

Minnesota Conservation Federation

BY-LAWS

September 8, 2013

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**NOTE: Final copy of changes approved by delegates at the 1994 Annual Assembly to be signed by MCF President and Secretary at the December Board of Directors Meeting, Dec. 3, 1994.

Minnesota Conservation Federation
1036 Cleveland Avenue South, Suite B
St. Paul, MN 55116-1887

BY-LAWS

SECTION I – OBJECTIVES

The following specific objectives shall guide the Federation in all of its work.

- (A) To seek and promote more intensive education of the whole public, youth and adult, in recognizing the need for intelligent resource utilization and conservation as vital to our way of life.
- (B) To maintain a state-wide network, through the affiliated organizations, for the purpose of analysis and dissemination of conservation issues and to act as the central clearing house for the common problems and wishes of the state-wide membership.
- (C) To encourage, foster and promote wide use, protection and/or restoration of soils, minerals, forests, air, waters and discourage unwise drainage and seek wise soil and water use in the broad public interests; nurture and improve wildlife, preserve and promote the restoration and rehabilitation of wildlife environment.
- (D) To stimulate public action in vital conservation matters.
- (E) To cooperate with all units of government and private agencies engages in resources, and in husbanding them through wise utilization.
- (F) To promote the highest standards of sportsmanship and to strengthen landowner-sportsman understanding and cooperation.
- (G) To develop and constantly seek to promote a state-wide and national long-range program to stimulate and encourage greater public interest and responsibility in natural resources.
- (H) To develop greater outdoor opportunities as essential in character-building and to the physical and spiritual welfare of the people, through increased advantages of wholesome outdoor recreation and aesthetic enjoyment.
- (I) To encourage the formation of and assist in the perpetuation of organizations of city, community, county and regional interests having aims similar to these herein listed and to give them aid, counsel and support in resolving conservation problems in local, community and state import.

SECTION II – MISSION STATEMENT

To encourage and inspire the intelligent management of the life-sustaining resources of Minnesota – our essential water resources – our protective forests and plant life – and our dependent fish and wildlife – and to promote and encourage the knowledge and appreciation of these resources, and their interrelationships.

SECTION III – FEDERATION POLICY

The Federation shall direct, manage, supervise and control all actions of the Federation: make surveys and investigations, conduct research and experiments bearing upon all types and phases of conservation; direct and manage a broad program of project work and education designed to further its conservation objectives, and to prepare and issue publications related to its work.

SECTION IV – POLITICAL POLICY

The Federation will act in a non-partisan and issued based manner in conducting its political activities. Actions carried out in the political arena will be guided by the mission and objectives of the Federation as set forth in these by-laws.

SECTION V – EQUAL OPPORTUNITY

The Federation provides equal opportunity for all and does not discriminate on the basis of age, race, sex, sexual orientation, religion or national origin, handicap or disability status. The Federation maintains compliance with State and Federal employment laws, Civil Rights Act and Americans with Disabilities Act.

Furthermore, the Federation actively recruits women, ethnic minorities, veterans, and persons with disabilities and encourages their participation at all levels of membership, staff and volunteer leadership.

SECTION VI – MEMBERSHIP

(A) QUALIFICATIONS

The membership of the Federation shall consist of individual persons and/or groups of persons who are in agreement with the objectives of the Federation; such persons and/or groups of persons having complied with the requisites of membership as provided for in these By-Laws and as further determined by the Board of Directors. Dues for all classifications of membership shall be determined by the Board of Directors.

(B) CLASSIFICATION

There shall be the following classification of members all generally hereinafter referred to as “Members”:

(1) Class A – Affiliated Organizations

Are those organized groups of persons, such as clubs, societies, chapters and associations of a local, county, or regional character which are an entity unto themselves.

(2) Class B – Independent Members

Are those members who have direct individual membership in the Federation. Independent membership categories include: Associate, Family, Contributing, Supporting, Sponsor.

(3) Class C – Life Members

Are those persons who have paid a Life Time Membership fee or shall have been awarded an Honorary Life Membership, shall hold independent members status for life.

(4) Class D – Affiliated State-Wide Organizations

Are those state-wide organizations that are specific in nature or single species oriented.

