



BYLAWS

OF THE

CONSERVATION FEDERATION  
OF MISSOURI

AS AMENDED MARCH 5, 2021

## **INDEX**

|  | <b>Page</b> |
|--|-------------|
| <b>ARTICLE I – GENERAL</b>               | <b>1</b>    |
| 1.1 - NAME                               |             |
| 1.2 - PRINCIPAL OFFICE                   |             |
| 1.3 - REGISTERED OFFICE AND AGENT        |             |
| 1.4 - PURPOSE                            |             |
| 1.5 - OBJECTIVE                          |             |
| 1.6 - ANNUAL CONVENTION                  |             |
| 1.7 - DURATION                           |             |
| 1.8 - RECORDS                            |             |
| 1.9 - CORPORATE SEAL                     |             |
| 1.10 - LOGO                              |             |
| <br>                                     |             |
| <b>ARTICLE II -- BOARD OF DIRECTORS</b>  | <b>2</b>    |
| 2.1 - GOVERNANCE                         |             |
| 2.2 - COMPOSITION                        |             |
| 2.3 - ELECTION AND APPOINTMENT           |             |
| 2.4 - RESPONSIBILITIES                   |             |
| 2.5 - MEETINGS                           |             |
| 2.6 - VACANCIES                          |             |
| 2.7 - REMOVAL                            |             |
| 2.8 - AUTOMATIC REMOVAL                  |             |
| 2.9 - REMOVAL NOTIFICATION               |             |
| 2.10 - COMPENSATION                      |             |
| 2.11 - FINANCIAL INTEREST                |             |
| <br>                                     |             |
| <b>ARTICLE III – OFFICERS</b>            | <b>7</b>    |
| 3.1 - ENUMERATION                        |             |
| 3.2 - PRESIDENT                          |             |
| 3.3 - PRESIDENT-ELECT                    |             |
| 3.4 - VICE PRESIDENT                     |             |
| 3.5 - SECRETARY                          |             |
| 3.6 - TREASURER                          |             |
| 3.7 - ALL OFFICERS                       |             |
| 3.8 - OFFICER VACANCIES                  |             |
| <br>                                     |             |
| <b>ARTICLE IV -- MEMBERSHIP MEETINGS</b> | <b>11</b>   |
| 4.1 - ANNUAL MEETING                     |             |
| 4.2 - SPECIAL MEETING                    |             |
| 4.3 - SPECIAL MEETING QUORUMS            |             |
| 4.4 - PARLIAMENTARIAN                    |             |

|   | <b>Page</b> |
|---|-------------|
| <b>ARTICLE V – MEMBERSHIPS AND PARTNERSHIPS</b>               | <b>11</b>   |
| 5.1 - MEMBERSHIPS   |             |
| 5.2 - PARTNERSHIPS  |             |
| <b>ARTICLE VI -- EXECUTIVE COMMITTEE</b>                      | <b>13</b>   |
| 6.1 - COMPOSITION   |             |
| 6.2 - TERMS OF OFFICE   |             |
| 6.3 - AUTHORITY   |             |
| 6.4 - RESPONSIBILITIES  |             |
| 6.5 - QUORUM  |             |
| 6.6 - VACANCIES   |             |
| <b>ARTICLE VII – COMMITTEES</b>                               | <b>14</b>   |
| 7.1 - APPOINTMENT   |             |
| 7.2 - AUTHORITY   |             |
| 7.3 - QUORUM  |             |
| 7.4 - REMOVAL   |             |
| 7.5 - COMMITTEE TYPES   |             |
| 7.6 - REGULAR COMMITTEES                                      |             |
| <b>ARTICLE VIII – PUBLICATION</b>                             | <b>17</b>   |
| <b>ARTICLE IX -- NATIONAL WILDLIFE FEDERATION AFFILIATION</b> | <b>17</b>   |
| <b>ARTICLE X – FISCAL YEAR</b>                                | <b>17</b>   |
| <b>ARTICLE XI – PROHIBITIONS</b>                              | <b>18</b>   |
| <b>ARTICLE XII – DISCRIMINATION</b>                           | <b>18</b>   |
| <b>ARTICLE XIII – DISSOLUTION</b>                             | <b>18</b>   |
| <b>ARTICLE XIV – MISCELLANEOUS</b>                            | <b>18</b>   |
| 14.1 - GOVERNING LAW  |             |
| 14.2 - CONFLICTS  |             |
| 14.3 - VALIDITY   |             |
| <b>ARTICLE XV – AMENDMENTS</b>                                | <b>19</b>   |
| <b>PRESIDENT ATTEST</b>                                       | <b>19</b>   |

## **ARTICLE I -- GENERAL**

**1.1 - NAME:** The name of this corporation shall be Conservation Federation of Missouri

**1.2 - PRINCIPAL OFFICE:** The principal office of this corporation shall be at its registered office, or at such location as the Board of Directors shall designate, which location may, at any time, be changed.

**1.3 - REGISTERED OFFICE AND AGENT:** This corporation shall have and continuously maintain a registered office and a registered agent within the state of Missouri. The Board of Directors, from time to time, by resolution, may change the registered agent and the address of the registered office.

**1.4 - PURPOSE:** The purpose of this corporation shall be to function in conformance with the current mission statement of this organization

**1.5 - OBJECTIVE:** The objective of this corporation shall be, through the utilization of volunteer and paid personnel, pursue any and all legal avenues to fully effect this corporation's purpose.

**1.6 - ANNUAL CONVENTION:** There shall be an annual convention of this corporation members held, with the time, place and agenda determined by the Board of Directors.

**1.7 - DURATION:** The duration of this corporation is intended to be perpetual. In the event dissolution becomes necessary, all funds of this corporation which remain after satisfying all debts previously approved by the Board of Directors shall be distributed in accordance with the dissolution provisions of these bylaws.

