

Alaska Wild Sheep Foundation



BYLAWS

December 22, 2014

Bylaws of The Alaska Wild Sheep Foundation

Article I

Name

Section 1. The name of this nonprofit corporation is The Alaska Wild Sheep Foundation (referred to herein as “Organization” or as “Corporation”), with the acronym AK WSF.

Section 2. The Alaska Wild Sheep Foundation is a nonprofit corporation established under the laws of the State of Alaska. It is an affiliate of, and chartered by, the Wild Sheep Foundation (hereinafter referred to as “the Foundation”), which is a nonprofit corporation established under the Wyoming Nonprofit Corporation Act.

Section 3. This corporation is not organized for pecuniary profit and shall not issue stock or declare dividends.

Article II

Mission and Purpose

Section 1. The mission of the Alaska Wild Sheep Foundation is to enhance wild sheep populations, promote scientific wildlife management, educate the public on wild sheep, and protect and enhance sheep hunting and viewing opportunities in Alaska.

Section 2. The purpose of the AK WSF is to:

(a) Enhance and increase the population of Dall sheep in Alaska and wild sheep in general.

(b) Inform and educate the people of Alaska concerning wild sheep, their habitat, health, population, and general welfare.

(c) Promote professional management of wild sheep with special focus on Dall Sheep to increase the number, size and distribution of the herds; promote the use of hunting and sustainable harvest as a legitimate conservation and game management tool; achieve an optimum population of wild sheep; and safeguard against their decline or extinction.

(d) Sponsor fund-raising events for the purpose of acquiring the necessary resources to directly benefit the Dall and other wild sheep.

(e) Provide financial or direct assistance to wildlife managers for: Research projects, emergency relief, transfer of animals to new locations, inoculations or other medical assistance, and supplemental training of professional wildlife managers working with Dall sheep in Alaska.

(f) Safeguard and improve Dall sheep habitat in Alaska.

Article III

Membership

Section 1. Membership in the Alaska Wild Sheep Foundation shall be open to all persons and organizations that subscribe to the mission and purpose of AK WSF and comply with the stipulations set forth in the Bylaws and other guidance documents.

Section 2. Dual Membership: All members of the AK Wild Sheep Foundation must maintain a membership in the parent organization – Wild Sheep Foundation. The membership process will be established to simultaneously enroll or renew membership in both organizations. Dues will be payable upon acceptance of membership and renewable annually. Dues for membership in AK WSF shall be set by the AK WSF Board of Directors.

Section 3. Each member in good standing, over the age of 18 years, shall be entitled to one vote on each matter submitted to a vote of the members with no voting by proxy allowed.

Section 4. The annual meeting of the members shall be held for the purpose of electing the Board of Directors and for the transaction of such other business as may come before the meeting at such time and place as fixed by the Board of Directors.

Section 5. The annual meeting of the members shall be held between January 1 and June 30th of each year normally at the time of the annual convention. Notice shall be delivered to each member of record not less than thirty (30), or more than fifty (50) days before the date of the meeting, by mail, email, and/or on the official website of the corporation stating the place, date, and time of the meeting.

Section 6. A member shall be entitled to notice and to vote at the meeting or any adjournment thereof if they are a member in good standing and their dues are current.

Section 7. Voting by members in any election for the Board of Directors shall be by ballot and the candidates receiving the highest number of votes among members shall be elected.

Section 8. Quorum

At any regular or special meeting of members, fifteen (15) members of record shall constitute a quorum for the transaction of business. If at any time, the members or record number less than fifteen (15), then the majority of the members of record shall constitute a quorum.

Section 9. Suspension, Expulsion and Default.

(a) Any member in default in payment of dues shall be terminated from membership and from all privileges of membership.

(b) Any individual may be suspended or expelled by a majority vote of the Board of Directors for any cause or conduct that is contrary to or in violation of the Bylaws, having obtained

membership using false material or statements; or for conduct that is disruptive to the organization, willfully making false statements or misrepresentations about the organization or its officials or for other good and sufficient cause. No member so suspended or expelled will be entitled to any refund of dues or contributions already paid.

