



National Wild Turkey Federation, Inc.

National
Constitution
and Bylaws

Effective 2-13-03

ARTICLE I

NAME, TERRITORY OF OPERATIONS AND SEAL

Section 1 - NAME

The name of this organization is The National Wild Turkey Federation, Incorporated (hereinafter referred to as the NWTF).

Section 2 - TERRITORY OF OPERATIONS

The NWTF shall operate principally in all the states, territories and insular possessions of the United States, District of Columbia, States of Mexico, and Provinces of Canada. It may also operate in other countries.

Section 3 - SEAL

The NWTF shall have a seal of such design as the Board of Directors may adopt.

ARTICLE II

GOALS, PURPOSES AND POWERS

Section 1 - GOALS

The goals of the NWTF are:

- (a) To promote public awareness of, and support for, the conservation and wise management of the wild turkey;
- (b) To initiate programs to protect and improve habitat and to increase the number and distribution of the wild turkey.
- (c) To promote the preservation of the hunting tradition.

Section 2 - PURPOSES

The purposes of the NWTF are:

- (a) To establish, maintain, and promote public interest in the management, protection, and restoration of the wild turkey;
- (b) To develop, preserve, restore, and maintain wild turkey populations and their habitats;
- (c) To encourage, initiate, and coordinate research relating to the wild turkey;
- (d) To acquire, store, and disseminate biological information regarding the

wild turkey;

(e) To give and promote entertainments, lectures, and exhibitions for the general information of the public and of members of the NWTF;

(f) To promote the preservation of the turkey hunting tradition;

(g) To do all other things necessary and proper in furtherance of stated goals consistent with the exclusively educational and nonprofit nature of the NWTF.

The NWTF will operate exclusively for charitable, scientific, and educational purposes as defined in the United States Internal Revenue Code and may engage in any and all lawful activities, incidental to the foregoing purposes, except as restricted herein. The NWTF shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would prevent it from obtaining exemption from federal income taxation as a corporation described in the Internal Revenue Code or cause it to lose such exempt status. The NWTF shall not be operated for the purpose of carrying on a trade or business for profit; nor shall the NWTF engage in any activities that are unlawful under applicable federal, state, or local laws. The NWTF shall not engage in any prohibited transactions as described in the Internal Revenue Code, shall not accumulate income, invest income, or divert income, in a manner endangering its exempt status, and shall not engage in any other activity which will result in the denial or loss of exempt status.

The NWTF shall not participate or intervene in any political campaign on behalf of any candidate for public office. The carrying on of propaganda or otherwise attempting to influence legislation shall be limited to the extent permitted under the Internal Revenue Code and the regulations of the Internal Revenue Service applicable to organizations enjoying the tax-exempt status.

In the event of the liquidation, dissolution or termination of NWTF, whether involuntary or by operation of law, the remaining assets of the NWTF, after payment of all debts and necessary charges and expenses, shall be distributed exclusively to a wildlife organization or organizations organized and operated exclusively for charitable, scientific or educational purposes and enjoying exempt status under the Internal Revenue Code. The Board of Directors shall select the above-mentioned organizations.

Section 3 - POWERS

The NWTF shall have all the powers necessary or convenient to carry out its purposes, subject only to limitations provided by the Certificate of Incorporation, and by this Constitution or Bylaw. Such powers shall include: the control of its affairs; the designation of the time for holding and the manner of conducting its meetings; the qualifications, admission, classification and voting power of its members; the determination of the time and manner of selection, qualifications, terms of office, official designations, powers and duties of its officers, directors, and members of committees; defining what constitutes vacancy in any office or committee and the manner of filling the same; the number of members or directors necessary for a

quorum and for the regulation of all other matters within its purpose and power; and the adoption of such bylaws and rules, consistent with law, its Certificate of Incorporation and this Constitution, with the right from time to time to amend or repeal the same, as it shall deem proper.

ARTICLE III

MEMBERSHIP

Section 1 - MEMBERSHIP CLASSIFICATION

NWTF contributors shall be classified into membership categories. The qualifications, selection processes, terms and dues of the various categories of NWTF memberships shall be determined by the Board of Directors.

