

CONSTITUTION and BYLAWS

FEDERATION OF WESTERN OUTDOOR CLUBS



Revision Adopted at the
Eighty-Third Annual Convention
August 24, 2014

CONSTITUTION AND BYLAWS OF THE
FEDERATION OF WESTERN OUTDOOR CLUBS

CONSTITUTION

ARTICLE 1. NAME

The name of this organization is the FEDERATION OF WESTERN OUTDOOR CLUBS.

ARTICLE II. PURPOSES

Section 1. This organization exists to promote cooperation among its members and member organizations in pursuit of conservation and effective action. It aims at educating its member organizations on these issues, drawing them to a shared agenda, disseminating information on the challenges and opportunities for conservation, and enabling them to operate in a more cohesive and effective manner.

It strives to conserve outdoor and recreational resources, parklands, wildlife and its habitat, native plants and forests, waters, wetlands, and the environment. It will work to preserve the integrity of these resources and promote stewardship.

Section 2. In pursuing conservation, it is undertaking a form of charity that promotes the common good as a form of social welfare. It is not organized for profit, all the net earnings of which are devoted exclusively to charitable, educational, and recreational purposes in the form of conservation. For tax purposes, it is classified as a civic league and as a section 501(c)(4) organization under the U.S. Internal Revenue Code.

ARTICLE III. MEMBERSHIP

The members of this organization shall be composed of the following classes: Organization Members, Individual Members (including Contributing Members), Honorary Members, and Life Members.

Section 1. Organization Members. (Also called member clubs.) These shall consist of non-profit outdoor clubs, chapters, units of regional organizations, corporations, and societies whose aims and purposes are in keeping with those of the Federation. Such Organization Members shall be represented in the Federation by delegates who shall constitute its Board of Directors.

The dues of Organization Members shall be established by the Executive Committee. No special assessments shall be levied against any Organization Member. Sub-groups or chapters or branches of Organization Members may join the Federation at the dues rates established by the

Executive Committee and shall have all the privileges of Organization Members.

Section 2. Individual Members. These shall be individuals who are interested in conservation and in the furtherance of the aims and purposes of the Federation. They shall pay such dues as may from time to time be established by the Executive Committee, and shall be entitled to receive the regular publications of the Federation.

Contributing Members are individual members, or a family, who desire to contribute financially to the furtherance of the Federation's goals in amounts above the dues schedule for Individual Members as determined by the Executive Committee.

Section 3. Honorary Members. These shall be individuals who have rendered outstanding service to the causes of conservation, and who have been elected to Honorary Membership at an annual convention of the Federation by a majority vote. Such action may be rescinded at any subsequent convention. Honorary Members are not required to pay dues; they shall be entitled to receive the regular Federation publications.

Section 4. Life Members. These shall be individuals who are interested in conservation and in furtherance of the aims and purposes of the Federation. A Life Member shall pay a one time fee as determined by the Executive Committee.

Section 5. None of Individual, Honorary nor Life Members shall, by virtue of such membership, have voting privileges at meetings of the Federation, but may, at the discretion of the presiding officer, be granted the privilege of the floor.

Section 6. Membership Applications. Applications for Organization Membership in the Federation shall be made on a standard form approved by the Executive Committee and delivered to the Secretary of the Federation. Such applications shall be signed by the President and Secretary of the applicant organization, shall state the number of members thereof, and shall include a statement of its goals, purposes and non-profit status.

Upon receipt of such application, the Secretary of the Federation shall notify the Executive Committee in writing of the receipt of such application. The applicant organization may be admitted to membership by a majority vote of the Executive Committee, subject to ratification by action of the delegates at the next annual convention.

The dues of the applicant for the current fiscal year shall be paid before acceptance to membership.

Section 7. Withdrawal and Expulsion.

- a. Any Organization Member may withdraw from the Federation by written notification to the Secretary of the Federation, which notification shall be signed by the President and Secretary of the withdrawing member club.

