Constitution

Preamble

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

Article I

Name and Principal Office

SECTION 1
The name of this organization shall be the Georgia Wildlife Federation, herein referred to as the Federation, and it shall be incorporated under the laws of the State of Georgia.

SECTION 2
The location of the principal office of the Federation shall be the place of residence of the Secretary or any place designated by the Board of Directors.

SECTION 3
The Georgia Wildlife Federation, Inc. shall be affiliated with the National Wildlife Federation.

Article II

Composition

SECTION 1
The Federation shall consist of Associate Members composed of organizations of hunters, anglers, rod and gun enthusiasts, boat clubs, conservationists, nature lovers, garden clubs, and others recognizing basic responsibility in resource conservation.

SECTION 2
This Federation shall also include in its membership individuals and firms as determined by the Board of Directors.
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.
(h) To promote organizations of city, community, county and regional interests
having like aims, giving aid, counsel, and support in resolving problems of local,
community or state importance.

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

**Article IV**

**Membership**

**Article V**

**Dues**

**SECTION 1**
The Board of Directors shall after each Annual Meeting and at such other times as
may be required, prescribe the Schedule of Annual Dues for all classes of
membership in the Federation.

**Article VI**

**Powers**

**SECTION 1**
Powers of this Federation shall be to: (a) direct, manage, supervise and control all
business, property and funds of the Federation; (b) make surveys and conduct
research and experiments bearing upon wildlife and other conservation; and (c) to
prepare and issue publications relating to its work.

**SECTION 2**
The work of this Federation shall not be conducted for private gain.
Article VII

Meetings

SECTION 1
Annual meetings of this Federation shall be held at such place and time as shall be determined by the Board of Directors, provided that not less than thirty (30) days notice shall be given in advance of any General meeting to all Associate Members. Members and Directors present shall constitute a quorum for business at any Annual or General meeting. Voting privileges at any Annual or General meeting shall extend to members of the Board of Directors and duly certified Associate member delegates, or their alternate delegates, who are physically located at the meeting.

SECTION 2
Special meetings shall be called by the Chair, or at the insistence of one third of the members of the Board of Directors.

Article VIII

Management

SECTION 1
Management of the Federation shall be vested in a Board of Directors. The Board of Directors shall consist of the Chair, Vice-Chair, Secretary, Treasurer, and Delegate to the National Wildlife Federation, together with twelve (12) District Directors, one representing each of the GWF Conservation Districts and ten (10) At-Large Directors, each representing the Federation membership as a whole. Meeting attendance is expected. The Board shall define specific roles and duties assigned to various Board positions. Attendance may be accomplished by telephone, or by mail as described in Article I, Section 4 of the GWF Bylaws. Additionally, non-voting Board Emeritus status may be conferred to past Officers and Board Members who have demonstrated exemplary service to the Federation.

SECTION 2
For purposes of management, the State of Georgia shall be divided into twelve (12) districts. A map of GWF Conservation Districts shall be published periodically.

SECTION 3
The Board of Directors shall be the ad interim administrative body of this Federation between Annual or General Meetings and shall be empowered to fill by election any vacancy which may occur in any of the offices. The Board of Directors shall meet upon the call of the Chair or at the insistence of any group of its members numbering as much as one-third of the Board’s membership. At-Large and District Directors present at any Annual or General shall have voting privileges in the same
manner in which Associate Member delegates have voting privileges. No individual shall be allowed to cast more than one vote.

SECTION 4
Any Officer or Director of the Federation may be removed for cause as herein provided and in subsequently stated by-laws.

SECTION 5
One third of the total authorized members of the Board must be in attendance to constitute a quorum for the transaction of business.

SECTION 6
Officers and Directors of the Federation may succeed themselves for elective office. The office of Chair, Vice-Chair, Secretary, Treasurer, and Delegate to the National Wildlife Federation shall be elected each year at the Annual Meeting. All other Directors shall serve two-year terms. District Directors shall be elected at the Annual or a General meeting. All At-Large Directors shall be elected by the Board at a scheduled meeting of the Board, provided however, that a two-thirds majority of the voting Board members in attendance shall approve the elections. The term of office for District Director and At-Large Director shall be staggered by one year.