Section 2 - ANNUAL MEETING NOTICE

The annual meeting of the general membership of the NWTF for the transaction of such matters as may properly come before such meeting shall be held each year during the NWTF Annual Convention. Notice of the time and place of the annual meeting shall be posted and listed in the agenda of the NWTF convention.

Other meetings of the general membership may be called at a time and place approved by the Board of Directors or the Executive Committee thereof. Notice of the special general membership meetings will be announced in the official NWTF publications.

Section 3 - VOTING

At any meeting of the general membership, each member present in person shall be entitled to cast one vote on any and all matters which shall properly come up for a vote before such meeting. JAKES members cannot vote on any NWTF matters.

Section 4 - QUORUM

At any meeting of the general membership, 1% of the total voting membership shall constitute a quorum for the transaction of business.

Section 5 - ORGANIZATION

At each meeting of the general membership, the President, or in case of the President's absence, the Vice President, shall act as chairman thereof. The Secretary, or in the case of the Secretary's absence, the person whom the chairman of the meeting shall appoint as secretary of the meeting, shall act as such.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 - POWERS

The affairs of the NWTF shall be directed by the Board of Directors, except as otherwise provided by statute or by this Constitution.

Section 2 - NUMBER

The Board of Directors shall consist of eighteen (18) or nineteen (19) members, one of whom shall be the Chairman of the Board of the NWTF. If it is necessary for the Chairman of the Board to receive an automatic appointment to the Board due to the expiration of current term as Director, the Board will consist of nineteen (19) members. Otherwise, the Board will consist of eighteen (18) members.

Section 3 - QUALIFICATIONS OF DIRECTORS

All Directors shall be at least twenty-one (21) years of age and shall be NWTF members. No salaried employee of the NWTF shall be eligible to serve as a member of the Board of Directors. No NWTF Director may hold any office or directorship in an NWTF state, provincial or local chapter during his or her term of office as a national Director.

Any member of the NWTF that is significantly involved in a business enterprise that has or could have a potential conflict of interest with the NWTF shall not be eligible to serve as a member of the Board of Directors. The determination of eligibility shall be the sole responsibility of the Board of Directors and shall be final.

Section 4 - COMPENSATION FOR DIRECTORS

Directors may be reimbursed for travel and subsistence during meetings of the Board and meetings of Board Committees, but otherwise, no Director shall receive any monetary compensation for serving on the Board of Directors or any committee thereof.

Section 5 - ELECTION; TERM OF OFFICE

At each annual convention of the NWTF, the Board of Directors of the NWTF shall name six (6) Directors to serve three (3)-year terms commencing at the close of the annual convention at which they are designated and terminating at the close of the third succeeding annual convention of the NWTF. Any vacancy occurring on the Board of Directors shall be filled pursuant of Article IX hereof.

At no time shall the Board of Directors contain more than three (3) members whose permanent residence is in the same state or province.

Of the six (6) Directors elected annually, three (3) shall be elected by the general membership of the NWTF and three (3) shall be elected by the Board of Directors.

Subsection 1 - DIRECTORS ELECTED BY GENERAL MEMBERSHIP

Directors elected by the General Membership: Each state, provincial and local chapter of the NWTF may submit to the Nominating Committee the name and resume of one candidate, outlining his or her background, qualifications and contributions to the NWTF. All such nominations must be received at the NWTF headquarters on or before August 1 of the year in which they are to be considered.

From this group, the Nominating Committee shall recommend six (6) outstanding candidates. The Nominating Committee shall present the names of these six (6) recommended candidates to the Board of Directors for approval. The Board of Directors may accept or reject, in whole or in part, the list of the six (6) candidates recommended by the Nominating Committee by a majority vote of a quorum of Directors present in person at the Board of Directors meeting. If the Board of Directors does not concur with the recommendation of the Nominating Committee, the Nominating Committee shall be charged with the responsibility to reconvene and bring another recommended slate of candidates for Board of Director consideration. Nothing in this previous sentence shall be construed to mean that the Board of Directors can approve more or less than six (6) candidates to be voted on by the general membership.

If the six (6) outstanding candidates are not submitted to the Nominating Committee by the state, provincial or local chapters by August 1, the Nominating Committee shall present to the Board of Directors for approval the number of additional candidates necessary to have six (6) outstanding candidates on the ballot of election by the general membership.

