

BYLAWS

IDAHO WILD SHEEP FOUNDATION, INC.

ARTICLE I

NAME: This organization shall be known as Idaho Wild Sheep Foundation, Inc.

PURPOSE: The purpose of the organization is to:

1. To promote the welfare of bighorn sheep in Idaho, the adjoining States and throughout North America.
2. To advocate for habitat protection and expansion for wild sheep.
3. To promote research into wild sheep disease and advocate for disease control in wild sheep populations.
4. To facilitate the propagation and restoration of wild sheep for both hunting and viewing opportunities and for the purposes of wildlife conservation in general.
5. To assist Wild Sheep Foundation, an Idaho not for profit corporation, as a chartered affiliate of said Foundation, in carrying out the objectives of said Foundation; namely to promote the management of, and to safeguard against the extinction of, all species of wild sheep native to the Continent of North America, according to the principles, policies, standards and procedures as set forth by said Foundation from time-to-time.

ARTICLE II

MEMBERSHIP

Section I Eligibility

Membership is open to all persons who support wildlife conservation and /or subscribe to legal and ethical hunting practices.

Section II Active Membership

Active voting members shall be those who have paid organizational dues and are members in good standing. Good standing is defined as subscription to the principals of the North American Model of Wildlife Conservation and participates in only legal and ethical hunting practices so as to preserve the reputation of the organization.

All active members are entitled to all privileges of the organization/chapter including voting rights, receipt of publications and the right to hold elected or appointed office in accordance with the Bylaws.

Membership of any member, including Board Members, maybe revoked at any time by a simple Majority vote by the Board of Directors to preserve the reputation and status of the Chapter.

Section III Membership Year

The membership year shall be from January 1st through December 31st. Any member who is in default in payment of dues shall be deemed delinquent and dropped from active voting membership.

ARTICLE III

OFFICERS

Section I Officers

The Officers of the organization/chapter shall be President, President Elect/Vice President, Secretary, Treasurer, and Past President. All officers of the Foundation shall serve in a voluntary, non-paid capacity. The Offices of Secretary and Treasurer may be held by Associate Director, in which case they shall be considered non-voting members of the Board. They shall be required to be member in good standing of the Chapter.

Section II Election

The President Elect/Vice President, Secretary, and Treasurer shall be nominated and elected by the Directors with requirements set forth in the rules governing the Nominations and Elections Committee and Procedures.

Section III Terms of Office

The President, President-Elect/Vice-President, Secretary and Treasurer shall serve terms of-two (2) membership years. At the end of two (2) years, the Officer position shall be vacated, and elections made for the succeeding two-year period. The President shall not be eligible to serve more than two (2) consecutive terms. President Elect/Vice President shall become President and a new President Elect/Vice President, Secretary I and Treasurer shall be nominated and elected by the Directors.

Section IV Powers and Duties of the President

The President shall preside at all meetings of the organization/chapter and perform the duties which are usually prescribed for the chief officer of such an Association, as well as the duties which are defined by these Bylaws. The President shall be a member of the Board of Directors and all committees of the Association and shall serve as Chairperson of the Board of Directors. The President shall appoint the chairperson of all committees of the Foundation and fill all vacancies except as otherwise provided in these Bylaws. All appointments to Chair Positions will be submitted to the Board of director for ratification by a Simple Majority Vote. The program of the annual meeting shall be prepared under the President's direction. The President shall vote only to break a tie.

Section V Powers and Duties of the President Elect/Vice President

The President Elect/Vice President shall be the presiding officer in the absence of the President. The President Elect/Vice President shall serve as a voting member of the Board of Directors. In the event of vacancy in the office of President, the President Elect/Vice President shall become the President, assume the duties of the office and serve the balance of the term. The President is empowered to sign legal documents and checks, as authorized by the board. This term so served shall not count as an elected term as President.

Section VI Powers and Duties of the Secretary

The Secretary shall be a voting member of the Board of Directors or an Associate Director. The Secretary shall be responsible for the Board minutes, Board correspondence and any legal transactions required of this office. The Secretary shall maintain a database of Chapter Membership. The term of office shall only be limited by the provisions found within the Chapter Bylaws.

Section VII Powers and Duties of the Treasurer

The Treasurer shall be a voting member of the Board of Directors or an Associate Director. The Treasurer shall receive and be responsible for the safekeeping and accounting of the funds of the Foundation. The Treasurer shall make quarterly and annual financial reports to the Board of Directors and such other financial reports as may be required. An Annual Financial Summary Report shall also be prepared for distribution at the Annual Banquet event, and it shall be subsequently published in the next issue of the Chapter Publication. All monies of the organization/chapter shall be deposited only into the organization/chapter's banking accounts.

