

BYLAWS  
OF  
THE FOUNDATION FOR  
NORTH AMERICAN WILD SHEEP  
MONTANA CHAPTER  
"FNAWS MT"  
dba

amended to  
November 2018

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THE FOUNDATION FOR NORTH AMERICAN WILD SHEEP MONTANA CHAPTER  
BYLAWS

ARTICLE I  
NAME

The name of this nonprofit corporation is the Foundation For North American Wild Sheep Montana chapter, with the acronym "FNAWSMT".

ARTICLE II  
CORPORATE OFFICES

The Chapter shall have an official address at a location determined by the Board of Directors. The address may change at the discretion of the Board of Directors to aid in conducting the business of the Chapter. This address shall be the legal place for all legal and time sensitive notices to the Chapter. The Board of Directors may establish a formal headquarters for the Chapter at such time as the business of the Chapter requires a fixed location.

ARTICLE III  
PURPOSES AND OBJECTIVES

The purpose and objective of the Montana Chapter are:  
1. To promote and enhance increasing populations of indigenous wild sheep on the North American continent.

2. To inform and educate people concerning wild sheep, their habitat, health, population densities, relocation, and general welfare.

3. To promote the professional management of North American wild sheep in order to augment the number and size of game herds.

Professional management to include the use of regulated hunting as a legitimate tool of conservation and game management, to achieve optimum populations of such indigenous species wherever possible throughout North America and to safeguard against the decline or extinction of any of such indigenous species.

4. To protect, defend and preserve the lawful right and privilege of recreational hunting through education of mainstream America as to the conservation benefits of lawful hunting, and to vigorously respond in a positive manner to those anti-hunting individuals and groups who strive, either legally or unlawfully, to prohibit this legitimate recreation.

Recognizing that well-regulated hunting with limited bag limits, controlled shooting hours and hunting seasons, in a managed environment, is a viable, effective and practical tool of wise and efficient wildlife management that will assure a rational use of the earth's renewable wildlife resources and control the sustainable use of such resources by limiting overgrowth of dense game populations of abundant species.

5. To encourage all men and women hunters to be responsible conservationists who harvest animals humanly and utilize their meat without waste, while hunting under conditions of fair chase and good sportsmanship.

6. To advocate the funding of both federal and state fish and wildlife departments and agencies through the purchase of hunting licenses, federal and state game stamps, and the payment of excise taxes on firearms and other sporting equipment, the combination of which continues to provide funds for fish and wildlife management.

#### ARTICLE IV MEMBERSHIP

##### Section 1. Eligibility.

(a) Membership in the Chapter shall be open to all persons who or organizations that subscribe to the purposes and objectives of the Chapter as stated in Article III.

(b) An appropriate card, certificate or insignia or any combination of them, shall be issued to each member as evidence of membership.

##### Section 2. Individual Members.

There shall be but one class of paid members that may consist of Charter Members, Regular Members, Life Members, Family Members, Sustaining Members (Individual), Company Members, Corporate Supporting Members, and Sponsor Members.

Section 3. Dues and Contributions.

(a) The dues or minimum contributions of each type of membership will be fixed by the Board of Directors.

(b) The tenure of membership of members of all types other than life members shall continue on an annual basis so long as their respective dues are paid and maintained current.

(c) Upgrading Type of Membership. An Individual's type of membership may be changed to a different type of membership, if otherwise qualified therefore, by contributing the minimum dues or contribution specified by the Board of Directors for the type of membership desired, less the contribution specified for and paid for his or her current membership status.

(d) All members of all types with addresses not within the United States may be required to pay the additional postage costs necessary for Chapter mailings to their respective addresses. The imposition of such requirement and the amount of such costs shall be determined administratively from time to time and shall be approved by the Board of Directors.

Section 4. Rights and Privileges of Members.

(a) All members who comply with the provisions of these Bylaws, the Policy Manual of the Chapter and such Resolutions as may from time to time be adopted by the Board of Directors shall have the privilege of full participation in all the activities of the Chapter and may qualify for such consideration, privileges and awards as may be established by the Chapter, keeping in mind that the primary objectives and purposes of the Chapter are for the benefit of the wild sheep of North America, as stipulated in Article III of the Bylaws.

(b) All members of this Chapter shall be entitled to a subscription to the Wild Sheep newsletter as a privilege of membership.

