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NATIONAL WILDLIFE FEDERATION

ARTICLES OF INCORPORATION

- Name* **FIRST:** The name of the corporation is NATIONAL WILDLIFE FEDERATION.
- Acceptance of Nonprofit Corporation Act* **SECOND:** A resolution that the corporation accept the District of Columbia Nonprofit Corporation Act was adopted at a meeting of members held on March 16, 1975, at which a quorum was present, and the resolution received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.
- Purposes* **THIRD:** The purpose or purposes which it will hereafter pursue are:
- Coordination* (a) To coordinate all agencies, societies, clubs and individuals which are or should be interested in the restoration, wise use, conservation and scientific management of wildlife and other natural resources into a permanent, unified, active agency for the purpose of securing adequate public recognition of the needs and values of wildlife resources and other natural resources.
- Educational Program* (b) To develop, promote and support a comprehensive educational program based upon scientific study and technical research for the advancement, restoration, wise use, management and conservation of wildlife and other natural resources.
- Educate the Public* (c) To inform and educate the public through the dissemination of pertinent facts, scientific and research discoveries and information that may contribute to the solution of the problem involved in the restoration, wise use and conservation of wildlife and other natural resources.
- Public Attitude* (d) To stimulate a proper public attitude and appreciation regarding the use and management of all natural resources, enabling our people to appraise the aesthetic value and importance of all resources.
- Cooperation Teachers* (e) To cooperate with other conservation and wildlife organizations and to promote improved educational methods by encouraging the training of teachers and providing educational materials for the enlightened understanding of resource management.
- Exercise of Powers* Consistent with the foregoing, the corporation may exercise all powers that may be conferred upon corporations formed under the District of Columbia Nonprofit Corporation Act, as from time to time amended. The corporation shall not pursue any purpose, exercise any power, or carry on any activity not permitted to be pursued, exercised, or carried on by a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954, and exempt from federal income taxation under Section 501(a) thereof (or the corresponding provisions of any future United States Internal Revenue law), contributions to which are deductible for federal income tax purposes.

<i>Members</i>	FOURTH: The corporation is to have members.
<i>Classes of Members</i>	FIFTH: The corporation shall have two classes of members: voting and non-voting. The designation of each class and category of voting and non-voting member including the qualifications, rights and limitations of the rights of the members of each class and category, and provisions conferring, limiting or denying the right to vote are as follows: (A) The voting members of the Federation shall be:
<i>Affiliates</i>	1. (a) Autonomous statewide organizations, hereinafter referred to as “affiliates,” whose primary purpose is the conservation, wise use and restoration of wildlife and other natural resources and the protection of human health and the environment. Affiliates shall be selected in the manner hereinafter provided. (When used in this Article, the words “state” or “states” shall be deemed to include the states and territories of the United States, the Commonwealth of Puerto Rico and the District of Columbia.)
<i>One Affiliate Per State</i>	(b) Affiliate membership shall be limited to one organization in any state. If two or more organizations in any state request membership, the Federation Board of Directors shall determine which organization, if any, is better qualified for membership.
<i>Voting Delegate and Alternate</i>	(c) Each affiliate shall elect, annually, one person as its Voting Delegate who shall represent it at and in connection with meetings of the voting members of this Federation. Each Alternate affiliate may also elect annually an Alternate Voting Delegate authorized to represent it in the absence of the Voting Delegate.
<i>Affiliates Should Be Federations</i>	(d) In so far as practicable, and regardless of whether the word “Federation” forms part of the name, affiliates shall in fact be state federations of already existing organizations which support and continue to support the objectives of this Federation.
<i>Affiliate Membership Application</i>	(e) An organization desiring to become an affiliate shall make written application therefore to the Federation Board of Directors and shall furnish all such information regarding itself and its qualifications for such membership as the Federation Board of Directors shall require.
<i>Annual Report</i>	(f) An organization which has applied for affiliate membership shall become an affiliate upon approval of its application for affiliate membership by the Federation Board of Directors. Each affiliate shall, as one condition of continued membership, furnish to the Federation once during each year within thirty (30) days after written request therefore by the President or other officer designated by the President or by the Federation Board of Directors, true and proper financial statements covering its fiscal year, a description of each class and category of members, the number of members in each class and category, the amounts of dues paid by the members in each class and category of member, other sources of revenue, the name and kinds of projects in which such affiliate is engaged and/or participating or cooperating with other organizations, the names and addresses of the

officers, time and place of all meetings, and such other information regarding the organization and its activities and membership as shall be required by the Federation Board of Directors.