The term of office shall only be limited by the provisions found within the Chapter Bylaws.

Section VII Executive Board

The Executive Board shall consist of the four officers and the most recent past president and shall meet from time to time as needed to make decisions on behalf of the board and/or to make recommendations to the board. All officers are subordinate and responsible to the Board of Directors of the corporation. The Executive Board may appoint such other officers and agents as it shall deem desirable, such officers have the authority to perform the duties as prescribed from time to time by the Board of Directors.

The Executive Board may designate a spokesperson for the organization/chapter. This spokesperson shall be the official voice of the chapter.

ARTICLE IV

BOARD OF DIRECTORS:

Section I Composition

The Board of Directors shall consist of all elected officers (President, President Elect/Vice President, Immediate Past President and Secretary and Treasurer if elected members of the Board) and twelve (12) Directors elected at large from the membership. If the Secretary and/or Treasurer Office position is held by an Associate Director(s) then the number of allowable Directors shall be increased by the corresponding number.

- A. A quorum shall consist of a simple majority of the duly elected voting members of the Board of Directors.
- B. An affirmative vote of a simple majority of those present shall be required to pass a motion.
- C. No more than three (3) directors shall serve on the Board with fifty percent (50%) or more of their income derived from the same occupation.
- D. The Offices of Secretary and Treasurer may be held by Associate Director(s).

- E. Voting rights reside only with Board Members aside from elections of prospective Board Members at the annual banquet. In the event of no banquet, elections will be conducted through mail.
- F. Members of the Board of Directors shall be in good standing with the organization.

Section II Election and Term of the Board of Directors

Board of Directors

Each Director shall be elected for a term of two (2) years with half being elected each year for staggered terms.

Associate Board of Directors

The Board of Directors shall appoint persons of specific skills and experience to the office of Associate Board of Directors by a simple Majority vote. Associate Board of Directors will be recruited to assist in the general and specific operations of the Chapter. They will provide special assistance to the Board in general and to individual committees based on the requirements established by the Chairperson. The Associate will function in an advisory capacity and have no voting rights beyond those extended elsewhere in the Chapter Bylaws.

All Associate Directors will be considered for Reappointment by the Board on an Annual basis to coincide with the seating of new Board of Directors.

Section III Meetings

The Board of Directors shall meet, as necessary, throughout the year. Due notice of the Business Meeting shall be given at least five (5) days in advance of the meeting date. The President shall be responsible for scheduling the necessary meetings, their dates, time and place. The Board shall be empowered to enact rules and procedures governing the conduct of its meetings. Upon the establishment of the newly elected officers and Board members, the President shall determine a time and place for a meeting between incoming officers and Board members and existing officers and Board members to discuss policies, procedures and plans of the Foundation.

There shall be a minimum of four (4) Business Board Meetings each Fiscal Year.

Section IV Powers and Duties of the Board of Directors

- A. The Board of Directors shall formulate and implement the policies of the organization/chapter. The Board of Director may solicit, as needed, appropriate clerical assistance.
- B. The Board of Directors shall establish dues for the members of the organization.
- C. It shall be the responsibility of the Board of Directors to initiate the replacement procedures for officers. In the event of a vacant position on the Board, the President shall appoint a replacement with the approval of the Board. If a Board member has shown two (2) consecutive unexcused absences, the President shall initiate a discussion of a possible vacancy. Members appointed as a result of a vacancy shall serve until the end of the vacated term.
- D. The Board of Director shall have the right to withdraw the privilege of membership from any member of the Idaho Chapter of the Wild Sheep Foundation by a majority vote. Removal of a

Board member shall be for cause and shall require a two-thirds (2/3rds) vote of the Board.

- E. Members of the Board shall only represent the Board of Directors or the membership in general (ID WSF) in any official capacity when they have been designated by the Board to do so. This may be accomplished as a designee of a Committee Chair or by a simple Majority vote.
- F. Board members shall not receive compensation for routine Board duties.
- G. Members shall follow the general duties of care, loyalty and obedience as delineated below in fulfilling their duties and shall sign a "Code of Conduct."
 - 1) Duty of Care - The board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization and understands that whether directly, or indirectly by association, a board members actions which, by a majority vote of the board, are deemed hurtful or bring negativity to IDWSF and its mission can be removed from the board. When voicing personal opinions on matters relating to IDWSF, or that IDWSF is involved in by association, the member shall clearly distinguish that said views are of their own and not acting as a Board Member of IDWSF.
 - 2) Duty of Loyalty - The board member can never use information obtained as a member for personal gain but must act in the best interests of the organization. This includes, but is not limited to, private board correspondence regarding matters of IDWSF and it shall in no way be transferred to members outside of the Board of Directors without consent of a majority vote of the board. Board Members designated to represent committees of IDWSF must follow the duty of care when exchanging correspondence pertinent to committee actions agreed to by majority vote of BOD.
 - 3) Duty of Obedience – The board member agrees to be faithful to the organization's mission and will not act in a way that is inconsistent with the central goals of the organization. The member will act in a manner to protect the member's trust that the organization will manage donated funds to fulfill the organization's mission.
 - 4) Board Decisions made by proper procedure are the official position of the organization and must not be undermined by individual board members.
 - 5) Conflict of Interest- In the event of a conflict of interest, whereas a board member may receive financial compensation, or jeopardize the chapter through association of involvement, said director is to notify the BOD of a conflict of interest and abstain from voting rights or correspondence that pertain to the conflict of interest.

