

1
2
3 **CONSTITUTION AND BY-LAWS**
4 **GEORGIA WILDLIFE FEDERATION**
5 (Last Amended July 16, 2005)
6
7
8

9 **Constitution**

10 **Preamble**

11
12 Believing that the natural resources of this state are economic, social, recreational,
13 and aesthetic assets which should be restored and perpetuated for our posterity, and
14 realizing that this can only be achieved through an aroused and enlightened opinion
15 among the people of Georgia, we dedicate this Federation to these ends.
16

17
18 **Article I**

19
20 **Name and Principal Office**

21
22 **SECTION 1**

23 The name of this organization shall be the Georgia Wildlife Federation, herein
24 referred to as the Federation, and it shall be incorporated under the laws of the State
25 of Georgia.
26

27 **SECTION 2**

28 The location of the principal office of the Federation shall be the place of residence
29 of the Secretary or any place designated by the Board of Directors.
30

31 **SECTION 3**

32 The Georgia Wildlife Federation, Inc. shall be affiliated with the National Wildlife
33 Federation.
34

35
36 **Article II**

37
38 **Composition**

39
40 **SECTION 1**

41 The Federation shall consist of Associate Members composed of organizations of
42 hunters, anglers, rod and gun enthusiasts, boat clubs, conservationists, nature lovers,
43 garden clubs, and others recognizing basic responsibility in resource conservation.
44

45 **SECTION 2**

46 This Federation shall also include in its membership individuals and firms as
47 determined by the Board of Directors.
48

49
50
51
52
53
54
55
56
57
58
59
60
61
62
63
64
65
66
67
68
69
70
71
72
73
74
75
76
77
78
79
80
81
82
83
84
85
86
87
88
89
90
91
92
93
94
95
96

Article III

Objectives

SECTION 1

Objectives of the Federation shall be:

TO ENCOURAGE THE INTELLIGENT MANAGEMENT OF THE LIFE SUSTAINING RESOURCES OF THE EARTH -- ITS ESSENTIAL WATER RESOURCES -- ITS PROTECTIVE FORESTS AND PLANT LIFE -- AND ITS DEPENDENT WILDLIFE -- AND TO PROMOTE AND ENCOURAGE THE KNOWLEDGE AND APPRECIATION OF THESE RESOURCES, THEIR INTERRELATIONSHIP AND WISE USE, WITHOUT WHICH THERE CAN BE LITTLE HOPE FOR A CONTINUING ABUNDANT LIFE.

And more particularly as follows:

- (a) To encourage protection and restoration of waters, wildlife, forest and field; safeguard public health by eliminating pollution; discourage unwise drainage and seek wise land and water use in the broad public interest; nurture and improve wildlife stocks; restore and rehabilitate wildlife environment.
- (b) To seek more intensive education of the whole public, youth and adult, in recognizing resource conservation as vital to our way of life and its preservation; to emphasize the parallel between economic prosperity and the maintenance of an adequate resource backlog.
- (c) To seek an end to methods and activities destructive to natural resources and to institute methods seeking to replenish and renew a sound resources economy, but to always consider the economy of the State of Georgia and the well being of the people therein.
- (d) To cooperate with county, state, federal and private agencies of resources management to improve and to strengthen our basic resources and husband partnerships that encourage wise utilization.
- (e) To recognize and promote hunting and fishing as an essential tool of wildlife management, to promote the highest standards of outdoor ethics, strengthen farmer-sportsmen understanding, and to present a positive image to landowners and the non-hunting public.
- (f) To develop and constantly seek to improve a statewide long range program to stimulate and encourage greater public interest in resources.
- (g) To develop greater outdoor opportunity for all, as essential to character-building and to the physical and spiritual welfare of the people.

97 (h) To promote organizations of city, community, county and regional interests
98 having like aims, giving aid, counsel, and support in resolving problems of local,
99 community or state importance.

100
101 In furtherance of the foregoing objectives, the Federation is empowered to take such
102 steps, engage in such activities and cooperate with city, county, and state
103 governments and such other agencies including scientific and technical research
104 societies as may be helpful or necessary to these aims. It may, for the development
105 and furtherance of its program and activities, accept donations of land, funds, and
106 other aids and it may hold title to property both real and personal.

107
108

109 Article IV

110
111 Membership

112

113 SECTION 1

114 Any club, organization, firm or individual in the State of Georgia shall be eligible to
115 hold membership in the Georgia Wildlife Federation, Inc. upon compliance with
116 provisions of this Constitution and of subsequently stated by-laws.