**1.8 - RECORDS:** This corporation shall maintain at all times correct and complete books and records of account plus minutes of the proceedings of each meeting of the Board of Directors and all committees. Such minutes shall identify, but not be limited to, each pertinent subject brought up for discussion, any resolution or lack thereof, any motions made and who made and seconded them, the vote tally on each such motion plus any tasks assigned or accepted by anyone in attendance.

**1.9 - CORPORATE SEAL:** If this corporation adopts a corporate seal, which it may, the seal shall be a circular impression type with the name of this corporation in the rim of the seal and the word "seal" in the center. The Board of Directors may, by resolution, change the form of the corporate seal.

**1.10 - LOGO:** This corporation shall have a logo created to achieve public awareness. The Board of Directors, in its sole and absolute discretion, may alter, change or otherwise modify said logo. The Board of Directors is herewith authorized to seek copyright and trademark protection for and of the corporate logo.

## ARTICLE II -- BOARD OF DIRECTORS

**2.1 - GOVERNANCE:** The governance of this corporation shall be exercised by, its property controlled by and its affairs conducted by, or directed by, a board of directors each member of which shall be an Individual, Lifetime or Representative of an Affiliate Organization member in good standing. Good standing is defined as having up-to-date payment of current membership dues and without removal as provided for in Section 2.7 or 2.8 herein.

**2.2 - COMPOSITION:** The Board of Directors shall consist of all officers of this corporation, seven (7) directors which may be appointed by the President, twelve (12) directors elected at-large by this corporation's members, twelve (12) directors elected by this corporation's Affiliated Organization Members as defined within provision 5.1.3. of these bylaws, up to three (3) Board-approved Executive Directors Emeritus, this corporation's elected Representative and Alternate Representative to the National Wildlife Federation, qualifying members of the E. Sydney Stephens Committee and the Conservation Leadership Corps Representative.

### **2.3 - ELECTION AND APPOINTMENT:**

**2.3.1 Appointed At-Large Directors:** Seven (7) members may be appointed as Directors by the President, each of whom shall serve a term that begins with their appointment and ends when the next president is sworn in to a full term.

**2.3.2 E. Sydney Stephens' Directors:** E. Sidney Stephens Committee members are past presidents of this corporation. Those in good standing are automatically eligible to be a member of the Board of Directors.

- a) Subsequent to their tenure as a past president and prior to the next regularly scheduled Board of Directors meeting following the Annual Convention, past presidents shall declare in writing their status as either Active (Board of Directors member) or Inactive (not a Board of Directors member). In the absence of such declaration, a past president's status shall be deemed Inactive.
- b) Past presidents who have declared their status as Active will remain so until they declare in writing their status as Inactive or their Inactive status occurs relative to provisions in either Subsection 2.7 or 2.8.
- c) Inactive past presidents will remain so until they declare in writing their status as Active; unless the Inactive status has occurred relative to either Subsection 2.7 or 2.8 whereupon the given past president may appeal to the Board of Directors for reinstatement to Active status subject to a two-thirds (2/3) approval vote of the full Board of Directors.
- d) Any change in status will take effect prior to the next Board of Directors meeting.

**2.3.3 Conservation Leadership Corps Representative:** The Conservation Leadership Corps (CLC) Representative shall be elected at the annual meeting of the corporation to serve a term of one (1) year after being elected by their peers in CLC as their representative.:

## **2.3.4 Member-Elected Members of the Board of Directors:**

**2.3.4.1 Affiliated Organization Member Directors:** Twelve (12) directors may be elected by this corporation's Affiliated Organization Members as defined within provision 5.1.3 of these bylaws. Other than as stipulated herein, the nomination and election process shall be as approved by the Executive Committee and communicated to each Affiliated Organization Member in good standing.

- a) The term of office for each Affiliated Organization Member Director shall be three (3) years with terms staggered so that four (4) of these directors' terms expire annually.
- b) Full terms begin at the end of the Annual Membership Meeting following the election and expire at the end of the subsequent Annual Membership Meeting when a successor to a full term in that position has been elected.
- c) No person shall serve more than two (2) consecutive full terms as an Affiliated Organization Member Director. The consecutive-term limit provision stipulated herein shall not apply to terms less than three (3) years.

**2.3.4.2 Other Member-Elected Members of the Board Directors:** The following Board of Director positions shall be elected by this corporation's members as defined in Article V of these bylaws: all Officers; twelve (12) At-Large Directors; and, the Representative and Alternate Representative to the National Wildlife Federation.

a) **General Election Provisions:**

- 1) For each Board of Directors position to be elected by this corporation's members, each member as defined in Article V of these bylaws shall be provided the opportunity to vote. Persons who hold more than one member classification shall only be entitled to one vote.
- 2) Unless otherwise stipulated in these bylaws, for each director position denoted herein, the Board shall adopt policy relative to each given position regarding qualification considerations and recruitment practices, preferred and/or requisite.
- 3) Supporting information for each board candidate shall be provided to the members prior to the elections in a manner of which shall be established by Board policy.
- 4) The Nominating Committee shall nominate a slate of candidates for each given position that is in the committee's estimation the most qualified available and willing to serve in that capacity.
- 5) As provided for in these bylaws the Nominating Committee and/or Board may consider succession to a consecutive term or higher position in this corporation's best interest.
- 6) For elections with multiple candidates, those elected shall be determined by order of candidates receiving the most votes pertinent to any given position; and, in the event of tie-votes, there shall be a run-off vote by the seated Board of Directors.
- 7) Other than as specified in these bylaws, the manner and time of said elections shall be as determined by Board policy.

b) **Officers:** Provisions pertinent to officers are within Article III herein.