Conditions of Affiliation

(g) Affiliate membership shall in each case be held while and only so long as an affiliate shall, in good faith, comply with the conditions herein stated and shall satisfy the following continuing qualifications for affiliation:

Statewide Organization

i. That it is a representative, statewide organization of persons or groups sincerely in sympathy with the objectives of this Federation and primarily devoted to the wise use, conservation, aesthetic appreciation and restoration of wildlife and other natural resources and the protection of human health and the environment.

Sound Management

ii. That it is managed and conducted in a way which accords with sound and reasonable standards as from time to time established and prescribed by the Federation Board of Directors.

Conservation Education

iii. That it recognize and appreciate the values of conservation education regarding the use and management of all natural resources and/or the protection of human health and the environment.

Application for Renewal

iv. That it submit, annually, in accordance with policies and procedures established from time to time by the Federation Board of Directors, a timely application for renewal of its affiliation.

Credentials

v. That it submit, annually, on or before the 90th day preceding each Annual Meeting of this Federation proper credentials for a Voting Delegate and, if it chooses, an Alternate Voting Delegate.

Vacancy in Affiliation

(h) The Federation Board of Directors may declare the affiliate membership for a state to be vacant if it shall determine, after due notice and investigation, that the affiliate then holding such membership has failed to comply with or to meet the conditions herein set forth.

Voting Associate Organizations

2. (a) A Voting Associate Organization is an organization with which NWF has a written memorandum of understanding (“MOU”), approved annually by the Federation Board of Directors, which recognizes it as a Voting Associate Organization. The Federation Board of Directors may not recognize a Voting Associate Organization in a state where NWF has an affiliate. Each Voting Associate Organization shall, as one condition of continued membership, furnish annually to the Federation within thirty (30) days of the receipt of written request therefore by the President or other officer designated by the President, or by the Federation Board of Directors, (i) true and proper financial statements covering its fiscal year, (ii) a description of each class and category of members, both individual and organizational, (iii) the number of members in and dues paid by each class and category of members, (iv) other sources of revenue, (v) the name and a description of the projects in which it is engaged and/or is participating or cooperating with other organizations, (vi) the names and addresses of its officers and the time and place of all meetings of the members, and the

Board of Directors, and such other information regarding the organization's activities and membership as shall be required by the Federation Board of Directors.

Compliance With MOU

(b) A Voting Associate Organization's membership shall in each case be held while and only so long as that Voting Associate Organization shall, in good faith, comply with the MOU and the conditions herein stated and shall satisfy the following continuing qualifications for membership:

Federation's Objectives

i. That it is an organization of persons or groups sincerely in sympathy with the objectives of this Federation and primarily devoted to the wise use, conservation, aesthetic appreciation and restoration of wildlife and other natural resources and/or to the protection of human health and the environment.

Sound Management

ii. That it is managed and conducted in a way which accords with sound and reasonable standards prescribed from time to time by the Federation Board of Directors.

Conservation Education

iii. That it recognizes and appreciates the values of conservation education regarding the use and management of natural resources and/or the protection of human health and the environment.

Voting Delegate

(c) The Voting Associate Organization or Voting Associate Organizations, if any, in each state where this Federation has no affiliate shall select in a manner approved by the Federation Board of Directors a Voting Delegate and, if it or they so chose, an Alternate Voting Delegate. If there is more than one Voting Associate Organization within a state where this Federation has no affiliate, those Voting Associate Organizations shall select a single Voting Delegate and a single Alternative Voting Delegate to represent them collectively. (In no case shall any state or the Voting Associate Organizations in any one state have more than one vote on any matter submitted to a vote of the voting members of this Federation regardless of the number of Voting Associate Organizations this Federation may have in that state.)

Purposes of Membership

(B) It is hereby declared that membership in this Federation is for the purpose of attaining greater cooperation and effectiveness in advancing the causes of wildlife conservation and the wise use of natural resources and/or protecting human health and the environment.

