

BYLAWS
of the
AMERICAN WILDLIFE CONSERVATION
FOUNDATION, INC.



As amended and effective October 5, 2017

American Wildlife Conservation Foundation, Inc.

Mission Statement

To enhance fish and wildlife resources in North America through funding conservation, research, and education initiatives with the goal of ensuring that the present and future generations can continue to enjoy these resources.

Purposes and Objectives

1. To encourage and support efforts in the conservation of fish and wildlife resources and their habitats.
2. To encourage the discovery and dissemination of facts necessary to gain additional understanding and support for scientific wildlife management through conservation, research, and education.

ARTICLE I - NAME AND OBJECTIVES

Section 1. The name of this organization shall be the: **AMERICAN WILDLIFE CONSERVATION FOUNDATION, INC.** hereinafter referred to as the Foundation, formed originally by the consolidation of the New York State Conservation Council Foundation, Inc. and the American Game Protective and Propagation Association on January 5, 1970 as the New York Conservation Council and American Game Association Foundation, Inc. pursuant to Section 50 of the Membership Corporations Law of the State of New York; it was subsequently named the American Wildlife Research Foundation in 1978 and is now (2003) renamed the American Wildlife Conservation Foundation, Inc.

Section 2. The Foundation is a not for profit scientific and educational private foundation, which is tax exempt under Section 501(c)(3) of the Internal Revenue Code. It is also exempt from New York State Income and Sales and Use Taxes.

Section 3. The purposes and objectives of the Foundation, as set forth in its Certificate of Incorporation, are:

- a. to aid in the formulation and establishment of sound policies and practices designed to conserve, protect, restore and perpetuate forests, wildlife, scenic and recreational areas in North America, to the general end that the present and succeeding generations may continue to enjoy and use these great natural resources.
- b. to stimulate and enhance the conservation efforts of individuals and organizations in North America, and to interest and foster the education of the people of the state with respect to conservation through research, lectures, workshops, films, scholarships and other methods.

Section 4. As set forth in its Certificate of Incorporation, the Foundation shall have the power for its corporate purposes to:

- a. purchase, lease or otherwise acquire and to sell, mortgage or lease real property, whether improved or unimproved, or any interest therein, and to any amount in the North America.
- b. sell, convey, mortgage, exchange, or otherwise dispose of such property; to invest, reinvest, and deal with the same in such manner as, in the judgment of the Directors to best promote the aims and purposes of the Foundation.
- c. borrow money, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, or other obligations of the Foundation for moneys borrowed or in Payment for property acquired for any of the other objects or purposes of the Foundation or its business, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreements with regard to all or any part of the property, rights, or pledges of the Foundation wherever situated, whether now owned

or hereafter to be acquired.

- d. solicit, collect and otherwise raise money and to accept, receive by gift, will or otherwise, money or other property, and to distribute it as may be deemed best for the promotion of conservation and to do any and all other things necessary or proper in connection with or incidental to any of the foregoing.
- e. spend out of the income of the Foundation from all sources and, if the Foundation so desires, then out of all or any part of its principal, to make gifts or grants to associations, corporations or individuals in aid and support of such exclusively educational, literary or scientific purposes within the purview of Section 501(c)(3) of the Internal Revenue Code and amendments as may be approved by the Board of Directors.
- f. carry out activities consistent with law and necessary and convenient to the above stated objectives and purposes.
- g. The Foundation is not organized for profit and no part of the net income of the Foundation shall benefit any private member or individual, and the Foundation shall not engage in, nor shall any of its funds, property or income be used in carrying out propaganda or otherwise attempting to influence legislation.

ARTICLE II - MEMBERSHIP

Section 1. It shall be the duty of all Members of the Foundation to:

- a. uphold, support and further the purposes and objectives of the Foundation.
- b. keep themselves informed regarding matters affecting the conservation of natural resources.
- c. assist the Foundation in collecting funds for its support.
- d. bring to the attention of the Foundation, activities deserving of financial assistance in keeping with the Foundations purposes and objectives, and generally to do everything in their power toward the enhancement of the Foundation.