**c) At-Large Directors:**

- 1) At-Large directors shall be elected by a vote of this corporation's members after being part of a slate of candidates offered by the Nominating Committee which shall at minimum number twenty-five percent (25%) more than the number of positions with expiring terms.
- 2) The term of office for each elected at-large director shall be three (3) years with terms staggered so that four (4) of the Elected At-Large Directors' terms expire annually.
- 3) Full terms begin at the end of the Annual Membership Meeting following the election and expire at the end of the subsequent Annual Membership Meeting when a successor to a full term in that position has been elected.
- 4) No person shall serve more than two (2) consecutive full terms as an Elected At-Large Director.
- 5) The consecutive-term limit provision stipulated herein shall not apply to terms less than three (3) years.

**d) National Wildlife Federation Directors:** The Representative and the Alternate Representative to the National Wildlife Federation shall be elected to this corporation's Board by a vote of this corporation's members.

- 1) A full term for the Representative and Alternate Representative to the National Wildlife Federation shall be three (3) years.
- 2) Full terms begin at the end of the Annual Membership Meeting following the election and expire at the end of the subsequent Annual Membership Meeting when a successor to a full term in that position has been elected.
- 3) A person may not serve more than two (2) consecutive full terms as the Representative or Alternate Representative to the National Wildlife Federation.
- 4) The Board of Directors may authorize a third consecutive term for the Representative to the National Wildlife Federation when a seated Alternate Representative is unable or unwilling to succeed into the Representative position.
- 5) Unless provision d.6)iii hereafter occurs, the Alternate, if able and willing, shall become the Representative:
  - i. For a full term with an affirmation election of this corporation's members when a Representative has completed the maximum authorized terms; or,
  - ii. With an affirmation election by the Board for an unexpired term that has occurred in the Representative position.
- 6) There shall be a Representative election with two (2) candidates offered by the Nominating Committee whenever:
  - i. A Representative has completed the maximum authorized consecutive terms and the Alternate Representative position is vacant;
  - ii. The seated Alternate Representative is unable or unwilling to become the Representative; or
  - iii. The Board after due consideration and with a two-thirds (2/3) vote determines that holding such an election is in the best interest of this corporation.

- 7) When either the Representative or Alternate Representative to the National Wildlife Federation has completed either an unexpired or initial full term in the given position, and they are able and willing to continue to serve in that capacity, then a retention election would apply as earlier provided for with subsection 2.3.5.2a)5) and with an affirmative members' vote they would be elected to the given post.
- 8) There shall be an Alternate Representative election for which the Nominating Committee shall offer two (2) candidates whenever the seated Alternate Representative:
  - i. Has completed a term and is not willing or able to serve a consecutive term;
  - ii. Has completed two (2) consecutive full terms; or,
  - iii. Has succeeded the Representative.
- 9) The consecutive-term limit provision stipulated herein shall not apply to terms less than three (3) years.

**2.4- RESPONSIBILITIES:** It is the responsibility of the Board of Directors to:

- 2.4.1** Set corporate policy;
- 2.4.2** Approve budgets;
- 2.4.3** Approve this corporation's Executive Director employment;
- 2.4.4** Approve any contracts having a value greater than \$10,000;
- 2.4.5** Approve membership category fees, dues and benefits; and,
- 2.4.6** Consider for action all matters presented to the Board of Directors or as may be stipulated elsewhere within these bylaws.

**2.5- MEETINGS:**

**2.5.1 Regular Meetings:** The Board of Directors shall hold three (3) regular meetings per year at a time and location established by the President. However, one (1) of said meetings shall be in conjunction with the Annual Convention. Notice of regular meetings shall be given via U.S. Postal Service, or electronically, at least ten (10) days in advance of said meetings.

**2.5.2 Special Meetings:** Special meetings of the Board of Directors shall be held whenever called by the President or by 25% of the Board of Directors. Notice of special meetings shall be given via U.S. Postal Service, or electronically, at least ten (10) days in advance of said meetings which clearly states the purpose of each meeting.

**2.5.3 Quorum:** A quorum of the Board of Directors shall be forty percent (40%) of the Board members and said quorum must be present in person, by telephone or other electronic means during the applicable voting periods of the meeting. Proxy votes shall not be counted as part of a quorum.

**2.5.4 Voting:** In the event one (1) person is entitled by these bylaws to hold more than one Board of Directors' position, such person may cast only one (1) vote on any issue requiring a vote and shall be counted only once when a quorum is determined.

**2.5.5 Order:** Generally, as deemed practical, the latest edition of Robert's Rules of Order shall govern meeting activity.



**2.5.6 Proxies:** Except relative to elections, proxy votes are allowed which can only be carried and cast by a Board of Director member; and, they must denote in writing:

- a) That the proxy is granted by whom to whom;
- b) Which voting matter(s) the proxy is pertinent thereto; and,
- c) The specific time period for which the proxy is applicable.

Additionally, the following provisions apply:

- a) Said proxy must be duly signed by the director granting their proxy;
- b) A copy of said proxy must be received by this corporation's office prior to the relevant vote; and,
- c) The Board of Directors may with a majority vote limit the number of proxies any one director may carry and cast on a given issue.

**2.6- VACANCIES:** All vacant appointed and elected positions on the Board of Directors shall be filled by a member in good standing of this corporation in the manner hereafter described, except as otherwise provided for in these bylaws.

**2.6.1 Elected Director** vacancies shall be filled by nominees submitted by the Nominating Committee and approved by the Board of Directors. Additional nominations by a Board of Director member shall be allowed from the floor of the Board of Directors meeting when such replacement is to be voted upon.

**2.6.2 Appointed Director** vacancies shall be filled by the President.

**2.6.3 Affiliated Organization Director** vacancies shall be filled by the Affiliated Organization Members as defined by provision 5.1.3.2 in these bylaws when the next regular election of Affiliated Organization Directors occurs.