Article IV

Fiscal Year

The fiscal year shall begin on the 1st day of July and shall end on June 30th.

Article V

Board of Directors

Section 1. The Board of Directors shall exercise general management and control of the business and affairs of the corporation and may exercise all the powers possessed by the corporation in accordance with applicable laws and these Bylaws. It shall elect from among its own members a President, at least one Vice President, and a Treasurer. The may combine the duties of Secretary/Treasurer. In the event that Board chooses to have a separate Secretary, the Secretary need not be a Director but must be a member in good standing. It may also appoint legal counsel, auditor, accountant and such other staff and professional assistance as in its collective wisdom seems necessary. The successful candidates shall be installed at the first meeting of the Board of Directors held after the Annual Meeting / Convention.

The officers for the ensuing year shall be elected at the first regular meeting following the convention or designated "Annual Meeting." Committee assignments will be made by the President; plans, programs, and budgets for the ensuing year may be approved; and such other necessary business as may come before the meeting shall be in order.

Section 2. The number of directors of the corporation shall be not less than five (5) or more than nine (9).

Section 3. Terms of Office

(a) A Director's term of office shall be three (3) years. The terms of office shall be arranged so that one-third expires each year.

(b) A Corporation Officer's term of office shall be one (1) year. No officer shall be allowed to serve more than four (4) consecutive terms in the same office.

Section 4. Qualifications

(a) Any member in good standing of high moral and ethical standards who officially and publicly supports the mission and objectives of the Foundation and passes a basic background check shall be eligible to serve on the Board of Directors.

(b) The Board of Directors shall maintain a policy regarding conflicts of interest which policy shall be reviewed annually and which shall:

- Include a clear definition of a conflict of interest,
- Require the disclosure to the Board of a Director's potential conflict of interest,
- Provide procedures for review of the potential conflict by disinterested Directors or a committee thereof,
- Provide for disciplinary action if an undisclosed conflict is found to be unethical or disadvantageous to the Corporation.

Section 5. Meetings of the Board of Directors shall be held:

(a) When called by the President;

(b) Minimum of four (4) times during the fiscal year;

(c) When requested by a majority of the directors upon written notice to every member of the Board of Directors;

(d) Normally by conference call and selectively by physical presence in the same conference room (normally during the annual meeting).

(f) Voting. The Board of Directors may vote electronically on matters of immediate importance. All Directors must be included in the request for votes. The objection to an electronic vote by one Director within forty-eight hours of the initial request is sufficient to postpone the matter for further discussion at a meeting of the Board. A motion fails if it has not been approved by the majority of the Board within ninety six hours of being called to vote. The vote of each Director voting will be distributed to all other Directors by email. The resolution voted upon, and outcome of the resolution, will be recorded by the Corporation Secretary in the minutes of the next Board meeting.

(g) Attendance and Responsiveness. Directors may participate in a meeting of the Board by telephonic means or other similar technology such that all persons participating in said meeting can hear one another. Participation in a meeting in this manner shall constitute attendance at such meeting. Directors may also conduct work and communicate about Board matters outside of Board meetings via email or similar technology. Directors shall endeavor to respond to Board matters communicated via electronic means in ordinary circumstances within 72 hours and in no instance, absent extraordinary circumstances, later than one week after the original communication.

Section 6. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business.

Section 7. Any vacancy occurring on the Board of Directors shall be filled by a majority vote of the remaining directors. A director so elected shall hold office for the unexpired term of his predecessor.

Section 8. Any member appointed to the Board of Directors can be removed by a majority vote of the board of directions. Any member elected to the board can be removed by a 2/3 vote of the Board of Directors.

Section 9. Any director, who misses more than two (2) consecutive board meetings, or more than four (4) meetings in total, may be removed from the board by a majority vote of the Board of Directors.

Section 10. Fraud Policy

(a) Background - The fraud policy of the Corporation is established to facilitate the development of controls that will aid in the detection and prevention of fraud against the Corporation or its membership. It is the intent of the Corporation to promote consistent organizational behavior by providing guidelines and assigning responsibility for the development of controls and conduct of investigations.

