

By-Laws
Washington Waterfowl Association

Article I
Section I

The name of this Association shall be **Washington Waterfowl Association**, and referred to as **WWA** hereinafter. The fiscal year of **WWA** shall begin January 1st and end December 31st.

Article II
Section I

The purposes of **WWA** are the following:

To promote, sponsor and assist in the propagation and restoration of waterfowl in the State of Washington, with the purpose of increasing the sport of waterfowl hunting in compliance with state and federal regulations.

To provide an opportunity for waterfowl hunters of this state to express their desires and ideas pertaining to regulations and amendments of the state and federal laws governing the means of taking waterfowl.

To own and/or manage personal and real properties for the purpose of meeting the goals of **WWA**.

To cooperate with state and federal agencies concerning shooting regulations, conservation and propagation.

To aid and educate sportsmen on all matters that are conducive towards better hunting and utilization of waterfowl resources.

Article III
Section I

The officers of **WWA** shall consist of President, Vice-President, Secretary and Treasurer. All are elected for two years; and a Board of Directors consisting of not less than nine (9) members.

The Board of Directors shall generally consist of a representative from each Chapter with the provision that the chapter chair or his appointee may function as that chapter's board member should that chapter fail to elect anyone. If fewer than nine (9) total board members result, additional board members may be elected at large.

Electronic attendance by Officers and/or Board members is permissible.

When any director shall have missed three (3) consecutive meetings without reasonable cause, he shall be replaced. In the event that no replacement is timely made by the Chapter, the Board of Directors may appoint a replacement.

A Chapter's officers shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer. The Chapter offices of Secretary and Treasurer may be occupied by one person.

Section 2

Nominations for all **WWA** offices shall be made in May. Election of all **WWA** offices shall take place in June.

Elections of all **WWA** officers shall be made by official ballot.

Each Chapter shall conduct their own elections.

Board of Directors to make all decision on the various levels of membership and dues amount of membership and dues amount for each level without submission to a vote of the entire membership.

Section 3

New officers and directors shall take office at the first meeting following the election, and shall not be eligible to succeed themselves in organization-wide office more than one additional term, except for Secretary and Treasurer; which may be continuing offices.

Section 4

In the event of a vacancy arising in any organization-wide office, the Board of Directors shall have the power to appoint and fill the same until the next annual election.

Section

5

To ensure orderly succession of elected officers (President, Vice-President, Secretary, and Treasurer) to **WWA**, the following mechanism is outlined:

The progression of elected officers to **WWA** shall require a Board member or Chapter Officer to have served at least one (1) year to be eligible for nomination and election to an organization-wide office.

Any past President may serve as an officer, board member, committee chairperson, or perform other constructive assistance to **WWA**.

Section 6

It shall be the right of the President to preside at all meetings of **WWA** and meetings of the Board of Directors, and shall perform all duties usual to the office of President of similar organizations.

The President shall appoint committees to carry on the function of **WWA**.

The President shall assign specific responsibilities to each member of the Board of Directors to maintain continuity and further the ongoing interests of **WWA**.

Section 7

It shall be the duty of the Vice-President to perform all duties of the President in the event of the President's absence.

The Vice-President shall have the authority to cast the deciding ballot should a tie occur on a vote of the Board of Directors.

Section 8

It shall be the duty of the Secretary:

To keep the full minutes of all board meetings of **WWA** and to send copies of the minutes to the Chapter Chairpersons within 14 days.

To prepare and send notices of all meetings to all members of **WWA**.

To prepare, maintain and preserve a correct roll of the membership of **WWA**.
To present a current membership roster to the Chapter Chairpersons by March 31st of each year. The Chapters shall audit the roster and return with corrections to the Secretary in a timely manner.

To take charge of and preserve all papers pertaining to **WWA**.

Section 9

It shall be the duty of the Treasurer:

To receive all monies payable to **WWA** and deposit same in a bank or banks to be designated by the Board of Directors.

To pay all bills in the regular course of business and those which are specifically ordered by the Board of Directors.

To make and prepare a Treasurer's report for each board meeting and to perform such other duties relative to such office, as may be authorized by the Board of Directors.

It shall also be the duty of the Treasurer to prepare a yearly forecast of income and expenses and submit it to the **WWA** Officers and the Board.

All committees and the Board shall help make the forecast of income and expenses.

Chapters seeking extraordinary project funding shall submit their proposal[s] in writing to the Board of Directors.