Non-voting Associate Organizations

(C) In addition to affiliates and Voting Associate Organizations which shall together make up the voting membership of this Federation, non-voting associate memberships may be obtained by persons and groups under rules and regulations promulgated from time to time by the Federation Board of Directors.

Annual Dues

(D) The Federation Board of Directors may establish rules requiring the payment of annual dues or contributions by affiliates and Voting Associate Organizations as well as nonvoting associate members.

*Election of
Directors*

SIXTH: The Directors shall be elected and appointed as provided by the Bylaws of the corporation.

*Dissolution of
Corporation*

SEVENTH: Provision for the regulation of the internal affairs of the corporation are as set forth in the Bylaws of the corporation. In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Federation, dispose of all the assets of the Federation exclusively for the purposes of the Federation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court for the District of Columbia having jurisdiction thereof exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

NATIONAL WILDLIFE FEDERATION BYLAWS

(Amended April 2, 2005)

PREAMBLE

Identification Believing that the natural resources of this Continent are economic, social, recreational and aesthetic assets which should be restored, wisely used and perpetuated for our posterity, and realizing that this can be achieved only through an aroused and enlightened opinion among the people of this nation, we dedicate this Federation to these ends.

ARTICLE I - NAME

Name The name of the organization shall be “National Wildlife Federation,” hereinafter called the “Federation,” incorporated as a nonprofit membership corporation under the laws of the District of Columbia.

ARTICLE II - MISSION

Mission (a) The mission of the National Wildlife Federation is to educate inspire and assist individuals and organizations of diverse cultures to conserve wildlife and other natural resources and to protect the Earth’s environment in order to achieve a peaceful, equitable and sustainable future.

Objectives (b) The objectives of the Federation are more particularly stated in Article Third of the Articles of Incorporation.

ARTICLE III - OPERATIONS

Corporate Actions (a) The Federation may, for the development and furtherance of its program and activities thereunder, accept donations of funds and other aids, purchase, receive, exchange and convey real estate and interests therein, and it may hold title to property, both real and personal. The Federation may exercise all other powers and rights granted to it by the District of Columbia Nonprofit Corporation Act.

Principal Office (b) The principal office of this Federation shall be in such place as the Board of Directors may, from time to time, designate.

Annual Meeting (c) The Annual Meeting of the Federation shall be called at such time and place as may be fixed by the Federation Board of Directors. Notice of such Annual Meeting shall be given at least ninety (90) days in advance of the time for such Meeting.

Special Meetings (d) Special Meetings of the Federation may be called at such time and place as may be fixed by the Federation Board of Directors. Fifteen (15) days notice shall be given for a special meeting. Affiliate Representatives may participate in a Special Meeting by any means approved by the District of Columbia Nonprofit Corporations Act.

Compensation (e) Officers, Directors, and committee members shall not receive compensation for their services to the Federation except that employees may receive compensation for their services and all others shall be entitled to reimbursement for expenses reasonably incurred in performance of services to or on behalf of the Federation.

Fiscal Year (f) The fiscal year of the Federation shall be as from time to time fixed by the Federation Board of Directors.

ARTICLE IV - OFFICERS OF THE FEDERATION

Chair (a)(1) The affiliate representatives shall elect, as the Federation's highest elected official, a Chair who shall take office at the conclusion of the meeting at which he or she is elected and serve until the conclusion of the second Annual Meeting following his or her election or until a successor is elected. Election by the affiliate representatives of a Chair-Elect who automatically assumes the office of Chair shall satisfy the requirement that the Chair be elected by the affiliate representatives.

Term (a)(2) No person shall be elected Chair to more than one consecutive full term provided, however, that after the interim of one term or more, any former Chair may be re-elected Chair-Elect.

Duties of Chair (a)(3) The Chair of the Federation shall preside at the Annual Meeting and at meetings of the Board of Directors and the Executive Committee, and shall perform such other duties as are authorized and directed by the Federation Board of Directors.

Chair-Elect (b) At the Annual Meeting following the Chair's first year of office, the affiliate representatives shall elect a Chair-Elect who shall take office at the conclusion of the meeting at which he or she is elected and serve until the conclusion of the next Annual Meeting following his or her election at which time the Chair-Elect shall assume the position of Chair without further election by the affiliate representatives.