(C) MEMBERSHIP PRIVILEGES (and Services)

All members in good standing may attend and have privileges of the floor at all Annual Assemblies or Board of Directors meetings. In addition, all members in good standing shall be eligible to hold office, offer resolutions, nominate for officer, offer amendments, participate in committee work, hear reports on all Federation proceedings, request analysis and action on their problems and participate in all Federation activities. All membership classifications shall have the option to receive the “Minnesota Out-of-Doors” under the guidelines established by the Executive Board.

(1) Class A Organizations

Shall be entitled to one (1) or more delegates for each 100 members or fraction thereof, all members being in good standing and whose voters shall not represent more than 100 members per delegate. Delegates shall be certified by the Credentials Committee with the written consent of their Club President or Secretary.

Class A Organizations shall receive from the Federation an official Independent Organization Charter. Each class A Organization shall submit an annual copy of its regular membership roster on its anniversary date to the MCF Office.

(2) Class B and Class C Members

Shall be entitled to one (1) vote each upon registration. Class C Members shall be given a special lifetime membership certificate and permanent listing on the Federation’s Honor Roll.

(3) Class D Organizations

Shall be entitled to one (1) vote per organization in good standing. Delegates and their alternates shall be certified by the Credentials Committee with the written consent of their Club President or Secretary.

SECTION VII – OFFICERS

(A) OFFICERS

The officers of the Federation shall be President, First Vice-President, Second Vice-President, Secretary and Treasurer. No person shall hold more than one office.

(B) ELECTION

The officers and National Wildlife Federation Representative and Alternate shall be elected at the Annual Assembly. The President and 1st Vice President, ***Executive Director*** shall be the only members eligible as candidates for National Wildlife Federation Representative and/or Alternate.

Nominations for all elected officers shall be made by the nominating committee at the Annual Assembly. One or more nominees shall be selected for each office. All Affiliate Organizations and Members wishing to make preliminary nominations shall have such nominations in the hands of the Nominating Committee

prior to the announced time of the meeting. After the nominating committee has presented its report, the chair must call for further nominations from the floor.

(C) QUALIFICATIONS

Any member in good standing shall be eligible for offices in the Federation.

(D) TERMS OF OFFICE

Terms of elected officers shall commence immediately upon adjournment of the Annual Assembly. The officers shall hold office for the term of one year, or until their successors are elected and qualify. A President having served a full term or more, upon retiring, shall serve on the Executive Board for at least an additional (3) years.

(E) DUTIES OF OFFICERS

(1) PRESIDENT

Shall be the Chief Executive Officer of the Federation; is subject to the control of the Board of Directors; shall have general charge of its affairs; shall preside at all meetings of the Federation and of the Board of Directors and shall have such other powers and duties as are incident to office and not inconsistent with these Articles and By-Laws, or as at any time shall be assigned to him by the Board of Directors. The President and Secretary are designated to sign all documents, deeds, titles, etc., for the purpose of acquiring or disposing of real or personal property where such signatures are required by law and as directed by the Board of Directors.

(2) VICE PRESIDENT

It shall be the duty of the 1st & 2nd Vice Presidents to assist the President in the performance of the duties when called upon to do so by the President or the Board of Directors. In the event of the disability of the President or absence from any place in which the business on hand is to be done, the 1st Vice President shall have all powers and duties as may at any time be assigned them by the Board of Directors.

(3) SECRETARY

It shall be the duty of the Secretary to supervise the recording of all proceedings of the meetings of the Federation and the Board of Directors; to keep accurate records in permanent form of the meetings of the Federation and the Board of Directors; to keep accurate records in permanent form of all the proceedings and business transactions. The Secretary shall provide within thirty (30) days following any general meeting, the minutes of the meeting, including financial reports, and other pertinent material; shall be prepared to deliver, at any general meeting, minutes of the last previous meeting and other pertinent information; shall perform such other duties as may be prescribed from time to time by the Board of Directors. The President and Secretary are designated to sign all documents, deeds, titles, etc., for the purpose of acquiring or disposing of real or personal property where such signatures are required by law and as directed by the Board of Directors.

(4) Treasurer

It shall be the duty of the Treasurer to supervise and keep a full and accurate account of all receipts and disbursements and deposit all money, checks and other obligations to the credit of the Minnesota Conservation Federation in such depositories as may be designated by the Board of Directors; shall disburse the funds of the Federation only in accordance with due authorization of the Board of Directors; shall secure a security bond for the Federation satisfactory to the Board of Directors; shall make a complete annual statement for the past fiscal year at each Annual Assembly of the Federation, which annual statement shall, on determination of the Board of Directors, be verified by a certified public

accountant, to be selected by the Board of Directors, and; in addition, perform all other duties incident to the office of the Treasurer; shall at any general meeting be prepared to provide a complete report on the financial condition of the Federation; shall make such other reports, and at such times as the Board of Directors may determine.

