

KANSAS WILDLIFE FEDERATION

Articles of Incorporation *(Constitution)*

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Kansas Wildlife Federation

Articles of Incorporation *(Constitution)*

PREAMBLE

We, the members of The Kansas Wildlife Federation, believing in the sustained wise use, conservation, aesthetic appreciation and restoration of wildlife and other natural resources and realizing this can be achieved only through the understanding and education of the people of this state, do hereby adopt and establish these Articles of Incorporation in place of and instead of the existing Articles of Incorporation.

ARTICLE I

Name

Section 1. The name of this organization shall be the *Kansas Wildlife Federation*, hereinafter referred to as the “KWF”, and it shall be incorporated under the laws of the State of Kansas.

Section 2. The KWF shall be associated with the National Wildlife Federation.

ARTICLE II

Objectives

Section 1. To provide for conservation education to develop an environmentally aware citizenry which will conserve the natural resources of the State of Kansas.

Section 2. To provide a forum for organizations and individuals interested in the wise sustained use, conservation, restoration and management of wildlife and other natural resources of Kansas and the United States.

Section 3. To develop and exchange knowledge and information among organizations and individuals regarding wise sustained use, conservation, restoration and management of wildlife and other natural resources of Kansas and the United States.

Section 4. To promote a fuller understanding, greater appreciation and encourage protection of wildlife habitat and other natural resources by sportsmen, other outdoor enthusiasts and land-owners and managers.

Section 5. To cooperate with and promote local, state, federal and private agencies and organizations concerned with natural resource management, in improving and strengthening basic resources through wise sustainable utilization.

Section 6. To formulate recommendations for sound policies concerning the wise sustainable use, conservation, restoration and management of wildlife and other natural resources and to articulate these policy recommendations in local, state and national forums, and to contribute to decisions affecting wildlife and other natural resources of Kansas and the United States.

Section 7. To stimulate public interest in and appreciation of the importance of wildlife and other natural resources and the need for conserving, restoring, managing and promoting wise sustainable use of wildlife and other natural resources.

ARTICLE III

Limitations

Section 1. The KWF is organized exclusively for charitable, educational and scientific purposes. As such, the KWF shall have all the powers that are or may be conferred upon corporations formed under the Kansas non-profit corporation act and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future Kansas Law or Internal Revenue Law. It shall not carry on any activities prohibited by a corporation exempt under this code.

Section 2. The KWF is empowered to accept gifts or donations of services of real or personal property of every kind. It is not organized for profit, and no part of the earnings of the KWF shall inure to the benefit of, or be distributed to, its members, Directors, Officers, or other private person, except the KWF shall be authorized and empowered to pay reasonable compensation for all services rendered and to make payments and distributions in furtherance of the objectives in Article II. The KWF and its employees shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. No member of KWF shall participate in any political function on behalf of the KWF without Executive Committee approval.

ARTICLE IV

Organization

Section 1. The KWF shall be active statewide.

Section 2. Officers of the KWF shall consist of the President, Immediate Past President, two (2) Vice Presidents, Secretary, Treasurer, National Wildlife Federation Delegate and the Executive Vice President and Managing Director as two non-voting officers.

Section 3. Officers of the KWF, except for the Secretary, Treasurer, Executive Vice President and Managing Director, shall be elected at the Annual Meeting of the KWF by a vote of the duly accredited voting delegates, general membership and officers as provided in the By-Laws.

Section 4. The Executive Committee shall consist of the Officers and two (2) other members of the Board of Directors, hereinafter referred to as the "Board", chosen by the President. The President shall select additional members of the Board to serve on the Executive Committee

when vacancies occur until such time as the Board elects to fill such vacancies. The Executive Committee, in accordance with the By-Laws, may transact all regular business of the KWF, administer all KWF affairs, and supervise activities of all Officers, subject to policies established by the Board. The Executive Vice President and Managing Director will act in an ex-officio capacity and will have no voting privileges in this committee. The Executive Committee shall recommend to the Board the hiring and termination of the Executive Vice President and Managing Director or Management Firm and establish the Executive Vice President's and Managing Director's or Management Firm's job description, salary, paid benefits and any other remunerations, within the guidelines of any management agreement and the annual budget.

Section 5. The Board shall be composed of the officers, six (6) District Directors, and six (6) Directors-at-Large. The Board, in accordance with the By-Laws, shall establish all policies not expressly established by the voting membership of the KWF in the interim between Annual Meetings, govern all activities of the KWF, and shall exercise general supervisory control over all officers and committees. It may appoint persons to fill any vacancies in any offices, shall approve the annual budget, shall establish membership dues and various levels of recognition, has final hiring and termination authority over the Executive Vice President and Managing Director or Management Firm, and shall perform other actions to maintain a fiscally sound and viable KWF.

Section 6. The KWF, with Board approval, may become associated for a definite period of time with any organization having a similar purpose; however, the KWF may not be the official state affiliate of any organization other than the National Wildlife Federation.

ARTICLE V *Membership*

Section 1. The membership of the KWF shall be open to those individuals and organizations subscribing to the purposes of the KWF as stated in Article II.

Section 2. Membership shall be held only so long as the members shall, in good faith, comply with the conditions set forth in the By-laws and the purposes of the KWF.

Section 3. The KWF Board of Directors shall terminate the membership of any individual or organization if it determines, upon investigation and due notice (10 days), that the member does not qualify for membership or has failed to comply with the conditions for membership as set forth in these Articles and By-laws. The member shall have the right to appeal such termination action in writing to the Board within thirty (30) days.

Section 4. Members of the KWF shall have no rights in or to the property of the KWF which property shall be held solely for the use in business or furtherance of the purposes of the KWF.

ARTICLE VI *Annual Meeting*

Section 1. Each calendar year, a meeting of the full membership of the KWF designated as the "Annual Meeting" shall be called at a time and place selected by the Board. The Annual Meeting is the official corporate meeting of the KWF and is separate from all other meetings of the KWF.

ARTICLE VII

Dissolution

Section 1. In the event of the dissolution of the KWF, all necessary assets, both physical and monetary, shall be utilized to pay any outstanding debts of the KWF. Any remaining assets shall be donated to the National Wildlife Federation.

ARTICLE VIII

Amendments

Section 1. These articles of Incorporation (Constitution) may be amended at any annual meeting of the KWF by two-thirds (2/3) majority of the eligible voters present, provided an advance notice of thirty (30) days is sent to each member with notification of intent to modify, along with any proposed changes.

These Articles of Incorporation (Constitution) revised and adopted by the Kansas Wildlife Federation on this 4th Day of April 1998.

Steven G. Sorensen
President