

**OREGON CHAPTER OF
THE FOUNDATION FOR NORTH AMERICAN WILD SHEEP
BYLAWS**

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ARTICLE 1

Section 1: Primary Purposes and Objectives.

The primary purposes and objectives of the Oregon Chapter of the Foundation for North American Wild Sheep, herein referred to OR-FNAWS are:

- a.** To promote and enhance increasing populations of indigenous wild sheep in Oregon.
- b.** To inform and educate the people of Oregon, concerning North American wild sheep, their habitat, health, population and densities, relocation and general welfare.
- c.** To promote the professional management of wild sheep in order to augment the number and size of game herds, such professional management to include the use of regulated hunting as a legitimate tool of conservation and game management, to achieve optimum populations of such indigenous species wherever possible throughout Oregon and to safeguard against the decline or extinction of any such indigenous species.
- d.** To protect, defend and preserve the lawful right and privilege of recreational hunting through education of mainstream Oregonians as to the conservation benefits of lawful hunting, and to vigorously respond in a positive manner to those anti-hunting individuals and groups who strive, either legally or unlawfully, to prohibit this legitimate recreation, recognizing that well-regulated hunting season, in a managed environment, is a viable, effective and practical tool of wise and efficient wildlife management that will assure a rational use of the earth's renewable resources and control the sustainable use of such resources by limiting overgrowth of dense game populations of abundant species.
- e.** To encourage all men and women hunters in Oregon to be responsible conservationists who harvest animals humanely and utilize their meat without waste, while hunting under conditions of fair chase and good sportsmanship.

Section 2: Secondary Purposes and Objectives.

The secondary Purpose and Objectives of OR-FNAWS are to:

- a. Extend the primary purposes and objectives to other areas in North America in support of the Wild Sheep Foundation, hereinafter referred to as National WSF.
- b. Expand the primary purposes to include other indigenous wildlife upon approval by the Board.

ARTICLE II

Section 1: Definition.

OR-FNAWS shall have no members as that term is defined by Oregon Revised Statutes (ORS) Chapter 65 but shall have members for other purposes. These members shall have none of the rights or duties described in ORS Chapter 65 (or any corresponding future statute).

Section 2: Dues-Paying Members.

Membership in OR-FNAWS shall be open to all persons or organizations that subscribe to the purposes and objectives of OR-FNAWS as stated in Article 1.

- a. There shall be one class of paid members that may consist of Founding Members, Regular Members, Family Members, Life Members, or other members as fixed by the Board of Directors, herein referred to as the Board.
- b. Businesses and organizations whom subscribe to the purposes and objectives of OR-FNAWS as stated in Article I may be yearly members at current rate or one designated by the Board.
- c. Life Memberships shall be for individuals only.

Section 3: Voting Power.

Members shall have no voting power in the affairs and business of OR-FNAWS except as specifically identified in Article IV, Section 4(b).

ARTICLE III

Section 1: Duties.

- a. The affairs of OR-FNAWS shall be managed by the Board.
- b. The Board shall elect Officers pursuant to Article VI. The Board may also appoint an Executive Director, Office Manager, Legal Counsel, Auditor, Accountant, and such other staff and professional assistance as in its collective wisdom seems necessary or appropriate.

Section 2: Number of Directors.

The Board shall consist of twenty-one (21) members in good standing.

Section 3: Term of Office.

- a. The term of office for Directors shall be two (2) years. A Director may be reelected without limitation to the number of terms he or she may serve.
- b. Eleven (11) Directors shall be elected in even-numbered years and ten (10) Directors shall be elected in odd-numbered years.

Section 4: Election of Directors.

- a. Directors shall be elected at the first regular Board meeting of the calendar year.
- b. Any dues-paying member in good standing in attendance, whether or not a member of the Board, may make nominations for the open positions.
- c. Election shall be made by a majority of the dues-paying members present. There shall be no requirement that a quorum of the dues-paying members as defined in Article II, Section 2 to be present for the election of the Directors.
- d. If there are more nominees than open positions, election shall be by secret paper ballot.

Section 5: Removal of Directors.

- a. Any Director may be removed, with or without cause, by three quarters (3/4) vote of the Directors then in office.
- b. Any Director who has two (2) consecutive absences, without first advising the President or other member of the Executive Board, shall be replaced by the Board at the next meeting.

Section 6: Vacancies.

Vacancies on the Board may be filled by a majority vote of the Directors then in office. Any Director elected by the Board to fill a vacancy shall serve for the time remaining on the term of the Director being replaced.

Section 7: Quorum and Action.

- a. A quorum shall consist of a majority of the Directors then in office.
- b. If a quorum is present at a meeting, unless otherwise restricted by Bylaw or by statute, the Directors may take any authorized and legal action by a majority vote of the Directors present.

Section 8: Regular Meetings.