Vice Chair (c) The affiliate representatives shall also elect at Annual Meetings of the Federation three Vice Chairs who shall take office at the conclusion of the meeting at which they are elected and serve until the conclusion of the third Annual Meeting following the Annual Meeting at which they were elected or until a successor is elected. One Vice Chair shall represent and reside in each of the following regions of the United States:

Eastern: Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Pennsylvania, Delaware, Maryland, Virginia, North Carolina, South Carolina, Georgia, Florida, West Virginia, Virgin Islands, Puerto Rico, District of Columbia, Alabama, Mississippi

Central: North Dakota, South Dakota, Nebraska, Kansas, Ohio, Oklahoma, Texas, Minnesota, Iowa, Missouri, Arkansas, Louisiana, Wisconsin, Illinois, Kentucky, Tennessee, Michigan, Indiana

Western: Alaska, Washington, Oregon, California, Nevada, Idaho, Utah, Arizona, Montana, Wyoming, Colorado, New Mexico, Hawaii, Guam

*Board
Membership*

(d) The Chair, Chair-Elect and Vice Chairs shall serve as members of the Federation Board of Directors during their respective terms.

*Honorary
Officers*

(e) The Federation, by a vote of its Board of Directors, may elect Honorary officers recognizing such individuals who have rendered some conspicuous service or made an outstanding contribution in the field of resource conservation, whose term of office, privileges and duties shall be defined by the Federation Board of Directors.

ARTICLE V - NOMINATIONS

*Call for
Nominations*

(a) The Secretary shall send out a call for nominations to the affiliate representatives of record and the current Board of Directors ninety (90) days prior to the time set for the election.

*Nomination of
Chair-Elect*

(b) The Board of Directors operating as a committee of the whole shall present a nominee for Chair-Elect.

*Advise Secretary
of Nominations*

(c) Affiliate representatives who intend to nominate anyone for any office should, if possible, advise the Secretary of the name of each person he or she intends to nominate at least forty-eight (48) hours prior to the time set for the election and provide information as to how the person being named can be reached or evidence that the individual would accept the position if elected.

*Notice of
Nominations
Received*

(d) The Secretary shall send notice to each affiliate representative of all nominations received by him or her thirty (30) days prior to the next scheduled annual meeting and shall post a list of the offices to be filled and the names of each person whom any affiliate representative has indicated an intent to nominate not less than twenty-four (24) hours prior to the time set for the election.

ARTICLE VI - VOTING

(a) Voting shall be conducted as hereinafter provided.

Quorum

(b) Each affiliate representative shall be entitled to one vote upon each matter submitted to a vote at the Annual Meeting or as otherwise provided herein. A majority of the affiliate representatives shall constitute a quorum.

Voting

(c) Each member of the Board of Directors shall have one vote at meetings of the Board of Directors. Board members may not vote by proxy. Board members may not vote at the Annual Meeting.

Majority Vote

(d) Except as required by parliamentary law as set forth in *Robert's Rules of Order, Newly Revised*, published by Scott, Foresman & Company, these Bylaws, the Articles of Incorporation or applicable law, a majority of all qualified votes cast shall operate to elect a candidate, pass or reject any measure voted on, provided a quorum is present or represented. In the event of a tie vote on a measure or a candidate receiving less than a majority, an immediate re-vote on the measure or run-off on the two high or top candidates, shall be had.

ARTICLE VII - BOARD OF DIRECTORS

Board of Directors

(a) The Board of Directors shall consist of a) the Chair of the Federation selected as provided in Article IV of these Bylaws; b) the Chair-Elect and the three Vice Chairs selected as provided in Article IV of these Bylaws; c) thirteen directors, known as Regional Directors, selected as provided in section (b) of this Article VII; d) the immediate Past Chair of the Federation as provided in section (d) of this Article VII; e) one (or more) former Chair who is not the immediate Past Chair as provided in section (d) of this Article VII; f) and up to seventeen directors, known as At-Large Directors selected as provided in section (e) of this Article VII.

Regional Directors

(b) One Regional Director shall be elected by the Affiliate Representatives for each of the following thirteen regions at the Annual Meeting of the Federation.

