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# Constitution and Bylaws of the Association of Fish and Wildlife Agencies

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ASSOCIATION *of*  
FISH & WILDLIFE  
AGENCIES

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# CONSTITUTION AND BYLAWS

September 2013

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## CONSTITUTION AND BYLAWS

*of the*

Association of Fish and Wildlife Agencies<sup>\*</sup>, as amended and adopted at the annual meeting held in Denver, Colorado, September 9, 1947, and amended at subsequent meetings.<sup>\*\*</sup>

### NAME

Section 1. The name of the Association shall be **ASSOCIATION OF FISH AND WILDLIFE AGENCIES**. It was incorporated in the District of Columbia on January 16, 1990, as a nonprofit corporation. The Association received its determination from the Internal Revenue Service that it was exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code on August 17, 1990.

### OBJECTIVES

Section 2. The objectives of the Association shall be as follows:

(1) To advocate for professional management of fish and wildlife resources in accordance with the tenets of the North American Model of Wildlife Conservation and its two basic principles, that our fish and wildlife belong to all North American citizens, and are to be managed in such a way that their populations will be sustained forever and to further advocate for the doctrine of primacy of state management authority for resident wildlife.

(2) To advocate for the enactment of laws and regulations for the conservation and restoration of fish and wildlife resources and the habitats on which they depend and to foster informed public support for such laws and regulations.

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\* Change of name as amended on March 24, 2006. Formerly International Association of Fish and Wildlife Agencies.

\* Change of name as amended on March 22, 1976. Formerly International Association of Game, Fish and Conservation Commissioners.

\*\* Amendments adopted at Clearwater, Florida, September 15, 1959; Denver, Colorado, September 16, 1960; Toronto, Canada, September 12, 1967; New York City, New York, September 18, 1970; Salt Lake City, Utah, September 14, 1971; Mexico City, Mexico, March 13, 1972; Washington, D.C., March 20, 1973; Denver, Colorado, April 2, 1974; Pittsburgh, Pennsylvania, March 18, 1975; Washington, D.C., March 22, 1976; Phoenix, Arizona, March 19, 1978; Toronto, Ontario, March 25, 1979; Miami Beach, Florida, March 23, 1980; Providence, Rhode Island, September 17, 1986; Winston-Salem, North Carolina, September 17, 1987; Toronto, Canada, September 12, 1988; Washington, D.C., March 19, 1989; Pierre, South Dakota, September 12, 1989; Toledo, Ohio, September 15, 1992; Bismarck, North Dakota, September 13, 1994; Minneapolis, Minnesota, March 26, 1995; Indianapolis, Indiana, September 19, 2000; Snowmass, Colorado, September 21, 2006; Portland, OR, March 23, 2007; Saratoga Springs, New York, September 11, 2008; Grand Rapids, Michigan, September 29, 2010; and Portland, Oregon, September 11, 2013.

(3) To pursue all such legal and other proper actions as will further the cause of maintaining healthy and sustainable fish and wildlife populations on this continent.

(4) To facilitate public understanding of, and appreciation for, the economic and ethical importance of conserving our fish and wildlife heritage, both as part of natural and managed ecosystems and as a source of recreation and food for our citizens;

(5) To coordinate the efforts of public administrative agencies responsible for the protection, conservation and management of North America's fish and wildlife populations, and the habitats on which they depend; to cultivate cooperative relations and mutual understanding among those officially engaged in the conservation and management of our natural resources.

## MEMBERS

Section 3.(1) Governmental Members. Governmental membership shall be open to state, provincial, commonwealth and federal district governmental agencies responsible for administration of fish and wildlife resources in each state, province, territory, commonwealth or federal district of or associated with the United States, Mexico, or Canada, and federal agencies primarily responsible for administration of fish and wildlife resources, or such agencies having responsibility for management of fish and wildlife habitat on federal lands and waters in the United States, the Dominion of Canada and the Republic of Mexico, and of each such agency of a country located in the Western Hemisphere, subject to the approval of the Executive Committee and upon payment of annual dues as follows:

Each State of the United States, \$19,942, adjusted annually for inflation beginning in 2008; each agency of the United States Government, \$3,000; each province or territory of Canada, \$1,000 each agency of the government of the Republic of Mexico, the Commonwealth of Puerto Rico, the District of Columbia, and an agency of a country located in the Western Hemisphere, \$1,000.

(2) Regional Association Members. The Western Association of Fish and Wildlife Agencies, the Midwest Association of Fish and Wildlife Agencies, the Northeast Association of Fish and Wildlife Agencies, and the Southeastern Association of Fish and Wildlife Agencies may become associate members of the Association upon application. Membership dues for such regional associations are not required. The President of each regional association holding membership in the Association or another director from that regional association that he or she so designates shall serve as an ex officio, voting member of the Executive Committee, and shall be primarily responsible for coordinating activities of the regional association with those of the Association.

(3) Associate Members. Any past or present state, provincial, or territorial wildlife, game and fish or conservation official; any federal, state, provincial or local game, fish or conservation officials and employees regularly employed and under salary; and delegates, officers or staff members of national, regional, state, provincial or local game, fish, wildlife or forest protective and conservation associations and other organizations devoted to the conservation of renewable natural resources may become associate members of the Association upon application and payment of annual dues of \$25. Associate members shall have all the privileges of the Association, except that of voting when a vote by official governmental member representatives is requested.

