

# **Quail and Upland Wildlife Federation, Inc. <sup>TM</sup>**

## **Bylaws and Charter**

### **Charter of the**

Santa Clarita Valley Chapter of Quail and Upland Wildlife Federation, Inc.<sup>TM</sup>.

### **Article I Name, Area, and Affiliation**

#### **Section 1 – Name**

The name of this Chapter shall be the Santa Clarita Valley Chapter of the Quail and Upland Wildlife Federation, Inc. <sup>TM</sup> (Hereafter referred to as the Chapter).

#### **Section 2 – Area**

The Chapter shall have as its general area of organization the Santa Clarita Valley and surrounding areas, in the state of California.

#### **Section 3 – Criteria for Affiliation**

The Chapter shall conform to the Bylaws and Policy Manual, policies and procedures as adopted by the Quail and Upland Wildlife Federation, Inc. <sup>TM</sup> Board of Directors.

#### **Section 4 – Authority of the Quail Upland Wildlife Federation, Inc. <sup>TM</sup>**

The Chapter is affiliated with and subject to the general supervision or control of the Quail and Upland Wildlife Federation, Inc. <sup>TM</sup> (QUWF) and has the same accounting period. The Chapter authorizes QUWF to include it within its group tax exemption and to sign and file an application for an employer identification number (EIN) with the Internal Revenue Service. The Chapter is not and shall not be a private foundation. It is governed under the regulations of the 501(c)(3) rules of the Internal Revenue Service and the non-profit state regulation as applicable.

### **Article II Purpose**

**Section 1** – The Chapter is organized exclusively for charitable, educational and scientific purposes within the meaning of the 501(c)(3) of the Internal Revenue Code and is subject to those exempt purposes.

Clause A) Promote the conservation, preservation, management, habitat development and other activities relating to the various species of quail, dove, upland birds, and upland wildlife species in the local, regional and national habitat landscapes.

Clause B) Raise funds through grants, banquets, dinners, auctions and other activities in order to assist the California Dept. of Fish and Wildlife; wildlife, agriculture, extension and research units; colleges, universities, and other

qualified organizations to conduct and promote wildlife habitat development and management and other meaningful programs for the conservation, enhancement, and propagation of wild quail and upland wildlife. Conduct or assist youth information and/or educational programs at the local, state, or national level. Assist state agencies in establishing more youth and women's outdoor events and shoots.

Clause C) Contribute to the welfare of upland wildlife populations and their habitat and in so doing provide benefits to many other forms of wildlife in our local area through and with Chapter projects.

Clause D) Promote the best conservation interests of conservationist / hunter / Landowner relationships, good sportsmanship, and preserve the best conservation traditions of hunting being good stewards of the land.

### **Article III Chapter Year**

**Section 1** – The Chapter operating and fiscal year shall be Jan. 1<sup>st</sup> thru December 31<sup>st</sup>, as its fiscal year from the beginning and end.

Clause A) The initial chapter year will begin from the time the Charter has been accepted by the chapter.

1. For the Charter to be accepted, it must be signed by the Chairman, Vice Chairman, Secretary, and Treasurer.
2. The charter will be automatically renewed each year.
3. Chapter is subject to dissolution if said:
  - a. Banquet or Large fundraiser is not held once a year.
  - b. Chapter does not include a membership either in the banquet ticket price at its primary fundraiser event or if 100% of its membership has not been renewed, with an additional 15% increase in membership, 60 days prior to the banquet date.
  - c. Chapter fails to accurately and completely report revenue and expenses for the annual banquet. The chapter must include all expense receipts (originals) and revenue records with its banquet report from all income events at the chapter to include but not limited to; ticket sales, sponsors, raffles, live auction, silent auction, games, etc.
  - d. Failure to submit fundraiser report and membership roster to national within 10 days of the date of the event.
  - e. Inappropriate use of chapter funds and failure to use chapter funds for the benefit of wildlife, youth, research and etc. annually.

Clause B) All reports to national office must be submitted with 10 days from date of the fundraiser.

