

BYLAWS
MINNESOTA DIVISION IZAAK WALTON LEAGUE OF AMERICA
AS AMENDED APRIL 2018

ARTICLE 1 — MEETINGS

1.01 — The annual meeting of this corporation, also referred to as the state convention, shall be held each year on the last weekend of April at such place as shall be determined at a preceding regular state convention, and if not so determined by a preceding state convention, then by the board of directors at any regular meeting. At least sixty (60) days written notice of the time and place of the annual meeting shall be given to each chapter. In the event that a meeting cannot be held on the specified dates, alternate dates may be set by the executive committee.

1.02 — Special meetings of the corporation, other than the annual meeting prescribed in the articles of incorporation, may be called by the president or by the order of the board of directors, to be held at such time and place within the state as said order shall prescribe. Any ten chapters may, by majority vote of the members of each chapter, join in a call for a meeting of this corporation, and on presentation of such call to the president, he or she shall forthwith issue a call for such meeting to be held within 45 days.

ARTICLE 2 — QUORUM

2.01 — A quorum for the transaction of business at any meeting of the corporation shall exist when twenty percent of the chapters in good standing are represented.

2.02 — The list of chapters received from National Headquarters based on dues paid for the year ending December 31 prior to the meeting shall be binding upon all chapters as to members in good standing.

ARTICLE 3 — VOTING

3.01 — In every meeting of the corporation, each chapter in good standing shall be entitled to one delegate and one alternate and one additional delegate and alternate for each 25 members or major fraction thereof in good standing. In addition, the president, 1st vice president, 2nd vice president secretary and treasurer of this corporation shall be ex-officio delegates with full voting privileges.

3.02 — Each delegate shall be entitled to one vote, the vote of an absent delegate being cast by his or her alternate, if present.

3.03 — In voting as hereinbefore provided, the alternate shall be held to be the proxy of the delegate, and, with that exception, no proxies shall be at any time recognized.

3.04 — The delegates, and in their absence, the alternates, as hereinbefore provided, shall constitute the members of any meeting of this corporation, and the only ones entitled to participate in its transactions and to vote therein.

3.05 — Each meeting of this corporation shall be the sole and exclusive judge of the credentials and qualifications of its members.

3.06 — Upon request by the delegates from 10 chapters to the president or chairman of the meeting, the vote on any question may be polled by chapter(s), whereupon a five minute recess shall be called. The delegates from each chapter shall then meet. At the end of five minutes, the president shall call the meeting to order and the chairman of the delegates from each chapter shall answer the roll call and cast all the votes to which the chapter is entitled. If the chairman, upon call, shall not be prepared to cast the chapter's vote, then the president shall poll the delegates registered from said chapter and their votes shall be recorded individually for or against that question.

ARTICLE 4 — OFFICERS

4.01 — The officers of this corporation shall be president, 1st vice president, 2nd vice president, secretary and treasurer. The offices of secretary and treasurer may be held by one and the same person. These officers shall serve a 2-year term, and may run for no more than 3 consecutive terms. Once these officers have been out of office for 2 years, they may again run for that office, but for no more than 2 additional terms.

The offices of president, 1st vice president, 2nd vice president secretary and treasurer shall be filled by election at the state convention. Each of the persons so elected shall begin his or her term of office on June 1 following such election, and hold office until his or her successor is duly elected and qualified.

4.02 — PRESIDENT: The president shall be the chief executive officer of the corporation, shall preside at all meetings of the corporation, its board of directors and executive committee; shall have the general powers and duties of supervising in management usually vested in the office of president of a corporation, and shall have such additional duties and powers as shall be delegated to or required of him or her by the executive committee or the board of directors of the corporation.

4.03 — 1st VICE PRESIDENT: Shall attend all meetings of the corporation, its board of directors and executive committee. Shall preside at regular or special meetings in the absence of the president, be familiar with division conservation policy and the operation of the division office, and assume such responsibilities and duties as delegated by the president. If the president for any reason is no longer able to discharge the duties of the office, the 1st vice president shall assume the roles and responsibilities of the presidency until the next election is held and new officers are installed.

4.04 — 2nd VICE PRESIDENT: The 2nd vice president shall attend all meetings of the corporation, its board of directors and executive committee. Shall preside at regular or special meetings in the absence of the president and 1st vice president, be familiar with the division conservation policy and operation of the division office, and assume such responsibilities and duties as delegated by the president, including appointment to the Past-Presidents Committee. If the president is succeeded by the 1st vice president, the 2nd vice president shall become the 1st vice president. If the president and 1st vice president for any reason are both unable to discharge the duties of the presidency, the 2nd vice president shall become the president and assume all the roles and responsibilities of the presidency.