- b. An Organization member may be expelled from the Federation by a two thirds vote of the delegates present and voting at an annual or regularly called special convention, but only in the event that its aims and purposes shall have ceased to be in accord with the aims and purposes of the Federation. Before an Organization Member may be expelled, written charges may be preferred by another Organization Member and signed by its President and Secretary, setting forth the grounds for expulsion.

A copy of the charges shall be furnished by the Secretary of the Federation to the Organization Member against which the charges are brought at least thirty days prior to any hearing, together with a notification in writing to the effect that such charges will be heard at the next convention. The organization so charged shall be afforded the opportunity, at the convention, to respond to the charges.

- c. Any organization Member which has failed to pay its dues by the end of the calendar year to which they are applicable, and which remains delinquent in dues may be dropped from membership by the Executive Committee, subject to ratification by the delegates at the next annual convention. Any organization may be reinstated by payment of dues for the year of reinstatement.

ARTICLE IV. GOVERNMENT

Section 1. Board of Directors. The government and general control of affairs of the Federation shall be vested in its Board of Directors which shall consist of one delegate or alternate from each of the member clubs, the dues of which clubs shall have been paid prior to the opening of the Annual Convention.

At the Annual Convention the Board of Directors shall elect the following officers of the Federation: A President, a Vice President, one or more Vice Presidents from each state which shall have within its borders one or more Organization Members, a Secretary, and a Treasurer.

Such officers shall be members in good standing of the Federation and shall perform such duties as may be set forth in the Federation's Constitution and Bylaws, or as may be delegated to them by the Board of Directors, and shall hold office until the next Convention or until their successors are elected or approved.

Quorum: Twenty-five percent of the total number of delegates shall constitute a quorum at any Annual or Special Convention.

Section 2. Executive Committee. The Executive Committee shall be composed of the President, the Vice President, Secretary, Treasurer, Immediate Past President, and state Vice Presidents. Any Director, if present at a meeting of the Executive Committee may participate in its deliberations and may vote. The Chairman of the Publications Committee shall be a non-voting member.

The Executive Committee shall have the power to conduct the affairs of the Federation. Between conventions, the Executive Committee shall have the power to act on matters of policy, but such action shall be subject to ratification by a majority of the delegates at the next convention.

The Executive Committee shall keep minutes of its proceedings, and such minutes shall be sent by mail to each officer and director. At least two weeks written notice shall be given of any meeting of the Executive Committee.

The Executive Committee shall meet immediately following a convention, and also prior to April 1 of the following year at a place designated by the President and otherwise at the call of President.

Quorum: Five members shall constitute a quorum.

ARTICLE V. MEETINGS

Section 1. Annual Convention. The annual convention of the Directors shall be held at a time and place designated by the Executive Committee. In the event that the Executive Committee has not designated a time and/or place, or in the event that the time or place designated by the Executive Committee will be unavailable because of unforeseen circumstances, then the President shall designate a time and place.

Section 2. Special Conventions. Special Conventions may be called by a majority vote of the members of the Executive Committee. Special Conventions must be called by the President upon written request of a majority of the Organization Members. At least thirty days written notice of such Special Convention must be given to each Organization Member, with a brief statement of the purpose of the meeting.

ARTICLE VI. AMENDMENTS

Amendments to this Constitution shall be made only at an annual Convention, or at a Special Convention called for that purpose, and by a two-thirds vote of the delegates present and voting. Proposed amendments shall be submitted to the Secretary in writing at least sixty days prior to such convention, and the Secretary shall mail copies of the proposed amendment, and of the call of the meeting, to each Organization Member at least thirty days prior to the Convention.

ARTICLE VII. DISCONTINUANCE

This Federation is intended to have perpetual existence, and its property is irrevocably dedicated to the conservation purposes stated in ARTICLE II, but in the event of termination or dissolution, its assets shall be applied and distributed as follows:

- a. All liabilities and obligations of the Federation shall be paid, satisfied, or adequate provision therefore shall be made.
- b. None of the remaining assets shall inure to any individual or private shareholder, but shall be distributed only to not-for-

profit corporations whose property is dedicated to similar conservation purposes, as stated in ARTICLE II.