Section 2. Membership and its rights and privileges shall not be assignable.

Section 3. Membership in the Foundation shall be \$50.00 annually. Additional support of the Foundation shall be at the discretion and generosity of the member.

Section 4. Members shall:

- a. be individuals, at least eighteen (18) years old.
- b. demonstrate a keen interest in fish, wildlife, natural resources, conservation and the environment. This interest can be expressed by working or volunteering in a related natural resources field or by betterment of the natural resources and conservation of our planet.

Section 5. Honorary members shall be such persons nominated and approved for Honorary Membership by majority vote of the Board of Directors, based on commendable service to the

Foundation and its goals.

- a. this term shall automatically terminate whenever a member declares that he or she no longer has interest in membership in the Foundation.
- b. honorary members shall not have a vote in the management of the affairs of the Foundation, but shall be entitled to the privileges of the floor at all meetings of the Members.

ARTICLE III - OFFICERS

Section 1. The Foundation shall elect every two years from its members a President, Vice President, Secretary, and Treasurer.

Section 2. No person shall hold more than one elected office in the Foundation at the same time.

Section 3. The officers and committee chairs shall enter their respective terms of office on January 1st following their election.

Section 4. All officers shall be subject to removal upon recommendation by the Board of Directors and approval by the members. Vacancies shall be filled by the Board of Directors for the remainder of a term.

Section 5. The President shall be the Chief Executive Officer of the Foundation and shall have general charge of its affairs subject to oversight by the Board of Directors. The President shall keep the Board of Directors informed and freely consult with them with regard to the affairs of the Foundation. The President shall have such other powers and duties as are incident to this office and consistent with these Bylaws or as may be assigned to the office by the Board of Directors.

Section 6. The Vice President shall be familiar with the affairs of the Foundation, and in the event of the disability or absence of the President, shall exercise all the powers and perform all duties of the President. The Vice President shall have such other powers and duties as may at any time be assigned by the President and/or the Board of Directors.

Section 7. The Secretary shall record, in the minute books, the minutes of all meetings of the Foundation and of the Board of Directors; shall have charge of the seal and all books and papers pertaining to the office and shall be responsible for the giving of all notices and for making of all statements and reports required of the Foundation or of the Secretary by law; shall affix the corporate seal, attest to it by signature, and perform such other duties as been assigned by the Board of Directors. The Secretary shall be entitled to compensation for services only if authorized by the Board of Directors and approved by the members and only in accordance with the express terms of such authorization. Dues and donations shall be received by the Secretary and be forwarded to the Treasurer.

Section 8. The Treasurer, subject to the control of the Board of Directors, and together with the President, shall have general supervision of the finances of the Foundation; have care of, and be

responsible for all moneys, securities and evidence of value of the Foundation, unless other provisions shall be made in particular cases by the Board of Directors; cause full and accurate books to be kept showing the transactions of the Foundation, its accounts, assets, liabilities and financial condition which shall, at all times, be open to the inspection by any member of the Board of Directors; make dues reports to the Board of Directors and the Foundation, and prepare such statements and reports as are required by law. The Treasurer shall have such other powers and duties as are incident to the office and consistent with these Bylaws or as may be assigned by the Board of Directors. The Board of Directors may require a bond in such amount and with such sureties as they deem proper, the cost of which, shall be paid by the Foundation. The financial records of the Foundation shall be subject to annual audit that will be presented to and approved by the Members at the Annual Meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The President, Vice President, Secretary and Treasurer together with at least three (3) and not more than nine (9) at large members shall constitute the Board of Directors.

Section 2. The Directors at Large shall enter their respective term of office on January 1st following their election and shall serve a two (2) year term.

Section 3. Except as otherwise provided in these Bylaws, the Directors shall administer and control the affairs of the Foundation. They shall be the trustees of any property which the Foundation now owns or may hereafter acquire.