(c) All members in good standing shall have the privilege to attend and be heard at all official meetings of members and shall have the right to attend all meetings of the Board of Directors and any standing or special committee of the Chapter, except during executive sessions thereof.

(d) All members in good standing, as shown in the Chapter membership records shall be entitled to a single vote. Organizations, Family, Company and Corporate Members shall be entitled to a single vote. Each member may cast a vote for not more than one person for each vacancy on the Board of Directors to be filled by the membership at any election of

Directors, which vote shall be cast as provided in these Bylaws. In order for any member to be eligible to cast a vote, a properly-completed, fully paid application for membership must have been received by the Secretary of the Chapter on or before the 30th day prior to the beginning date of the election.

Section 5. Duties of Members.

It is the duty of each member to assist in every feasible manner in promoting the objectives and purposes of the Chapter as set forth in Article III of these Bylaws, and to act at all times in a manner befitting a sports person.

Section 6. Meetings of Members.

(a) Annual Meeting of Members. The Chapter shall hold an Annual Meeting of Members at such time and place as shall be determined by the Board of Directors, to receive such reports as the Officers and Directors may give, and to transact such other business as may properly come before the meeting. Notice of the time and place of such meeting shall be published in consecutive issues of Wild Sheep not less than twice prior to the Annual Meeting of Members.

(b) Presentation of Awards. No award shall be presented during any meeting of members without the prior approval of the Board of Directors.

Section 7. Members Holding Office.

Holding of any office or membership on any committee shall be contingent upon membership in good standing in the Chapter.

Section 8. Voluntary Termination of Membership.

(a) Any individual member may terminate his or her membership at any time by submitting a letter of resignation either personally or by posting by first class mail to the President or Secretary of the Chapter, however, such resigning member will not be entitled to any refund of dues or contributions already paid.

Section 9. Involuntary /Termination of Membership.

(a) Default. Any member in default in payment of dues shall be terminated from membership and from all privileges of membership.

(b) Suspension and Expulsion. Any individual may be suspended or expelled for any cause or conduct that is contrary to, or in violation of, the Bylaws of the Chapter; for having obtained membership in the Chapter by use of any material false or

misleading statement; or, without limitation, for conduct that is disruptive to the orderly operation of the Chapter in pursuit of its goals; for violating one's obligation of loyalty to the chapter and its purposes and objectives; for willfully making false statements or misrepresentations about the Chapter or its official representatives; or, for other good and sufficient cause. No member so suspended or expelled will be entitled to any refund of dues or contributions already paid.

(c) Procedure for Suspension or expulsion.

(1) Any member of the Chapter in good standing may file with the Secretary a complaint in writing, under oath, against any individual clearly and cogently describing any wrongful act the complainant contends is now being done or has previously been done by said individual that constitutes grounds for suspension or expulsion as set forth in Section 9(b) above.

(2) The Secretary shall transmit the complaint and all supporting exhibits to the Ethics Committee, which shall consider the matter. The Ethics Committee may;

(i) Dismiss the charges, which decision shall be final;

(ii) Recommend suspension or expulsion of the accused member, or;

(iii) Direct a hearing.

The Secretary shall promptly inform the complaining member of the findings of the Ethics Committee by first class mail addressed to the complaining member's address of record with the Chapter.

(3) In the event the Ethics Committee recommends suspension or expulsion, the accused member shall be notified in writing by the Secretary, of the Action, either by personal service or certified mail, return receipt requested, to his or her address of record with the Chapter. Such notification shall include a copy of the recommendation of the Ethics committee, a copy of the complaint, and a copy of the Bylaws, and shall inform the individual or chapter member of his or her right to a hearing, as hereinafter provided.

The notification shall further inform the individual that, unless he or she requests a hearing in writing received by the Secretary within 30 days after the date of service upon him or her of the Secretary's notice, the proposed recommendation of the Ethics Committee shall become final and shall be transmitted to the Board of Directors. Should two attempts to notify the member by certified mail fail to produce a receipt, notification posted by first class mail to the last known address of record shall be deemed to have been served five days after mailing.