The last issue within each calendar year of Turkey Call, Women In The Outdoors, and Wheelin' Sportsmen magazine shall contain one official ballot listing the names of the six (6) candidates, along with their pictures and resumes. When members vote for the Directors of the NWTF, he or she must use this ballot and only this ballot, and vote for three (3) of the six (6) candidates. Any ballots with less than or more than three votes will not be tabulated in any part. Notice of this voting procedure must appear plainly on all ballots. The candidates receiving the largest, second largest and third largest vote totals shall be named directors. In the case of a tie for the third largest number of votes, the Nominating Committee shall name the director from the group of candidates having the same vote totals.

Subsection 2 - DIRECTORS ELECTED BY THE BOARD OF DIRECTORS

The Nominating Committee shall select three (3) outstanding candidates for the Board of Directors and present the names of these three (3) candidates to the Board of Directors for approval. In electing these Directors, the Board of Directors may accept or reject, in whole or in part, this list of three (3) candidates by a majority vote of quorum of Directors present in person at the Board of Directors meeting. If the Board of Directors does not concur with the recommendation of the Nominating Committee, the Nominating Committee shall be charged with the responsibility to reconvene and bring another recommended slate of candidates for Board of Director consideration. Nothing in this previous sentence shall be construed to mean that the Board of Directors can elect more or less than three (3) candidates.

Section 6 - ANNUAL MEETING OF THE BOARD OF DIRECTORS

The annual meeting of the Board of Directors for the transaction of such business as may properly come before it shall be called no less than thirty (30) days before such meeting by sending, by first class mail, notice of time and place of such meeting to each Director at his address of record. It is the responsibility of each Director to furnish the NWTF with his or her mailing address of record.

Section 7 - OTHER MEETINGS; NOTICE

Other meetings of the Board of Directors may be called at a time and place approved by the Board of Directors or the Executive Committee thereof. Notice of the time and place of other meetings of the Board of Directors shall be sent by first class mail to each Director at his or her address of record not less than thirty (30) days prior to the date set for such meeting.

Special meetings of the Board of Directors may also be called by the Chairman thereof or any four (4) Directors (who shall give written demand therefor to the Secretary). Such special meetings shall be held only for the purpose or purposes specified in the notice of such meeting. Notice of the time and place of special meetings of the Board of Directors shall be sent by first class mail to each Director at his or her address of record not less than ten (10) nor more than thirty (30) days prior to the date set for such meeting.

Section 8 - QUORUM

The presence at any meeting of the Board of Directors in person of ten (10) of the total number of Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of those Directors present in person may by resolution adjourn the meeting from time to time during the dates and at the place specified in the notice of meeting until a quorum is present. At a duly adjourned meeting at which a quorum is present,

any business may be transacted which might have been transacted at the meeting as originally called.

Section 9 - ACTION BY WRITTEN CONSENT

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as though voted upon by a majority of the Directors at a regular or special meeting of the Board. A committee may take action without a meeting by verbal or written consent if 100% of the committee members are in agreement with the action.

Section 10 - ANNUAL REPORTS

The Board of Directors shall present at each annual meeting of the general membership such reports as at the time may be required by state and/or federal statutes applicable to nonprofit corporations.

Section 11 - HONORARY DIRECTORS

Members of the NWTF who have rendered particularly noteworthy and/or distinguished service may be recognized as honorary members of the Board of Directors. Honorary Board members shall be elected by unanimous vote of the Board of Directors. Honorary Board members shall not be voting members of the Board. No limit shall be set on the number of Honorary Board members. Honorary Board members shall not be disqualified from holding any national, state or local chapter office or directorship in the NWTF.

ARTICLE V

COMMITTEES

Section 1 - DIRECTOR COMMITTEES

All director committee members shall be Directors, Officers, or management personnel of the NWTF. Director committees shall be designated in this Constitution or in the Bylaws and shall include:

Subsection 1 - EXECUTIVE COMMITTEE

A. POWERS: The Executive Committee shall act through the President and in behalf of the Board of Directors to conduct the business of the NWTF between

meetings of the Board of Directors.