They shall control the use and disbursement of all Foundation funds. At the Annual Members Meeting of the Foundation they shall present, for approval by a majority of Members present, a report showing the whole amount of real and personal property owned by the Foundation, where located, and the amount, nature and manner of acquisition or disposal of any such real and personal property during the year. They shall perform the duties prescribed by these Bylaws and such other acts which, in their discretion, will promote the purposes and objectives of the Foundation.

Section 4. It shall be the duty of the Directors to attend all meetings of the Board of Directors and of the Foundation and to promote its purposes, objectives and welfare.

Section 5. Vacancies on the Board of Directors, whether caused by action of the Board, death, disability or resignation, may be filled by a majority vote of the remaining members of the Board even though they constitute less than a quorum.

Section 6. The President shall preside at all meetings of the Board of Directors or in the event of the disability or absence of the President, the Vice President shall perform all duties of the President for the meeting.

Section 7. Any member of the Board of Directors who is absent from two consecutive meetings of the Board, unless excused by the President or presents an excuse covering the absences

satisfactory to the Board at its next meeting, shall cease to be a member of the Board. In the event such member is also an elected Officer, that vacancy shall be filled as prescribed in Section 8 of this Article.

Section 8. The four (4) Officers as specifically defined in Article III, Section 1 of the Bylaws, and one (1) Director at Large, designated by the Board of Directors, shall constitute the Executive Committee with the President serving as chairperson. They shall have the power and responsibility to act on behalf of the full Board of Directors in the management and administration of the Foundation's affairs between meetings of the full Board. They may fill, on an interim basis, any vacant office as specifically defined in Article III, Section I of the Bylaws but are not empowered to elect Directors or to amend the Bylaws. They shall report on their actions at every meeting of the Board of Directors.

ARTICLE V – MEETINGS – GENERAL

Section 1. The parliamentary procedure at all meetings shall be governed by Robert's Rules of Order consistent with these Bylaws and the Laws of the State of New York.

ARTICLE VI - MEETINGS - MEMBERS

Section 1. The Annual Members Meeting shall be held each year on such date, at such time, and at such place as fixed by the Board of Directors.

Section 2. At each Members Meeting of the Foundation, each Member shall be entitled to one vote. A quorum shall consist of 10 Members of the Foundation. To facilitate open discussion of issues pertinent to the Foundation, members are encouraged to attend meetings in person. If unable to attend, a member may participate by proxy or by some accepted form of electronic communication process to be counted toward the establishment of a quorum. Proxies maybe used to fulfill a vote on specific issues.

Section 3. The Foundation at its Annual Members Meeting shall:

- a. receive reports on projects and activities funded by the Foundation,
- b. receive reports from the Foundation's Officers, Board of Directors and Committees.
- c. elect Officers and Directors at Large.
- d. conduct any other business for the good and welfare of the Foundation.

Section 4. Special Members Meetings of the Foundation may be held at the call of the President and shall be held when requested by a majority of the members of the Board of Directors or by written request of twenty percent (20%) of the Members. Only the business stated in the notice of the meeting shall be voted on.

Section 5. A notice of the date, time, place, and object of each Regular and each Special Members meeting of the Foundation shall be communicated by the Secretary to each member at their last known addresses as filed with the Secretary at least ten (10) days and not more than fifty (50) days before each meeting.

ARTICLE VII - MEETINGS - BOARD OF DIRECTORS

Section 1. Meetings of the Board of Directors shall be held at least twice a year. All Board of Directors meetings may be attended by AWCF members and interested public.

Section 2. At any meeting of the Board, a majority of the members of the Board shall constitute a quorum. It is advised that all Board Members make an attempt to attend all Board functions in person. If unable to attend, a Board Member may participate by proxy or by some accepted form of electronic communication process and this may be counted toward the establishment of a quorum. In the absence of a quorum, the meeting may be adjourned and reconvened at a future time.

Section 3. A notice of the date, time, place and agenda for each meeting of the Board of Directors shall be communicated by the Secretary to each Director at least ten (10) days before such meeting.

Section 4. Any action of the Board or any Committee thereof, may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action.