(4) Life Members. Any associate member may become a life member upon payment of \$150. Life members shall have all of the privileges of the Association, except that of voting when a vote by official governmental member representatives is requested.

(5) Honorary Life Members. The Association may elect as honorary life members persons who have rendered distinguished service in the cause of conservation administration. Each such honorary life member shall be entitled to all other privileges of the Association except that of voting when a vote by official governmental member representatives is requested. Individuals who have served as past presidents of the Association shall be Honorary Life Members.

(6) Affiliated Organizational Members. International, national, regional or statewide organizations whose objectives are basically similar to or supportive of one or more of the objectives of the Association and whose membership is made up of individuals officially engaged in conservation of natural resources through their employment in public agencies, may become affiliates of the Association upon application approved by a majority vote of the governmental members and payment of annual dues of \$250.

Affiliation may be terminated by the affiliated organization by giving written notification to the Chairperson of the Executive Committee or by the Association by majority vote of governmental members, present in person or by proxy, at a regular meeting of the Association.

Affiliated Members shall have all the privileges of the Association, except that of voting when a vote by official governmental member representatives is requested.

(7) Contributing Members. A non-governmental organization, institution, foundation, society, corporation or person that supports the objectives of the Association may become a contributing member upon application and approval of the Executive Committee and an annual payment of \$1,000 or more.

Contributing members shall have all the privileges of the Association, except that of voting when a vote by official governmental member representatives is requested.

## **ANNUAL DUES**

Section 4. There shall be no initiation fee, but all members of the Association, except honorary life members, shall pay the annual dues specified in Section 3 for each calendar year or part thereof. All dues are payable on joining the Association for that calendar year and thereafter on the tenth (10th) day of each January.

The dues shall not be changed except by amendment to these bylaws, adopted by a two-thirds majority of the representatives of the voting governmental members present at a regular meeting held sixty (60) days after notice of the proposed change has gone to all members.

## **OFFICERS AND EXECUTIVE COMMITTEE**

Section 5.(1) The officers of this Association shall consist of a President, one Vice President, and a Secretary/Treasurer. Election to the offices of President and Vice President shall be for a term of one year and election to the office of Secretary/Treasurer shall be for a term of three years. Officers of the Association shall be elected from the government membership at the annual meeting by the members of the Association there present from among individuals occupying the position of director or chief executive officer of the state, provincial, commonwealth or territorial body or bodies, or the division thereof, to which is delegated by such jurisdiction primary authority and responsibility for protection and management of fish and wildlife, or the person designated by such individual. No elected officer of this Association shall receive any salary.

(2) There is established an Executive Committee which shall consist of the three elected officers of the Association, eight additional members and the previous year's or immediate past President. The said eight additional members shall be elected to the Executive Committee at the Annual General Meeting by the members of the Association present or by proxy. The president of each regional association of state or state and provincial fish and wildlife agencies holding membership in the Association or another director from that regional association that he or she so designates shall serve as an ex officio, voting member of the Executive Committee. One representative from a province or territory from Canada and one from Mexico may serve as ex officio, voting members of the Executive Committee; such representative shall be nominated and elected at the annual meeting by the members of the Association there present. A majority of the Executive Committee, present in person or by written proxy delivered to another Executive Committee member, shall constitute a quorum. Meetings of the Executive Committee may be held via conference telephone call or similar communication methods.

The affairs of the corporation shall be managed by the Executive Committee (Board of Directors). All matters not especially provided for in the Constitution and Bylaws shall be determined by the Executive Committee, until specially passed upon at a regular meeting. The

Executive Committee may provide for the employment of and assign duties to an Executive Director and may approve the employment of subordinate employees, and related matters deemed necessary to further the work of the Association. The Executive Committee shall annually approve a budget of itemized estimated expenditures required for the conduct of the business of the Association and may also provide for payment of legitimate expenses incurred in behalf of the Association.

Vacancies occurring between annual meetings among elected officers or on the Executive Committee shall be filled by the Executive Committee.

The Executive Committee shall organize annually immediately after the annual meeting, elect a chairperson and a vice chairperson from its own membership, except that the President shall not be eligible to serve as chairperson. Other meetings of the Executive Committee may be held at any time either on call of the chairperson after securing approval of the President or on call of the President. Notwithstanding the foregoing provisions, a meeting of the Executive Committee shall be called by the chairperson upon request of two-thirds of the members of the Executive Committee.

## **MEETINGS**

Section 6. The Association shall meet annually at the place to be fixed at the annual meeting or by the Executive Committee. The Association shall also meet upon the call of the Executive Committee.