**2.6.4 The CLC Representative** vacancy shall be filled by that entity.

**2.6.5 All replacements** to vacated director positions shall be for the remainder of the unexpired term of that board position; and shall commence upon their election/appointment into the vacated position and ends when a successor to a full term in that position has been elected/appointed.

**2.7- REMOVAL:** A member of the Board of Directors may be removed from office by a two-thirds (2/3) majority vote of the current Board of Directors for any of the following reasons:

**2.7.1** Conviction of violation of any penal or wildlife code.

**2.7.2** Any act tending to injure the good name of this corporation, disturb its well being or hamper it and its word.

**2.7.3** Any other cause deemed sufficient by the Board of Directors in accordance with parliamentary authority.

**2.8 - AUTOMATIC REMOVAL:** A member of the Board of Directors shall be automatically removed from office for the following reasons:

**2.8.1** Unexcused absences from two (2) meetings of the Board of Directors in a single calendar year. The President in office at the time of absence shall make for the record a determination of whether an absence is excused or unexcused.

**2.8.2** Absence from three (3) meetings of the Board of Directors, excused or unexcused, in a single calendar year.

**2.9 - REMOVAL NOTIFICATION:** Notification of any removal shall be made promptly by a letter from the President to the removed Director which explains the reason for the removal. In the circumstance that the person being removed is an Affiliate Organization Director, a copy of said removal notification shall also be sent to the pertinent Affiliate Organization.

**2.10 - COMPENSATION:** No Director shall receive compensation in any form for his or her service to this corporation. However, Directors may be reimbursed for documented out of pocket expenses, when such expense has been previously approved by the Board of Directors.

**2.11 - FINANCIAL INTEREST:** Any contract, or other transaction, between this corporation and a member of the Board of Directors, or between this corporation and any organization in which a member of the Board of Directors has any interest whatsoever shall be valid for all purposes notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors wherein action upon such contract or transaction takes place, provided that such interest shall first be fully disclosed to the Board of Directors at such meeting, and further provided the Board of Directors shall subsequently approve, or ratify, such contract or transaction by a vote of the majority of the disinterested directors at said meeting. Any Director with contract or transaction interest shall be counted in the determination of a quorum, but not counted in calculating the majority necessary to approve the above described contract or other transaction.

### **ARTICLE III -- OFFICERS**

**3.1 - ENUMERATION:** The officers of this corporation shall be a President, a President-Elect, a Vice President, a Secretary and a Treasurer.

#### **3.2 - PRESIDENT:**

**3.2.1 Roles:** The President, when in attendance, shall preside at the Annual Meeting, the Board of Directors meetings and the Executive Committee meetings. The President shall chair the Executive Committee and be an ex-officio member of all regular and ad hoc committees, except the Nominating Committee.

- a) The President shall appoint all committee members including the chairpersons and vice chairpersons thereto, except as otherwise stipulated in these bylaws.
- b) The President may appoint seven (7) members in good standing to the Board.
- c) The President may, in their sole and absolute discretion, make the President Awards at this corporation's Annual Convention. The President shall perform such other duties as assigned by the Board.
- d) The President shall serve a two (2) year term.
- e) Full terms begin when sworn in as President at the Annual Membership Meeting following their election by the members and expire during the subsequent Annual Membership Meeting when a successor to a full term has been sworn in.
- f) No person shall serve consecutive full terms in this office.

**3.2.2 Election:** Under the following circumstances there shall be a special election by this corporation's members for the President's office for which the Nominating Committee shall offer two (2) candidates:

- a) Both the President-Elect and Vice President positions are vacant;
- b) Neither the President-Elect nor Vice President is able or willing to serve as President; or,
- c) There are twelve (12) or more months of unexpired President's term with the Vice President serving as President on an interim basis for whatever reason, and the Board after due consideration has with a two-thirds (2/3) vote determined that holding an election with two (2) candidates is in the best interest of this corporation, one of which shall be the person then serving as interim President.

**3.2.3 Succession:** When a President-Elect becomes President due to a vacancy for any reason in the President's office, the person shall, without another election, continue serving for a full term as President after fulfilling the unexpired term.

### **3.3 PRESIDENT-ELECT:**

#### **3.3.1 Roles:**

- a) The President-Elect shall perform the duties of the President, when the President is absent, fails to act or is unable to act.
- b) The President-Elect shall serve as the chairperson of the Ways and Means Committee and as a member of the Legislative Policy Committee.
- c) The President-Elect shall perform such other duties as assigned by the Board.
- d) The President-Elect shall serve a two (2) year term.
- e) Full terms begin when sworn in as President-Elect at the Annual Membership Meeting following their election by the members and expire during the subsequent Annual Membership Meeting when a successor to a full term has been sworn in.
- f) No person shall serve consecutive full terms in this office.

#### **3.3.2 Succession:**

- a) When a President completes a full term, the President-Elect, if able and willing, shall become President for a full term without another election; and,
- b) In the event a Vice President becomes President-Elect due to a vacancy for any reason in the President's or President-Elect's office, and none of the provisions are pertinent within subsection 3.3.3 hereafter, then with an affirmative vote of this corporation's members, the Vice President would become the President-Elect for a full term.

**3.3.3 Election:** For the President-Elect office, there shall be an election by this corporation's members for which the Nominating Committee shall offer two (2) candidates when:

- a) A special election is called for due to vacancies in both the President-Elect and Vice President offices;
- b) There is a vacancy in the Vice President's position;
- c) The seated Vice President cannot or is unwilling to contend for the President-Elect position; or,
- d) The Board, after due consideration and with a two-thirds (2/3) vote determines that holding an election with two (2) candidates is in the best interest of this corporation.