The Executive Committee shall have all the authority of the Board of Directors except as to the following matters (all of which shall be reserved to the Board of Directors):

- (1) The submission to members of the NWTF of any action requiring members' approval under state or federal nonprofit corporation laws;
- (2) the filling of vacancies and otherwise electing officers or members of the Board of Directors;
- (3) the amendment or repeal of the Constitution or the Bylaws or any parts thereof, or the adoption of a new Constitution or new Bylaws;
- (4) The amendment or repeal of any resolution of the Board of Directors by which its terms shall not be so amendable or repealable; or,
- (5) The termination of the Executive Vice President/Chief Executive Officer

B. **NUMBER AND TERM OF OFFICE:** The Executive Committee shall consist of five (5) members. The members of the Executive Committee shall include the Chairman of the Board of Directors, the President (who shall serve as Chairman of the Executive Committee), the Vice President, the Secretary and the Treasurer.

Members of the Executive Committee shall serve one (1) year terms commencing at the close of the annual convention at which they take office.

C. **MEETINGS:**

The Chairman shall call into session the Executive Committee at times selected by the Chairman. Good faith notice of the Executive Committee session will be given to each member of the committee by first class mail or other generally accepted electronic means at their known permanent address.

D. **QUORUM:** Transaction of business by the Executive Committee shall require votes of not less than three (3) Committee members, one of whom shall be the Chairman of the Executive Committee or a member of the Board of Directors designated by him.

Subsection 2 - FINANCE COMMITTEE

A. **RESPONSIBILITIES:** The Finance Committee shall recommend rules and regulations for operation of the treasury of the NWTF, approve the programs of

the Treasurer for deposit and investment of NWTF funds, review with independent auditors the annual financial statement, review periodical financial statements, and report annually to the Board of Directors on the fiscal position of the NWTF. The Finance Committee shall submit annually the budget to the Board of Directors for approval.

B. NUMBER AND TERM OF OFFICE: The Finance Committee shall consist of three (3) or more members and shall include the Treasurer, who shall serve as Chairman of the Committee. The other two (2) or more members shall be appointed by the President of the NWTF. Members of the Finance Committee shall serve one (1) year terms commencing at the close of the annual convention at which they were elected.

C. MEETINGS: The Finance Committee shall meet not less than once (1) annually at a time and place selected by the Treasurer. Each year at the annual convention of the NWTF, the Finance Committee shall report to the Board of Directors on the financial status of the NWTF.

Subsection 3 - NOMINATING COMMITTEE

A. RESPONSIBILITIES: The Nominating Committee shall identify and recommend qualified members of the NWTF to serve as Directors and shall place such members in nomination before the Board of Directors. The Nominating Committee shall obtain such information about nominees as designated in this Constitution or Bylaws or as deemed appropriate by the fitness of nominees, and shall obtain assent of nominees to serve in their elected capacity.

At each annual meeting, the Nominating Committee shall submit for approval to the Board of Directors a list of persons to serve as officers of the NWTF. The Board of Directors also has the authority to nominate and elect officers of the NWTF by a majority vote of a quorum of Directors present in person at the Board of Directors meeting held in conjunction with the annual convention.

B. NUMBER AND TERM OF OFFICE: The Nominating Committee shall consist of the Chairman of the Board of Directors (who shall serve as Chairman of Committee), the President of the NWTF, if there is an incoming president, he or she will be included on this committee and two or more other members appointed by the President of the NWTF. The Executive Vice President/Chief Executive Officer and the Vice President of Operations shall serve as ex officio, non-voting members of the Nominating Committee.

Members of the Nominating Committee shall serve one (1) year terms commencing at the close of the annual convention at which they are selected.

Subsection 4 - CONSERVATION PROGRAMS COMMITTEE

A. **RESPONSIBILITIES:** The Conservation Programs committee shall receive reports on behalf of the Board of Directors from the Vice President of Conservation Programs describing the status and progress of ongoing conservation activities funded or conducted by the NWTF. The Committee shall also serve as counsel and advisor to the Vice President of Conservation Programs as to the suitability and fundability of proposed NWTF- sponsored conservation activities and upon receiving information from NWTF officials, the Conservation Programs Committee shall from time to time, at the direction of the President of the NWTF, be empowered to make final decisions within budgetary limitations, regarding funding, initiation and termination, methods of procedure, priority ranking, and publication of NWTF- sponsored conservation activities.