SECTION 7
In any and all cases where subjects are not specifically covered in this Constitution or in subsequently stated by-laws, the Board of Directors shall be empowered to act, save it may not act contrary to the expressed mandate of the voting members at an Annual or General meeting.

Article IX
Fiscal Year

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

Article X
Amendments

SECTION 1
This constitution may be amended at any Annual or General Meeting provided thirty (30) days notice, in writing, shall have been given all members of the Board of Directors and to all Associate Members and further provided that a two-thirds majority of the Associate Member delegates and the members of the Board of Directors, in attendance and voting, shall favor such amendment.
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.
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
Article II

Membership

SECTION 1
All Organizations seeking association with the Federation shall share like interests and aims, and support in principle the Federation’s mission. Each Associate Member organization shall identify one voting delegate, and one alternate who will vote only in the absence of the delegate, not less than thirty (30) days in advance of any meeting where said delegate shall have voting privilege, by submitting the name, address, and telephone number of the delegate and the alternate to the Secretary, in writing, mailed to the Federation office.

SECTION 2
Any person, association, or firm may, with the approval of the Board of Directors, become a member of the Federation by paying the required annual dues, dues being payable on presentation and acceptance of the application. Membership may be withdrawn for cause by the Board of Directors on the basis of dismissal provisions as adopted for Officers, Directors and members as hereinafter provided.

SECTION 3
The Board of Directors may confer Honorary Memberships upon individuals or firms deemed worthy of such honor, by reason of having performed outstanding service to the cause of conservation and wildlife, provided however that such Honorary Membership may be withdrawn for cause by the Board of Directors on the basis of dismissal provisions as adopted for Officers, Directors and members as hereinafter provided. Honorary Memberships shall not have voting privileges.

Article III

Dues

SECTION 1
The annual dues for Associate Member organizations shall be determined by the Board of Directors and shall not exceed $250.00 per year. Each Associate Member shall pay annual dues for the ensuing year as determined by a two-thirds majority vote of the Board of Directors. Any new Associate Member organization shall pay dues as of the date of association.
SECTION 2
Annual dues for all classes of membership shall be determined by the Board of Directors.

Section IV

Financials

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

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

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

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

Section V

Elections

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

Members of the Nominating Committee shall select one of their committee as Chair. The committee shall at the Annual Meeting place in nomination the name of one or more candidates for each elective office. Additional nominations shall be accepted from the floor at the time the committee report is heard. All candidates for elective office within the Federation shall be a member in good standing. Should no candidate receive a majority of votes cast, then the top two candidates shall have a run-off election. A tie vote shall be broken by secret ballot. All election of officers shall be presided over by the Chair of the Nominating Committee and shall be by secret ballot.
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.
SECTION 7
The Auditing Committee shall obtain the services of a certified public accountant.
The committee shall make a complete and accurate accounting of all Federation
funds and assets and direct the Treasurer as to the system of bookkeeping to be used
for the up-coming year. At each meeting of the Board of Directors the person
responsible for maintaining the financial records of the Federation shall make a
complete accounting to the Directors for all funds received and disbursed.

Article VII
Rules

SECTION 1
Robert’s Rules of Order shall govern conduct of all meetings.

Article VIII
Cooperation

SECTION 1
This Federation shall cooperate with all other conservation organizations or
agencies, private and public, local and state and federal.

SECTION 2
No Associate Member or other member shall be committed by the Federation upon
any matter of policy without their specific consent.

SECTION 3
The Georgia Wildlife Federation shall not be committed by an Associate Member or
other member upon any matter without its specific consent.

Article IX
Removal or Severance

SECTION 1
Any Officer or Director of the Federation may be removed for cause, provided the
charges are made known to the Officer or Director at least thirty (30) days in
advance of a hearing before the Board of Directors and further provided that at least
two-thirds of the Board members present shall cast their ballots to so remove, and
provided further, that such Officer or Director shall have been given a full and
complete hearing on the charges.
SECTION 2
Any Associate Member organization may be removed for cause, provided the charges be known to it at least thirty (30) days in advance of a hearing before the Board of Directors and provided further that at least two-thirds of the voting members in attendance shall cast their ballots to so remove, and provided further that such Associate Member shall have been given a full and complete hearing on the charges.

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

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

Article X
Amendments

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