- No. 1 Maine, New Hampshire, Vermont, Massachusetts, Connecticut, and Rhode Island
- No. 2 New York, New Jersey, District of Columbia, Pennsylvania, Delaware, and Maryland
- No. 3 West Virginia, Virginia, North Carolina, and South Carolina
- No. 4 Georgia, Florida, Mississippi, Alabama, Puerto Rico, and Virgin Islands
- No. 5 Tennessee, Kentucky, Arkansas, and Missouri
- No. 6 Ohio, Indiana, and Illinois
- No. 7 Michigan, Wisconsin, and Minnesota
- No. 8 Oklahoma, Louisiana, and Texas
- No. 9 North Dakota, South Dakota, Nebraska, Kansas, and Iowa
- No. 10 Colorado, Utah, Arizona, and New Mexico
- No. 11 Washington, Oregon, and Alaska
- No. 12 California, Nevada, Hawaii, and Guam
- No. 13 Idaho, Wyoming, and Montana

Election of Directors

The terms of the Regional Directors are staggered so that the Regional Directors from Regions 1, 4, 8, and 11 shall be elected in one year, the Regional Directors for Regions 5, 6, 7, 9, and 13 in another year and the Regional Directors for regions 2, 3, 10, and 12 are elected in the third year.

Residency Requirements

(c) A Regional Director must be a resident of the region which he or she is elected to represent; and upon his or her removal of his or her residence from such region, he or she shall cease to be a member of the Federation Board of Directors.

Past Chair

(d) The Immediate Past Chair shall serve a term as a Director for one year following the conclusion of service as Chair. A former Chair who is not the Immediate Past Chair may be elected to additional one-year terms by a favorable vote of the other members of the Board at the Board's annual organizational meeting. A Past Chair may serve up to three one-year terms on the Board following service as the Immediate Past Chair for one year for a total of up to four years combined service as Immediate Past Chair and Past Chair.

*At-Large
Directors*

(e) The Federation Board of Directors may elect a maximum of seventeen (17) additional members of the Board of Directors known as At-Large Directors. Directors so elected shall serve a term of three (3) years. The Terms of the At-Large Directors are staggered so that six At-Large Directors shall be elected in one year, six At-Large Directors shall be elected in the second year and five At-Large Directors shall be elected in the third year. During the first three years after this change is made, At-Large Directors may be elected for full or partial terms at any time so long as no more than six At-Large Directors share the same term of office at any time. No more than ten (10) At-Large Directors may be elected by the Board in any one (1) year.

Quorum

(f) A majority of the actual membership of the Federation Board or fifteen (15) Directors whichever is greater shall constitute a quorum of the Federation Board of Directors and shall have power to transact all business of the Board. The “actual membership” of the Federation Board is the number of sitting directors. It excludes any unfilled vacancies or any directorship which could have been, but was not filled.

*Executive
Committee*

(g) The Federation Board of Directors shall elect from among its own members an Executive Committee consisting of the Chair and six (6) other members. Said Executive Committee shall have and may exercise all of the powers as delegated to them by the Federation Board of Directors between meetings of the Board. A majority of the members of the Executive Committee shall constitute a quorum.

Paid Employees

(h) No paid employee of this Federation while so employed or for three years thereafter shall be eligible to become or serve as a Director of this Federation.

ARTICLE VIII - MEETINGS OF THE BOARD

*Meetings of the
Board*

The Federation Board of Directors shall hold its organizational meeting at the time and place of the Annual Meeting of the Federation. The Chair may call special meetings at other times and places and shall call a meeting upon written request of seven (7) members of the Board. Fifteen (15) days notice shall be given of all meetings. Board members may participate in meetings by any means approved by the District of Columbia Nonprofit Corporations Act including telephone conference calls.

ARTICLE IX - DUTIES OF THE BOARD

*Duties of the
Board*

(a) The duties of the Federation Board of Directors shall be to direct the business and financial affairs of the Federation, and to engage in such activities as are appropriate to carry out its purposes and objectives, and to establish conservation policy in the interim between Annual Meetings. Where conservation policy matters are determined by the Board, such action must be immediately reported to the affiliates for their information.