(5) NATIONAL WILDLIFE FEDERATION REPRESENTATIVE AND/OR ALTERNATE

Shall act as liaison between the Federation and the National Wildlife Federation and represent the Federation at all National Wildlife Federation meetings the [s]he is required to attend.

(F) VACANCIES

In the event of a vacancy in the office of President, either by death, resignation or removal, or for any other cause, the 1st Vice President shall assume charge of and exercise the duties of the office until the next Annual Assembly. All other vacancies, excluding any on the Board of Directors, shall be filled by a vote of a majority of the members of the board, said appointees to hold office until the next Annual Assembly, at which time a vacancy would normally be filled. If and when the office of Treasurer becomes vacant, the President shall immediately cause the books and accounts to be audited by an independent accounting firm and transfer all authority to the new temporary appointee made by the President until the next Board of Directors meeting, at which time an appointment shall be made by the Board to fill the unexpired term.

SECTION VIII – BOARD OF DIRECTORS

The Board of Directors consists of the elected officers of the Federation, past presidents and one director from each Class A and Class D organization. The President or Board of Directors may appoint any additional directors it deems necessary.

(A) AUTHORITY

The property and lawful business of this Federation shall be held and managed by the Board of Directors. The Board of Directors shall possess such powers and authority as herein specifically prescribed as may be necessary to the complete execution of the purpose of the Federation, limited only by the Articles of Incorporation and these By-laws. The Board of Directors shall have the authority to affiliate this Federation with any other organization having like interests, aims or purposes, and may appoint delegates, if not elected by the Assembly, and provide their expenses to attend meetings of such organizations. The Board of Directors may employ such persons it deems necessary.

(B) CONFLICT OF INTEREST POLICY

Gifts, gratuities – Board members are not to accept gifts, gratuities, free trips, personal property or any other item of value from any outside person or organization as an inducement to do business or provide services.

Outside business of professional interests – We recognize that board members have outside business or professional interests. Board members, however, may not make a profit in any way in their outside employment or business interests from their association with this nonprofit. During board meetings, members must disclose any conflict of interest involving an issue before the board, and abstain from discussion or voting on this issue.

Personal beliefs – We recognize that board members may hold a wide range of personal beliefs, values and commitments. These beliefs, values and commitments are a conflict of interest if they prevent board members from carrying out their job responsibilities, if board members attempt to use this nonprofit’s time and facilities for furthering them, or if board members attempt to convince other board members, the administrator or staffers of their personal beliefs after these individuals have asked them to stop.

(C) MEETINGS

The Board of Directors shall hold at least three (3) meetings per year and a Board of Directors at such times and places as shall be determined by the Executive Board. Special meetings of the Board of Directors may be called by the President or Secretary, or upon written request to the Secretary by any nine (9) members of the Board of Directors and upon due notice of at least ten (10) days to each member of the Board of Directors. The purpose of said special meeting be contained in the notice of the meeting.

(D) QUORUM

At any meeting of the Board of Directors, ten (10) members of the Board shall be necessary to constitute a quorum; provided that if a majority of the whole Board of Directors shall severally and/or collectively consent, in writing, to any action to be taken by the Federation, such action shall be as valid as a corporate action as though it had been authorized at a meeting of the Board of Directors.

(E) EXECUTIVE COMMITTEE

The Executive Committee shall consist of the officers and the immediate past president. The Executive Committee shall make recommendations to the Executive Board and/or Board of Directors and appoint the Executive Board annually following the Annual Assembly. The Executive Committee shall meet at least eight (8) times each year. And shall allow for cancellations due to weather.

(F) EXECUTIVE BOARD

The Executive Board shall consist of the officers, immediate past president and such other members as may be appointed by the Executive Committee, subject to approval by the Board of Directors at the December Board meeting. The Executive Board shall have and may exercise all of the powers of the Board of Directors between meetings of the Board. The Executive Board shall meet at least eight (8) times each year; five (5) members shall constitute a quorum. The Executive Board members shall serve from December to December.