117

118

119 Article V

120
121 Dues

122

123 SECTION 1

124 The Board of Directors shall after each Annual Meeting and at such other times as
125 may be required, prescribe the Schedule of Annual Dues for all classes of
126 membership in the Federation.

127

128 Article VI

129
130 Powers

131

132 SECTION 1

133 Powers of this Federation shall be to: (a) direct, manage, supervise and control all
134 business, property and funds of the Federation; (b) make surveys and conduct
135 research and experiments bearing upon wildlife and other conservation; and (c) to
136 prepare and issue publications relating to its work.

137

138 SECTION 2

139 The work of this Federation shall not be conducted for private gain.

140

141

142

143

144

145 Article VII

146
147 Meetings

148
149 SECTION 1

150 Annual meetings of this Federation shall be held at such place and time as shall be
151 determined by the Board of Directors, provided that not less than thirty (30) days
152 notice shall be given in advance of any General meeting to all Associate Members.
153 Members and Directors present shall constitute a quorum for business at any Annual
154 or General meeting. Voting privileges at any Annual or General meeting shall extend
155 to members of the Board of Directors and duly certified Associate member
156 delegates, or their alternate delegates, who are physically located at the meeting.

157
158
159 SECTION 2

160 Special meetings shall be called by the Chair, or at the insistence of one third of the
161 members of the Board of Directors.

162
163
164 Article VIII

165
166 Management

167
168
169 SECTION 1

170 Management of the Federation shall be vested in a Board of Directors. The Board of
171 Directors shall consist of the Chair, Vice-Chair, Secretary, Treasurer, and Delegate
172 to the National Wildlife Federation, together with twelve (12) District Directors, one
173 representing each of the GWF Conservation Districts and ten (10) At-Large
174 Directors, each representing the Federation membership as a whole. Meeting
175 attendance is expected. The Board shall define specific roles and duties assigned to
176 various Board positions. Attendance may be accomplished by telephone, or by mail
177 as described in Article I, Section 4 of the GWF Bylaws. Additionally, non-voting
178 Board Emeritus status may be conferred to past Officers and Board Members who
179 have demonstrated exemplary service to the Federation.

180
181 SECTION 2

182 For purposes of management, the State of Georgia shall be divided into twelve (12)
183 districts. A map of GWF Conservation Districts shall be published periodically.

184
185 SECTION 3

186 The Board of Directors shall be the ad interim administrative body of this Federation
187 between Annual or General Meetings and shall be empowered to fill by election any
188 vacancy which may occur in any of the offices. The Board of Directors shall meet
189 upon the call of the Chair or at the insistence of any group of its members
190 numbering as much as one-third of the Board's membership. At-Large and District
191 Directors present at any Annual or General shall have voting privileges in the same

192 manner in which Associate Member delegates have voting privileges. No individual
193 shall be allowed to cast more than one vote.

194

195 SECTION 4

196 Any Officer or Director of the Federation may be removed for cause as herein
197 provided and in subsequently stated by-laws.

198

199 SECTION 5

200 One third of the total authorized members of the Board must be in attendance to
201 constitute a quorum for the transaction of business.

202

203 SECTION 6

204 Officers and Directors of the Federation may succeed themselves for elective office.
205 The office of Chair, Vice-Chair, Secretary, Treasurer, and Delegate to the National
206 Wildlife Federation shall be elected each year at the Annual Meeting. All other
207 Directors shall serve two-year terms. District Directors shall be elected at the
208 Annual or a General meeting. All At-Large Directors shall be elected by the Board at
209 a scheduled meeting of the Board, provided however, that a two-thirds majority of
210 the voting Board members in attendance shall approve the elections. The term of
211 office for District Director and At-Large Director shall be staggered by one year.

212

213 SECTION 7

214 In any and all cases where subjects are not specifically covered in this Constitution
215 or in subsequently stated by-laws, the Board of Directors shall be empowered to act,
216 save it may not act contrary to the expressed mandate of the voting members at an
217 Annual or General meeting.

218

219

220 Article IX

221

222 Fiscal Year

223

224 SECTION 1

225 The fiscal year of the Georgia Wildlife Federation, Inc. shall start on October 1st
226 and end on September 30th.

227

228

229

230 Article X

231

232 Amendments

233

234 SECTION 1

235 This constitution may be amended at any Annual or General Meeting provided thirty
236 (30) days notice, in writing, shall have been given all members of the Board of
237 Directors and to all Associate Members and further provided that a two-thirds
238 majority of the Associate Member delegates and the members of the Board of
239 Directors, in attendance and voting, shall favor such amendment.