The Federation may be dissolved at any annual Convention, or at a Special Convention called for that purpose, by a vote of two-thirds of the delegates present and voting.

APPENDIX

1. The original Constitution and Bylaws of the Federation were adopted May 1, 1932. Revisions of the Constitution and Bylaws were adopted September 6, 1948 August 1988, August 6, 1998, and August 24, 2014.
2. The Federation of Western Outdoor Clubs was incorporated September, 1955 in the state of California. Articles of Incorporation filed September 13, 1955, amended October 24, 1968 filed in San Francisco, California, October 30, 1968.
3. Internal Revenue Service tax exempt, non-profit status 501(c)(4) established by letter of January 22, 1969 at San Francisco. Federal Government Number assigned to the Federation is: 94 1678122.

BYLAWS

ARTICLE 1. VOTING

Section 1. Proxies. Organization Members unable to send a delegate to the Convention shall be entitled to be represented by proxy. The proxy designating the person to act for the Organization Member club must be in writing signed by its President or Secretary, and be presented to the Secretary of the Federation.

Section 2. Written Votes Between Conventions. The President or the Executive Committee may, between Conventions, submit to the Organization Members in writing any matter for action by the Federation, and may with such submission call for a vote of the member clubs by mail. Any votes received within 40 days from the mailing of such request for a vote shall be recorded by the Secretary of the Federation, and a total affirmative vote of more than fifty percent of the Organization Members shall be sufficient to bind the Federation, such votes to be signed by the respective President or Secretary of the member clubs.

ARTICLE II. OFFICERS

Section 1. The President. The President shall be the chief executive officer of the Federation, shall preside at all meetings of the Directors and of the Executive Committee, shall have general and active management of the business of the Federation, shall perform such other duties and powers as may be assigned by the Directors, and shall have the general powers and duties usually exercised by a President.

Section 2. The Vice President. There shall be a Vice President of the Federation whose duties shall be to assist the President when called upon. In the absence or inability of the President to act, the Vice President shall assume and perform the duties of the President during such absence or inability. In the event that the Vice President cannot assume these duties, the Secretary or, subsequently, the Treasurer shall do so.

Section 3. The State Vice Presidents. Each State Vice President shall promote the activities of the Federation by attending meetings of Organization Members, issuing bulletins, or in other suitable ways. Before each Convention, a report shall be prepared of the state activities together with recommendations for action by the Federation. In large states, where there is a perceptible division of influence and interest, either north and south or east and west, there may be elected two or more Vice Presidents for the state, one to function within each zone of influence, as determined by the Executive Committee or as mutually agreed upon by the Vice Presidents of that state.

Section 4. Secretary. The Secretary shall attend all sessions of the Board and the Executive Committee, and shall record all votes, and all of the proceedings in a book or books to be kept for that purpose. In the event of absence from any meeting, a Secretary pro tem shall be appointed

by the presiding officer of the meeting. The Secretary shall give, or cause to be given, notice of all meetings of the Directors and the Executive Committee, and shall perform such duties as may be assigned by the Board of Directors or by the President. The Secretary shall carry on the correspondence of the Federation, including dissemination of information to the member, the public and its legislators and appropriate governmental officers, shall supervise the collection and cataloguing of reports of the clubs, scientific records, pictures, and data relating to the activities and purposes of the clubs, and shall, in addition, perform such duties as may be directed by the Constitution and Bylaws of the Federation, by the Board of Directors or by the Executive Committee. The Secretary shall maintain files which shall be transmitted to his/her successor, or to the Federation's permanent file.

Section 5. The Treasurer. The Treasurer shall have custody of the funds of the Federation, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Federation, and shall deposit in the name and to the credit of the Federation all money in such financial institutions as may be designated by the Board of Directors or the Executive Committee. The Treasurer shall bill the Organization Members and the individual members for their annual dues, shall collect such dues and other money owing to the Federation, and disburse the funds as ordered by the Board of Directors and the Executive Committee, taking proper vouchers therefor; and shall render to the President and the Directors at the annual Convention, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Federation.

The Treasurer shall file the annual IRS statement and pay corporation dues.