SECTION IX – ANNUAL ASSEMBLY

(A) ANNUAL ASSEMBLY

The “Assembly” shall be the preferred name of any general state meeting or convention. The Federation shall convene in regular Annual Assembly during the months of August or September each year. The definite data and place the months of said Annual Assembly shall be determined by the Executive Board, with due notice mailed to all unit groups at least sixty (60) day in advance. The annual election of officers and action on proposed amendments to these Articles and By-laws shall take place at the Annual Assembly, and such other activities as may be brought before the Assembly. In the event of an emergency and the Annual Assembly cannot be legally held, the Board of Directors may direct that the

election of officers shall be by proxy. The agenda of the Annual Assembly shall be prepared by the Executive Board, with the cooperation of the Board of Directors. All unit groups shall be notified of said agenda at least thirty (30) days prior to the Annual Assembly.

(B) REPORTS TO THE ANNUAL ASSEMBLY

The Board of Directors, through the Secretary or another officer, designated by the Board to make a complete but concise report of its activities and actions during the immediate past year, including any recommendations for future action at the Annual Assembly of the Federation. All committees shall make written annual reports to the Assembly. The previous annual assembly minutes shall be approved by the delegates.

(C) VOTING

All members without exception may attend all meetings and assemblies of the Federation and shall have the privilege of the floor but only qualified delegates, independent members and life members may vote. An alternate delegate, if registered with the Credentials Committee, may vote in the absence of the delegate [s]he is replacing. Voting shall be by voice on routine matters but shall be done by roll call when prescribed by these Articles and By-laws, or when called for by the assembly or Chairman. A majority vote is sufficient for the adoption of any motion that is in order except as the Articles and By-laws and parliamentary law as contained in “Robert’s Rules of Order” shall otherwise be prescribed.

(D) NOMINATIONS

Nominations shall be accepted by mail from the organizations and membership prior to the Annual Assembly and from the floor at the time the Nominating Committee report is heard. The Nominating Committee shall have a pre-assembly meeting to prepare its final report.

(E) QUORUM

At an Assembly of the Federation, a majority of the votes registered with the Credentials Committee shall constitute a quorum for transaction of business.

(F) CONTROVERSIAL ISSUES

In any Annual Assembly wherein serious controversy or disagreement may endanger the solidarity or tend to disunite and weaken the Federation, a motion to temporarily table the issue for a special committee study shall hold precedence over the main motion. If the motion to table is passed, the presiding officer shall immediately name a committee with a minimum of three (3) members to make an impartial study of the issue, collect additional information, if possible, and report their finds and make recommendations at the next Annual Assembly.

SECTION X – REGIONS

SECTION XI – COMMITTEES

(A) APPOINTMENT OF STANDING COMMITTEES

The President shall, prior to the first Board of Directors meeting following the Annual Assembly, appoint all standing committees herein named and such others as [s]he or the Board deems necessary, subject to the approval of the Board of Directors. Standing committees and their assigned tasks shall be as follows.

Board of Directors and Standing Committee Responsibilities

- a. Board of Directors are responsible for the following committee functions:
 - I> Budget & Finance
 - II> Membership
 - III> Education
 - IV> Communications and Education
 - V> Volunteers
 - VI> Long Range Planning
 - VII> Office Committee
- b. Organization Support Committee (reports to the board)
 - I. Rules and By-Laws
 - II. Credentials
 - III. Scholarships
 - IV. Nominations
 - V. Resolutions
 - VI. Fundraising
- c. Environmental Quality and Natural Resources Committee(reports to the board)
 - I. This committee would take on issues for the organization of Environmental Quality, Habitat improvement(land and water), fisheries and wildlife resources:
 - i. Environment
 - ii. Fisheries
 - iii. Forestry
 - iv. Great Lakes
 - v. Wetlands
 - vi. Wildlife

(1) Rules & By-Laws Committee

Shall investigate questions that may arise relative to the interpretation of any rules of procedure. Their interpretations of the rules shall be final. They shall also investigate questions relative to State or Federal laws and regulations and submit recommendations to the Board of Directors. The Rules Committee shall also consider all proposed amendments to these Articles and By-laws, the procedure of which is hereinafter prescribed.