#### **Article IV Dissolution**

Clause A) Upon dissolution of the chapter, the regional director shall transfer all assets, accrued income and other properties to the State Council, or national office, if there is not state council, to be held in escrow.

Clause B) Said assets will be held for a maximum of two years from the date of dissolution fro distribution to another chapter in accordance with 501(c)(3) regulations.

Another chapter may be established in approximately the same geographic area. If another chapter is not established, the state council may distribute the assets to other chapters or the state council in the dissolved chapter's geographical area.

#### **Article V Chapter Board of Directors**

The Board of Directors, hereafter referred to as the Board, shall consist of ten voting members (except as noted in Article 5, Section 5). The Board may also have members who will have non-voting rights, but who will be able to participate in the discussions. All board members shall be current paid members of the organization. The Executive Board members shall have exclusive voting rights on issues that affect the Four Executive Board Members, as identified below.

##### **Section 1 – General Powers**

The business and affairs of the Chapter shall be managed by the Board.

##### **Section 2 – Election and Term**

The Board members shall serve in staggered terms such that new Directors are elected each year. Odd numbered years will be Chapter Chairman and Secretary Even numbered years will be Vice Chairman, Treasurer, and Board Member at Large. If a Board member is elected to an off year position then the vacancy will be filled by Article 6 Section 1.

##### **Section 3 – Meetings**

Meetings of the Board shall be on a regular basis, but in no event less than four times per year. No written notice need be given.

##### **Section 4 – Quorum**

Five members shall constitute a quorum for the transaction of business at any special meeting of the Board.

## **Section 5 – Voting**

A majority vote will be necessary to pass business and affairs of the Board. Only members of the Board shall be eligible to vote.

## **Section 6 – Meeting Rules**

- a) Meeting attendance records will be kept by the Chapter Secretary. It is the responsibility of the member to insure they have "signed in" on the official attendance document at each meeting to insure meeting attendance credit.
- b) All meetings of the Board are closed to regular chapter member unless preapproved by the Chairman.
- c) The rules contained in the latest revision of Robert's Rules of Order as adopted and approved by the Board shall govern all meetings in all cases to which they are applicable.

## **Article VI Officers and Duties**

**Section 1** - The Board of Directors of this Chapter shall consist of four officers. These four officers will comprise the Executive Board. The officers are Chairman, Vice Chairman, Secretary, and Treasurer. There will be one Board Member At Large as elected by the general membership. All terms are for two years. An additional five non-elected members of the Board shall consist of the Habitat Coordinator, Marketing Coordinator, Membership Coordinator, Youth Coordinator, and the preceding Past Chairman. The five non-elected positions are voluntary positions, and re subject to approval by the Board.

Clause A) Chairman -The chairman will be the chief officer of the Chapter. His duties will include presiding at regular meetings, and officers' meetings, appointing committee chairmen and committee members for various activities of the Chapter, and administering and supervising the financial affairs and activities of the Chapter. The chair will also be the primary source of 501(c) (3) compliance and knowledge for the chapter.

Clause B) Vice-Chairman -The vice-chairman shall act as chairman in the absence of the chairman. Other duties shall include serving as committee chairman of the fundraising banquet, appointing committees for same, and representing the Chapter to other organizations as ambassador. The vice chair will be the primary source for current Roberts Rules of Order compliance for the chapter.

Clause C) Secretary -The secretary shall keep all documents and records of the chapter and shall record the minutes of all meetings of the board and regular membership in proper written form. The secretary shall provide the officers copies of all regular and board minutes within 5 days of the meeting date. In the absence of the secretary at meetings, the chairman shall appoint a temporary

secretary to record the minutes. The secretary shall give notice, if required, of the meetings of the Board of Directors and regular membership meetings

Clause D) Treasurer - The Treasurer shall maintain the financial records of the Chapter, which shall be open to inspection by the National Office, Regional Director, members of the Board, or any regular member. The Treasurer shall receive all monies and deposit said monies in a bank account in the name of the Chapter, and shall disburse all monies that have been approved by the Board and are due and payable. In addition the Treasurer shall be prepared to present a financial report at each meeting of the Board or general membership. All expenses shall be accompanied by an expense reported as adopted by the board.