240
241
242
243
244
245
246
247
248
249
250
251
252
253
254
255
256
257
258
259
260
261
262
263
264
265
266
267
268
269
270
271
272
273
274
275
276
277
278
279
280
281
282
283
284
285
286
287

By-Laws

Article I

Officers and Directors

SECTION 1

The officers of this Federation shall be a Chair, Vice-Chair, Secretary, Treasurer, and a Delegate to the National Wildlife Federation, all of whom shall serve without pay and shall constitute an Executive Committee of this Federation and shall be subject to call by the Chair to handle business of the Federation between meetings of the Board of Directors. All action taken by the Executive Committee shall be subject to approval by the Board of Directors at its next meeting.

SECTION 2

The Board of Directors shall have general control over all Officers and committees, as well as management of all affairs and funds. It shall, at its discretion, designate such employees as shall be retained, determine amounts of their salaries and expenses, and otherwise supervise the physical operation of the Federation.

SECTION 3

The Chair of the Board of Directors shall preside at all meetings of this Federation. In the absence of the Chair, the Vice-Chair shall preside.

SECTION 4

The Board may transact business of the Federation by a mail vote. The procedure is provided to expedite the business of the Federation, also to eliminate travel time on business requiring but a few minutes to culminate. Each outgoing mail transaction constitutes a session to be answered with a vote from each Board Member. All replies received by the end of one week (7) calendar days beginning on the day after the outgoing mail is posted) shall constitute a session and action can be taken if two-thirds of the replies received are in agreement. The Secretary will keep a complete record of such transaction and enter same into the minutes of the Board.

SECTION 5

It shall be the duty of the Chair of the Board of Directors to preside at all meetings of the Federation, its Board of Directors and to serve ex-officio as a member of all committees and to perform such duties and have such other powers as ordinarily pertain to the office.

SECTION 6

The Chair may appoint a Chaplain and Publicity Chair for each Annual Meeting year.

288
289
290
291
292
293
294
295
296
297
298
299
300
301
302
303
304
305
306
307
308
309
310
311
312
313
314
315
316
317
318
319
320
321
322
323
324
325
326
327
328
329
330
331
332
333
334
335

SECTION 7

It shall be the duty of the Vice-Chair to preside, as the Chair shall direct, over meetings of the Federation and its Board of Directors. The Vice-Chair shall be particularly charged with developing and maintaining membership strength of the organization, and such other duties as the Chair may direct.

SECTION 8

Each District Director shall submit a report to the Chair thirty (30) days before the Annual Meeting, indicating progress, number of Associate Members and total strength in his region, together with the general activity along with plans and potential activities of the coming year. The Chair will combine these data and submit a general report to the Annual Meeting.

SECTION 9

It shall be the duty of the Secretary to keep accurate records, in permanent form, of all business transacted and to perform such other duties as the Board of Directors prescribe. The Secretary shall provide to each Associate Member within thirty (30) days following the Annual Meeting, a complete report upon the condition of membership and finances, the minutes of the meeting and other pertinent material. The Secretary shall be prepared to deliver at any Annual or General Meeting a report on the condition of the organization, minutes of the last meeting and other pertinent information.

SECTION 10

It shall be the duty of the Treasurer to receive all monies accruing to the Federation, to deposit them in a suitable bank or banks, to account for same at all meetings or at any other time upon request of the Board of Directors. The Treasurer shall be bonded, the cost of the bond to be borne by the Federation. Upon retirement from office, the Treasurer shall relinquish to the successor or to the Chair, all funds and properties belonging to the Federation. The Treasurer shall discharge all other duties as shall ordinarily pertain to the Office of Treasurer.

SECTION 11

The Chair shall appoint an Auditing Committee who shall examine the books and financial record of the Federation and make their report to the Annual Meeting, such committee to have the assistance of a certified accountant when deemed necessary. The Auditing Committee members shall serve until their successors are appointed.

SECTION 12

No elected Officer or Board Member shall receive any fee, salary, or other remuneration from the Federation, except that they may be reimbursed for actual expenses incurred in the performance of Federation business.