4.05 — SECRETARY: The secretary shall supervise and facilitate with the president and Minnesota Division designees, all documents, instruments and papers requiring execution by the corporation, attend all meetings of the corporation, the board of directors and the executive committee, and make a written record of all their proceedings; and perform all the usual duties of such officer.

4.06 — TREASURER: The treasurer shall, subject to such rules and regulations as the board of directors may from time to time prescribe, facilitate and supervise the reception, disbursement, and accounting for all monies and funds of the corporation, ensure that accurate books of account are maintained, furnish such bond or other security as the board of directors may prescribe; and, in general, perform all the usual duties of such officer.

ARTICLE 5 — BOARD OF DIRECTORS

5.01 — The board of directors shall consist of one director elected by each chapter as prescribed in the bylaws, and each chapter shall have one additional director for each 100 additional members or portion thereof in good standing over and above 100 members, and five directors-at-large elected by the state convention for one year terms.

5.02 — The president, 1st vice president, 2nd vice president, immediate past president, secretary and treasurer of the corporation and all Minnesota national directors shall also serve as directors; the president and secretary to serve the board in these capacities.

5.03 — If the president is unable to fulfill their full term in office, they shall be ineligible to become the immediate past president, and the immediate past president shall continue to serve in that position.

5.04 — The board of directors shall have power to fill vacancies in any elective office.

5.05 — There shall be no cumulative voting.

5.06 — The directors shall, subject to the articles of incorporation, these bylaws, and the resolutions adopted at the state convention, determine the policy of the corporation relative to the general management and control of the business and affairs of the corporation and shall exercise all the powers that may be exercised or performed by the corporation.

5.07 — Attendance at a regular or special meeting of the Board of Directors may be by electronic means such as telephone conference or similar communications equipment provided that all participating Directors can communicate with one another as agreed to by the Board of Directors at its regular meeting.

5.08 — Members of the board of directors shall attend all board meetings, either regular or special. In the event that a chapter director is not able to attend a meeting, the chapter president may designate an alternate director.

5.09 — Regular meetings of the board of directors shall be held three times each year, on the last Saturdays of January, July, and October, at such place as shall be designated by the board of directors. In the event that a regular meeting cannot be held on one of the specified dates, an alternate date may be set by the executive committee.

5.10 — A quorum for the transaction of business by a directors' meeting shall consist of one-third of the members, including the officers.

5.11 — The board may appoint such additional officers and employees as they may deem essential and fix their duties and compensation.

ARTICLE 6 — EXECUTIVE COMMITTEE

6.01 — The executive committee of this corporation shall consist of the president, 1st vice president, 2nd vice president, secretary, treasurer, elected Minnesota national directors, and the immediate past president. The executive committee shall have a general and active management of the business of the corporation between meetings of the board of directors and shall see that all orders and resolutions of the corporation and the board of directors are acted upon. The executive committee shall meet on the second Sundays of March, June, September, and December; with additional meetings upon call of the president or any two or more members of the executive committee.

6.02 — Attendance and notice of regular or special meetings of the Executive Committee may be by electronic means such as telephone conference or similar communications equipment and to include email or other internet communications, provided that all participating can communicate with one another and have ready access to such communications as agreed to by the committee at its regular meeting.

6.03 — The executive committee shall keep a record of its proceedings and report upon this record to the board of directors at the next meeting thereof.

6.04 — QUORUM OF EXECUTIVE COMMITTEE: A quorum for the transaction of business by the executive committee shall consist of one-half of its members.

6.05 — DELEGATION OF AUTHORITY: The executive committee may delegate to the president or to any member of the executive committee its power to act upon any subject or program, the policy regarding which has been determined by resolution or other action of the corporation or by action of the board of directors not in conflict with the articles or resolutions passed by the state convention. Such delegated power shall remain in effect until the same be rescinded by action of the executive committee or by the board of directors.

ARTICLE 7 — FINANCES

7.01 — All general funds of the corporation shall be deposited by the treasurer in the name of the corporation in such bank or depository whose depositors are protected by an insurance agency of the U.S. Government, or in such other investment as may be approved by the executive committee.

7.02 — All disbursements by check shall be signed and countersigned by such persons as the board of directors may designate via bank resolution.

7.03 — A thorough audit shall be made at least once a year by such auditor or committee as shall be designated by the executive committee.

7.04 — The treasurer shall prepare a financial statement of the affairs of the corporation at least semi-annually and a copy of this financial statement shall be presented at the regular meetings of the board of directors and at the annual meeting of the corporation.

7.05 — All persons having charge or control of funds of this corporation shall give bond as may be required by the executive committee; the cost of such bond to be borne by the corporation.

7.06 — The board of directors shall approve the operating budget before or during January of each year to become effective at the beginning of that fiscal year.

7.07 — The fiscal year of this corporation shall be from January 1 through December 31.