### **3.4 - VICE PRESIDENT:**

#### **3.4.1 Roles:**

- a) The Vice President shall perform the duties of the President-Elect, when the President-Elect is absent, fails to act or is unable to act.
- b) The Vice President shall serve on the Membership Committee, the Budget & Finance Committee and perform such other duties as assigned by the Board.
- c) The Vice President shall serve a two (2) year term.
- d) Full terms begin when sworn in as the Vice President at the Annual Membership Meeting following their election by the members and expire during the subsequent Annual Membership Meeting when a successor to a full term has been sworn in.
- e) No person shall serve consecutive full terms in this office.

#### **3.4.2 Election:**

- a) All elections for a full term as Vice President shall be by vote of this corporation's members for which the Nominating Committee shall offer two (2) candidates.
- b) In the event a Vice President becomes President due to vacancies for any reason in both the President's and/or President-Elect's offices:
  - 1) If there are twelve (12) or more months in the unexpired terms, there shall be a special election by this corporation's members to fill the unexpired terms of the President-Elect and Vice President for which the Nominating Committee shall nominate:
    - i. Two (2) candidates for Vice President; and,
    - ii. Two (2) candidates for President-Elect, one of which may be the person then serving for the partial unexpired term of President.
  - 2) If there are less than twelve (12) months of the unexpired terms,
    - i. The Vice President position shall remain vacant until the next regular election by this corporation's members; and,
    - ii. The Board shall fill the President-Elect per Section 3.8 herein.

### **3.5 - SECRETARY:**

#### **3.5.1 Roles;** There shall be a Board Secretary who shall:

- a) Arrange for the preparation of meeting minutes of the Board of Directors, Executive Committee, general membership and all committees.
- b) Arrange for the proper notification of all meetings in accordance with the time frame established in these bylaws or by Board policy.
- c) Perform such other duties as assigned by the Board.

#### **3.5.2 Elections and Terms of Office:**

- a) The Nominating Committee shall nominate two (2) candidates for the office of Secretary.
- b) Other than in 2022 the Secretary's election by this corporation's members shall be held for a three (3) year term for which a full term begins when sworn in as Secretary at the Annual Membership Meeting following their election by the members and expires during the subsequent Annual Membership Meeting when a successor to a full term has been sworn in.
- c) No person shall serve more than two (2) consecutive full terms as Secretary. The consecutive-term limit provision stipulated herein shall not apply to the terms less than three (3) years.

### **3.6 - TREASURER:**

**3.6.1 Roles:** There shall be a Board Treasurer who shall:

- a) Be responsible for all accounts including the collection of membership payments and ensuring that all drafts against financial assets of this corporation shall bear the signatures of two parties selected and approved by the Board;
- b) Serve on the Budget and Finance Committee.
- c) Be bonded by a reliable surety in the amount of one million dollars (\$1,000,000) the fee for which shall be paid by this corporation.
- d) Perform such other duties as assigned by the Board.

### **3.6.2 Elections and Terms of Office:**

- a) The Nominating Committee shall nominate two (2) candidates for the office of Treasurer unless the Board authorizes a single-candidate election due to the absence of qualified and willing candidates.
- b) The Treasurer's election by this corporation's members shall be for a three (3) year term for which a full term begins when sworn in as Treasurer at the Annual Membership Meeting following their election by the members and expires during the subsequent Annual Membership Meeting when a successor to a full term has been sworn in.
- c) No person shall serve more than two (2) consecutive full terms as Treasurer, unless the Board authorizes an additional term due to the absence of qualified and willing nominees. The consecutive-term limit provision stipulated herein shall not apply to the terms less than three (3) years.

### **3.7 - ALL OFFICERS:**

**3.7.1** All officers shall be a member of this corporation which is authorized to serve on the Board of Directors by Section 2.1 of these bylaws. Any additional officer qualifications, preferred and/or requisite, shall be established by Board Policy which periodically shall be reviewed and amended as necessary.

**3.7.2** All officers, except those filling a vacated office as provided for in these bylaws, shall be elected by a vote of the members of this corporation after being part of a slate offered by the Nominating Committee.

**3.8 - OFFICER VACANCIES:** Officer vacancies, unless stipulated otherwise within this article, shall be filled by a member in good standing who as part of a two (2) candidate slate offered by the Nominating Committee was approved by the Board to serve out the remainder of the unexpired term of the office.

## ARTICLE IV -- MEMBERSHIP MEETINGS

**4.1 - ANNUAL MEETING:** There shall be an Annual Meeting of the members of this corporation held in conjunction with the Annual Convention, the time and place of which shall be determined by the Board of Directors. Notice of the Annual Meeting shall be via U.S. Postal Service, or electronically, at least thirty (30) days in advance to all members in good standing. A majority of the members who have properly registered for the Annual Convention and are in attendance at the Annual Meeting shall constitute a quorum. All members must be properly registered before being entitled to vote on issues during either membership or committee meetings. Members are entitled to one vote. Those persons who hold more than one (1) classification of membership shall only be entitled to one (1) vote.

**4.2 - SPECIAL MEETING:** A special membership meeting may be called by the President, subject to the approval by the Board of Directors or when requested to do so by at least 10% of members in good standing.

**4.3 - SPECIAL MEETING QUORUMS:** A majority of those members in good standing in attendance at a special meeting shall constitute a quorum, as long as half the members that called the meeting are in attendance. Notice of such meeting shall be sent via U.S. Postal Service or electronically at least ten (10) days in advance of the meeting and shall contain accurate information as to its purpose.