(4) If a hearing is timely requested, or if the Ethics Committee directs that a hearing be held, a Hearing Board elected as prescribed in Subparagraph (d) below shall expeditiously conduct a hearing at a location designated by the President or at a location requested by the accused member and approved by the President or by the Board of Directors, upon at least 30 days written notice to both the complainant and the accused; taking all testimony and compiling all exhibits as may be presented, and making therefrom a complete record. Within 30 days after all evidence and arguments are reviewed, the Hearing Board shall make its recommendation concerning disposition of the matter and forward such recommendation to the Board of Directors for a decision on the merits of the case in the manner provided in Subparagraph (c)(6) below.

(5) At the hearing, the complainant, the Chapter, and the accused member may be represented by counsel. Testimony shall be under oath.

(6) Upon receipt of the recommendation of the Ethics Committee or the recommendation of the Hearing Board, together with a copy of the hearing record, the Board of Directors shall consider the matter in full in executive session at its next regular meeting, or at a special meeting called for this purpose, and may (1) dismiss the charges, or (2) by a three-quarters vote, order the censure, suspension or expulsion of the member.

(d) Composition of the Hearing Board. For the purpose of this Article, a Hearing Board shall be composed of three Hearing Officers elected by the Board of Directors, not more than two of whom shall be members of the Board of Directors or the Past President's Council, and none of whom shall have any personal interest in the proceeding to be heard. The Hearing Officers shall choose a chairperson from among their membership.

## ARTICLE V BOARD OF DIRECTORS

### Section 1. Composition.

(a) The Board of Directors shall consist of 9 persons who are elected as provided in Article VI.

(b) No more than three Outfitters shall serve on the Board concurrently (an "outfitter" being defined as anyone who earns more than 50% of his or her income from the outfitting business as it is generally understood in the trade).

(c) Directors shall be elected for a three-year term, i.e. from September first following the election through August 31st, three years hence; and shall serve as a Director for no more than three consecutive terms totaling nine years, plus that portion of any unexpired term to which he or she may have been appointed. To the extent possible, the terms of office of the Directors shall be arranged so that three Directors stand for election each year.

## Section 2. Powers and Duties.

(a) The Board of Directors shall formulate the policies, manage and have general charge of the affairs and property of the Chapter, in accordance with applicable law and these Bylaws. It shall elect a President, a Vice President, a Secretary and a Treasurer. It may also appoint an Executive Director, Legal Counsel, Auditor, Accountant, and such other staff and professional assistance as in its collective wisdom seems necessary or appropriate.

(b) All vacancies on the Board occurring between regular elections for any reason shall be filled by the remaining members on the Board, giving preference where appropriate to persons who ran on the most recent ballot in rank order of number of votes received; however, the Board, in its sole discretion, may choose to appoint other individuals where circumstances warrant, without regard to candidates on the previous ballot; and each of such persons so appointed shall serve for the balance of the unexpired term.

(c) Any Director, Officer or employee of the Chapter who is also a private entrepreneur or member of the governing body of any private or public business, corporate or otherwise, that does any business with the Chapter in excess of \$500.00 within the year, or pursuant to any contract originating within the year, shall annually file with the Secretary a written statement of all such business as to the nature and dollar value thereof. In turn, the Secretary shall transmit such statement to the Board of Directors at its next meeting and include all such statement in the Secretary's Report at each Annual Meeting of Members.

d. Any director who has more than two unexcused absences from a regularly scheduled board meeting during a twelve-month period shall be relieved of their position and a replacement director appointed in accordance with ARTICLE V Section 2 (b).

### Section 3. Meetings.

(a) Regular Meetings. There shall be five regular meetings of the Board of Directors during each Foundation fiscal year, spaced appropriately apart at the discretion of the Board; however, one of such meetings shall be known as the Annual Meeting of the Board.

The meetings of the Board, unless specifically set by the Board of Directors itself, shall be called at the discretion of the President, reasonable notice being given.

At the Annual Meeting of the Board or subsequently, committee assignments will be made by the President; plans, programs and budgets for the ensuing Foundation year may be approved; and such other necessary business as may come before the meeting shall be in order.

(b) Special Meetings. A special meeting of the Board of Directors may be held at any time on the call of the President or by direction of the Board. Notice of the purpose, time and place shall be mailed to each Director at least 30 days before the date of any such meeting.