B. **NUMBER AND TERM OF OFFICE:** The Conservation Programs Committee shall consist of three (3) or more members appointed by the President of the NWTF who shall serve one (1) year terms commencing at the close of the annual convention at which they are selected.

Subsection 5 - AWARDS COMMITTEE

The Awards Committee shall consist of three (3) or more members appointed by the President of the NWTF who shall be responsible for the awards, incentives, and recognition programs of Article XI of the Constitution, except the granting of honorary Board membership.

Subsection 6 - CONSTITUTION AND BYLAWS COMMITTEE

The Constitution and Bylaws Committee shall consist of three (3) or more members appointed by the President of the NWTF and shall be responsible for proposing amendments to the Constitution, Bylaws and changes thereto. The Constitution and Bylaws of state, provincial and local chapters of the NWTF, and amendments thereto, submitted for Board of Directors approval, shall be reviewed by this Committee before considered by the Board of Directors.

Section 2 - TECHNICAL COMMITTEE

A. **MEMBERSHIP AND QUALIFICATIONS:** The Technical Committee shall consist of the Vice President of Conservation Programs of the NWTF and two or less professional wild turkey worker(s) from each state or province within the domain of the wild turkey to be selected by the state or province wildlife agency.

B. **CHAIRMAN:** The Vice President of Conservation Programs of the NWTF or a Technical Committee member designated by the Vice President of Conservation Programs approved by the Board of Directors or its Executive Committee shall serve as Chairman of the Technical Committee.

C. MEETINGS: The annual meeting of the Technical Committee for the transaction of such business as may properly come before it shall be held without notice in conjunction with the annual convention. Other meetings of the Technical Committee may be called at a time and place designated by the chairman of this committee.

Section 3 - SPECIAL COMMITTEES

Special committees, boards, councils, and task forces may be established and appointed by the President of the NWTF and may consist of directors, officers, NWTF members or any combination thereof.

ARTICLE VI

OFFICERS

Section 1 - TITLES AND QUALIFICATIONS

The officers of the NWTF shall be a Chairman of the Board of Directors, a President, a Vice President, a Secretary, a Treasurer, and such other officers, if any, as the Board of Directors may from time to time elect. All officers must be members of the NWTF during their full term of office.

Section 2 - ELECTION AND TERM OF OFFICE

The Chairman of the Board, President, Vice President, Secretary, and Treasurer shall be elected at the annual meeting by simple majority vote of the full Board of Directors.

If the elected Chairman of the Board is not currently a Director, he or she may be appointed a Director for the time period he or she serves as Chairman of the Board. This appointment is not to be counted as one of the three (3) Directors elected annually by the Board of Directors as specified in Article IV, Section 5.

The term of office for each officer shall commence at the close of the annual convention at which he or she is elected and shall continue until the close of the next annual convention, or until his or her death, resignation, removal or disqualification.

Section 3 - RESIGNATIONS AND REMOVALS

Any Director or Officer may resign at any time by delivering a written resignation to the President or Secretary. Any Officer or Director may be removed at

any time by a vote of not less than thirteen (13) of the entire duly elected Board of Directors then in office.

Section 4 - VACANCIES

Any vacancy in any office of the Board of Directors may be filled for the unexpired portion of a term by majority action of the Board of Directors from nominees submitted by the Nominating Committee or by individual Directors.

Section 5 - CHAIRMAN OF THE BOARD OF DIRECTORS

The Chairman of the Board shall preside at all meetings of the entire Board, shall keep the Board of Directors fully informed, shall freely consult with them concerning the affairs of the NWTF, and shall have such other powers and duties consistent with this Constitution as may be assigned to him or her from time to time by the Board of Directors.

Section 6 - PRESIDENT

The President of the NWTF shall preside at Executive Committee meetings, at general membership meetings, and at full Board meetings in the absence of the Chairman of the Board. The President shall be the chief officer of the NWTF and shall have general supervision over the affairs of the NWTF. The President shall have the responsibility of appointing those members and Chairmen of Director Committees who are not specifically appointed or specified by this Constitution, and establishing and appointing the members and Chairmen of special committees, boards, councils, and task forces. The President, together with any other officer, shall have the power to sign, unless the Board of Directors shall specifically require otherwise, in the name of the NWTF, all contracts authorized generally or specifically by the Board of Directors.

