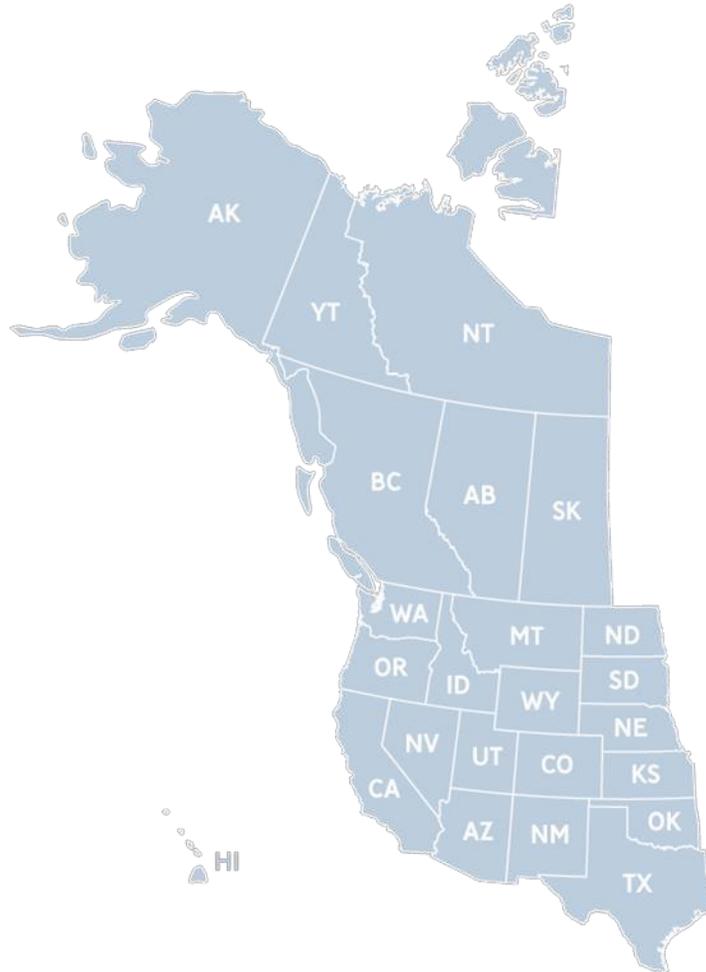


CONSTITUTION AND BYLAWS



WESTERN ASSOCIATION OF FISH AND WILDLIFE AGENCIES

AS AMENDED JULY 16, 2019

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ARTICLE I: PURPOSE AND OBJECTIVES

Section 1: Name

The name of the Association shall be the Western Association of Fish and Wildlife Agencies.

Section 2: Purpose

The Association's purpose shall be to advance collaborative, proactive, science-based fish and wildlife conservation and management across the West.

Section 3: Objectives

The Association shall be organized and operated exclusively to promote the preservation of natural resources and for other charitable and educational purposes within the meaning of 501(c)(4) of the U.S. Internal Revenue Code.

The objectives of the Association shall be:

- (a) To advocate for the authorities and jurisdictional responsibilities of member agencies.
- (b) To support multi-jurisdictional and landscape-scale fish and wildlife conservation and research initiatives.
- (c) To consult with, and make recommendations to, the federal fish and wildlife and public land agencies to ensure that fish and wildlife management programs involving federal aid serve the best interests of the western states.
- (d) To facilitate effective partnerships and communication among members and with a broader community.
- (e) To serve as a clearinghouse for the exchange of ideas concerning fish and wildlife management and research techniques.

ARTICLE II: MEMBERSHIP

Section 1: Member Agencies

The membership shall consist of the game and fish commissioners, or their equivalents, and the chief executive officers of the fish and game departments, or their equivalents, of the States of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Kansas, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oklahoma, Oregon, South Dakota, Texas, Utah, Washington and Wyoming, of the Provinces of British Columbia, Alberta, Saskatchewan, and the Yukon and the Northwest Territories. Such individuals shall be hereinafter referred to as "members" and the agencies they represent as "member agencies."

The chief executive officers, or their equivalents, from these state agencies and Canadian provinces shall constitute the Board of Directors (Board). Member agencies shall receive a copy of all proceedings, meeting minutes, resolutions, and any other similar document of the Association.

Section 2: Termination of Membership

Membership in the Association of an individual shall terminate upon the expiration of the member's term of office as a game and fish commissioner or administrator.

Section 3: Contributing Members

A nongovernmental organization, institution, foundation, society, corporation, or person that supports the objectives of the Association may become a contributing member upon application to and approval of the Executive Committee and payment of annual dues. Contributing members shall receive one copy of the annual transactions and shall have all the privileges of the Association except that of voting when a vote by official member agency representatives is requested.

ARTICLE III: BOARD OFFICERS AND ELECTIONS

Section 1: Officers

A President and a Vice President shall be elected each year from the Board during the annual meeting. Each officer shall serve for a period of one year and until a successor is elected. If the President or Vice President separates from a member agency while serving as an Association officer, their replacement in a member agency shall serve for the remainder of their term.

Section 2: Nominations

Nominations for office in the Association shall be made by the Nomination Committee.

Section 3: Elections

Officers shall be elected by majority vote of the Board members or their proxies.

ARTICLE IV: CONDUCT OF MEETINGS

Section 1: Annual Meetings

Meetings shall be held annually at the place selected by the majority vote of the member agencies upon recommendation of the Executive Committee. The annual meeting shall be held during the month of July. Business meetings shall be held during July and January. If conditions warrant changing the time and place of the annual meetings, such a change will be made by majority vote of the Board by mail or email ballot. The ballot shall be prepared and mailed or emailed to the Board by the Executive Director upon recommendation of the Executive Committee and to be counted must be received by the Executive Director within thirty (30) days from the date of mailing.

