

# **CONSERVATION FEDERATION OF MISSOURI**

## **BYLAWS**

**As Amended and Approved by the Membership  
January 10, 2009**

**Conservation Federation of Missouri  
Bylaws Index**

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# CONSERVATION FEDERATION OF MISSOURI

## Article I

### Members

#### Section 1 - Classes of Membership

There shall be four categories of membership in the Federation---a) regular member, b) affiliated club member, c) lifetime member, and d) corporate member.

- a) Individuals, families, and youths interested in the restoration, wise use, conservation and scientific management of wildlife and other natural resources who apply for a membership of a non-affiliate nature shall be enrolled as CFM regular members.
- b) Conservation clubs, associations, societies and other organizations composed of members which are interested in the restoration, wise use, conservation and scientific management of wildlife and other natural resources shall be enrolled as club affiliates, and their members shall be known as CFM affiliated club members.
- c) Individuals who pay the designated fee will be enrolled as a CFM Lifetime member.
- d) Corporations and/or Businesses who pay the designated fee will be enrolled as a CFM Corporate member.

#### Section 2 - Eligibility and Application for Membership

Any person, partnership, corporation, or organization having an interest in the objectives of the Federation shall be eligible for membership. All applications shall be accepted unless the Board or Executive Committee finds cause for rejection of membership.

#### Section 3 - Dues

- a) Regular members' dues shall be paid directly to the Federation with the amount designated by the Board of Directors for all such memberships. Regular members shall be considered in good standing if he or she has paid membership dues by the anniversary date of joining the Federation.
- b) Affiliated club membership dues shall be paid to the Federation for all members of each affiliate organization, with the amount to be set by the Board for all such memberships. Affiliated club members shall be considered in good standing if the affiliated club has paid its membership dues by the anniversary date of joining the Federation.
- c) Life members' dues shall be paid directly to the Federation with the amount designated by the Board of Directors for all such memberships.
- d) Corporate members' dues shall be paid directly to the Federation with the amount designated by the Board of Directors for all such memberships. Corporate members shall be considered in good standing if they have paid membership dues by the anniversary date of joining the Federation.

e) CFM regular members, CFM affiliated clubs and CFM corporate members who fail to pay such dues as are necessary to remain current shall be considered no longer in good standing and shall have all privileges revoked.

f) No assessments shall be levied upon the members of this Federation by the Board.

#### Section 4 - Membership Requirements

The Board of Directors of the Federation may establish specific requirements for continued membership in the Federation.

#### Section 5 - Disciplinary Procedures

It is expected that members of the Federation will be of honorable character and reputation and will conduct themselves at Federation functions and meetings and elsewhere than in a meeting, according to the highest of ethical standards. Offenses occurring in a meeting and those occurring elsewhere than in a meeting will be addressed by following the procedures outlined in the parliamentary authority as adopted by the Federation (*Robert's Rules of Order, Newly Revised, 10<sup>th</sup> Edition*) and may be cause for removal of the member.

#### Section 6 - Resignation from Membership

Any member desiring to resign from the Federation shall submit his/her resignation in writing to the Secretary, who shall present it to the Board of Directors for action.

### Article II

#### Officers and Duties

##### Section 1 - Officers

a) The officers of the Federation shall be a president, first vice president, second vice president, secretary and treasurer. The duties of the Federation officers shall be the duties as prescribed in the bylaws and by the parliamentary authority. The duties shall also include such other responsibilities applicable to the office as described by the parliamentary authority adopted by the Federation. (*Chpt. XV, Section 47*)

b) The President shall preside at all meetings of the Federation, the Board, and the Executive Committee and shall be a member of all committees except the Nominating Committee.

c) The Vice Presidents, in their designated order, shall perform the duties of the President in the case of his/her absence, or in the event of his/her failure or inability to act. It shall be specifically the duty of the First and Second Vice Presidents to serve on the Ways and Means Committee and to actively engage in the raising of funds for the Federation.

d) The Secretary shall require that prior notification of open meetings be sent to the appropriate Federation members. He/she will require that a record be kept of all meetings of the Federation.

e) The Treasurer shall be responsible for the accounts, collecting dues and membership payments, making payments when and in the manner authorized by the Board, and shall have charge of all funds

of the Federation. He/she shall give bond with a reliable surety company in the sum of not less than one hundred thousand dollars, the cost of which bond shall be paid by the Federation. All checks written on the Federation shall be signed by any two of the following approved signers: President, First Vice President, Second Vice President, Secretary, Treasurer, Executive Director, or other individual designated by the Executive Committee.

f) All officers shall be regular members of the Conservation Federation of Missouri.