Upon completion of his/her term of office, the Treasurer shall deliver promptly to the successor all of the books and records of the Federation and shall pay over to such successor any balance of money on hand.

Section 6. Vacancies. In the event that any office other than President shall become vacant, between annual Conventions, the President shall have the power to fill such office by appointment. In the event of the death or resignation of the President, a new President shall be appointed by the Executive Committee.

ARTICLE III. COMMITTEES

The President, with the approval of the Executive Committee, shall annually appoint the Chairs of the following Committees:

Section 1. Publications Committee. The Editor of the Federation magazine shall chair this committee, and shall have the responsibility of publishing OUTDOORS WEST and any other publications, besides OUTDOORS WEST, as from time to time may be deemed advisable in keeping with the Federation's states purposes (Constitution, Article II, Section 1). The Editor may appoint such assistants as needed.

The Committee shall be responsible for sending copies of Federation publications to all classes of members of the Federation and to governmental and other agencies and organizations (such as the National Park Service, U.S. Forest Service, state wildlife agencies, etc.) as may seem relevant, or as may be directed by the Executive Committee.

Section 2. Nominating Committee. The President at the spring Executive Committee meeting shall appoint a Nominating Committee whose responsibility shall be to select a slate of officers for consideration by the Directors as provided for in these Bylaws (Article II).

Section 3. Resolution Committee. The Resolutions Committee shall be the editorial staff of the Federation with regard to Convention resolutions. It shall perform duties related to the preparation of such resolutions, reviewing and deciding which proposed resolutions it seems of importance to the objectives and policies of the Federation, editing, rewriting, or combining with others as necessary those accepted by it or originating within it, and submitting the final proposals to the Directors for their consideration. The Committee shall follow procedures adopted by the Directors.

The committee shall be responsible for printing and publishing the resolutions approved at the Convention, and for distribution as directed by the Executive Committee.

Section 4. Convention Host Committee. The Convention Host Committee shall select the club or clubs that will accept the responsibility for hosting the next and future conventions. Convention sites shall be rotated, if possible, and be selected from geographical areas represented by Organization Members. The Committee shall be appointed at the post-Convention Executive Committee meeting, and is responsible for providing a site and host club for the following year's Convention.

Section 5. Convention Program Committee. The Convention Program Committee chair shall be appointed at (or prior to) the spring Executive Committee meeting. The Committee shall have responsibility for arranging the program at that year's Convention.

Section 6. Duration of Service. Following completion of the convention for which they were convened, and the duties associated therewith, the Nominating, Resolutions, Convention Host and Program committees shall be disbanded. Re-convening and re-staffing of these committees for the next convention shall be done as specified in this Article.

Section 7. Other Committees. The Board of Directors shall have power to authorize the appointment of such other committees as may be deemed necessary for the handling of the affairs of the Federation. All committees shall be appointed by the President, and shall investigate and report on such matters as may be referred to them. The President shall be an ex officio member of all committees, except the Nominating Committee.

ARTICLE IV. DUES

Section 1. Annual Dues. Dues of all members shall be determined by the Executive Committee. Sub-groups or chapters of Organization Members may join the Federation at a rate to be determined by the Executive Committee.

Section 2. Dues of all classes of membership – organization, individual, contributing, and life – shall be subject to annual review by the Executive Committee.

Section 3. Payment of Dues. The calendar year shall be the fiscal year of the Federation. Dues of Organization and Individual Members shall become payable on January 1 or each year.

ARTICLE V. PARLIAMENTARY AUTHORITY

In matters not covered by these Bylaws, Robert's Rules of Order, Newly Revised, shall govern.

ARTICLE VI. MONOGRAM

The Federation shall have a monogram of such design as the Executive Committee may from time to time adopt, and the same shall be used on the stationery and publications of the Federation.

ARTICLE VII. AMENDMENTS

These Bylaws may be amended at any annual Convention or at any Special Convention regularly called. The procedure shall be as stated in Article VI (Amendments) of the Constitution, except that approval at the Convention shall only require a majority vote of Directors present and voting.