*Directors on
Committees*

(b) Directors shall serve on Committees and have the privilege of the floor at annual or special meetings of the Federation without vote.

*Selection of a
President,
Secretary and
Treasurer*

(c) The Federation Board of Directors shall, by a majority vote, select a President who shall serve at the will of the Board as the Chief Executive Officer of the Federation for one or more terms none of which shall exceed three years, and define his or her duties, authority, powers and compensation. The Board shall also select annually at its regular organizational meeting, a Secretary, a Treasurer, and one or more Assistant Secretaries and Assistant Treasurers as they deem necessary or convenient and define their duties, authority and powers. These Officers, who shall also serve at the will of the Board, shall take office at the conclusion of the regular organizational meeting of the Board at which they are elected and serve until the conclusion of the next such meeting or until a successor is elected. Officers selected by the Federation Board of Directors or by the President as provided below, shall not be members of the Board of Directors, but shall, at Federation expense, furnish bond in such amount, if any, as the Board may require for faithful performance of the duties assigned to them by these Bylaws or by the Board of Directors.

*Selection of Vice
Presidents*

(d) In addition to the Officers herein before provided for, the President is authorized to appoint, from time to time, an Executive Vice President who shall serve as the Chief Operating Officer and such Vice Presidents as he or she deems necessary or advisable to the proper accomplishment of the work of the Federation. The Executive Vice President and any Vice Presidents appointed by the President shall serve at the will of the President for such terms as he or she shall determine.

*Other Officers,
Employees*

(e) The Federation Board of Directors shall authorize the President to employ such persons and to obtain such employees' services as may be required to carry on the work of the Federation. The compensation of all these employees of the Federation shall be set by the President and, through the budget process, subject to the control of the Federation Board of Directors.

ARTICLE X - ORDER OF BUSINESS

Order of Business

(a) The Order of Business at the Annual Meeting of the Federation shall be determined by the Board of Directors or in the event that the Board of Directors fails so to do, then such order shall be determined by the Chair and such Order of Business shall be a part of the notice of such annual meeting, and may not be changed except by a majority vote of the voting delegates.

*Parliamentary
Authority*

(b) All meetings of the Federation and of its Board of Directors shall be conducted in accordance with parliamentary law, usage and custom. In the event of conflict, *Robert's Rules of Order, Newly Revised*, shall govern.

*Suspension of
Bylaws*

(c) These Bylaws or any part thereof may be suspended by a three-fourths (3/4) majority vote of the voting delegates at a Federation meeting.

ARTICLE XI - CONSERVATION POLICY RESOLUTIONS

*Conservation
Policy*

(a) The conservation policy of the National Wildlife Federation shall be established by resolutions adopted by the affiliate representatives at Annual Meetings of the Federation.

- How Proposed* (b) Resolutions may be proposed by: (i) any state affiliate, (ii) any member of the Board of Directors, or (iii) the President.
- Call for Resolutions* (c) The Secretary should send out a call for resolutions not less than ninety (90) days prior to the Annual Meeting. Proposed resolutions must be submitted in writing to the Secretary not less than sixty (60) days prior to the Annual Meeting.
- Appointment of Committees* (d) The Chair shall appoint, at least forty-five (45) days prior to each Annual Meeting, one or more committees on conservation policy resolutions consisting of affiliate representatives, alternate affiliate representatives and, as *ex-officio* members, members of the Board of Directors, provided that a majority of the members of each committee shall be affiliate representatives or alternate affiliate representatives.
- Assignment of Resolutions* (e) Thirty (30) or more days prior to the Annual Meeting, the Secretary shall assign proposed resolutions to an appropriate committee for investigation and discussion.
- Committee Function* (f) Each committee shall investigate the purposes and effect of each proposed resolution submitted to it and the chair of each committee shall report the recommendation of the committee, together with any amendments, to the affiliate representatives for action on the proposed resolution at the next Annual Meeting.
- Emergency Resolutions* (g) Resolutions not submitted on or before the sixtieth day preceding the Annual Meeting (i.e., emergency resolutions) shall not be considered unless two-thirds (2/3) of the affiliate representatives present at the Annual Meeting vote in favor of such consideration.