(2) Budget & Finance Committee

Shall, prior to the Annual Assembly, prepare and submit for approval a budget for the next fiscal year and recommend ways and means for financing same. Wages and/or the compensations for all employees may be adjusted only after study and recommendation by the office committee and final approval by the Executive Board.

(3) Credentials Committee

Shall examine credentials of the delegates and/or alternates, determine if they are entitled to vote in the Assembly and report its findings to the Assembly for approval. No delegate shall be seated unless [s]he shall have qualified under provisions hereinbefore prescribed. The Credentials Committee shall also examine the credentials and determine the voting eligibility of all Independent Members. Upon approval by the Assembly, the Credentials Committee shall prepare and post a list certifying the names of those entitled to vote.

(4) Membership Committee

Shall study and actively pursue ways and means to increase membership in this Federation and make recommendations to the Executive board or Board of Directors. It shall set a membership quota for the coming year with approval of the Board of Directors and shall be responsible for careful review of any clubs discontinuing their affiliation.

(5) Environment Committee

Shall endeavor to collect facts and information pertinent to the educational and legislative interests of the Federation concerning environmental topics and issues (airs, soils, waters, pollution, etc.). This committee also shall report their findings to the membership, recommend and take appropriate action.

(6) Fisheries Committee

Shall endeavor to collect facts and information pertinent to the educational and legislative interests of the Federation concerning all fishery topics and issues (habitat management, stocking, research, endangered and threatened species, sport fishing regulations, etc.). This committee also shall report their findings to the membership, recommend and take appropriate action.

(7) Forestry Committee

Shall endeavor to collect facts and information pertinent to the educational and legislative interests of the Federation concerning all forestry topics and issues (forest management, research, endangered and threatened species, logging, public land or timber resource sales, etc.). This committee also shall report their findings to the membership, recommend and take appropriate action.

(8) Great Lakes Committee

Shall endeavor to collect facts and information pertinent to the educational and legislative interests of the Federation concerning all topics and issues affecting the Great Lakes Basin and particularly Lake Superior. This committee also shall report their findings to the membership, recommend and take appropriate action.

(9) Wetlands Committee

Shall endeavor to collect facts and information pertinent to the educational and legislative interests of the Federation concerning all wetlands topics and issues (wetland management, restoration and protection, research, etc.) This committee also shall report their findings to the membership, recommend and take appropriate action.

(10) Wildlife Committee

Shall endeavor to collect facts and information pertinent to the educational and legislative interests of the Federation concerning all wildlife topics and issues (habitat management, stocking, research, endangered and threatened species, wildlife hunting and trapping regulations, etc.). This committee also shall report their findings to the membership, recommend and take appropriate action.

(11) Education Committee

Shall endeavor to enlighten the public as to the objectives of the Federation and to make recommendations for action by the Board of Directors covering literature, pictures, speakers or any other subjects which, in its opinion, might be of value in molding public opinion and educating our citizens. This committee also shall foster conservation training in colleges and schools of the state of Minnesota and the nation, and shall cooperate with National Wildlife Federation in publicizing National Wildlife Week and its intents and purposes.

(12) Scholarship Committee

In an effort to aid and perpetuate the field of natural resource education, this committee shall administer the Federation's annual scholarship program, establish criteria for scholarship recipients, seek ways and means to properly publicize the availability of the scholarship to possible applicants.

(13) Communications and Publication Committee

Shall provide advice to the Board of Directors and Executive Board pertaining to all publications of the Federation, and shall supervise their production. This committee also shall seek ways and means to properly publicize the Federation and its projects, aims and activities.

(14) Volunteer Committee

Shall seek out, identify recruit and train potential volunteers and leaders. The committee also shall coordinate all volunteer programs and jobs, provide opportunities for every member to act on behalf of the Federation, publicize these opportunities, establish clear expectations and procedures for individual voluntary performance, keep records on all volunteers including each person's skills and hours or jobs completed, provide recognition/rewards for volunteers.

(15) Long Range Planning Committee

Shall develop strategic action plans for the Federation. The long range plan shall serve as a guide to the future development of the Federation. The Executive Board, Board of Directors and Officers are responsible for implementing the plan and completion of objectives. This committee shall also periodically review the plan, minimum of annually, and prepare a progress report and updated plan for the membership at each Annual Assembly.

(16) Nominations Committee

Nominations for all elected officers shall be made by the nominating committee at the Annual Assembly. The Nominating Committee shall consist of a chairman, appointed by the President and a minimum of four (4) committee members.