SECTION 13

The Board Emeritus shall be comprised of past Officers or Board Members who have demonstrated exemplary service to the Federation. The Board Emeritus shall serve in an ex-officio capacity, providing counsel and guidance in the matters of

336 Federation business and shall be entitled to the correspondence of the Board of
337 Directors. Emeritus members of the Board shall not have a vote on the Board of
338 Directors. Nominations to Emeritus status, if any, shall be presented to the
339 Executive Committee thirty (30) days prior to the Annual Meeting. A unanimous
340 vote by the Executive Committee is required to present nominations to the full
341 Board. A two-thirds Vote by the Board of Directors is required for election to the
342 Board Emeritus. New Members will be presented each year at the Annual Meeting.
343

344 Article II

345 Membership

346 SECTION 1

347 All Organizations seeking association with the Federation shall share like interests
348 and aims, and support in principle the Federation's mission. Each Associate Member
349 organization shall identify one voting delegate, and one alternate who will vote only
350 in the absence of the delegate, not less than thirty (30) days in advance of any
351 meeting where said delegate shall have voting privilege, by submitting the name,
352 address, and telephone number of the delegate and the alternate to the Secretary, in
353 writing, mailed to the Federation office.
354

355 SECTION 2

356 Any person, association, or firm may, with the approval of the Board of Directors,
357 become a member of the Federation by paying the required annual dues, dues being
358 payable on presentation and acceptance of the application. Membership may be
359 withdrawn for cause by the Board of Directors on the basis of dismissal provisions
360 as adopted for Officers, Directors and members as hereinafter provided.
361

362 SECTION 3

363 The Board of Directors may confer Honorary Memberships upon individuals or firms
364 deemed worthy of such honor, by reason of having performed outstanding service to
365 the cause of conservation and wildlife, provided however that such Honorary
366 Membership may be withdrawn for cause by the Board of Directors on the basis of
367 dismissal provisions as adopted for Officers, Directors and members as hereinafter
368 provided. Honorary Memberships shall not have voting privileges.
369

370 Article III

371 Dues

372 SECTION 1

373 The annual dues for Associate Member organizations shall be determined by the
374 Board of Directors and shall not exceed \$250.00 per year. Each Associate Member
375 shall pay annual dues for the ensuing year as determined by a two-thirds majority
376 vote of the Board of Directors. Any new Associate Member organization shall pay
377 dues as of the date of association.
378

384
385 SECTION 2
386 Annual dues for all classes of membership shall be determined by the Board of
387 Directors.

388
389 Article IV

390
391 Finances

392
393 SECTION 1
394 All funds of the Federation shall be deposited by the Treasurer in such bank or banks
395 as may be designated by the Board of Directors.

396
397 SECTION 2
398 All disbursements shall be by numbered check drawn by the Treasurer or by
399 authorized staff. All such payments must have been ordered by the Board of
400 Directors or by authorized staff.

401
402 SECTION 3
403 The President & CEO shall prepare an annual budget to be submitted to the
404 Executive Committee thirty (30) days prior to the end of the Federation's fiscal year,
405 such budget to be subject to approval by the Board.

406
407 SECTION 4
408 Any individual having charge or control of funds belonging to the Federation shall
409 give such bond as the Board shall desire for the safe custody of such funds, costs of
410 such bond to be borne by the Federation.

411
412
413 Article V

414
415 Elections

416
417 SECTION 1
418 At least thirty (30) days prior to the Annual Meeting the Chair shall appoint a
419 Nominating Committee for the purpose of presenting a slate of Officers and
420 Directors to the Annual Meeting.

421
422 Members of the Nominating Committee shall select one of their committee as Chair.
423 The committee shall at the Annual Meeting place in nomination the name of one or
424 more candidates for each elective office. Additional nominations shall be accepted
425 from the floor at the time the committee report is heard. All candidates for elective
426 office within the Federation shall be a member in good standing. Should no
427 candidate receive a majority of votes cast, then the top two candidates shall have a
428 run-off election. A tie vote shall be broken by secret ballot. All election of officers
429 shall be presided over by the Chair of the Nominating Committee and shall be by
430 secret ballot.

431

432
433
434
435
436
437
438
439
440
441
442
443
444
445
446
447
448
449
450
451
452
453
454
455
456
457
458
459
460
461
462
463
464
465
466
467
468
469
470
471
472
473
474
475
476
477
478
479

Article VI
Committees

SECTION 1

The Chair shall appoint at his discretion, but subject to the Board’s approval, the following standing committees: Membership; Legislative; Ways and Means; Public Relations; Conservation Education and Information; and others as may be required.