(c) Telephone Conference Calls. In the interest of conserving funds and reducing expenditures, or to expedite discussion, obtain approval, or adopt important measures, and otherwise conduct the business affairs of the Foundation, telephone conference calls of the Board of Directors (or of the Executive Committee) may be scheduled by the President, reasonable notice being given, and regular business may be transacted, so long as a quorum is present through participation in the telephonic conference. The customary rules of parliamentary procedure shall pertain, except that the regular Order of Business prescribed in Article XIV may be waived and the Secretary shall keep a record of the proceedings as at a regular meeting of the Board.

(d) Secrecy of Executive Sessions.

(1) The Board of Directors, or any committee appointed thereby or authorized by these Bylaws, may upon the notion of any member or such Board or Committee and the approval of a majority of the members thereof, go into an Executive Session from which all nonmembers of such Board or committee are excluded, save and except those specifically invited to be included.

(2) All proceedings occurring during an Executive Session, as well as the minutes thereof, are secret and anyone divulging any portion of such proceedings or minutes, without the authorization of a majority of members of such Board or Committee, shall be subject to disciplinary action.

(3) The disciplinary action authorized for violation of the secrecy of any Executive Session may consist of reprimand, suspension of or expulsion from office or membership.

4. Notwithstanding the provision of Article IV, Section 9(d), Article VII Section 3, and Article X of these bylaws, the authority to impose the disciplinary action provided for under this subsection shall be vested in the Board of Directors and shall require a 2/3 vote for imposition.

(e) Quorum. At any regular or special meeting of the Board of Directors, a majority of the Directors shall constitute a quorum.

(f) Roll Call Vote. Upon the request of two or more Directors at a meeting of the Board, a roll call vote shall be taken and recorded on any specified question.

(g) Informal Action by Directors. Any action which may be taken at a meeting of the Board, or of a committee of Directors, may be taken without a meeting if all the Directors consent in writing thereto.

(h) Waiver of Notice. Whenever any notice is required to be given to any member or Director of the Corporation under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, either before or after the time stated for giving of such notice, shall be equivalent to the giving of such notice.

ARTICLE VI  
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination Committee.

The Nomination Committee shall be comprised of the members of the full Board of Directors.

Section 2. Nomination and Election of Directors.

(a) The Nomination Committee shall be responsible for nomination of Directors who are to be placed on the ballot for election by the general membership. Prior to establishing a slate of candidates for the office of Director, the Committee shall solicit the advice and recommendations of the Members of the Chapter.

(b) The Secretary shall give notification by publication in the WILD SHEEP newsletter or by a general or electronic mailing to all members as to the date and place of such meeting of the Nominating Committee at which nominations for Director will be selected.

(c) Recommendations to the Nominating Committee for nominations must be received by the Chapter no later than the first day of July. Biographical sketches, not to exceed 250 words in length, shall be submitted along with the recommendation to the Secretary of the Chapter by or for each candidate no later than July 1. Any willful material misrepresentation contained therein shall invalidate the candidacy, provided that (1) such misrepresentation shall have been first brought to the attention of the Secretary, and (2) the candidate persists in the inclusion of such misrepresentation in the biography by submitting a further statement or reaffirming the trustfulness thereof. In the event of appeal of the decision of the Secretary in any matters concerning a biography, the President shall appoint an ad hoc committee, chaired by the Vice President, to make a final determination.

(d) Not later than August 1, the Nominating Committee shall select a list of nominees for the Office of Director, which list shall strive to present a list that contains a greater number of candidates than the number of vacancies occurring on the board.

(e) All nominees shall have been members in good standing for not less than one year at the time of taking office and shall

have attended at least one annual convention prior to his or her nomination. As further qualifications, nominees must manifest an abiding interest in the enhancement of wild sheep in North America, be willing to contribute time, talent, energy and resources to further the purposes and objectives of the Montana Chapter, be willing to actively participate in Chapter functions, fund-raising and other activities, acknowledging that service as a Board member shall have a high priority in all his or her endeavors, and meet any further qualifications determined by the Nominating Committee to be in the best interests of the Chapter.

(f) Annual election of Directors shall be conducted by mail or electronic ballot of members. Not later than August 10, the Secretary shall cause a ballot to be mailed or electronically submitted to each individual or chapter member entitled to vote, directed to his or her or its last address of record with the Chapter; provided, however, that, to be entitled to a ballot, a properly-completed, fully-paid application for membership shall have been received by the Secretary at least thirty-days prior to the mailing or electronic transmission of said ballot.