7.08 — Special projects authorized by the board of directors to handle their own finances and maintain separate accounts, shall operate using financial procedures analogous to those outlined in Sections 7.01 to 7.07 above, and report to the treasurer in a regular manner as designated by the executive committee.

7.09 — Reimbursement of personal expenses incurred in carrying out division activities may be authorized by action of the executive committee, based on written guidelines developed by the executive committee.

ARTICLE 8 — CONSISTENCY WITH NATIONAL ARTICLES AND BYLAWS

In case of conflict or inconsistency between the articles of incorporation or bylaws of this corporation and the articles of incorporation and bylaws of the Izaak Walton League of America the latter shall control and there is herein contained all rights and powers contained in the articles of incorporation and bylaws of the Izaak Walton League of America and amendments now or hereinafter made therein.

ARTICLE 9 — CONDUCT OF MEETINGS

9.01 — ORDER OF BUSINESS - The order of business of the annual meeting and meetings of the board of directors shall include, but not be limited to:

- A. Call to Order - Waltonian pledge
- B. Roll Call/Determination of Quorum
- C. Approval of Agenda
- D. Approval of previous minutes
- E. Officers' Reports
- F. Committee Reports
- G. Program Reports
- H. Unfinished Business
- I. New Business
- J. Date of Next Meeting
- K. Adjournment

9.02 — All officer, committee and program reports be submitted electronically to the Division office seven days prior the scheduled meeting (above) and be made available electronically prior to the meeting or as requested by the Division President.

9.03 — The latest edition of Roberts Rules of Order shall prevail if not in conflict with the bylaws or articles of incorporation.

ARTICLE 10 — CHAPTERS

10.01 — CHARTER: Each chapter which meets the requirements of Section 10.02, is located in the State of Minnesota, and in good standing with and chartered by the Izaak Walton League of America shall be deemed in good standing with this corporation with full power to elect directors, delegates and participate in the activities of this corporation.

10.02 — GOOD STANDING: Each chapter shall remain in good standing with this corporation provided it meets the following requirements:

- a. The chapter shall have at least one member with dues paid up for the year ending December 31 prior to such standing or for the year of such standing.
- b. The chapter shall be governed by the articles and bylaws of this corporation and the Izaak Walton League of America, and to the extent any provision of the articles of incorporation or bylaws of such chapter are in conflict therewith, the former articles and bylaws shall control.
- c. The chapter shall have the same or similar objects and purposes as those of this corporation and shall act in accordance with the same.

10.03 — REVOCATION: Upon at least thirty (30) days written notice, by U.S. mail - return receipt requested, to the president and secretary of the chapter, a hearing of the suspension or revocation of the charter of a chapter may be held by the executive committee for failure to meet any requirement for good standing. The notice shall set forth the charges on which the chapter is to be tried. The executive committee may issue its decision after such hearing or refer the matter for further review. In the event of a suspension or revocation, the chapter, by written notice within thirty (30) days of mailing such decision, by U.S. mail - return receipt requested, may appeal such decision to the state convention for decision by resolution, which resolution shall be final unless appealed to the executive board of the Izaak Walton League of America.

10.04 — CANCELLATION OF CHARTER: Upon the permanent revocation of the charter of a chapter by this corporation or the Izaak Walton League of America, or upon the dissolution of a chapter or upon the cessation of operations of a chapter, the executive committee may cancel the charter of such chapter; and its assets, after the payment of liabilities and the refund of specific conditioned conveyances, shall be transferred or conveyed to, and shall be owned by this corporation.

10.05 — CHAPTER ELECTIONS: Chapters shall elect their officers at such times that the officers so elected shall begin their term of office between June 1 and September 1, following such election.

ARTICLE 11 — ELECTION OF OFFICERS

11.01 — It shall be the duty of the nominating committee to prepare and present to the annual meeting of the corporation, a slate of nominations bearing one or more names for each vacating office.

11.02 — All candidates shall be questioned by the committee prior to their final nomination as to their willingness and ability to serve.

11.03 — The nominating committee shall canvass all chapters for suggestions for candidates for the vacating offices.

11.04 — Election shall be held at the annual meeting. In case of a contest, voting shall be on written ballots, and shall be secret. One ballot shall be given to each eligible delegate present at the meeting. In the event of a tie vote, the executive committee shall determine the winner.

ARTICLE 12 — DIVISION COMMITTEES AND SUBCOMMITTEES

12.01 — Standing committees: There shall be the following standing committees:

Administration & Finance — To plan for the adequate funding, staffing, and structure to maintain the viability of the Minnesota Division and its ability to meet its goals in accordance with its bylaws and objectives of the Board of Directors and its members. To draft a Division work plan and annual budget by November 30 of each year for review by the Executive Committee; Committee and Program Chairs and

other affected parties prior to the end of preceding fiscal year for ratification at the January Board of Directors' meeting or special Board meeting called in January for that purpose.