Section 2: Special Meetings

Special meetings shall be held on call of the President subject to the approval of two-thirds of the Board. Such approval shall be indicated by ballot mailed or emailed to the Executive Director within thirty (30) days after notification.

Section 3: Voting

Each member of the Board shall be entitled to one (1) vote. Except as otherwise provided, all voting shall be by voice. The vote on resolutions shall be by acclamation unless a poll vote is requested by a member of the Board. Except as otherwise provided, the majority vote shall rule.

Section 4: Quorum of Members

A simple majority of the Board members shall constitute a quorum.

ARTICLE V: DUES AND FEES

Section 1: Annual Dues

The annual dues for each U.S. member agency, each Non-U.S. member agency, and each contributing member shall be determined by a vote of the Board and based upon a recommendation from the Executive Committee.

Section 2: Registration Fees

There shall be a registration fee for all adult persons participating in the general or technical sessions of the Association. The amount of the registration fee shall be determined by the Executive Committee.

Section 3: Payment of Membership Dues

Notice shall be mailed or emailed by the Executive Director to each Board member and each contributing member before October 1 of each year stating that annual dues are payable.

ARTICLE VI: COMMITTEES

Section 1: Types of Committee

There shall be two kinds of committees:

1. Permanent - which shall serve during each annual or special meeting; and
2. Other.

Section 2: Committee Appointments

The President shall appoint all committee members and chairs, unless otherwise noted. Committee appointments shall serve concurrently with the term of the appointing President, unless a different term is specified.

Section 3: Permanent Committees

- (1) A Commissioners' Committee shall be chaired by a member of the host state commission. The Commissioners' Committee shall facilitate ongoing communications among commissioners from member agencies as well as the contribution of commissioners to the objectives of the Association as stated in Section 2 of Article I of the Bylaws.

The following permanent committees shall be appointed by the President and affirmed by the Board to serve at each regular meeting and shall serve until its adjournment:

- (2) The Nomination Committee shall be composed of three members from the Board. The purpose of the Nomination Committee shall be to recommend candidates for elected offices each year at the annual meeting.
- (3) The Budget, Finance, and Compliance Committee shall be composed of three members from the Board. The purpose of the Budget, Finance, and Compliance Committee shall be to oversee the stewardship of the Association's financial resources.
- (4) The Executive Committee shall be composed of the President, who shall serve as Committee Chair, the Vice President, the Chair of the Budget, Finance, and Compliance Committee, and four other at-large members who shall be appointed by the President. The Executive Committee is authorized to make decisions during the interim between business sessions as are necessary for the orderly conduct of the Association's business. All decisions by the Executive Committee shall be reported to the Board within 7 days of the decision.

Section 4: Other Committees

The President shall have the authority to create and dissolve other committees, name their officers and membership, and describe their functions, duties, and responsibilities consistent with the Constitution, Bylaws, and Rules of Order of the Association.

ARTICLE VII: STAFFING

The Association may employ an Executive Director who shall manage and be accountable for the operations of the Association. The Executive Director may employ and supervise such staff as maybe necessary to carry out the functions of the association.

ARTICLE VIII: AMENDMENTS TO THE CONSTITUTION, BYLAWS, AND RULES OF ORDER

The Constitution, Bylaws, and Rules of Order of the Association can be amended at any business meeting by two-thirds vote of the Board. The proposed amendments shall be submitted to the Executive Director in writing at least thirty (30) days prior to the date of

the meeting at which the proposed amendment is to be considered. Upon receipt in writing of a proposed amendment, the Executive Director shall mail or email a copy of said proposal to each member agency at least twenty (20) days prior to the date of the meeting at which the amendment is to be considered.

ARTICLE IX: DISSOLUTION OF THE ASSOCIATION

Section 1: General

The Association may be dissolved by majority vote of the Board at any annual meeting provided that written notice of such a vote shall be sent each member agency at least thirty (30) days prior to the annual meeting.

Section 2: Liquidation of Assets

Upon dissolution, the capital assets of the Association shall be liquidated by the Executive Director and each member agency shall be furnished an equal share of the liquidated assets. The member agencies shall use these liquidated assets for the exclusive purpose of conservation of natural resources and for other charitable and educational purposes within the meaning of 501(c)(4) of the U.S. Internal Revenue Code.

ARTICLE X: RULES OF ORDER

Except as otherwise provided, all business of the Association shall be conducted in accordance with Roberts Rules of Order-Revised.

— WAFWA —

WESTERN ASSOCIATION OF FISH AND WILDLIFE AGENCIES

CONSTITUTION AND BYLAWS

Adopted June 16, 1945
Amended June 17, 1952
Amended June 25, 1958
Amended July 18, 1962
Amended July 15, 1966
Amended July 20, 1967
Amended July 16, 1970
Amended July 13, 1977
Amended July 26, 1979
Amended January 1, 1981
Amended July 22, 1982
Amended January 20, 1985
Amended July 18, 1985
Amended July 7, 1989
Amended January 5, 1991
Amended January 9, 1993
Amended January 8, 1994
Amended July 12, 2000
Amended January 6, 2001
Amended July 18, 2001
Amended July 16, 2002
Amended January 5, 2003
Amended July 29, 2004
Amended January 5, 2008
Amended July 15, 2009
Amended January 8, 2011
Amended January 7, 2018
Amended July 16, 2019