(g) The ballot shall list thereon the names of all nominees proposed by the Nominating Committee. The order of nominees on the ballot shall be alphabetical. The ballot shall contain blank spaces for "write-in" nominations equal to the number of vacancies to be filled. The final date on or before which the ballot must be received by the Chapter in order for it to be counted shall be shown clearly on the ballot.

(h) A member desiring to vote shall clearly mark his or her or its ballot for choice of Directors. The member may make the selection from the list of nominees presented on the ballot, or in lieu of one or more of such nominees, may write in the names of other members whom the voting member believes eligible to hold the office of Director. In either event, in order for the ballot to be valid, it must not contain a total number of votes greater than the number of Directors to be elected. Having marked the ballot, the member must mail or electronically submit the ballot. Any ballot received by the Chapter later than August 31 shall be invalid and shall not be opened or counted.

The President shall appoint a teller committee to tabulate ballots and supervise and validate the election.

(i) A ballot shall be invalid if not cast on the official printed or electronic ballot form provided by the Chapter, if

not received by the Chapter on or before the prescribed latest date specified on the ballot, if the voter has already voted, if the ballot is not clearly marked or if the ballot contains votes for more candidates than the number of Directors to be elected. However, no ballot shall be invalidated for failure to contain a vote for each of the vacancies to be filled in the election.

(j) A ballot judged invalid shall have the reason noted thereon and be initialed by the person who examined it and made the determination of invalidity. All ballots, whether judged valid or invalid, and all returned envelopes shall be preserved by the Chapter for 120 days. Until that time, any petitioning candidate may make application to the Executive Committee or to the Board of Director for a canvas or recount, provided the difference in the votes cast for such petitioning candidate and the next highest vote-getter is less than 1%. If no such application is made before expiration of the 120-day period, or for redress within 21 days after such canvas or recount, all protests or grievances shall be deemed to have been waived, and the ballots and return envelopes may be destroyed.

k. In the event of a tie vote between two or more persons for the last vacancy to be filled, the election shall be decided by a vote of the directors in office at the time of the election.

l. Names of the newly elected Directors shall be announced at the September Board Meeting and published in the Wild Sheep newsletter.

m. Past Presidents shall be eligible for re-election to the Board of Directors one year after the expiration of their previous term.

## ARTICLE VII OFFICERS

### Section 1. Number and Election.

The officers for the ensuing year shall be elected at the first meeting of the Board in September from the members of the Board of Directors of the Chapter by majority vote of the full Board and shall serve until their successors have been elected and qualified.

## Section 2. Duties of Officers.

(a) President. The President shall be the Chief Executive Officer of the Chapter and shall be in general supervision and control of the business and affairs of the Chapter, subject to the overall powers of the Board of Directors to formulate the policies and manage the affairs and property of the Chapter. The President shall preside at all meetings of the Chapter membership and of the Board of Directors and the Executive Committee.

The President shall appoint and may remove the chairmen and members of all standing committees and may establish special or temporary committees as from time to time are required. The chairmen and members of all standing and special committees shall serve until their successors have been duly appointed. The President shall be an ex officio member of all committees, with vote.

The President may, with the Secretary or any other duly authorized officer of the Chapter, sign deeds, mortgages, bonds, contracts, or other legal instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board to some other officer or agent or is otherwise required by law.

The President is authorized to make executive decisions on routine and emergency matters, as situations and emergencies arise, without prior approval of the Board of Directors, so long as such decisions are within the broad framework of overall policy and law, and are in the best interests of the Chapter, subject, however, to subsequent ratification by the Board of Directors.

The President shall perform all duties incident to the office and such other duties as may be prescribed from time to time by the Board of Directors.

(b) Vice President. The Vice President shall perform the duties of the President in his or her absence or at his or her request.

The Vice President shall be an ex officio member of all committees, with vote, and shall be responsible for preserving the effectiveness, performance and integrity of all committees. All committee Chairmen are responsible to and serve under the direction of the Vice President.

(c) Secretary. The Secretary shall be custodian of the archives and corporate records of the Chapter, shall attend the proper publication of official notices and reports, attest to



the signature of the President on official contracts and other documents authorized by the Board of Directors, keep minutes of official meetings of the members and of the Board or its Executive Committee (consisting of elected officers of the Chapter), and shall perform such other duties as usually pertain to the office or as may be assigned by the President or the Board of Directors.