Section 10

The Board of Directors shall conduct all business of **WWA** subject to the will of the membership.

The membership, by and through its Chapter Officers may direct the Board of Directors to take action or not to consummate any projected action prior to its inception.

In such an event, each Chapter shall have one (collective) vote. A super-majority of 60% shall be required to overturn the Board of Directors.

Section 11

New members may be admitted by signing an application and paying the dues as set up by the Board of Directors.

Persons of good moral character and sportsmanlike tendencies may be accepted for
WWA BY-LAWS (as re rev – 9-6-2017 – Page 4

membership subject to review by the Board of Directors, and persons may be removed from membership for good cause, as determined by the Board of Directors.

Section 12

Annual dues (at this time \$30.00 for individuals) may be changed from time to time to keep pace with **WWA** expenditures.

Junior memberships up to 18 years of age and Senior memberships over 65 years of age will be 50% of the current annual dues.

Lifetime Memberships shall be 30 times the current annual adult individual membership dues.

Section 13

All meetings shall be conducted under Roberts Rules of Order, latest edition.

Section 14

The above By-Laws to be amended by a super-majority (60%) vote of all currently seated board members.

Section 15

1. If a local chapter folds, any remaining assets it holds will become the possession of the Corporate Organization.
2. If the Corporate Organization folds its remaining assets will be divided between existing chapters proportionately based on membership. Local chapters wishing to continue, may keep their own assets; but if they later fold, their assets must then be donated to a non-profit.
- 3 . In the event that the Corporate Organization folds, individual Chapters would, as they desire, assume the responsibility for the setting, collection and usage of annual dues

**Article
IV**

Section I Amendments

Amendment #1 (November 1991)

Amendments to Article III, Section I: To increase the number of Directors from six to nine. And to rephrase the sentence which reads: “The Board of Directors shall generally consist of six members.” to read: “The Board of Directors shall generally consist of nine members.”

Amendment #2 (November 1991)

Amendment to Article III, Section 2: To change dates of nomination, and election of new officers from: “nominations of new officers at the January meeting” to the February meeting. “And election of new officers from the February general meeting” to the March general meeting.

Amendment #3 (July 1993)

Amendment to add to the provision for disposing of Club assets in the event **Washington Waterfowl Association** should cease to exist, creating Article V as appears on page 3 of the By-Laws.

Amendment #4 (November 1, 2007)

Amendment to substitute **Washington Waterfowl Association** for Washington Duck Hunters, Inc., in all references in the By-Laws in order to conform to this same name change as contained in the Articles of Amendment to the Articles of Incorporation filed with the Washington Secretary of State on July 9, 1999.

Amendment #5 (April 1, 2011)

Amendment to add to Article III Section 2: The Board of Directors shall make all decision on the various levels of membership and dues amount of membership and dues amount for each level without submission to a vote of the entire membership.

Amendment #5 (February 3, 2017)

Article III, Section I is amended so that one director may come from each chapter with the provision that the chapter chair or his appointee may function as that chapter’s board member should that chapter fail to elect anyone. If fewer than nine (9) total board members result, additional board members may be elected at large.

Amendment #6 (February 3, 2017)

Article III, Section I is additionally amended to allow a board member to give another board member his proxy. The board will create proper forms for such proxies.

Amendment #7 (February 3, 2017)

Article III, Section 13 is amended to permit by-laws to be amended by a super-majority (60%) vote of all currently seated board members.

Amendment #8 (February 3, 2017)

Article III, Section 14 is amended as follows:

1. If a local chapter folds, any remaining assets it holds will become the possession of the Corporate Organization.
2. If the Corporate Organization folds its remaining assets will be divided between existing chapters proportionately based on membership.

Local chapters wishing to continue, may keep their own assets; but if they later fold, their assets must be donated to a non-profit.

Amendment #9 (April 6, 2017)

In the event that the Corporate Organization folds, individual Chapters would, as they desire, assume the responsibility for the setting, collection and usage of annual dues.

Amendment #10 (August 2, 2017)

Voting by Director's on proposals outside of the monthly Board of Director meetings are discouraged.

In the event that due to unforeseen circumstances, the Board of Directors or Officers finds it necessary to vote on a proposal outside of the monthly Director's Meeting; such a vote may be undertaken electronically.

Validation of the proposal requires a super majority (67%) participation by the Directors as well as a super majority (67%) "yes" vote.

(Rev September 6, 2017)