(17) Resolutions Committee

There shall be a Resolution Committee consisting of not less than four (4) members who shall be selected by the President from members of the MCF. This committee shall consider resolutions presented that are not within the jurisdiction of the By-laws Committee, Nominations Committee, or the Order of Business Committee; re-draft any resolutions presented that are not in the proper format or which do not have a clear meaning, if the committee shall consider such resolution to have merit.

(18) Fund Raising Committee

Shall manage all funding for the Federation's programs. The committee also shall develop new funding sources and work with the volunteer committee to coordinate and train volunteers for fundraising activities or events.

(19) Office Committee

Shall make recommendations to improve and update office systems and determine duties and responsibilities of MCF employees.

All committees shall be answerable to the Board of Directors and all standing committees shall make written annual reports to the Assembly and when requested shall make reports to the Board of Directors.

SECTION XII – FINANCES

Finances of this Federation shall be under the control of the Board of Directors, except as otherwise provided in the Articles of Incorporation and these By-laws.

The work of this Federation shall not be conducted for private gain. All monies accumulated by it through whatever means, shall be used for the furtherance of its conservation objectives.

(A) DUES

Annual dues of the Federation shall be determined at the Annual Assembly. All Class A Organizations, except Class D, which shall be determined by the Board of Directors, membership dues shall fall due on the annual anniversary date. The anniversary date is the date upon which the Class A Organization's per capita dues shall be submitted to the treasurer of the Federation within thirty (30) days after the date. Class A Organization shall promptly pay additional annual per capita dues for any member who joins the Class A Organization subsequent to the anniversary date. Registration of 100% of each Class A Organization's regular adult membership is required.

(B) CONTRIBUTIONS

The Federation shall accept, without prejudice or obligation, any gifts of money or property from private sources with the understanding that all such gifts shall be used solely for the furtherance of the Federation's objectives.

(C) USE OF FEDEERATION FUNDS

All funds and assets of the Federation shall be used only for the purposes that are consistent with the purpose of the Federation. Under the direction and with the approval of the Board of Directors, any expenses incurred by an officer, committee member, or director engaged in work of the Federation, shall be a valid claim against the Federation.

(D) PAYMENT OF ACCOUNTS

No bills or accounts against the Federation shall be paid until approved by the Executive Board, except routine items of the budget which were approved by the previous Annual Assembly.

(E) AUDIT

The financial account of this Federation shall be audited whenever the Board of Directors shall so determine and must comply with all state and federal regulations.

SECTION XIII – RESOLUTIONS

(A) SPONSORSHIP

Resolutions may be sponsored by any Class A, B, C, or D members, standing committees, executive officers or the Board of Directors.

(B) TIME LIMIT

All Resolutions shall be in the hands of the Resolution Committee thirty (30) days prior to the Annual Assembly or board of Directors meeting.

(C) RESOLUTION PROCESS

On the day prior to the meeting of the General Session of the Annual Assembly the resolutions committee shall lead those members present in reviewing the proposed resolutions. Approval of resolutions will be referred to the voting membership during the General Session of the Annual Assembly for final approval.

- (1) The Resolutions Committee shall not consider resolutions presented to it that are within the jurisdiction of the By-laws Committee, Nominations Committee, or the order of business.

- (2) The committee shall review and/or re-draft any resolution presented that are not in the proper format or which do not have a clear meaning, and may draft resolutions as deemed necessary.
- (3) The assembled members shall vote on proposed resolutions which are in proper form or which are redrafted in proper form and the vote shall be for a "PASS" to the general session. If a vote on "PASS" fails to secure a majority vote, it shall be endorsed by the committee chairman either as "NOT PASSED" or "TABLED".
- (4) When the resolutions are presented on the floor to the delegates and voting members, only those with a "PASS" shall be presented to the delegates, unless some delegate shall move that a resolution which has received "NOT PASS" be presented and put directly to a vote of the delegates without any discussion; if such a resolution does receive at least 2/3rds favorable vote, it shall be heard on its merits.
- (5) If a delegate moves that a resolution which the resolutions committee had rejected as not being clear in meaning or presenting a local issue be heard, it shall not be considered on its merits except by a vote of 2/3rds of the delegates. There shall not be any discussion on the motion to consider such a resolution.
- (6) Where there is a motion by delegates to consider a resolution that did not receive a "PASS", the resolution shall be read to the delegates and a vote will be taken. There shall be no amendments to the resolutions prior to voting the question to consider such a resolution and in the event the motion fails to carry, the resolution shall be returned to the committee and no further action shall be taken on such a resolution by the delegates.
- (7) When 2/3rds of the voting delegates and voting members present, do not vote for or against approval of a particular resolution, one or more voting delegates and voting members may ask that the resolution be tabled.
- (8) A 2/3rds vote of delegates present will be required before an emergency resolution can be read and considered by the delegates present.