SECTION 2

The Chair likewise shall appoint the Auditing, Credentials, Rules and Order of Business; Resolutions; and other committees that may be required subject to the approval of the Executive Committee.

SECTION 3

It shall be the duty of the Credentials Committee to prepare a list certifying the names of delegates and alternates representing Associate Member organizations entitled to vote, and the names of the members of the Board of Directors entitled to vote at any Annual or General meeting, providing copies to the Chair, the Secretary, and the Parliamentarian.

SECTION 4

It shall be the duty of the Rules and Order of Business Committee to interpret the rules and perform such other functions as preparing an agenda of business for any general meeting and enforcing the rules. The chair of this committee shall be named the Parliamentarian and include two other members. All three shall be appointed by the Chair of the Board of Directors at least thirty (30) days prior to any Annual or General Meeting. Their interpretations of the rules shall be binding and final.

SECTION 5

The Resolutions Committee shall receive all resolutions immediately upon their introduction, which shall be not less than thirty (30) days prior to the Annual Meeting, and all such resolutions shall automatically upon introduction be referred to this committee without debate. The committee shall then report with or without recommendation all such resolutions which may have been referred to it. Should circumstances dictate for the resolutions committee to consider resolutions submitted during the Annual Meeting, the committee shall determine the importance and precedence of submission.

SECTION 6

All committees shall be answerable to the Board and standing committees shall make quarterly reports to the Board upon their activities and the status of their work. All committees shall be dischargeable by the Board and may be reconstituted by the Board at its pleasure.

480 SECTION 7
481 The Auditing Committee shall obtain the services of a certified public accountant.
482 The committee shall make a complete and accurate accounting of all Federation
483 funds and assets and direct the Treasurer as to the system of bookkeeping to be used
484 for the up-coming year. At each meeting of the Board of Directors the person
485 responsible for maintaining the financial records of the Federation shall make a
486 complete accounting to the Directors for all funds received and disbursed.

487
488
489 Article VII

490
491 Rules

492
493 SECTION 1

494 Robert's Rules of Order shall govern conduct of all meetings.
495

496
497 Article VIII

498
499 Cooperation

500
501 SECTION 1

502 This Federation shall cooperate with all other conservation organizations or
503 agencies, private and public, local and state and federal.
504

505
506 SECTION 2

507 No Associate Member or other member shall be committed by the Federation upon
508 any matter of policy without their specific consent.
509

510 SECTION 3

511 The Georgia Wildlife Federation shall not be committed by an Associate Member or
512 other member upon any matter without its specific consent.
513

514
515 Article IX

516
517 Removal or Severance

518
519 SECTION 1

520 Any Officer or Director of the Federation may be removed for cause, provided the
521 charges are made known to the Officer or Director at least thirty (30) days in
522 advance of a hearing before the Board of Directors and further provided that at least
523 two-thirds of the Board members present shall cast their ballots to so remove, and
524 provided further, that such Officer or Director shall have been given a full and
525 complete hearing on the charges.
526

527

528
529 SECTION 2
530 Any Associate Member organization may be removed for cause, provided the
531 charges be known to it at least thirty (30) days in advance of a hearing before the
532 Board of Directors and provided further that at least two-thirds of the voting
533 members in attendance shall cast their ballots to so remove, and provided further
534 that such Associate Member shall have been given a full and complete hearing on the
535 charges.

536
537 SECTION 3
538 Any member, as determined by the Board of Directors, may be removed for cause,
539 provided the charges be known to them at least thirty (30) days in advance of a
540 hearing before the Board of Directors, and provided further that at least two-thirds
541 of the voting members in attendance shall cast their ballots to so remove, and
542 provided further that such member shall have been given a full and complete hearing
543 on the charges.

544
545 SECTION 4
546 Any Officer, Director, Associate Member or member so removed shall forfeit all
547 rights in any funds or property belonging to the Federation and, in the case of such
548 severance, shall thereafter be denied the use of Federation name and insignia.

549
550
551 Article X

552
553 Amendments

554
555 SECTION 1
556 These by-laws may be amended at any Annual or General Meeting provided thirty
557 (30) days notice, in writing, shall have been given all members of the Board of
558 Directors and all Associate Members and further provided that a two-thirds majority
559 of the voting members and delegates in attendance shall favor such amendment.

560
561
562
563
564
565
566
567
568