The President shall have the responsibility of appointing such subcommittees of the Executive Committee as he deems necessary and appropriate. The President shall be responsible for keeping the other officers, the Board of Directors, the headquarters staff, and the general membership of the NWTF fully informed concerning the affairs of the NWTF and shall have other powers and duties not inconsistent with this Constitution as may be assigned to him or her from time to time by the Board of Directors.

Section 7 - VICE PRESIDENT

The Vice President shall have such powers and duties as may be assigned to him by the Board of Directors. In absence of the President, the Vice President shall perform the duties of President.

Section 8 - SECRETARY

The Secretary shall act as such at all meetings of the general membership of the NWTF, the Executive Committee and Board of Directors and shall keep the minutes of all such meetings in the books proper for that purpose. The Secretary shall keep the roll of members, officers, directors, and headquarters staff of the NWTF and shall attend to the giving and serving of all notices related thereto. The Secretary shall have custody of the seal of the NWTF and shall affix the same to all instruments requiring it when authorized by the Board of Directors, Executive Committee, or President and shall attest the same. The Secretary shall perform all the duties customarily incident to the office of the Secretary and shall perform such other duties as from time to time shall be assigned to him or her by the Board of Directors.

The Secretary may delegate his or her functions and duties to assigned NWTF staff members but shall oversee the functions and duties and retain responsibility for them.

The Board of Directors may designate an Assistant Secretary, responsible to the Secretary, who acts on behalf of the Secretary in the event the Secretary is unavailable, provides other assistance to the Secretary as called upon, and performs such other duties as may be imposed by the Board of Directors.

Section 9 - TREASURER

The Treasurer shall have custody of all funds and securities of the NWTF which may come into his or her hands. The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the NWTF and shall deposit all moneys and other valuable effects of the NWTF in the name and to the credit of the NWTF in such banks and depositories as the Board of Directors may from time to time designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of his or her accounts and shall at all reasonable times exhibit his or her books and accounts to any Director of the NWTF. The Treasurer shall perform all duties customarily incident to the office of Treasurer, subject to the control of the Board of Directors. The Treasurer shall serve as Chairman of the Finance Committee.

The Treasurer may delegate functions and duties to assigned NWTF staff members but shall oversee the functions and duties and retain the responsibility for them.

The Board of Directors may designate an Assistant Treasurer, responsible to the Treasurer, who acts on behalf of the Treasurer in the event the Treasurer is unavailable, provide other assistance to the Treasurer as called upon, and performs such other duties as may be imposed by the Board of Directors.

Section 10 - MANAGEMENT EVALUATION

The Executive Committee shall collectively be responsible for the evaluation of the performance and compensation, and for reviewing the assigned powers and duties, of the office of Executive Vice President/Chief Executive Officer.

ARTICLE VII

MANAGEMENT

Section 1 - EXECUTIVE VICE PRESIDENT/CHIEF EXECUTIVE OFFICER AND STAFF

The Executive Vice President/Chief Executive Officer of the NWTF shall be the full-time chief administrative official to the NWTF. He or she shall be appointed by and serve at the pleasure of the Board of Directors and shall report to the President of the NWTF. The Executive Vice President/Chief Executive Officer shall have responsibility for and control of all the NWTF employees. The Executive Vice President/Chief Executive Officer shall have the responsibility for the hiring and the firing of NWTF employees.

As a chief staff executive, the Executive Vice President/Chief Executive Officer shall initiate and participate in the formulation of new policies and shall make decisions within existing policies as they have been approved by the NWTF membership or the Board of Directors. The Executive Vice President/Chief Executive Officer shall organize, direct, and coordinate the programs and activities of the NWTF to assure that objectives are attained, plans fulfilled, and member needs met. The Executive Vice President/Chief Executive Officer shall have such other responsibilities as may be assigned from time to time by the board of Directors or the Executive Committee thereof.

