

Connecticut By-laws

CONNECTICUT WATERFOWLERS ASSOCIATION, INCORPORATED

ARTICLE I – Board of Directors

Section 1. General Powers. The business of the Corporation, except as otherwise expressly provided by law or by the Charter or by these By-laws, shall be managed by the Board or its authorized agent.

Section 2. Number, Election and Term of Office. A Board of not less than 5 nor more than 25 directors shall be elected by the membership. A plurality of the votes cast at the election meeting shall decide the members of the Board. Each director shall hold office until the next annual meeting or until his successor shall have been elected and qualified, or until his death, resignation, or removal. The exact number of directors shall be a percentage of the membership fixed by resolution of the Board, but the number so fixed may be increased or decreased within the limit prescribed at any special meeting of the Board called for the purpose. No decrease in the number of directors shall shorten the term of any incumbent director.

Section 3. Meetings. The Corporation shall hold its election meeting in July of each year. The Board shall by resolution provide for the holding of regular meetings and shall fix the time and place of holding such meetings. Special meetings shall be held whenever called by the President, or by any three directors upon proper notice as specified in Section V of this article.

Section 4. Place of Meetings. The Board may hold its meetings at such place or places, within or without the State of Connecticut, as the Board may determine, and as designated in the respective notices thereof, except that the election meeting of the Corporation shall be held as provided in the preceding Section.

Section 5. Notice of Meetings. Notice need not be given of the election meeting. Notice of regular meetings of the Board, and of the time and place of holding such regular meeting shall be specified in a resolution of the Board adopted at least 10 days prior to the holding of such regular meeting and notice of the adoption of such resolution shall be given, in the manner herein provided for giving notice of meetings, to each director who was absent from the meeting at which such resolution was adopted. Except as otherwise required by law, notice of the time and place of each other meeting of the Board shall be mailed to him at his residence or usual place of business, or at such other address as he may have filed with the Secretary at least five days before the day on which the meeting is to be held, or shall be sent to him at such address by telegram, cablegram, facsimile (FAX) or given personally by telephone, at least 24 hours before the time at which such meeting is to be held. Except as otherwise provided by law, notice of a meeting of the Board must state the purposes thereof.

Section 6. Quorum and Manner of Acting. For the purposes of holding a formal meeting or transacting business, at least one-third of the Board (a quorum) must be present, with at least one officer in attendance. Except as otherwise provided by law or by the Charter or by Section 7 of this ARTICLE, Sections 1, 2, or 3, of ARTICLE III, or Section 4 of ARTICLE V, the act of a

majority of the directors present at any such meeting at which a quorum is present shall be the act of the Board. Whether or not there is a quorum at any meeting, a majority of directors who are present may adjourn the meeting from time to time to a day certain. Notice of an adjourned meeting shall be given to the Secretary.

Section 7. Vacancies. Except as otherwise provided by law or by the Charter or by these By-Laws, any vacancy in the Board arising at any time from any cause, including the failure to elect a full Board or an increase in the number of directors, may be filled by the vote of a majority of the directors then in office. The directors so appointed or elected shall hold office until the next annual election and until their successors have been duly elected and qualified.

ARTICLE II – Members

Section 1. Members. The Board may, by resolution adopted by a majority of the whole Board, establish categories of membership, such as Regular, Contributing Sponsor, Life and Honorary, and may establish annual dues to be paid by such member. Each member shall continue as such until his death, resignation or removal pursuant to the provisions of ARTICLE V, Section 3.

ARTICLE III – Executive and Other Committees

Section 1. Executive Committee – General Powers and Membership. The Board may, by resolution adopted by a majority of the whole Board, elect an Executive Committee consisting of a minimum of directors plus 'x' members, one of whom shall be the President who shall serve as Chairman. The Executive Committee shall serve in the capacity of the Board for business needs of the organization which require emergency or immediate action. Any action taken shall be subject to approval and ratification by the Board. The Executive Committee shall not have the power to fill vacancies on the Board, appoint or remove a member of the Executive Committee, remove an officer appointed by the Board, or the power to amend or repeal these By-Laws.