Representatives of twenty (20) governmental members, present in person or by written proxy, shall constitute a quorum. At such meeting the official representative or representatives of each governmental member whose annual dues are considered to be in good standing by the Executive Committee shall be entitled to vote, either in person or by written proxy. Any voting member shall be entitled to appoint a proxy from the voting member's governmental agency or another governmental agency director to represent him or her at a meeting of the membership which he or she is unable to attend. Such proxy appointment shall be in a written form that shall be delivered to the President or the President's designee at or before the commencement of such meeting. The President shall have the discretion to accept written proxies which vary from any suggested form or which are delivered late and to accept written proxies from persons obliged to leave the meeting, temporarily or permanently, before its conclusion.

## **PRESIDENT**

Section 7. It shall be the duty of the President to preside at all meetings of the Association, to endeavor to be present at all meetings of the Executive Committee and to aid the chairman with said meetings, and to have general charge and supervision overall of the

affairs of the Association. The President may make appointments to committees as hereinafter authorized.

### **VICE PRESIDENT**

Section 8. In case of death, absence or disability of the President, the power and duties of the President shall be exercised and discharged by the Vice President.

### **EXECUTIVE DIRECTOR**

Section 9. The duties of the Executive Director shall include, in addition to those assigned by the Executive Committee, general administration of the Association's funds, providing for supervision of personnel, preparation of the annual budget, keeping and distributing minutes of the Association and of the Executive Committee, editing and distributing the annual transactions and other publications, and representing the Association at meetings and hearings.

Duties of the Executive Director shall also include signing of certificates of membership and the collection and deposit of dues and other funds in a financial institution(s) or in investments approved by the Executive Committee. Association funds shall be subject to drafts drawn by the Executive Director or in case of absence or vacancy in the position or upon request of the President, by the Secretary/Treasurer, for payment of bills and other debts incurred by the Association. The Executive Director or the Secretary/Treasurer if custody of Association funds devolves upon the holder of that position, shall be covered by a surety bond to the Association in such amounts as may be fixed by the Executive Committee from year to year, the premium to be paid from funds of the Association.

### **SECRETARY/TREASURER**

Section 10. The duties of the Secretary/Treasurer shall be as follows:

(1) He or she shall perform such duties relating to administration of the general affairs of the Association as may be requested by the President and, in the event of a vacancy in the position of Executive Director shall be called upon to keep and distribute the minutes of the Association and of the Executive Committee.

(2) He or she shall perform such duties relating to administration of the financial affairs of the Association as may be requested by the President and, in the event of a vacancy in the position of Executive Director shall be called upon to collect and deposit dues and other funds in financial institution(s) or in investments approved by the Executive Committee and,

upon approval of the President, to draw drafts for the payment of bills and other debts incurred by the Association.

## **PENALTIES**

Section 11. Failure to remain in good standing as provided in Section 6 of these bylaws shall cause removal of voting privileges and striking the name of the member from the Association's membership rolls. At the discretion of the Executive Committee, exceptions to this provision can be made. Any improper conduct on the part of any member, likely to endanger the welfare, interest or character of the Association, shall be investigated by the Executive Committee, and if in its judgment said member should be reprimanded, suspended or expelled, it shall have the power to do so.

## **COMMITTEES**

Section 12. (1) In addition to the Executive Committee, the Association shall have the following committee structure:

- (A) Standing Committees. The Executive Committee shall establish and publish annually a list of committees which is not expected to change over time. The Chair, Vice-chair, and all members shall be appointed by the President for a term specified by the Executive Committee.
- (B) President's Committees. The President may establish committees that he/she determines are necessary to develop recommendations or accomplish specific objectives in connection with particular subject matters that are expected to be of long-term, but not necessarily permanent, interest to the Association. The Chair, Vice-chair and all members shall be appointed by the President within 30 days of establishing a committee or a vacancy occurring thereon for a term specified by the President.

(2) Membership on all Committees shall be limited to members or employees of governments or organizations that are members. Committees, or membership thereon, can be terminated by the appointing authority for that Committee. All Committees shall report directly and be responsible to the appointing authority. Chairpersons and vice-chairpersons shall be selected from among the state, territorial, and provincial governmental members. State, territorial, and provincial governmental members may also appoint a member of the committee as chair or vice chair from an organization comprised of state, territorial, or provincial governmental members if approved by the President of the Association.

(3) Until new Committees are established and members appointed, or unless terminated, the committees and members sitting thereon as of the date of this amendment to the Constitution and Bylaws shall continue.

### **INDEMNIFICATION**

Section 13. To the extent permitted by law, the corporation shall indemnify a director, or officer, or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceedings in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, vote of board of directors or members, or otherwise.

### **AMENDMENT OF CONSTITUTION AND BYLAWS**

Section 14. Except as otherwise provided by Section 4 relating to the type of majority required to change the dues, the Constitution and Bylaws may be altered, amended, or added to by a majority vote at a regular meeting of the Association, provided written notice of proposed changes has gone to all voting members at least sixty (60) days in advance of the meeting.

### **DISSOLUTION**

Section 15. Upon the dissolution of this organization, assets remaining after payment or provision for payment of all debts of the corporation, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state(s) or local government(s) for a public purpose.

### **ROBERT'S RULES OF ORDER**

Section 16. The Association shall adopt Robert's Rules of Order, Newly Revised, 9<sup>th</sup> Edition and when available, subsequent editions of Robert's Rules of Order, as its parliamentary authority.