ARTICLE XII - COMMITTEES

- Standing Committees* (a) The standing committees of the Board of Directors shall be Audit, Credentials and Affiliate Standards, Conservation Program Planning, Development, and Finance. The Audit Committee shall consist of five members who shall be board members. The members of the Audit Committee shall be elected by the board; the committee chair shall be elected by the committee. The Chair shall appoint the other committee chairs and members.
- Committee on Credentials* (b) Prior to any annual meeting or special meeting of the Federation, the Chair shall appoint a Credentials and Affiliate Standards Committee from among the members of the Board of Directors who shall consult with the Secretary and prepare a list of those who are entitled to vote at the meeting.
- Other Committees* (c) The Chair of the Federation Board of Directors shall appoint annually from among the representatives, alternate representatives and members of the Board of Directors, such committees as may be deemed necessary.

*Voting in
Committees*

(d) All members of committees appointed by the Chair, as well as members of any subcommittees, shall have the right in committee or subcommittee to make motions, participate and vote, provided that voting in committees on conservation policy resolutions shall be by affiliate representatives and alternate affiliate representatives and that any recommendations issuing from any conservation policy resolution committee shall be subject to the approval of the voting delegates as provided in Articles XI and VI of these Bylaws.

*Board may
establish
committees*

(e) The Federation Board of Directors may, by resolution, establish such committees as are from time to time needed. Unless the resolution appointing a committee provides for some other method of selecting the members of the committee, the members shall be appointed by the Chair of the Federation who shall be an *ex-officio* member of all such committees. The President shall also be an *ex-officio* member of all such committees but shall not be entitled to vote.

ARTICLE XIII - VACANCIES

Chair

(a) In the event of a vacancy in the Office of Chair, the Chair-Elect shall serve as the Chair until the next Annual Meeting. If there is no Chair-Elect, the Board of Directors shall elect a replacement to serve as the Chair until the next Annual Meeting at which time a successor shall be elected by the affiliate representatives to fill the unexpired term.

Chair-Elect

(b) In the event of a vacancy in the office of Chair-Elect, the Board of Directors shall elect a replacement to serve as the Chair-Elect until the next Annual Meeting. The Chair-Elect shall be the nominee of the Board of Directors for the Office of Chair for election by the affiliate representatives at the next Annual Meeting.

*Vice Chair or
Regional Director*

(c) In the event of a vacancy in the Office of a Vice Chair or a Regional Director between Annual Meetings, a successor shall be elected by the Board of Directors to fill the vacancy until the next Annual Meeting at which the affiliated representatives shall elect a successor to serve for the remainder of the unexpired term.

At-Large Director

(d) Vacancies among the At-Large Directors shall be filled by the remaining Directors at their discretion. The Board of Directors is not required to fill all At-Large Director vacancies.

*Vacancy Due to
Election*

(e) If a Vice Chair is elected Chair or Chair-Elect or a Regional Director is elected Chair, Chair-Elect or Vice Chair, the vacant Vice Chairship or Regional Directorship shall be filled by the affiliate representatives at the same meeting.

*Executive
Committee*

(f) Vacancies on the Executive Committee shall be filled by the Federation Board of Directors.

ARTICLE XIV - AMENDMENTS

Amendments

(a) These Bylaws may be amended at any Federation meeting:

Submission to Secretary

1. Not less than sixty (60) days prior to a regular or special Federation meeting, amendments to these Bylaws may be proposed by any state affiliate representative or any Federation Director by filing the same with the Secretary. The Secretary shall, not less than thirty (30) days prior to the said meeting, transmit copies of the proposed amendments to each affiliate representative and to the members of the Federation Board of Directors. In addition, proposed amendments shall be referred to the Federation Committee on Bylaws appointed by the Chair for its consideration and recommendation.

Voting Requirements

Proposed amendments and any modification recommended by the Committee on Bylaws shall be submitted to the affiliate representatives by the chair of the Federation Committee on Bylaws with the Committee's recommendation, and if approved by two-thirds (2/3) of the affiliate representatives voting, shall become part of the Bylaws.

Emergency

2. Amendments may be proposed at any Federation meeting and when so offered shall be referred to the Committee on Bylaws. If such Committee determines that an emergency exists, such proposal shall be submitted to the affiliate representatives for approval or rejection as provided in the preceding paragraph.