Section V -Reports and Recommendations

The Board of Directors shall establish policies governing the publications of reports and proceedings of the Foundation. It shall receive, consider and publish the annual reports of the Foundation Secretary, Treasurer, and the committees. It shall establish general business procedures of governance such that operational uniformity shall exist for members of the Board and the membership in general.

VI – Directors Acting without a Physical Meeting:

Any action required or permitted to be taken by the Board, may be taken without a meeting, and with the same force and effect as a unanimous vote of the Board, if all members of the Board shall individually or collectively consent electronically or in writing to such action. Any such action will be ratified by the board at the next regularly held meeting.

VII. Hire Staff

The Board shall be empowered to employ staff, including an Executive Director, as they determine. The duties to be performed by, and the remuneration paid to, the Executive Director shall be as approved by the Board.

ARTICLE V

ANNUAL BUSINESS MEETING

Section I Time and Place

There shall be an annual meeting of the organization/chapter at the time and place to be determined by the Board of Directors, provided, however, that they shall select only those places where it is possible to provide accommodations and seating at the meetings.

Section II Participants

The annual meeting of the organization/chapter shall be open to the total membership of the organization/chapter.

Section III Agenda

The agenda shall be prepared under the direction of the President of the organization/chapter in accordance with Article X of these Bylaws.

Section IV Voting Procedures

The Board of Directors shall select and cast ballots for the officers of the-organization/chapter for the forthcoming year. The general membership shall vote for the Directors.

ARTICLE VI

NOMINATIONS AND ELECTIONS COMMITTEE PROCEDURES

Section I Committee

The Nominating Committee shall be appointed by the Board of Directors.

Section II Duties

The committee shall be responsible for the conduct of the election of the officers and members of

the Board of Directors.

- A. This committee is charged with the responsibility of considering all active members when selecting the slate of nominees.
- B. This committee shall nominate at least one (1) candidate for each office to be filled and for each open Director's position. It shall be the duty of this committee to present each candidate's name to the Board of Directors.
- C. The existing Board of Directors shall cast their ballots at the Annual Business Meeting for the election of the Officers or by ballot no later than 120 days following the Annual Business Meeting.
- D. The committee shall prepare a ballot for the general membership to vote for the Directors. The ballot shall be mailed or may be included in the next newsletter to the membership. All ballots returned within fourteen (14) days of the mailing shall be counted at the next meeting of the Board of Directors.
- E. It shall be the sole decision of the nominating committee to determine the validity of a questionable ballot. Ballots postmarked or submitted after the fourteen (14) day election period shall not be valid.
- F. This committee shall function as the Committee on Elections reporting the results of the election.
- G. The election shall be held prior to the annual banquet. If there is no banquet, by March 31st.

ARTICLE VII COMMITTEES

The establishment of committees shall be the responsibility of the President with the approval of the Board of Directors.

- Each Committee shall be chaired by a Board Member.
 - Each Chair shall act with the full authority of the Board and speak for the Board within the approved guidelines of shared responsibility for that authority
 - Each Chair shall give regular reports to the Board such that Board Members are sufficiently informed to be able to offer informed counsel.
 - Each Chair shall provide to the board a description of goals and duties of the committee.
 - Each Chair is expected to assemble a committee of support such that the objective of the Committee, as approved by the full Board, can be met.
 - A Committee may be composed of any number of members and consist of Elected Board members and non-elected members. It is recommended that where feasible that Committee member be members of good standing of Idaho Chapter of the Wild Sheep Foundation.
 - The Chair is responsible for the structure and actions of the committee and is expected to lead in such a manner that the stated purpose and objectives of the Chapter are not compromised.
 - A Chair position shall exist as long as a Simple Majority of Elected Board Members is in favor of its continuance. The Leader of any committee may be replaced by a Simple

Majority Vote of the Board.

ARTICLE VIII

FINANCE

Section I Fiscal Year

The fiscal year for the organization/chapter shall be calendar year, January 1st through December 31st.