(b) Scope of Policy - This policy applies to any irregularity, or suspected irregularity, involving employees as well as board members, consultants, vendors, contractors, outside agencies doing business with employees of such agencies, and/or any parties with a business relationship with the Corporation. Any investigative activity required will be conducted without regard to the suspected wrongdoer's length of service, position/title, or relationship to the Corporation.

(c) Policy - The Corporation Board of Directors is responsible for the detection and prevention of fraud, defalcation, misappropriations, and other fiscal irregularities. Fraud is defined as the intentional false representation or concealment of a material fact for the purpose of inducing another to act upon it to his or her injury. Each member of the management team will be familiar with the types of improprieties that might occur within his or her area of responsibility, and be alert for any indication of irregularity. Any irregularity that is detected or suspected must be reported immediately to Corporation President, who coordinates all investigations with the solicitor and outside auditor.

(d) Actions Constituting Fraud - The terms defalcation, misappropriation, and other fiscal irregularities refer to, but are not limited to:

- Any dishonest or fraudulent act.
- Misappropriation of funds, securities, supplies, or other assets.
- Impropriety in the handling or reporting of money or financial transactions.
- Profiteering as a result of insider knowledge of Corporation or donor activities.
- Disclosing confidential and proprietary information to outside parties.
- Accepting or seeking anything of material value from contractors, vendors, or persons providing services/materials to the Corporation. (Exception: Gifts less than \$50 in value.)
- Destruction, removal, or inappropriate use of records, furniture, fixtures, and equipment; and/or
- Any similar or related irregularity.

(e) Other Irregularities - Irregularities concerning an employee's moral, ethical, or behavioral conduct should be resolved by the Corporation Board of Directors.

(f) Investigation Responsibilities - If an investigation substantiates that fraudulent activities have occurred, the outside auditor will issue reports to the solicitor and, if appropriate, to the Corporation Board of Directors. Decisions to prosecute or refer the examination results to the

appropriate law enforcement and/or regulatory agencies for independent investigation will be made in conjunction with the solicitor and Corporation Board of Directors, as will final decisions on disposition of the case.

(g) Confidentiality - The Board of Directors will treat all information received confidentially. Any employee who suspects dishonest or fraudulent activity will notify (the Corporation Board of Directors) immediately, and should not attempt to personally conduct investigations or interviews/interrogations related to any suspected fraudulent act (see Reporting Procedure section below). Investigation results will not be disclosed or discussed with anyone other than those who have a legitimate need to know. This is important in order to avoid damaging the reputations of persons suspected but subsequently found innocent of wrongful conduct and to protect the Corporation from potential civil liability.

(h) Authorization For Investigating Suspected Fraud - All entities engaged to perform fraud investigations will have:

- Free and unrestricted access to all Corporation records and premises, whether owned or rented; and
- The authority to examine, copy, and/or remove all or any portion of the contents of files, desks, cabinets, computers or other electronic storage media, and other storage facilities on the premises without prior knowledge or consent of any individual who might use or have custody of any such items or facilities when it is within the scope of their investigation.

(i) Reporting Procedures - Great care must be taken in the investigation of suspected improprieties or irregularities so as to avoid mistaken accusations or alerting suspected individuals that an investigation is under way. The employee or other complainant who discovers or suspects fraudulent activity may remain anonymous. All inquiries concerning the activity under investigation from the suspected individual, his or her attorney or representative, or any other inquirer should be directed to the solicitor. No information concerning the status of an investigation will be given out. The proper response to any inquiries is, "I am not at liberty to discuss this matter." Under no circumstances should any reference be made to "the allegation," "the crime," "the fraud," "the forgery," "the misappropriation," or any other specific reference. The reporting individual should be informed of the following:

- Do not contact the suspected individual in an effort to determine facts or demand restitution.
- Do not discuss the case, facts, suspicions, or allegations with anyone unless specifically asked to do so by the solicitor.