**4.4 - PARLIAMENTARIAN:** There shall be a parliamentarian, appointed by the President, who shall attend all Annual Meetings and special membership meetings. The parliamentarian shall be responsible for interpreting these bylaws and the latest edition of Robert's Rules of Order regarding applicable matters during the Annual Meeting and during any special meeting. The parliamentarian shall be the interpreter of the latest edition of Robert's Rule of Order when so asked regarding any other function of the corporation. The parliamentarian shall serve as chairperson of the Constitution and Bylaws Committee.

## ARTICLE V – MEMBERSHIPS AND PARTNERSHIPS

**5.1 - MEMBERSHIPS:** There shall be three (3) categories of membership of this corporation: Individual, Lifetime, and Affiliated Organization. Each category may be further sub-divided into various classes at the discretion of the Executive Committee. All dues shall be paid directly to this corporation. A member shall be considered in good standing when their dues are current, and they have not previously been removed from membership as provided for in these bylaws.

**5.1.1 Individual Membership:** Persons having interest in the objectives of this corporation and who pay the designated dues may apply for membership in this category.

**5.1.2 Lifetime Membership:** Persons having an interest in the objectives of this corporation and who pay the designated fee may apply for membership in this category.

**5.1.3 Affiliated Organization Membership:** Clubs, associations, societies and other organizations composed of members having an interest in the objectives of this corporation and compatible missions; and, who pay the designated dues may apply to the Board of Directors for membership in this category.

**5.1.3.1** An Affiliate Organization shall:

- a) Have a mission and policies that are not substantially incompatible and inconsistent with the mission and policies of this corporation;
- b) Consistently exhibit operational practices that are highly ethical and responsible;
- c) Provide support for this corporation's interests and objectives with said support being monetary, advocacy and/or services; and,
- d) The Board of Directors may, at any time, review an affiliate's membership with regard to these standards and act as it determines appropriate.

**5.1.3.2** Each Affiliate Organization approved by the Board of Directors for membership shall designate in writing one (1) person who shall represent that Affiliate Organization as the member of this corporation and is entitled to vote and serve in those capacities authorized by these bylaws.

**5.1.4 Behavior:** All members shall conduct themselves at the functions and meetings of this corporation with the highest ethical standards and decorum. Any offense will be taken under consideration by and may be acted upon by the Board of Directors.

**5.1.5 Revocation:** Any member may be considered no longer in good standing and may have their membership benefits revoked by a two-thirds (2/3) majority vote of the full Board of Directors when any of the following pertains to that member:

- a) They have been convicted of a violation of any penal or wildlife code;
- b) They have committed an act that tends to injure the good name of this corporation, disturb its well-being or hamper it or its word; or,
- c) There is other cause deemed sufficient by the Board of Directors in a majority vote of current members of said Board of Directors.

**5.1.6 Resignation:** Any member desiring to resign membership may submit a written or electronic notification to the Board of Directors at the address of this corporation's headquarters.

## **5.2 - PARTNERSHIPS:**

**5.2.1** Any person, business, corporation, government agency or other organization having an interest in furthering the objectives of this corporation may apply to the Executive Committee for status as a Partner.

**5.2.2** The Executive Committee shall designate general partnership categories and any subcategories thereto; establish the basic benefits, terms & conditions common to each given category and/or subcategory; and, from time to time review denoted designations and may modify such as deemed appropriate.

**5.2.3** For each partnership, there is to be a formal written agreement between the partner(s) and this corporation duly approved by the Executive Committee. Said agreement shall include, but not be limited to, all categorically common benefits, terms and conditions and any specific considerations pertinent to the given partnership.

**5.2.4** A Partner shall be considered in good standing when said Partner has substantially honored the terms and conditions stipulated within the given Partnership Agreement; and, said partnership has not been revoked by the Board of Directors and thereby terminated.

**5.2.5** A Partner shall:

- a) Have a mission and policies that are not substantially incompatible and inconsistent with the mission and policies of this corporation;
- b) Consistently exhibit operational practices that are highly ethical and responsible;
- c) Provide support for this corporation's interests and objectives with said support being monetary, advocacy and/or services; and,
- d) The Board of Directors may, at any time, review a partnership with regard to these standards and act as it determines appropriate.

**5.2.6 Revocation:** Any partnership may be terminated or revoked in part or entirety by a two-thirds (2/3) majority vote of the full Board of Directors when any of the following pertains to a partner in that partnership:

- a) They have been convicted of a violation of any penal or wildlife code;
- b) They have committed an act that tends to injure the good name of this corporation, disturb its well-being or hamper it or its word; or,
- c) There is other cause deemed sufficient by the Board of Director.

## **ARTICLE VI -- EXECUTIVE COMMITTEE**

### **6.1 - COMPOSITION:**

There shall be an Executive Committee of this corporation consisting of the Officers, the Immediate Past President, this corporation's Representative to the National Wildlife Federation and six (6) other members, all of whom shall be elected at-large from the Board by a vote of this corporation's members.

### **6.2 - TERMS OF OFFICE:** The terms of service on the Executive Committee:

**6.2.1** For the Officers and this corporation's Representative to the National Wildlife Federation, their terms shall be as denoted elsewhere in these bylaws.

**6.2.2** The Immediate Past President shall serve a term of two (2) years.

**6.2.3** The six (6) members elected at-large from the Board shall serve staggered terms of three (3) years with two (2) of these six (6) members' terms expiring annually. Full terms begin at the end of the Annual Membership Meeting following the election and expire at the end of the subsequent Annual Membership Meeting when a successor to a full term in that position has been elected.

- a) Annually, two (2) of the elected at-large committee members shall be elected by this corporation's members from a minimum of three (3) candidates offered by the Nominating Committee.
- b) Considerations denoted in Section 2.3.5.2a) General Election Provisions pertinent to Board of Director positions shall also be applicable to nominations and elections for the Executive Committee at-large members.
- c) No at-large member of the Executive Committee shall serve consecutive full terms in that position.