Section 2. Other Committees – General Powers and Membership. The Board may, by resolution adopted by the majority of the whole Board, elect Committees on Conservation, Education, Finance and other matters. Each Committee shall have and exercise such powers as the Board shall confer. Any member may serve on any committee.

Section 3. Committee Reports. All actions by the Executive Committee or any other Committee shall be reported to the Board at its meeting next succeeding such action.

Section 4. Removal. Any member of any committee may be removed from such Committee, either with or without cause, at any time, by resolution adopted by a majority of the whole Board, at any meeting of the Board called for that purpose.

Section 5. Vacancies. Any vacancy in any Committee shall be filled by the Board in the manner prescribed by these By-laws for the original appointment of the member of such committee.

ARTICLE IV – Officers

Section 1. Appointment, Term of Office and Qualifications. The officers of the Corporation shall

include a President, a First Vice President, a Secretary and a Treasurer and may include a Second Vice President and such other officers as the Board may elect from time to time pursuant to Section 7 of this ARTICLE.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected by the Board at its election meeting, but the Board may choose officers or fill any vacancies among the officers at any other meeting.

Section 3. The President. The President shall be the chief executive and administrative officer of the Corporation and shall, in consultation with the Board, have general supervision over the business and operations of the Corporation. He shall sign, execute and acknowledge, in the name of the Corporation, instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegate by the members or the Board or by these By-Laws to some other officer or agent of the Corporation, and, in general, he shall perform all duties incident to the office of President and such other duties as from time to time may be assigned to him by the Board.

Section 4. Vice Presidents. In the absence of the President, the First Vice President shall act as the President and, when so acting shall have the powers of the President. In the absence of the First Vice President, the Second Vice President shall act as the President and when so acting shall have the powers of the President.

Section 5. The Secretary. The Secretary shall record all votes of the Board and shall keep the minutes of the meetings of the Board in a Book or Books to be kept for such purpose. The Secretary shall see that notices are given and records and reports properly kept and file by the Corporation as required by law, shall be the custodian of any seal of the Corporation and shall see that it is affixed to all documents to be executed o behalf of the Corporation under any such seal, and shall perform such other duties as may from time to time be assigned to him by the Board or the President.

Section 6. The Treasurer. The Treasurer shall have charge of all receipts and disbursements of the corporation and shall have or provide for the custody of its funds and securities. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Corporation, to endorse checks, drafts, and the same. The Treasurer shall deposit all funds of the Corporation, except such as may be required for current use, in such banks or other places of deposit as the Board may from time to time designate, and, in general, shall perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the Board or the President.

Section 7. Additional Officers, Agents and Staff Members. The Board may appoint such additional officers, staff members and agents as it shall consider necessary or desirable to carry out the purposes of the Corporation. Such additional officers, staff members and agents shall have such authority and perform such duties as the Board may from time to time determine.

Section 8. Vacancies. A vacancy in any office arising from any cause may be filled for the

unexpired portion of the term in the manner prescribed in these By-Laws for regular appointment to such office.

ARTICLE V – MISCELLANEOUS

Section 1. Resignations. Any director, officer or member may resign at any time by giving written notice to the President or to the Secretary of the Corporation. Such resignations shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 2. Removal. Any director or officer or member may be removed, for cause or without cause, by resolution of the Board members at any meeting of the Board provided the following procedure is followed: 1) the offending person must be notified and have a chance to present his or her case to the Board; 2) the Board shall then vote and the person notified of the outcome.

Section 3. Amendments. The By-Laws of the Corporation may be adopted, amended or repealed at any meeting of the Board by a vote of a majority of all of the directors then in office, provided that notice of the proposed amendment or amendments shall have been given in the notice of such meeting.

Section 4. Proxies. One (1) proxy will be allowed every six (6) calendar months. The meeting for which the proxy is valid must be stated in the proxy. Proxies may not be issued prior to the previous Board meeting. Proxies must be notarized.

Section 5. Policies and Procedures. There exists Policies and Procedures which shall be utilized for the general operating activities of the Corporation which shall not be included as part of these bylaws their than by reference herein. The Policies and Procedures may be modified, updated and changed at any meeting as deemed necessary by the board. The Secretary shall keep current Policies and Procedures on file and provide current Policies and Procedures to the Officers and Board members upon election and/or change.