Whenever the term "must be received by (or transmitted to) the Secretary" is used hereafter in these Bylaws, it shall be sufficient if the relevant document is received at (or transmitted to) the Chapter official address.

(c) Treasurer. The Treasurer shall have charge of the books of account of the Chapter. He shall assist a firm selected by the Board of Directors to make an audit of the Chapter's books of account and prepare a statement of financial condition at the close of each fiscal year (as may be established by the Board of Directors), and shall furnish a copy of such statement, together with a copy of the Certificate of Audit, to each member of the Board of Directors.

An ongoing responsibility of the Treasurer shall be to ensure that investments of the Chapter are purchased only in dollar-denominated securities or securities with a guaranteed maturity value, unless a contrary policy is authorized by the Board of Directors.

The Treasurer shall have such other duties as may be assigned to him from time to time by the President or Board of Directors.

If required by the Board of Directors, the Treasurer shall furnish a bond for the faithful discharge of his duties in such amount and with such surety or sureties as the Board shall determine.

To facilitate an orderly transition in the business affairs of the Chapter, and to safeguard the investment of Chapter funds, the outgoing Treasurer shall provide for the incoming or successor Treasurer a cash flow projection for the first six-month period of the ensuing fiscal year of the Chapter.

### Section 3. Suspension or Removal.

Any Officer of the Chapter may be suspended or removed for cause by a three-fourths affirmative vote of the full Board of Directors. However, no vote on suspension or removal may be taken unless at least 15 days notice in writing shall have been given to the Officer of the charges preferred and of the time and place of the meeting of the Board to consider the matter. Notice of the time, place and purpose of such meeting,

with a full copy of the charges preferred shall be mailed to each member of the Board of Directors at least 15 days in advance of the meeting. At such meeting, the Officer against whom the charges have been preferred shall be accorded a full hearing and may be represented by council.

#### Section 4. Vacancies.

In the event of the death, resignation, suspension, removal or permanent disability of any officer, the vacancy may be filled by the Board of Directors at its next regular meeting, or at a special meeting called for that purpose, or by a telephone conference call of the full Board. The person elected by the Board to fill the vacancy shall serve out the balance of the term of any such officer; subject, however to the provision of Article X, concerning recall.

#### Section 5. Compensation.

No Officer, Director or member on the Past President's council shall receive any salary or emolument unless specifically authorized in writing pursuant to an affirmative resolution of the Board of Directors, and a permanent record shall be kept of any such authorization. However, all such persons shall be entitled to reimbursement for expenses incurred on behalf of the Chapter, to such extent as may be authorized or approved by the Board of Directors.

#### Section 6. Bonds.

All Officers and employees handling monies of the Chapter may be bonded in such amount as may be determined by the Board of Directors. The expense of furnishing such bonding shall be at the expense of the Chapter.

### ARTICLE VIII EXECUTIVE COMMITTEE

#### Section 1. Membership.

There shall be an Executive Committee consisting of the President, the Vice President, the Secretary, and the Treasurer.

#### Section 2. Limitations on Powers of the Executive Committee.

The Executive Committee shall exercise all powers of the Board of Directors when the Board is not in session, other than the power to

- (a) Repeal or amend Bylaws, or adopt new Bylaws;
- (b) Fill vacancies on the Board of Directors or the Executive Committee;
- (c) Elect Officers of the Chapter;
- (d) Fix the compensation of Directors;
- (e) Remove a Director;
- (f) Amend or repeal any resolution of the Board which, by its terms, shall not be amendable or repealable;
- (g) Adopt and disseminate a fundamental change of basic policy of the Chapter;
- (h) Approve the submission of matters to the membership that require approval at the annual Meeting of Members;
- (i) Present a petition for judicial dissolution, or to adopt plans of merger, consolidation or nonjudicial dissolution;
- (k) Authorize indemnification of Officers, Directors, members of the Past President's Council, or employees; or
- (l) Formulate such other corporate policy decisions or perform corporate activities of the Chapter of such major significance as to warrant action by the full Board of Directors.

Section 3. Meetings of the Executive Committee.

- (a) Meeting of the Executive Committee will be held on the call of the President; reasonable notice being given.
- (b) A special meeting of the Executive Committee shall be called at any time upon demand in writing stating the object of the proposed meeting and signed by not less than a majority of the committee. Notice of the time, place and purpose of such special meeting shall be mailed to each member of the committee at least ten days before the day of holding such meeting.
- (c) A majority of the Executive Committee shall constitute a quorum.
- (d) Action Without a Meeting. Any action that may be taken by the Executive Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the members of the Executive Committee.