**6.3 - AUTHORITY:** The Executive Committee may act for the entire Board of Directors between the latter's regular meetings; and the action of a majority of the Executive Committee's quorum shall be the action of the Board of Directors on all corporate matters and shall be binding upon this corporation other than for the following exceptions:

**6.3.1** The responsibilities denoted within Subsections 2.5.1 through 2.5.6 of these bylaws hereby designated as reserved exclusively for the Board of Directors; and,

**6.3.2** Any commitment requiring this corporation to act otherwise provided for elsewhere within these bylaws.

Further, the Executive Committee shall establish benefits, terms & conditions relative to partnerships and approve any pertinent agreements thereto.

**6.4 - RESPONSIBILITIES:** The Executive Committee shall report to the Board of Directors at each of the latter's meetings all actions taken by the Executive Committee since the previous meeting of the Board of Directors. The Executive Committee shall be responsible for reviewing and recommending approval or disapproval of the annual budget of this corporation and for monitoring the financial condition of this corporation. The Executive Committee shall review and act upon matters concerning staff as provided for in these bylaws, in this corporation's Personnel and Procedures Manual adopted by the Board of Directors or by other actions of the Board of Directors. The Executive Committee shall review activities and proposals of existing resource committees and approve or disapprove any proposals submitted by the President.

**6.5 - QUORUM:** A majority of the members of the Executive Committee shall constitute a quorum.

**6.6 - VACANCIES:** Any vacant position on the Executive Committee shall be filled by a member in good standing selected by the Nominating Committee and approved by the Board of Directors to serve out the remainder of the unexpired term of the vacated office.

## **ARTICLE VII - COMMITTEES**

**7.1 - APPOINTMENT:** The President shall appoint all members of committees, except those otherwise stipulated elsewhere in these bylaws. Committees shall report activities and decisions at the Annual Meeting and to the Board of Directors whenever the latter shall so direct.

**7.2 - AUTHORITY:** Except where otherwise set forth in these bylaws, no committee shall have the power to commit this corporation to any policy or action, unless previously authorized by the Board of Directors.

**7.3 - QUORUM:** A majority of committee members in attendance at that committee's meeting shall constitute a quorum provided a minimum of 60% of the committee members are in attendance personally or electronically.

**7.4 - REMOVAL:** The President or the Board of Directors may, in their sole and absolute discretion, remove any committee member with or without cause except for a member of the Executive Committee who may be removed from office by a vote on a motion to do so by not less than two thirds (2/3) of the full Board of Directors in existence at the time of the vote.

**7.5 - COMMITTEE TYPES:** There shall be three (3) types of committees.

**7.5.1 Standing:** A standing committee shall consist of a chairperson, a vice chairperson and other members, all in good standing and all appointed by the President. The committee shall function in perpetuity until changed by these bylaws.

**7.5.2 Ad Hoc:** Ad Hoc committees shall be established for a well-defined function and purpose, which, in the opinion of the President and the Board of Directors, when accomplished, shall terminate the need for and the existence of the committee. No Ad Hoc committee shall be formed to perform tasks that fall within the assigned responsibility of an existing committee.

**7.5.3 Resource:** Resource committees shall be established by the Executive Committee, as it deems necessary and appropriate, for the purpose of studying issues, developing recommendations for future action and offering advice to the President and to the Board of Directors. Resource committees may be added, modified or terminated by the Executive Committee any time it determines such action is necessary. At a resource committee meeting, members of this corporation in good standing, shall be entitled to one (1) vote on each matter submitted for a vote. Those persons who hold more than one classification of membership shall only be entitled to one (1) vote.

## **7.6 - STANDING COMMITTEES**

**7.6.1 Executive:** This standing committee is defined, as are its purpose and responsibilities, elsewhere in these bylaws.

**7.6.2 Ways And Means:** This standing committee is established to seek funds and human resources required, in its opinion, to meet the objectives of this corporation.

**7.6.3 Budget And Finance:** This standing committee is established to draft and monitor this corporation's annual budget, oversee the corporation's investment portfolio and monitor the fiscal policies.

**7.6.4 Strategic Planning:** This standing committee is established to develop, monitor and adapt this corporation's strategic plan.

**7.6.5 E. Sydney Stephens:** This standing committee shall be composed exclusively of ex-presidents of this corporation and is established to utilize the collective experience of its members to advise the Board of Directors on matters pertinent to this corporation's objectives and functions.

**7.6.6 Membership:** This standing committee is established to build and maintain this corporation's membership.

**7.6.7 Marketing:** This standing committee is established to promote this corporation and its objectives.

**7.6.8 Nominating:** This standing committee is established to nominate members of this corporation in good standing as candidates to occupy elected positions of the Executive Committee and the Board, except those directors provided by Affiliated Organization Members and the Conservation Leadership Corp.

- a) This committee's chair shall be the most recent past president who is willing and able to serve in that capacity unless none would perform this role whereupon the President would appoint a chair subject to Board approval.
- b) The President and the President-Elect each shall appoint three (3) committee members to two (2) year terms who shall not be current officers and at least one of whom shall be an Affiliated Organization Member as defined by Subsection 5.1.3.2 of Article V of these bylaws;
- c) Vacancies shall be filled by the officer who had appointed the person that had been serving in the vacated position.
- d) Any additional committee member qualifications, preferred and/or requisite, shall be established by Board Policy which shall periodically be reviewed and amended as necessary; and,
- e) No person shall serve more than two (2) consecutive full terms as a member of the Nominating Committee. The consecutive-term limit provision stipulated herein shall not apply to the chair.