1. One signature is required on all disbursements upon presentation of the original invoice or receipt.
2. Those Board members requiring a signature authority shall be established by the newly elected Board at the beginning of each new term.
3. All monies received, either from the National Office or from any other source, shall be deposited as follows: 38% to the Habitat Fund, 37% to the Youth Fund, and 25% to the General Fund. All monies donated to the Chapter for a specific use or activity shall be deposited as set forth by the donor.

Clause E) Board Member at Large - One Person elected from the general membership, who is not an officer, shall fill the position of Board Member At Large. The duties of the Board Member At Large are to act as a liaison between the general membership and the Board on any matters that may concern the Board, the membership or any individual member.

Clause F) Habitat Coordinator - The Habitat Coordinator shall be responsible for the administration and operation of the Chapter's Habitat Program, and shall be the primary contact for State, Federal, and private resource Agencies.

Clause G) Marketing Coordinator – The Marketing coordinator shall be responsible for organizing fund raising activities for the chapter.

Clause H) Membership Coordinator - The Membership Coordinator shall be responsible for maintaining the Chapter's membership roster. They will interface with Quail and Upland Wildlife Federation, Inc<sup>TM</sup> National Office on any matters that relate to membership of the Chapter and for notifying members when their membership is due for renewal.

Clause I) Youth Coordinator - The Youth Coordinator shall be responsible for the activities of the junior members of the Chapter. They may, at their discretion, delegate, or appoint additional Chapter members as assistants in support of the Chapter's Youth Program.

Clause J) Preceding Past Chairman - The current Chairman shall automatically fill the position as Preceding Past Chairman upon installation of the newly elected Board at the beginning of a new term. In the event the Chairman is elected to a new term and/or position on the Board, this position may be filled by an additional Board Member at Large at the discretion of the Board.

## **Article VII Committees**

To be utilized as necessary.

### **Section 1: Habitat**

Each chapter is encouraged to create a habitat or conservation committee to guide the chapter in upland game habitat improvement projects and to coordinate chapter activities with regard to habitat projects they may undertake. This may include equipment availability from all sources, other coop programs such as NRCS, FSA or state cost share. Farmers, landowners or others with land management expertise should be selected for this committee. A local biologist or individual familiar with wildlife habitat management practices would be an excellent technical advisor to this committee. The chapter's regional director should be advised of all habitat projects. All reporting of habitat projects is coordinated nationally through the National Habitat Coordinator: Betty Richardson, 868 Road 290, Americus, KS 66835.

### **Section 2. Youth and Outreach**

Those chapters choosing to devote time and money to youth programs should create a youth committee. The youth committee should consist of those interested in setting up youth programs (i.e. Covey Kids camps, youth education of the outdoors). All reporting and design of youth projects are coordinated through Regional Director and shall be reported to the Chapter Development Department at National Headquarters.

### **Section 3: National Nomination**

National Nomination Committee: The voting 12 member National Board of Directors of the Quail and Upland Wildlife Federation Inc. shall be made up of six (6) directors nominated from and elected by the general membership for 3 year terms. As these positions come up for consideration, the state chairman will notify all state chapters to activate its National Nominations Committee and submit a candidate for the Board of Directors to the state council. The State Council will review all submitted candidates, their resume's and select one to go to the State Chairman's selection committee. The State Chairman will select eight (8) potential candidates that will be placed on a national ballot form for all members to vote on in the fall of the election year. Depending on the number of seats open, up to six (6) directors could be voted upon by the general membership. All terms will begin January 1, after the membership vote.

## **ARTICLE X MISCELLANEOUS**

### **Section 1 -Vacancies**

If any vacancy shall occur among the chapter directors or officers, said vacancy shall be filled by a majority vote of the respective members of the board and officers. Said director or officer so elected shall serve the remainder of the term vacated.

### **Section 2 -Removal**

The Chapter Board of Directors may remove any director upon a two-thirds (2/3) vote of the board.