ARTICLE IX  
PAST PRESIDENT'S COUNCIL

There shall be a Past President's Council which shall consist of all past presidents of the Chapter. Members of the Council shall be members of the Council for life.

Section 1. Privileges.

(a) Notice of all regular and special meeting of the Board of Directors, and the minutes of any such meetings, shall be sent to each member of the Council.

(b) Members of the Council may attend all meetings of the Board of Directors and shall be entitled to participate in the conduct of the Board meetings, but members of the Council shall have no vote, nor shall they be entitled to reimbursement of expenses incident to such attendance unless specifically invited by the President.

#### ARTICLE X REMOVAL OF OFFICIALS

By affirmative vote of three-quarters of the full Board of Directors, any Officer, Director, member of the Past President's Council, or staff official of the Chapter (as covered in Article XII of these Bylaws) may be removed from office for misfeasance, malfeasance, nonfeasance, or any conduct which is determined by the Board to be contrary to the best interests of the Chapter.

#### ARTICLE XI COMMITTEES OF THE CHAPTER

##### Section 1. Committees.

(a) The Committees of the Association may be as follows:

- Membership
- Budget/finance
- Ethics
- Legislative Affairs
- Long-Term Strategic Planning
- Public Relations
- Fundraising

(b) Each committee shall submit a written report through the Secretary of the Chapter to the Board of Directors at a regular meeting of the Board as may be requested by the President. The committees may also submit oral or written reports and recommendations to the Board or to the Executive Committee at any regular or special meeting at their own option.

##### Section 2. Special Committees.

The President of the Board of Directors may establish such special or temporary committees of the Foundation as may be deemed necessary from time to time to fulfill the objectives of the Chapter. Each special committee will report at such time

and place as may be specified by the President or the Board of Directors.

Section 3. Responsibilities of Committees.

The President or the Board of Directors shall assign responsibilities to the committees relating to the administration, conduct, regulation, or oversight of particular activities or special areas or endeavors of the Chapter; except that no corporate authority may be delegated to any committee unless all members of such committee are members of the Board of Directors, and unless such committee has been delegated such authority by a resolution adopted by a majority of the entire Board of Directors.

Section 4. Limitations on Powers of Committees.

(a) No standing or temporary/special committee of the Chapter shall exercise any powers prohibited to the Executive Committee as enumerated in Article VIII, Section 2.

(b) Committee Chairmen are authorized to appoint subcommittees and ad hoc committees from among the members of the full committee. Official meetings of committees or subgroups thereof shall be authorized by the President or, in his absence, by the Vice President. Chairmen shall inform the Secretary, who will issue the official notice for such meeting.

ARTICLE XII  
STATUS OF THE EXECUTIVE DIRECTOR, GENERAL COUNSEL, AND  
ACCOUNTANT

Section 1. Executive Director.

The Board of Directors may in its sole discretion employ an Executive Director at such rate of compensation as it shall determine necessary. The contract of employment shall be in writing and shall embody all of the terms and conditions of employment and shall be approved by the Executive Committee and ratified by the Board of Directors.

The Executive Director shall serve as an ex officio member of the Board of Directors and the Executive committee, without vote; however, he or she is not authorized to be present in any executive session without specific approval of the body.

The Executive Director shall be accountable and shall report to the President and to the Board of Directors and shall perform such duties and assume such responsibilities as may be assigned by them.

Section 2. Other Staff Officials.

With the exceptions of (a) any special Hearing Board established for the purpose of considering an involuntary termination of membership pursuant to Article IV, Section 9; and

(b) the Nominating Committee (each of which shall meet in executive session unless the committee shall otherwise determine), the Executive Director, the General Counsel, and the Accountant shall be ex officio members of the Board of Directors, with voice but without vote, and shall be authorized, but not required unless requested, to attend all meetings of the Board of Directors and all standing or special committees of the Chapter; provided however, that these staff officials shall not be allowed to attend nor participate in executive sessions except by specific invitation of the respective body concerned.

#### ARTICLE XIII ORDER OF BUSINESS

The following shall be the regular order of business at all meetings of the members, and all formal meetings of the Board of Directors and Executive Committee.