Section 5. Any one or more members of the Board or any Committee thereof, may participate in a meeting of such Board or Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear and converse with each other. Participation by such means shall constitute presence in person at a meeting.

Section 6. The Board of Directors may, by resolution, designate one or more committees, each to consist of one or more of its members, which to the extent provided in the resolution, shall have and may exercise the powers assigned to it in the management of the business and affairs of the Foundation during intervals between meetings of the Board.

Section 7. All actions of the Board at any official meeting shall be taken by majority vote of its members present.

ARTICLE VIII - ELECTIONS

Section 1. At the Annual Members Meeting, the Members shall elect every two years:
a. Officers and Directors at Large.

Section 2. Candidates for election shall be as follows:
a. those nominated by the Membership/Nominating Committee.
b. those nominated from the floor.

ARTICLE IX - COMMITTEES

Section 1. The President shall appoint the following standing committees by January 1st and report their chairs at the Annual Planning Meeting:

- a. a Membership/Nominating Committee consisting of at least two (2) Members. The Committee shall prepare a slate of candidates from the Member roster to serve as Officers and Directors at Large for the ensuing year and present it at the Annual Members Meeting for consideration by the members.
- b. a Grant Selection Committee, consisting of at least two (2) members, who shall review the grant requests submitted. All decisions regarding grants shall be made by the Grants Committee.
- c. a Finance Committee, consisting of the Treasurer who shall serve as Chair, the President and one (1) other members appointed by the President, one of which will also serve as assistant to the Treasurer. The Committee, subject to approval by the Board, shall be responsible for selecting the financial advisor and for managing the assets of the Foundation including delegation of the power to buy, sell, or exchange assets to the financial advisor as contracted with the Foundation. This committee is responsible for maintaining the foundation financial policy.
- d. an Audit Committee, consisting of two (2) members, shall annually review the fiscal records of the Foundation, including its assets and liabilities, attest to their accuracy and correctness and report their findings at the Annual Members Meeting.
- e. an Event Committee, consisting of two (2) Members, shall organize all member meetings and programs in terms of date, location and entertainment. This committee shall be appointed by and chaired by the Vice President.
- f. an Education and Outreach Committee, consisting of one member of the board, the chair of the event committee and one other member. The committee will be responsible for reviewing and directing this outreach activities of the foundation including, but not limited to, the foundations website, media relations, and foundation sponsored public education programs.

Section 2. Special committees may be appointed from time to time at the discretion of the President, or by order of the Board of Directors if deemed necessary for the proper management of the Foundation's affairs.

ARTICLE X - FISCAL YEAR

Section 1. The fiscal and membership year of the Foundation shall end on the 31st day of December in each year and the new fiscal and membership year shall commence on the following day.

ARTICLE XI - LIABILITY AND COMPENSATION

Section 1. Officers, Directors and Members of all classifications shall not be personally liable for the debts, liabilities or obligations of the Foundation unless they breach their duty of loyalty, or make an appropriation in violation of their duties to the Foundation, its Members, Officers

and/or Directors, fail to act in good faith, engage in intentional misconduct, a known violation of law, or obtain an improper personal benefit.

Section 2. Officers, Directors and Members of all classifications shall not be compensated or reimbursed for services rendered or expenses incurred in connection with carrying out the purposes and objectives of the Foundation without approval of the Board of Directors.

ARTICLE XII - DISSOLUTION

Section 1. In the event of the dissolution or the discontinuance of operation of the Foundation, no member shall have any right to share in its property. Its net assets, after payment of all debts and obligations of whatsoever kind and nature, shall be distributed among charitable, educational, literary or scientific associations, foundations or corporations whose purposes are consistent with the purposes of the Foundation subject to the order of the Supreme Court of the State of New York.

ARTICLE XIII - AMENDMENTS

Section 1. These Bylaws may be amended at any regular meeting of the attending members, providing said amendments was incorporated in the notice of the meeting.

Section 2. A question of construction of these Bylaws shall be decided by the Board of Directors.