(j) Termination - If an investigation results in a recommendation to terminate an individual, the recommendation will be reviewed for approval by the designated representatives from The Corporation Board of Directors and the solicitor before any such action is taken.

(k) Administration - The Corporation Board of Directors is responsible for the administration, revision, interpretation, and application of this policy. The policy will be reviewed annually by the Corporation Board of Directors and revised as needed.

Article VI

Board of Directors Nominations

Section 1. The Nominating Committee shall consist of 3 members in good standing, at least one of which shall be a member of the Board of Directors. The committee shall be appointed at the annual membership meeting.

Section 2. The Nominating Committee shall be responsible for the nomination of the individuals who are to be placed on the ballot for election and shall, to the best of their ability, review the background of any prospective Director to determine that the candidate has a high moral and ethical character and has passed the basic background check.

Section 3. It shall be the duty of the Chair of Nominating Committee to report to the Board their recommendations for nominees at least 30 days prior to the meeting.

- (a) The Chair of the Nominating Committee will oversee the preparation of the ballots to be used at the Annual Meeting.
- (b) Each ballot shall contain the following information:
 - a. The names of all nominees proposed by the Nominating Committee.
 - b. Blank spaces for "write-in" candidates equal to the number of vacancies to be filled.
 - c. A sequential number for accounting purposes.

Article VII

Officers

Section 1. Number and Election. The officers of the chapter shall be a President, at least one Vice President, Secretary and Treasurer. The officers shall be elected annually by and from the Board of Directors of the Corporation by a majority vote of the Board and shall serve until their successors have been elected. The Secretary need not be a member of the Board but must be a member in good standing.

Section 2. President.

(a) The President shall be the Chief Executive Officer of the Corporation and shall have general supervision and control of the business and affairs of the Corporation subject to the overall powers of the Board of Directors to formulate the policies and manage the affairs and property of the Corporation. The president shall be the principal executive officer of the corporation and shall preside at the annual convention, at meetings of the Board of Directors, and shall be an ex-officio member of all committees.

(b) The President shall appoint the Chairman and members of all standing committees, and may establish special or temporary committees as from time to time are required. The Chairman and members of all standing and special committees shall serve at the pleasure of the President, or until their successors have been duly appointed, whichever first occurs. The President shall be an ex officio member of all committees, with vote.

(c)The President may, with the Secretary or any other duly authorized officer of the Corporation, sign deeds, mortgages, bonds, contracts, or other legal instruments that the Board has authorized to be executed, except in the cases where signing and execution thereof is expressly delegated by the Board to some other Officer or agent or agent, or as otherwise required by law.

(d)The President is authorized to make executive decisions on routine and emergency matters, as situations and exigencies arise, without prior approval of the Board of Directors, so long as such decisions are within the broad framework of policy and law, and are in the best interests of the Corporation, subject, to subsequent ratification by the Board of Directors.

Section 3. Vice President(s). The Vice President (VP) shall perform the duties of the President in his or her absence or at his or her request. Serve as the Chairman of either the Events and Fund Raising, or the Conservation Projects Committees. The VP will perform other duties as assigned by the President and become president for the un-expired term in case of death, resignation, or incapacity of the President. When the Corporation has two or more Vice Presidents the Board of Directors will select the Vice President to fulfill the Presidents term of office in case of death, resignation, or incapacity of the president.

Section 4. Secretary. The Secretary shall take and record the proceedings of the annual convention, the Board of Directors meetings; and serve as ex-officio member of such committees as approved by the executive committee. The Secretary will also perform other duties as assigned by the President.

Section 5. Treasurer. The Treasurer shall be responsible for all monies of the corporation with all of the duties entailed. The Treasure will also prepare and present written reports at the annual convention and meetings of the Board of Directors. The Treasurer will also perform other duties as assigned by the President.

Article VIII

Special Committees

Section 1. The special committees of the Corporation shall be Events and Fund Raising, Conservation Projects, Nominations, and Bylaws. Additional Special committees may be formed by the President with the approval of the Board of Directors.