Section 2 - FINANCIAL STANDARDS

The NWTF shall adhere to generally accepted standards of financial management, including the bonding of personnel handling funds. The accounts shall be audited annually by an independent certified public accountant appointed from time to time by the Board of Directors or the Executive Committee thereof, whose examination shall be made in accordance with generally accepted auditing standards. The audit report shall include financial statements showing all receipts and disbursements of NWTF and changes in endowment and other funds during the accounting period, and assets and liabilities, all in sufficient detail to be accompanied by an auditor's certificate in the conventional form developed by the American Institute of Certified Public Accountants.

ARTICLE VIII

STATE, PROVINCIAL AND LOCAL CHAPTERS

The NWTf shall have the power to charter state and provincial chapters and, at the recommendation and approval of the appropriate state or provincial chapter, shall issue charters to local chapters having purposes and interests similar to the NWTf. The Board of Directors or the Executive Committee thereof may approve the application for a state, provincial, or local chapter at any duly held meeting upon majority vote of those present.

Each state, territory or insular possession of the United States or province of Canada shall have only one (1) chapter which shall carry the state or provincial chapter designation. State or provincial chapter names shall begin with the name of the state or province and end with the phrase, "Chapter of the National Wild Turkey Federation."

Section 1 - MEMBERSHIP

Except as indicated below, each state or provincial chapter shall consist of NWTf members whose permanent residence lies within the boundaries of the state or province and who desire membership in the chapter.

An NWTf member may become a voting member of a state, provincial or local chapter other than that which would be designated by his or her place of permanent residence if he or she desires by sending written notice of same to NWTf. An NWTf member may be a voting member of only one state or provincial chapter and one local chapter at any one given time.

Section 2 - OFFICERS

Each state, provincial, and local chapter shall elect from its membership a president, a vice president, a secretary, and a treasurer and other such officers as shall be deemed appropriate to carry out the goals of the chapter.

Section 3 - FUNCTIONS, POWERS AND RESPONSIBILITIES

Each state and provincial chapter shall govern its operations and affairs as set forth in the Constitution for State and Provincial Chapters of the National Wild Turkey Federation, Inc.

Each local chapter shall govern its operations and affairs so as to support the policies and activities of the NWTf. State or local chapters shall not have the authority to hire or contract any employee or services without the written permission of the National Wild Turkey Federation Management Team. The afore-mentioned written permission shall be reviewed annually by the National Wild Turkey Federation Management Team. The activities of a local chapter shall not conflict

with the NWTF Constitution and Bylaws, the NWTF Certificate of Incorporation, or the Constitution for State and Provincial Chapters of the National Wild Turkey Federation, Inc.

The chain of authority shall be that local chapter presidents are responsible to their appropriate state or provincial chapter presidents, who in turn, shall be responsible to the President of the NWTF.

ARTICLE IX

VACANCIES

Any vacancy on the Board of Directors occurring during a term of office at any time may be filled for the remainder of the unexpired term by vote of a majority of the remaining Directors from nominations submitted by the Nominating Committee or by individual Directors.

ARTICLE X

NON-DISCRIMINATION

The NWTF and its chapters shall not discriminate in any manner against any person by reason of race, color, sex, national origin, handicap or religious or political affiliation.

The NWTF and its chapters shall take a positive approach to assuring each individual equal opportunity for employment, membership and election with their organizations.

ARTICLE XI

AWARDS, INCENTIVES, RECOGNITIONS

Section 1 - GENERAL

The NWTF may present such national awards, incentives and recognitions as may be approved by the Board of Directors, including honorary Board memberships. All such awards shall be made in the name of the NWTF.

Section 2 - STATE, PROVINCIAL AND LOCAL CHAPTERS

All state, provincial, and local chapters may grant such awards and recognitions as may be consistent with their purposes and not duplicative of or in conflict with the national awards of the NWTF.

ARTICLE XII

NOTICES, MEETING PLACES AND OFFICES

All notices required by law or by this Constitution shall be in writing and shall be mailed first class to the persons entitled to receive the same at their addresses of record. Notice may be waived, either before or after the meeting for which it is required, by any person entitled to receive the same.

The members of the NWTf, the Board of Directors and the Executive Committee thereof may hold their meetings within or without the state of incorporation.