1. Roll Call.
2. Approve minutes of previous meeting.
3. Reports of Officers.
4. Fill vacancies and conduct prescribed elections.
5. Reports of committees and committee resolutions.
6. Special Orders.
7. Unfinished business and General Orders.
8. New Business.
9. Resolutions.

#### ARTICLE XIV PARLIAMENTARY AUTHORITY AND PARLIAMENTARIAN

Section 1. Parliamentary Authority.

Robert's Rules of Order Newly Revised shall govern the deliberations of all meetings of the members, and all formal meetings of the Board of Directors and Executive Committee, unless specific exceptions are made herein; however, the regular order of business shall not be required in the conduct of official meetings conducted as telephone conference calls by the Board or Executive Committee.

Section 2. Parliamentarian.

The President may appoint an official Parliamentarian of the Chapter, who may or may not be a member of the Chapter, and who shall serve at the pleasure of the President.

#### ARTICLE XV

## WILD SHEEP ARTICLES

There shall be an official section of one or more pages in the Wild Sheep newsletter which shall inform the membership of official actions taken by the Board, such as important information concerning future meetings or other data concerning conventions, events and seminars available to members. All official notices shall be published in the Wild Sheep Newsletter. All resolutions adopted by the Board of Directors also shall be published in the Wild Sheep Newsletter within 120 days, when the resolution specifies that it shall be published, as well as the Auditor's letter and the annual Balance Sheet of the Chapter.

### ARTICLE XVI CORPORATE SEAL AND OFFICIAL EMBLEM

#### Section 1. Corporate Seal.

The Chapter shall have a corporate seal bearing the words, "FOUNDATION FOR NORTH AMERICAN WILD SHEEP MONTANA CHAPTER," and showing Montana as the State of Incorporation.

#### Section 2. Official Emblem.

The Chapter shall have an official emblem depicting an image of a bighorn sheep inscribed in an outline of the State of Montana with the words "FOUNDATION FOR NORTH AMERICAN WILD SHEEP MONTANA CHAPTER."

### ARTICLE XVII PROHIBITION OF PROXY VOTING

At all meetings of the Board of Directors, Executive Committee, or other committees of the Chapter and meetings, each person entitled to vote shall have a right to cast one vote on each question presented, which vote shall be cast personally and not by proxy. This prohibition shall not be construed to prevent members of the Board of Directors, the Executive Committee or members of other committees of the Chapter from conducting telephone conferences, so long as a quorum of the body is present and the conditions of Article V, Section 3, are met.

### ARTICLE XVIII PROHIBITION CONCERNING POLITICAL CONTRIBUTIONS

Neither Chapter nor its Officers, Directors, members of the Past President's Council, employees, agents or representatives, acting on behalf of the Chapter shall make any contribution to

any political campaign or candidate, without the approval of a two-thirds vote of the entire Board of Directors.

ARTICLE XIX  
AMENDMENTS TO THE BYLAWS

These bylaws may be amended at any regular meeting of the Board of Directors by a two-thirds vote of the full Board, provided that the amendment has been submitted in writing at the previous meeting of the Board, or has been sent in writing by mail to every member of the Board not less than 30 days prior to the next regular or special meeting of the Board called for that purpose. To qualify under this Article, and to be considered for adoption, the proposed amendment must be signed by at least two members of the Board of Directors, or alternatively, by 15 members of the Chapter entitled to vote. Upon adoption, these Bylaws or any subsequent amendments thereto shall be published in the Wild Sheep Newsletter.

ARTICLE XX  
DISSOLUTION OF THE CORPORATION

Upon liquidation, dissolution, or abandonment of the Chapter, all of the property and assets of the Chapter shall be transferred or conveyed by way of gift to one or more domestic or foreign corporations, foundations, associations, societies, or organizations exempt from Federal and State Income and Property Taxation and engaged in activities substantially similar to those of the Chapter, all in accordance with the laws of the State of Montana relating to the liquidation, dissolution, or abandonment of the corporation. In no event shall any properties or assets of this Chapter be conveyed or transferred to any individual upon the liquidation, dissolution, or abandonment of the corporation, except for good and valuable consideration at fair market value, and upon competitive bid.

Bylaws of the Foundation For North American Wild Sheep Montana Chapter amended to November 2018 and made effective immediately.