Section 2. Only members in good standing shall be eligible to serve on a special committee.

Section 3. Special committee chairs and committee members shall be appointed for a term of one year and may be reappointed.

Section 4. Special committees shall be composed of a chair and at least two members in good standing.

Section 5. It shall be the duty of the Bylaws Committee to review the bylaws of the corporation and make recommendations to the Board of Directors any discrepancies that may put the corporation in direct opposition to the Foundation.

Section 6. Responsibilities of Committees.

The President shall assign responsibilities to the committees relating to the administration, conduct, regulation, or oversight of particular activities or special areas or endeavors of the Corporation, except that no corporate authority may be delegated to any committee unless all members of such committee are members of the Board of Directors, and unless such committee has been delegated such authority by a resolution adopted by a majority of a quorum of the Board.

Section 7. Limitation on Powers of Committees.

(a) No standing or temporary/special committee of the Corporation shall exercise any powers prohibited to the Board of Directors as enumerated in these Bylaws.

(b) Committee Chairperson and members of committees in their official capacities are not authorized to bypass the President and go directly to Corporation employees to assign duties or responsibilities, nor to impose complex or difficult questions requiring extensive, time-consuming research, nor to otherwise impose upon the normal office routine and composure of the Corporation headquarters.

(c) Committee Chairpersons are authorized to appoint subcommittees and ad hoc committees from among the members of the full committee. Official meetings of committees or subgroups thereof shall be authorized by the Chairperson or, in his or her absence, by the Vice-Chairperson. The Committee Chairperson shall inform the Secretary, who will issue the official notice for such meeting.

Article IX

Annual Meeting

Section 1. The voting body shall be any member, over the age of 18 years, who is a member in good standing.

Section 2. No member shall have more than one vote, and no voting by proxy shall be allowed.

Article XI

Parliamentary Authority

The rules of parliamentary practice comprised in the current edition of *Robert's Rules of Order Newly Revised*, shall govern all proceedings of the corporation and the Board of Directors, subject to any special rules as have been or may be adopted.

Article XII

Amendments

Section 1. The Board of Directors, the Bylaws Committee, or any member in good standing may propose amendments to these bylaws.

Section 2. The chair of the bylaws committee shall present all proposed amendments to the Board of Directors at the first board meeting following submission and be included in the convention booklet.

Section 3. The Board of Directors shall review all proposed amendments. It shall determine those amendments to be presented to the membership for consideration.

Section 4. An amendment properly presented to the Board of Directors, but not approved for presentation to the membership at its annual convention, may be brought to the convention floor by a majority vote. Such proposed amendment shall be submitted to the secretary at the beginning of the business meeting and shall be read to the body before the close of the meeting.

Section 5. Proposed amendments shall require a two-thirds vote, of the membership in attendance, for adoption at any annual convention.

Section 6. A unanimous vote shall be required for approval of any amendment proposed from the floor of the convention without prior consideration by the Board of Directors. Such amendment must be submitted in writing to the chair of bylaws and must be read to the membership prior to a vote being taken.

Section 7. The bylaws committee shall be authorized to correct article and section designations, punctuation, cross-references and to make such other technical and conforming changes as may be necessary to reflect the intent of the convention body.

Article XIII

Dissolution or Liquidation

Section 1. The dissolution or liquidation of the Corporation shall require the unanimous vote of the Board of Directors and will be duly recorded. The process will be done in accordance with Alaska State Law and the Bylaws of the Corporation.

Section 2. On dissolution or final liquidation of the corporation, its assets shall be distributed as follows:

(a) All liabilities shall be paid and discharged, or adequate provision for payment and discharge shall be made.

(b) Assets held on condition requiring return or transfer on dissolution of the corporation shall be returned or transferred as required by the condition.

(c) Assets received and held subject to a limitation permitting use only for charitable, conservation, educational, or similar purposes, but not held on a condition requiring return or transfer on dissolution of the corporation, shall be transferred to one or more appropriate domestic or foreign corporations engaged in conservation work with emphasis on wild sheep conservation.