The NWTf shall have the power to have one or more officials within or without the state of incorporation and to keep such books the NWTf outside the state of incorporation at such places as shall from time to time be designated by the Board of Directors.

ARTICLE XIII

EXPULSION

Any individual may be expelled from membership in the NWTf and any chapter of the NWTf may be dissolved and a new chapter may be created in its place.

Section 1 - Local Chapters:

A local chapter may be dissolved, for cause, if not less than two-thirds of their entire state chapter Board of Directors, or not less than two-thirds of the Executive Committee thereof, in person at a properly scheduled meeting, vote to dissolve it and the NWTf Chief Executive Officer approves of such dissolution. The NWTf Board of Directors has the right to reverse any chapter dissolution decision made.

Section 2 – Individuals, Local, State and Provincial Chapters:

The Board of Directors may, for cause, expel any individual from membership in the NWTf, or any local, state, or provincial chapter from their status as a chapter, by vote of not less than thirteen (13) of the Board of Directors then in office. Such individual or state or provincial chapter shall be given at least fifteen (15) days notice of such proposed action, including the cause therefor, and an opportunity to be heard by the NWTf Board of Directors. Notice of any such hearing shall be delivered by the NWTf Board of Directors by Federal Express, UPS or US Mail.

Expulsion of any chapter shall not affect the status of individual members of any such chapter as members of the NWTF.

ARTICLE XIV

FORMAT OF MEETINGS

Unless otherwise specifically designated in the Constitution or Bylaws, all local, state and national meetings of the NWTF members, officers, directors and committees shall be governed by Robert's Rules of Order.

ARTICLE XV

AMENDMENTS

The Constitution and Bylaws may be amended by vote of not less than thirteen (13) members of the Board of Directors then in office at a meeting for which a copy of the proposed changes are contained in the notice of the meeting.

The Constitution and Bylaws may be amended by mail as provided in Section 10 of Article IV, if the change, supplement, amendment or repeal is submitted in writing by first class mail, overnight delivery, e-mail or FAX to each Director at his or her address of record and proof of such mailing, under oath, shall be filed with the minutes of the corporation. Such votes shall be registered within thirty (30) days from the date of mailing or sending, provided each of the Directors has returned his vote at that time, or the voting shall be considered closed any time prior thereto if and when all the Directors have returned their votes.

ARTICLE XVI

NWTF ENDOWMENT FOUNDATION

The NWTF shall establish, maintain and perpetuate the NWTF Endowment Foundation whose purpose shall be to receive and hold deposits and gifts and to administer funds exclusively for the NWTF. The NWTF Endowment Foundation shall take charge of and care for and manage any and all property of every kind and description, real, personal and mixed, which may be given to the Foundation, consistent with the goals, purposes and powers of the NWTF stated in Article II of this Constitution. Monies contributed to the NWTF Endowment Foundation or Monies generated by the sale, lease, loan or other disposition of real and personal properties held by the Foundation shall be expended only for the purpose of the

NWTF.

NATIONAL WILD TURKEY FEDERATION

BYLAWS

PREAMBLE

These Bylaws are in an amplification of the National Wild Turkey Federation, Incorporated's (the NWTF) Constitution of July 18, 1981 (the Constitution). All Article and Section numbers and headings are those of the Constitution, and for this reason, there are gaps in the numbering of the Articles of these Bylaws. All terms not defined herein shall have the definitions given them in the Constitution.

ARTICLE III

MEMBERSHIP

Section 1 - MEMBERSHIP CERTIFICATION

The Board of Directors may establish various membership classifications and establish the cost and benefits of each classification.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 - INDEMNIFICATION - The Federation may indemnify and reimburse all persons whom it has the power to indemnify and reimburse pursuant to Article 9 of the Virginia Non-stock Corporation Act or any successor statute, in the manner and to the fullest extent provided therein, for all expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of having been a director, officer, or key employee, except with respect to matters as to which such person has been adjudged liable by virtue of negligence or misconduct in the performance of a duty. The Federation may purchase and maintain insurance for this purpose. The indemnification provided for in this article shall not be deemed exclusive of any other rights to which those seeking indemnification for any reason whatever may be entitled under any agreement, vote of disinterested directors, or otherwise.