ARTICLE XV - INDEMNIFICATION

(a) Director and Officer Indemnification

Directors and Officers

1. The National Wildlife Federation shall defend, indemnify and hold harmless any director or trustee to the full extent permitted by law from any claim, demand, allegation or civil action of any kind arising out of such person's service on the board of the National Wildlife Federation, National Wildlife Federation Endowment, Inc., National Wildlife Productions, Inc., and any related entities. This undertaking applies only to the extent that any such claim, demand, allegation or civil action is not covered by insurance procured by National Wildlife Federation or the related entity.

Determination for Directors

2. Any director or trustee requesting indemnification shall submit such a request to the Chair and General Counsel. Any question arising under or out of subpart (a) of this Article shall be determined by a quorum of the Board of Directors of this Federation consisting of directors who are not parties to or involved in any action, suit or proceeding in which one or more concurrent or former directors or officers is a party, after receipt of the written opinion of independent legal counsel. If a quorum consisting of directors who are not parties to nor involved in an action, suit or proceeding is not obtainable with due diligence, the final determination shall be made by independent legal counsel selected by the affiliate representatives at an Annual Meeting or at a special meeting called in whole or in part for that purpose.

*Reliance on
Right of
Indemnification*

3. Each and every person who is serving or who has served as a director or officer of this Federation or as a director, officer, trustee or partner of any other corporation, trust, partnership, or other enterprise at the request of this Federation including, but not limited to, the trustees and officers of the National Wildlife Federation Endowment, Inc., shall be deemed to have done so or to be doing so in reliance upon the right of indemnification provided for in subpart (a) of this Article, though that right shall not be deemed exclusive of any other rights to which such person may be entitled by law, other agreement, a vote of a quorum of disinterested directors, or, if such is not obtainable, pursuant to the written opinion of independent legal counsel selected by the affiliate representatives.

*Employees
Conditions for
Indemnification*

(b) Employee Indemnification

1. The National Wildlife Federation shall defend, indemnify and hold harmless any person who is or was an employee of the Federation to the full extent permitted by law from any claim, demand, allegation or civil action of any kind arising out of such person being or having been an employee of the Federation PROVIDED, that such person acted in the course of his or her employment, in good faith and on the basis of a reasonable belief that his or her conduct was in accordance with any and all written guidelines and instructions he or she has been given and in the best interest of this Federation (or, in the case of an employee benefit plan, was in the best interests of the participants in or beneficiaries of the plan) except in relation to matters as to which he or she shall be finally adjudged in an action, suit or proceeding to be liable for any dishonest, deliberately fraudulent, criminal, or intentionally and knowingly wrongful acts or omissions arising out of or in the course of his or her employment with this Federation.

*Determination for
Employees*

2. Any employee or former employee requesting indemnification shall submit such a request to the President. The President or any former President requesting indemnification shall submit such a request to the Chair. Any question arising under or out of subpart (b) of this Article shall be determined by a quorum of the Executive Committee of the Board of Directors of this Federation consisting of directors who are not parties to or involved in any action, suit or proceeding for which indemnification is sought.

Advances

(c) Expenses incurred with respect to any action, suit, proceeding, inquiry, or investigation of the character described in subpart (a) or (b) of this Article shall be advanced by this Federation prior to the disposition thereof. Notwithstanding the foregoing, this Federation may refrain from, or suspend, payment of expenses in advance if, at any time before delivery of the final finding described above, the Board, or independent counsel, acting in accordance with the procedures set forth herein, decides that a preponderance of the evidence supports a finding that the person who has requested indemnification has not met the relevant standards of conduct set forth above. Should a final

determination be made that such person is not entitled to indemnification under subpart (a) or (b) of this Article, this Federation shall have the right to indemnity against him or her for all amounts advanced under subpart (a) or (b) of this Article.

Additional Rights (d) The rights of indemnification provided in this Article shall be in addition to any rights to which any such person may otherwise be entitled by law, other agreement, a vote of a quorum of disinterested directors, or, if such is not obtainable, pursuant to the written opinion of independent legal counsel selected by the Board.

Interpretation (e) This Article shall be interpreted and applied to provide the broadest protection and right of indemnification permitted by law.