Section II General Fund

The general fund of the organization/chapter shall consist of the income from the receipt of dues from members, interest on bank deposits, fees and any other funds received by gift, bequest, grant, transfer, and fund-raising. Fiscal policies and procedures not otherwise provided for in these Bylaws may be adopted by the Board of Directors.

All loans to the organization/chapter must be approved by the general membership by two thirds (2/3) majority.

Section III Receipts and Disbursements -General Funds

All money paid to the general fund of the organization/chapter shall be turned over to the Treasurer who shall hold said money in safekeeping. Money shall be distributed by check or other written order by the Treasurer. The Board of Directors may require countersigned checks or special accounts that require countersigned checks. All bank accounts must have two signers on the accounts. The President shall appoint another Officer or Director to examine the monthly bank statements and checks written in order to safeguard the organization's funds. The President may request that the monthly bank statements along with checks and deposits, be presented for review at any or all Board meetings.

The Treasurer cannot issue blank checks or signed blank checks under any circumstances. The Treasurer cannot issue checks to himself/herself and cannot use the organization's funds for his/her personal obligations.

No Board of Director can approve their own reimbursement for expenses.

All reimbursements require written receipts and Board of Directors can not incur expenses or obligate the chapter financially above \$200.00 without prior explicit Board approval.

The Banquet Budget approved by the Board will be considered as being administered by the Banquet Chair. As such the Chair will approve documented expenditures for the administration of the Banquet Event. Chairs will be expected to approve budgeted funds and expenditures to facilitate the functioning of their Board appointed purpose. All expenditures will be reported to the Board at scheduled Business Meetings. No personal expenses will be reimbursed through this mechanism.

Section IV Auditing Committee

Auditing Committee shall be appointed by the Board of Directors and the audit shall be

completed no later than thirty (30) days after the end of the fiscal year.

Section V Financial Reports

An annual report of the organization/chapter financial status, including income and expenditures for the fiscal year, shall be prepared under the direction of the Treasurer. An annual audit of the funds of the organization/chapter shall be made by the auditing committee, whose finding shall be transmitted to the Board of Directors for review and approval. An Annual Financial Summary Report shall be prepared for distribution at the Annual Banquet/ Chapter Meeting, and it shall be subsequently published in the next issue of the Chapter publication.

ARTICLE IX

DUES

Section I Payment

Dues shall be sent to the Treasurer who shall hold the said monies in safekeeping.

Section II Membership

Lifetime membership and Annual dues shall be set by the Board of Directors. Charter members may not exceed the original total of twenty-eight (28) members. Only members who are in good standing shall hold voting rights.

Persons shall be over the age of eighteen (18) years to be eligible to vote.

ARTICLE X

STANDING RULES AND PARLIAMENTARY PROCEDURE:

Section I Standing Rules

Supplementary rules and regulations may be adopted by the membership at large and shall be designated as Standing Rules. These shall include standing rules governing the Annual Business Meeting, which may be supplemented by rules for a particular annual meeting adopted by the membership at large at such a meeting.

Section II Parliamentary Procedure

Robert's Rules of Order, Revised, shall be the authority governing all matters of procedure not otherwise provided by these Bylaws.

ARTICLE XI
AMENDMENTS:

Section I

These Bylaws may be amended at the Annual Business Meeting by a two-thirds (2/3) vote of the attending members eligible to vote at the Annual Business Meeting, provided the proposed amendment has been published and distributed by the Board of Directors to the membership at least fourteen (14) days prior to the Annual Business Meeting.

Section II

Amendment(s) to the Bylaws may be considered at the Annual Business Meeting without previous publication providing there is a consensus of the simple majority of members present at the Annual Business Meeting. Amendment(s) must then receive the approval of two-thirds (2/3) vote of the members voting at the Annual Business Meeting.

Section III

These Bylaws may be amended by a majority vote of those members voting on a mailed ballot. The amendment(s) shall be published and distributed by the Board of Directors to the membership at least fourteen (14) days prior to the final date for balloting. Individual ballots shall be distributed to the membership at least fourteen (14) days prior to the final date for balloting.

Section IV

Such Bylaw revision (Section I and Section III of Article XI) shall be initiated by the Board of Directors or by the petition of one-sixth (1/6) of the membership as recorded at the time of the previous Annual Business Meeting.

Section V

The Bylaws may be amended by a seventy five percent (75%) vote of the Board of Directors. Any such change in the Bylaws must be conveyed to the membership with in fourteen (14) days of the vote to be considered enacted.

Section VI

Any Officer or Director may be removed from Office by a majority vote of the Board of Directors.

Last amended April 2022 by vote of the members of the Association.