Regular meetings shall be held at the time and place to be determined by the Board. Notice of the time and place shall be delivered to each Director personally or by telephone, mail, electronic mail or facsimile at least fourteen (14) days before the date of the meeting.

Section 9: Special Meetings.

A special meeting may be held at any time on the call of the President or by twenty percent (20%) of the Directors. Notice of the purpose, time and place shall be delivered to each Director personally or by telephone, mail, electronic mail or facsimile at least

fourteen (14) days before the date of any such meeting.

Section 10: Meeting by Telecommunication.

- a. Any regular or special meeting may be held by telephone or telecommunications in which all Directors participating may hear each other.
- b. The requirements for advance notification and quorums shall be the same as if the meeting were held in person.
- c. No action may be taken during a meeting by telecommunication except by unanimous vote of all Directors participating in the meeting.
- d. The Secretary or, in his or her absence, another Director appointed by the President, shall make a written record of the meeting and of any action taken. Such record shall be distributed to all members of the Board within thirty (30) days.

Section 11: Action by Consent

Any action required by The Oregon Nonprofit Corporation Act to be taken at a meeting of the Directors of the Corporation, or any action which otherwise by be taken at a meeting of the Board may be taken without a meeting if all of the Directors consent in writing thereto.

Section 12: Compensation.

- a. No Officer, Director or member shall receive any salary or wages for their Board service but may be reimbursed for expenses incurred related to Board service.
- b. Any Director or employee of OR-FNAWS who does any business with OR-FNAWS in excess of two thousand dollars (\$2,000) within any calendar year, or pursuant to any contract originating with the year, shall annually file with the Secretary a written statement of all such business as to the nature and dollar value thereof. The Secretary shall transmit such statement to the Board at the next regular meeting.

ARTICLE IV

Section 1: Titles.

The Officers of this corporation shall be the President, First Vice President, Second Vice President, Secretary, and Treasurer and one at large delegate to the Executive Committee.

Section 2: Election.

The officers shall be elected by the Board at the first regular meeting of the calendar year as the first item of business following the election to fill vacancies and expiring terms.

- a. The officers shall be elected for two-year terms without limitation on the number of terms the officer may serve except that the President may not serve more than two full consecutive elected terms.
- b. If there is more than one nominee for any position, voting shall be by secret ballot and the nominee receiving the largest number of votes shall be elected.
- c. Voting shall proceed in order from President, First Vice President, Second Vice

President, Secretary and Treasurer. Any nominee not elected to a position may be nominated for any following positions.

Section 3: Duties of Officers.

- a. President:** The President shall be the Chief Executive Officer of OR-FNAWS and shall act as the Chair of the Board. The President shall appoint and may remove the chairman and members of all standing committees and may establish special or temporary committees as from time to time are required. The President shall have any other powers and duties as may be prescribed by the Board.
- b. First Vice President:** The First Vice President shall perform the duties of the President in his or her absence or at the his or her request and shall perform such other duties as requested by the President.
- c. Second Vice President:** The Second Vice President shall perform the duties of the First Vice President in his or her absence or at his or her request and shall perform such other duties as requested by the President.
- d. Secretary:** the Secretary shall be custodian of the archives and corporate records of OR-FNAWS, shall prepare the proper publications of official notices and reports, attest to the signature of the President on official notices and reports, attest to signature of the President on official contracts and other documents authorized by the Board, keep minutes of official meetings and shall perform such other duties as usually pertain to the office or as may be assigned by the Board.
- e. Treasurer:** The Treasurer shall have overall responsibility for record keeping relating to OR-FNAWS's books of account. He or she shall deposit all monies in the name of OR-FNAWS in such depositories as may be designated by the Board, insure that investments are purchased only in dollar denominated securities as approved by the Board, prepare disbursement checks for the signature of the President or First Vice President, provide statements of account at each regular Board Meeting, assist the Audit Committee appointed by the President to make an audit at the end of each fiscal year, and to perform any other duties as may be assigned by the Board.

Section 4: Vacancy and Removal.

- a.** Any Officer, Director, or Member may request removal of an officer with or without cause, at any regular or special meeting so long as notice of such request is delivered to each Director personally or by telephone, mail, electronic mail or facsimile not less than three (3) days in advance of such meeting. Provided that a quorum is present, removal shall be by a majority vote of Directors present.
- b.** In the event of a death, resignation, or removal of any Officer, the vacancy shall be filled by the Board at its next regular or special meeting.

ARTICLE V

Section 1: Executive Board.