SECTION XIV – REMOVAL OR SEVERANCE

(A) REMOVAL OF OFFICERS

Any officer of this Federation may be removed for cause, provided that [s]he shall receive written notice of the fact that removal proceedings are pending and the reasons, at least thirty (30) days in advance of a hearing before the Board of Directors; and provided that at least two-thirds of the Board members shall cast their ballots to so remove; and provided further that such officer shall have been given a full and complete hearing on the charges.

(B) REMOVAL

Any affiliated unit, associated organization or independent member may be removed for cause, except for non-payment of dues, which is automatic; provided that the charge be made known to them at least fourteen (14) days in advance of a hearing before the Board of Directors; and provided that at least two-thirds of the Board of members present and voting shall cast their ballots to so remove; and that such

affiliated unit, associated organization or independent member has been given a full and complete hearing on the charges.

(C) FORFEITURE OF RIGHTS

Any officer, director, group unit, or independent member so removed shall forfeit all rights granted by the By-laws herein; and shall thereafter be denied the use of the Federation's name and insignia.

(D) REINSTATEMENT

In any case where a removal shall have been for non-payment of dues, reinstatement may be made at any time during the fiscal year by paying the full amount of dues owing for the fiscal year. After a lapse of one year or more from the time of removal, eligibility for re-affiliation shall be in the same manner as with a new affiliate.

SECTION XV – AMENDMENTS AND GENERAL PROVISIONS

(A) AMENDEMENTS

These By-laws may be amended at any Annual Assembly or special meeting of the Federation by a two-thirds (2/3) vote of those present and voting at said meeting. Amendments may be proposed by Affiliate Clubs, Independent members, Life members or the Board of Directors. All proposed amendments shall be referred to the Rules & By-laws Committee, which shall make recommendations for final adoption. Amendments shall be effective on the date of passage unless specifically providing another effective date.

(B) PARLIAMENTARY GUIDE

The "Robert's Rules of Order" shall govern the Federation in all cases in which they are applicable and in which they are not inconsistent with these By-laws.

(C) SPECIAL ACTION

In any and all cases where subjects are to be specifically covered in the Articles and By-laws, the Board of Directors or the Executive Board shall be empowered to act, save that they may not act contrarily to the wishes of the membership as expressed in Annual Assemblies, and such action shall be submitted to the next Annual Assembly for approval.

SECTION XVI – COOPERATION

This Federation may cooperate with all other conservation organizations or agencies, private or public, Federal, State and local.

No Class A, B, C, or D member shall be committed by the Federation upon any matter or policy without its specific consent.

SECTION XVII – NOTICE

Publication in “Minnesota Out-of-Doors” shall constitute “notice” to the membership, the Board of Directors of the Executive Board whenever such notice is required by the Articles or By-laws herein to the membership, the Board of Directors or the Executive Board respectively.

Duly adopted by the Annual Assembly of the Minnesota Conservation Federation this 11th day of September, Nineteen Hundred and Ninety-Four.

President

Secretary

Amended By-Law at Annual Meeting held at the Best Western River Inn & Suites, Chaska, MN

September 12th, 2009

SECTION VII – OFFICERS
(D) TERMS OF SERVICE

Terms of elected officers shall commence immediately upon adjournment of the Annual Assembly. The officers shall hold office for the term of one year, or until their successors are elected and qualify. A President having served a full term or more, upon retiring, shall serve on the Executive Board for an additional (3) years.

Duly adopted at the Annual Assembly of the Minnesota Conservation Federation this 12th day of September, Two Thousand Nine.

President

Secretary

September 8, 2013

Amended By-Laws at the Annual Meeting held at Cabela’s Owatonna, MN. Duly adopted at the Annual Assembly of the Minnesota Conservation Federation this 8th day of September, Two Thousand Thirteen.

President

Secretary