership category, be entitled to more than one (1) vote at any regular or special Board meeting or at the Annual Meeting of the KWF.

Section 6. Voting at the KWF Annual Meeting shall be restricted to members in good standing

of all membership categories, elected Officers, District Directors, Directors-at-Large, and voting delegates of Affiliate Organizations holding charters under Article VII, Section 1 of these By-Laws. Delegates of such Affiliates shall be considered pre-registered voters and allowed to vote on all organizational business. With the exception of amending the Articles of Incorporation or By-Laws, all decisions at the Annual Meeting shall be by majority vote of those eligible voters present.

Section 7. Affiliate Organizations having complied with Article VII, Section 1, of these By-laws shall be considered a member in good standing and eligible for delegate representation with voting privileges as follows: Two (2) Delegates for the first fifty (50) members, and one (1) Delegate for each additional fifty (50) members or portions thereof.

Section 8. Voting by proxy shall not be allowed under any circumstances.

ARTICLE X

Meetings

Section 1. Executive Committee meetings shall be scheduled by the President or at the call of any four (4) members. A minimum of four (4) meetings throughout the year, separate from Board meetings, will be held with at least one (1) meeting every three (3) months. A quorum shall consist of one-half (1/2) of the members of the Committee. No business shall be conducted without a quorum present. Members of the Committee shall be given at least three (3) days notice, either written or verbal, prior to any meeting.

Section 2. Board meetings shall be scheduled by the President or upon written request of any ten (10) members. A minimum of four (4) regular meetings throughout the year at approximately equal intervals shall be held. A quorum shall consist of one-third (1/3) of the members of the Board. No business shall be conducted without a quorum present. Members shall be given at least fourteen (14) days written notice prior to any meeting.

Section 3. The President, with the approval of the Board, will call for and schedule an Annual Meeting and convention of the KWF. The date and location shall be set by the Board.

Section 4. One of the four (4) regular meetings of the Board shall be immediately prior to the opening of the Annual Meeting.

Section 5. All voting members shall be notified of the Annual Meeting in writing or by publication in the official publication of the KWF at least thirty (30) days prior to the date of the meeting. The eligible voters present at the Annual Meeting shall constitute a quorum.

ARTICLE XI

Resolutions

Section 1. Resolutions may be proposed by: Any Affiliate Organization, any member of an affiliate organization, any member of the Board, any member of the general membership, or may be developed by the Conservation Issues Committee.

Section 2. Resolutions must be submitted in writing to the Conservation Issues Committee no less than forty-five (45) days prior to the Annual Meeting.

Section 3. Emergency resolutions may be submitted. Resolutions submitted less than forty-five (45) days prior to the Annual Meeting will not be presented unless the “Resolution Subject and Purpose” is first approved by a majority of the voting membership present.

ARTICLE XII

Committees

Section 1. Standing committees must function within the guidelines and policies set by the KWF, its Board, and Committee. Standing committees of the KWF shall be designated as Federation Development, Federation Affairs, Leadership Development, Conservation Issues, Conservation Education and Affiliate Recruitment.

Section 2. The chairperson of each standing committee shall be approved by the Board for a term not to exceed the current President’s term. The President may remove any chairperson with the concurrence of the Board.

Section 3. The President shall be an ex-officio member of all standing committees and subcommittees except the Nominating subcommittee. The Administrative Vice President shall be an ex-officio member of the Federation Development, Federation Affairs, Leadership Development and Affiliate Recruitment Committees. The Conservation Vice President shall be an ex-officio member of the Conservation Issues and Conservation Education Committees.

Section 4. Subcommittees may be formed by the chairperson under each standing committee as needed to conduct specific KWF business except that a standing subcommittee, the Nominating Subcommittee, shall exist within the Leadership Development Committee. Each subcommittee chairperson shall be a member of and report to the standing committee. Subcommittees other than the Nominating subcommittee shall be dissolved when their assigned task is completed or when the term of the standing committee chairperson expires, whichever occurs first.

Section 5. The Nominating Subcommittee shall prepare with the Leadership Development Committee proposed qualification standards and job descriptions for each Board position and Nominating Subcommittee shall present a proposed slate of qualified candidates for each vacancy to the Board meeting that occurs at least thirty (30) days prior to the Annual Meeting. Prior to this presentation, the Nominating Subcommittee shall contact candidates to insure they are available and willing to fulfill the obligations of their office if elected.

Section 6. All standing committees may meet prior to each Board meeting and prepare a written report of progress to be presented at the next Board meeting and the Annual Meeting.

Section 7. The Administrative Vice President and the Conservation Vice President shall contact the chairpersons of their respective committees prior to each Executive Committee meeting and be prepared to present a written and oral report of progress at that meeting.

ARTICLE XIII

Finances

Section 1. All funds of the KWF shall be deposited in such bank(s) or other depositories as may be approved by the Board.

Section 2. All dispersals shall be made with numbered, two-signature checks drawn by the Treasurer and/or the President or the Managing Director. The Treasurer, with approval of the Committee, may authorize other officers to sign checks in his/her absence and the Managing Director may authorize other staff to perform this function in his/her absence. In no case may two staff members be the sole signatories to a KWF dispersal.

Section 3. Any individual having charge or control of funds belonging to the KWF shall give such bond as the Board desires for the safe custody of such funds and costs of such bond shall be borne by the KWF.

Section 4. The fiscal year of the KWF shall be determined by the Board.

Section 5. The Committee and Board shall receive from the Treasurer and shall acknowledge receipt of the current financial statement at each of their respective meetings.

ARTICLE XIV

Publications

Section 1. All materials printed, published and issued by KWF, including but not limited to letterhead, envelopes, business cards, brochures, advertising, membership application forms and the official publication, will be imprinted with the descriptive tag line, "The Voice of Outdoor Kansas".

Section 2. The official periodic magazine or newsletter, considered to be the official publication of the KWF, shall be entitled "**The Kansas Wildlife Federation Outdoor Kansas**"

ARTICLE XV

Amendments

Section 1. These By-laws may be amended at any Annual Meeting by a two-thirds (2/3) majority of the voters present or at any Board meeting by a two-thirds (2/3) majority of the full Board; provided that in either case an advance notice of not less than thirty (30) days shall be sent to each member of the KWF with notification of intent to modify along with any proposed change.

ARTICLE XVI

Rules of Order

Section 1. The rules contained in the current edition of *Robert's Rules of Order*, newly revised, shall govern the KWF in all cases to which they are applicable and in which they are not

inconsistent with these By-laws and any special Rules of Order the KWF may adopt.

These By-laws revised and adopted by the Kansas Wildlife Federation this 15th day of October, 2011.

A handwritten signature in cursive script that reads "Don Snider".

Don Snider
President