- a.** There shall be an Executive Board consisting of the President, the First Vice President, the Second Vice President, the Secretary, the Treasurer and the immediate Past President, a non-voting member.

b. Meetings of the Executive Board:

i. Meetings of the Executive Board will be held on the call of the President, reasonable notice given.

ii. A majority of the Executive Board may demand, in writing a special meeting of the Executive Board stating the object of the proposed meeting. Notice, with time, place and purpose, of such special meeting shall be mailed to each member at least ten (10) days before the day of holding such meeting.

iii. A quorum shall consist of a simple majority of three (3) of the members of the Executive Board.

iv. An affirmative vote of a simple majority of those present shall be required to pass a motion.

v. A General Report of Action Taken shall be provided to all Board members within thirty (30) days.

vi. Any action that may be taken by the Executive Board at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed before such action by all members of the Executive Board.

c. Limitations of the Powers of the Executive Board:

The Executive Board shall exercise all powers of the Board when the Board is not in session, other than the power to:

i. Repeal or amend Bylaws or adopt new Bylaws.

ii. Fill vacancies on the Board.

iii. Remove a Director.

iv. Elect officers.

v. Amend or repeal any resolution of the Board.

vi. Purchase, sell, mortgage, or lease real property or recommend such to membership of a property and assets of the corporation other than in the usual course of its business.

vii. Formulate such policy decisions, or perform activities of such major significance as to warrant action of the full Board

viii. Cannot spend more than \$1,000 on any single item not specifically budgeted.

Section 2: Other Committees.

a. Appointment of Committees: The President shall appoint the Chairman and the members of all committees except the Audit Committee which shall be appointed by the Board. The President shall determine the size of each committee and all committee members shall serve at the pleasure of the President.

b. Composition of Committees: The Chairman of each committee shall be an elected member of the Board. Other committee members may be non-Directors if they are dues-paying members in good standing.

c. Powers of Committees: Unless specifically delegated to take action by a vote of the Board, all Committees are advisory in nature.

d. Standing Committees: OR-FNAWS shall maintain the following Standing Committees:

- i.** Banquet/Fundraising
- ii.** Projects and Grants-In-Aid
- iii.** Publications and Public Relations
- iv.** Budget
- v.** Audit

e. Special Committees: The President may appoint members to special committees as he or she deems appropriate to perform such duties and with such powers as authorized by the Board.

ARTICLE VI

Section 1: Recordkeeping and Reports

OR-FNAWS shall maintain proper records and shall promptly render such reports concerning membership, finances, affiliations, facilities and activities as may be requested from time to time by National Wild Sheep Foundation.

Section 2: Conformity.

OR-FNAWS shall comply with the requests of the Board of Directors of the Wild Sheep Foundation in matters where conformance to the National WSF's bylaws or established policies is required to achieve uniformity, or to avert working at cross purposes or in counter productive manner with National WSF.

ARTICLE VII

OR-FNAWS shall indemnify its Officers and Directors to the fullest extent allowed by Oregon Law.

ARTICLE VIII

At all meetings of the Board or other committees of OR-FNAWS, each person entitled to vote shall have a right to cast one vote on each question presented, which vote shall be cast personally and not by proxy. This prohibition shall not be construed to prevent Directors from conducting telephone conferences, pursuant to Article V, Section 3.

ARTICLE IX

Neither OR-FNAWS nor its Officers, Directors, members, employees, agents or representatives, acting on behalf of OR-FNAWS shall make any contribution to any political party or candidate. Donations may be made to issue campaigns only if they

further the stated purposes of OR-FNAWS; the amount of any such contribution must be nominal.

ARTICLE X

These Bylaws may be amended or replaced with restated Bylaws by the Board of Directors by a majority vote of Directors present, if a quorum is present. Prior to adoption of the amendment or restatement, each Director shall be given at least thirty (30) days' notice in person or by mail, electronic mail or facsimile of the date, time and place of the meeting at which the amendment or restatement is to be considered, and the notice shall state that the purpose of the meeting is to consider a proposed amendment or restatement of the Bylaws and shall contain a copy or. Summary of the proposed changes. There shall be no requirement for a quorum of the membership to be present for the vote to approve the amendments or restatement of the Bylaws.

ARTICLE XI

Upon liquidation, dissolution, or abandonment of OR-FNAWS, all of the property and assets of OR-FNAWS shall be transferred or conveyed by way of gift to one or more domestic corporations, foundations, association, societies, or organizations exempt from federal and state income and property taxation and engaged in activities substantially similar to those of OR-FNAWS, all in accordance with the laws of the State of Oregon relating to the liquidation, dissolution, or abandonment of the corporation. In no event shall any properties or assets of OR-FNAWS be conveyed or transferred to any individual upon the liquidation dissolution or abandonment of the corporation, except for good and valuable consideration at a fair market value, and upon competitive bid.

Bylaws of Oregon Chapter of the Foundation for North American Wild Sheep are hereby adopted and made effective 6th day of March 1999, amended this 13th day of January 2001, amended this 11th day of January 2003, restated this 24th day of January 2004 and amended this 11th day of January 2020.