Conservation Issues — To provide a forum for dialog on conservation issues; to assist the Minnesota Division in formulating Conservation Policy. To take action on conservation issues consistent with Division Policy as determined by the Division Executive Committee or Board of Directors.

Policy Resolutions — To solicit, review, and assist with policy resolutions. To recommend and determine related actions. Policy Resolutions are the foundation of Minnesota Division Conservation Policy.

Membership Growth and Diversity — To be an organization that welcomes all, growing our membership and leadership base with an ethic of inclusivity. To create a vision statement, work plan and report for annual review.

Communications — To plan and facilitate a Division communications strategy to be approved by in accordance with the goals, budget and annual work plan of the Minnesota Division.

Awards — To organize and facilitate the vital recognition of chapters, members and individuals.

12.02 — OTHER COMMITTEES: To meet Division goals and to facilitate a well-run organization, these committees may include, but are not limited to:

Nominations — As needed to fill vacancies and to insure a ready supply of viable candidates to fill Division positions.

Program Committees — To meet and report as Program Chairs require (examples are Scholarship, Energy, Great Lakes, UMRI, etc.). Program Committees are to present their proposed annual work plans and budgets to the Administration & Finance Committee no later than October 31 for inclusion in the Division's Annual Work Plan & Budget.

Past Presidents — Past presidents may serve as an advisory body to the president and Executive Committee in matters related to Division and National governance and representation, shall help inform and guide Division conservation policy, shall serve as a sounding board for Division decision making, and shall assist with whatever other tasks as the president may need or assign. All past-presidents willing to participate will be admitted to this committee. The 2nd vice-president shall also be appointed as a member of this committee.

12.03 — Committees may meet by electronic means such as telephone conference or similar communications equipment and to include email or other internet communications, if all participating can communicate with one another and have ready access to such communications and as agreed to by the committee at its regular meeting. Committees shall keep notes and report to the Board of Directors and to the Annual Meeting of Members.

12.04 — MANNER OF SELECTION: The president shall appoint all committee chairpersons with the consent of the Executive Committee or Board of Directors.

12.05 — TERMS: The terms of all committee chairs shall be the same as the term of office of the division president.

12.06 — Standing committees, and other committees designated by the president, may adopt such rules of procedure deemed necessary or appropriate, provided the same are not in conflict with any provision of the articles of incorporation or bylaws.

12.07 — DUTIES AND REPORTS OF COMMITTEES: In addition to its usual duties, each committee shall, within its field, undertake such other activities as may be assigned to it by the board. A report shall be made at each meeting of the board, and unless otherwise ordered by the board, each committee chairperson shall be prepared to present the committee's annual report to the state convention.

12.08 — REMOVAL OF COMMITTEE MEMBERS — VACANCIES: The president may remove any committee chairperson or member appointed by the president who fails to perform his or her duties. All committee vacancies shall be filled by the president.

ARTICLE 13 — CONSERVATION POLICY RESOLUTIONS

13.01 — 30 DAY DEADLINE: All resolutions to be considered at the Annual Meeting of the Corporation must be submitted to the chairman of the Resolutions Committee at least 30 days prior to the meeting.

13.02 — SPONSORSHIP OF RESOLUTIONS: Resolutions to be considered by the convention must be sponsored by a chapter, or by a state division standing committee.

13.03 — RESOLUTION COMMITTEE ACTION: The resolutions committee shall submit to the state convention only properly drawn resolutions which it deems to be consistent with the purposes and areas of concern of the League. Any properly submitted resolution disapproved by the resolutions committee may, however, be presented to the state convention by its sponsor for action by the delegates.

ARTICLE 14 — MEMBERSHIP FEES

The membership fee shall be the amount of national dues set by the Izaak Walton League of America, plus the amount for the Minnesota Division dues set by the Board of Directors. Minnesota Division Life memberships are twenty times the Individual or Family division portion of dues. Only National Life Members are eligible for Minnesota Division Life Memberships. Minnesota Division Life members may become members of more than one chapter by payment of the annual chapter portion of dues. Chapters may establish local chapter dues to be paid in addition to state and national dues.

ARTICLE 15 — AMENDMENT OF BYLAWS

Bylaws may be amended in the manner specified by the division articles of incorporation which state that:

“Bylaws not in conflict with the laws of Minnesota or the Articles of Incorporation and Bylaws of the Izaak Walton League of America governing all the business affairs, transactions, conduct and policies of this Corporation may be adopted or amended by a two-thirds vote at the State Convention of the Corporation or at any special meeting duly called for that purpose.”

(Amended 1985, 1991, April 1992, September 1992, 1994, April 1997, April 2000, April 2002, May 2005, April 2014, April 2018)