### **Section 3 – Chapter Nominating Committee**

The Chairman shall appoint 3 members to a nominating committee each year for the purpose of nominating persons for the positions open. The Nominating Committee shall take the nominations to the membership as a whole at the February meeting. No person shall accept nomination for more than one of the offices listed in Article 5. A person shall be deemed a qualified member if that person has:

- been a member in good standing of the Santa Clarita Valley Chapter - FC14 for two consecutive years preceding the elections
- Has held a volunteer coordinator position. The Nominating Committee may waive this requirement if determines such volunteer positions were not available during the past 12 months.
- has attended a minimum of eight regular membership meetings in the twelve months prior to nomination
- Has demonstrated active involvement in chapter activities. No member shall be deemed "qualified" to hold the office of Chairman unless they have successfully served at least one term in one of the other elected Board positions. No member shall be deemed "qualified" to run for the office of Treasurer without a working knowledge of Quick Books and a background in general accounting principles.

### **Section 4 - Elections**

The general election of the new officers of the Chapter shall be held in March at the regular meeting of the membership. Elections shall be conducted by general acclamation. In the event that there is more than one person running for an office, then a written, mail in vote will be used to determine the winner.

## **Section 5 – Amendments to the Chapter Charter or Bylaws**

The Bylaws of this Chapter may be amended by two-thirds vote of the Board of Directors. Submission of any proposed amendment change must be given to the Board a minimum of thirty days prior to said vote. Members may submit proposed by-law changes in writing to the Board Member at Large or request approval by the Chairman (Article 4 Section 6) to attend the next scheduled board meeting to explain their request. The board will hear the suggestion and act during normal closed session. Any changes made to the by-laws will be communicated to the Chapter membership at the next scheduled meeting after the adoption of the changes. All amendments must then be approved by the QUWF President and Chapter Development Staff.

## **Section 6 -Conformance**

No amendment to this charter or by laws shall be enacted which results in conflict with the Bylaws, policies, or procedures as established by QUWF or in conflict with any provision of the 501(c)(3) rules and regulations.

## **Article XI - National Dissolution**

In the unlikely event that the national organization shall be dissolved, full compliance with the provisions of the 501(c)(3) regulations will be adhered to by all chapters.

### **Section 1 Chapter Revenues:**

(a) In the event of national dissolution any funds due the national headquarters as part of these bylaws and operating procedures will be sent in an expeditious manner, agreeing that all portions to be normally retained by the chapter are the chapter's revenues and if national dissolves for any reason, shall remain the chapter's who will comply with the 501(c)(3) requirements.

### **Section 2 Chapter Equipment:**

(a) In the event of national dissolution it is hereby stated that any equipment acquired by the chapter in support of its non-profit mission for habitat and wildlife restoration, shall remain the chapter's if national dissolves for any reason, and shall remain the chapters who will comply with the 501(c)(3) requirements. All equipment must, however, be reported to the National Habitat Coordinator at the time of acquisition, and on a yearly inventory. **Betty Richardson, 868 Road 290, Americus, KS 66835.**

## **Article XII - State Council:**

After two or more state chapters are formed a state council shall be elected, and a state chairman nominated. The state council may consist of up to four (4) officers, chairman, vice chairman, treasurer and secretary with the Regional Director. If the state council decides to adopt a set of bylaws, they must be submitted to the Quail and Upland Wildlife Federation, Inc. President and chapter development staff for review and approval. No bylaws or amendment to said charter or by laws shall be enacted which results in conflict with the Bylaws, policies, or procedures as established by QUWF or in conflict with any provision of the 501(c)(3) rules and regulations.

All revenues generated by state council activities must be exclusively used for the benefit of the state chapters towards the organization's mission. If less than two chapters exist in a state, the Regional Director shall appoint a state representative until two are established.

## **Article XIII - Association of State Chairman:**

State Chairman may elect to form a group of all elected state's chairman, the "Association of State Chairman of the Quail and Upland Wildlife Federation, Inc.<sup>TM</sup>".