**7.6.9 Resolutions:** This standing committee is established to implement and oversee the process and procedures pertaining to the development of resolutions submitted to it including:

- a) Ensuring the resolutions are consistent with this corporation's mission
- b) Ensuring that members of this corporation are given adequate voice in the process;
- c) Ensuring proper handling of emergency resolutions;
- d) Ensuring the language of the proposed resolutions is appropriate; and,
- e) To furnish a recommendation to either approve or disapprove any processed resolution.

**7.6.10 Constitution And Bylaws:** This standing committee is established to monitor and adapt these bylaws and this corporation's constitution to meet the current needs and objectives of this corporation.

**7.6.11 Awards:** This standing committee is established to solicit and evaluate all submitted recommendations for conservation achievement awards and to select the awardees.

**7.6.12 Oaks:** This standing committee is established to develop the implementation of the recommendations from the 2009 Summit on the Future of Missouri Outdoors.

**7.6.13 Convention:** This regular committee is established to schedule, negotiate and effect all arrangements pertinent to this corporation's Annual Convention.

**7.6.14 Scholarship:** This standing committee is established to solicit and evaluate submitted candidates for scholarships established by this corporation.

**7.6.15 Share The Harvest:** This standing committee is established to solicit funds for, coordinate activities of and oversee operations of this corporation's venison donation program.

**7.6.16 Sporting Clay Shoot:** This standing committee is established to schedule, negotiate and effect all arrangements pertinent to sporting clay shoots instituted by this corporation.

**7.6.17 Conservation Leadership Corps (CLC) Alumni:** This standing committee is established to enable CLC Alumni to actively support the CLC program, to retain graduating CLC students as active members of this corporation; and, to encourage their life-long individual support of this corporation's mission.

**7.6.18 Legislative Policy:** This standing committee is established to recruit and guide Missouri citizens interested in taking action for or in opposition to legislative regulatory or policy issues affecting the conservation of Missouri's wildlife and its natural resources, as well as the state's rich outdoor heritage.

**7.6.19 Youth Conservation Action:** This standing committee is established to develop and coordinate participation in this corporation's activities by Missouri's students.

**7.6.20 Missouri Outdoor Coalition:** This standing committee is established to promote transparency and public engagement focusing on:

- a) The development of all laws, rules, regulations and policies pertaining to outdoor recreation and the management and use of Missouri's natural resources; and,
- b) The discourse relative to legislative and/or constitutional authorities with pertinence to the Conservation Commission, the Conservation Sales Tax and the State Parks, Soil and Water Sales Tax.

This committee's composition shall be members who are either individuals or organizational representatives sharing varied yet common interests relative to Missouri's outdoors. This corporation's Executive Director shall serve as an ex officio committee member.

## **ARTICLE VIII -- PUBLICATION**

This corporation shall create, publish and distribute to all members in good standing a publication designed to inform the reader about the objectives and activities of this corporation.

## **ARTICLE IX -- NATIONAL WILDLIFE FEDERATION AFFILIATION**

The Conservation Federation of Missouri shall be affiliated with the National Wildlife Federation and shall be represented at the National Wildlife Federation annual meeting by the elected Representative and/or Alternate Representative; when both the elected representatives cannot attend said meeting, another member of this corporation may be appointed by the President.

## **ARTICLE X -- FISCAL YEAR**

The fiscal year of this corporation shall commence on January 1 of each calendar year and end on December 31 of the same year.

## **ARTICLE XI -- PROHIBITIONS**

No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence proposed legislation except as permitted by Section 501(h) of the Internal Revenue Service Code; and this corporation shall not participate, or intervene in, any political campaign on behalf of any candidate for public office, including the publishing or distribution of political statements.

## **ARTICLE XII -- DISCRIMINATION**

This corporation shall operate and conduct its affairs in a non-partisan, non-sectarian and not-for-profit manner. There shall be no discrimination on the basis of race, color, creed, gender, sexual orientation, age or national origin.

## **ARTICLE XIII -- DISSOLUTION**

Upon dissolution of this corporation, the Board of Directors shall distribute the entire net assets remaining after payment of, or satisfaction of, any and all legal liabilities and obligations to the corporation to such organization, or organizations, established and operated exclusively for charitable, educational or cultural purposes, as selected by the Board of Directors.

## **ARTICLE XIV -- MISCELLANEOUS**

**14.1 - GOVERNING LAW:** Unless otherwise provided in these bylaws, the internal affairs of the corporation shall be governed by the General Not-For-Profit Corporation Law of the State of Missouri

**14.2 - CONFLICTS:** If any provision of the bylaws conflicts with the corporation Articles of Incorporation, said articles shall prevail.

**14.3 - VALIDITY:** If any term or provision of these bylaws, or the application thereof to any person, property or circumstance, shall to any extent, be or become invalid or unenforceable, the remainder of these bylaws, or the application of such term or provision to persons, properties or circumstance, other than those to which it is held invalid or unenforceable, shall not be impaired or affected thereby.

**ARTICLE XV -- AMENDMENTS**

These bylaws may be adopted, altered, amended, repealed or replaced in whole or in part by a vote of two-thirds (2/3) of the members of the Board of Directors in office when the vote to do so is taken, which shall be during any annual, regular or special meeting of said Board of Directors. Votes may be in person, by telephone or by electronic means, as long as the electronic means occurs during the applicable voting period of the meeting. Notification of intent to adopt, alter, amend, repeal or replace these bylaws shall be transmitted to each existing member of the Board of Directors in the office at the time of the transmission not less than thirty (30) days prior to any of the Board of Directors scheduled for that purpose.

**PRESIDENT ATTEST**

These bylaws were adopted by a necessary majority vote of the existing members of this corporation's Board of Directors during the meeting of said Board of Directors in office at the time of the vote in conformance with the bylaws in effect at the time of said vote, which was taken at a meeting held on March 5, 2021

ATTEST:



Mossie Schallon, President

DATE: March 5, 2021