### Section 2 - Nominations and Elections of Officers

At alternate Annual Conventions of the Federation, delegates shall elect from the entire state membership by viva-voce election procedures: a President, a First Vice President, a Second Vice President, Secretary and Treasurer. Said officers shall be ex-officio members of the Board and shall not occupy any other position on the Board, except as provided by Article II, Section 1, Officers. The Nominations Committee shall report at the second regular Board Meeting after the Annual Convention its candidates for those officers to be elected at the Annual Convention. These nominations shall be published in the last issue of *Missouri Wildlife* preceding the Annual Convention. Nominations from the floor of the Annual Convention shall be in order until no further nominations are presented and nominations are closed. Election to office becomes final, and the officer-elect takes possession of his/her office following the close of the Annual Convention where elected.

### Section 3 - Eligibility

The Federation's Board of Directors may establish eligibility requirements that candidates must meet.

### Section 4 - Term of Office

Each officer shall serve a two-year term ending at the close of the Annual Convention or until his/her successor is duly elected and qualified for office.

### Section 5 - Removal from Office

The Federation membership may suspend or remove a member from office following disciplinary review procedures for rescinding, repealing or annulling membership as outlined in the parliamentary authority.

### Section 6 - Vacancies

The Federation membership must be notified promptly of any vacancies in the officer positions. The Nominations Committee shall determine, within their authority for standard elections, a candidate to fill the vacancy who shall be elected by vote of the membership.

## Article III

### Meetings of the Membership

#### Section 1 - Meeting Days

The Federation shall hold one business meeting of the membership each year called the Annual Convention of the Federation, the time and place of which shall be determined by the Board.

### Section 2 - Quorum

A majority of delegates who have been properly registered as attending the Annual Convention shall constitute a quorum at any Annual Convention of members.

### Section 3- Delegates to the Convention

- a) Member affiliate clubs shall be entitled to representation at all meetings during the Annual Convention by as many delegates as they desire. All delegates must be properly registered before they will be entitled to attend committee or membership meetings and entitled to vote on issues before the convention. Any organization affiliating with this Federation less than sixty days prior to any Annual Convention of the Federation shall not be allowed to vote at such meeting. Any affiliate, which discontinues its affiliation with this Federation and is later reinstated, shall be considered a new organization and the sixty-day provision shall apply.
- b) One delegate from each affiliated club may be designated by the club as the club's official voting delegate and said designation shall be certified in writing by an officer of the affiliate prior to the opening session. Affiliates may designate a first, second or third alternate voting delegate, if it is deemed advisable by the affiliate, who shall be certified in writing by a club officer prior to the opening session. For the purpose of roll call voting on any matter at the annual convention, voting delegates may cast all the votes of members of their delegation present during debate who are properly registered and who have been officially polled. The voting delegate shall certify delegation roll-call votes 'for' and 'against' in writing to the chair.
- c) Regular members, when properly registered at the Annual Convention, shall be considered delegates-at-large and are entitled to cast one vote on issues before the convention.
- d) Any questions as to the number of votes to which an affiliate club shall be entitled shall be referred to the Credentials, Elections and Membership Committee for a determination of findings.

### Section 4 - Special Meetings

Special meetings of the members of the Federation may be called at any time by the President with the approval of the Board or shall be called by the President when requested to do so in writing by not less than fifty members of the Federation representing not less than five affiliated clubs in good standing. A majority of delegates who have been registered as attending shall constitute a quorum at any special meeting of members. Notices of all special meetings of the Federation shall be mailed to all members at least ten (10) days before the holding of such meeting. Such notice shall contain accurate information on the purposes for which such special meeting has been called and no other topic may be considered.

### Section 5 - Cancellation of the Annual Convention

Notification of cancellation of the Annual Convention shall be sent by mail no less than ten days prior to the meeting. In the event that there is not enough time to notify members by mail, Federation staff will notify the members by phone, facsimile or by electronic mail.

## Section 6 - Annual Convention Notice

Notices of the Annual Convention of the Federation shall be mailed to all members at least ten (10) days before the holding of such meeting.

## Section 7 - Meeting Order of Business

The order of business at the Annual Convention of members shall be according to the parliamentary authority: the reading and approval of unapproved minutes; reports of officers and standing committees; reports of special committees; special orders; unfinished business and general orders; new business.

## Section 8 - Parliamentarian

It shall be the duty of the Executive Committee to appoint a Parliamentarian. The Parliamentarian shall occupy a place on the rostrum at all meetings and shall serve until the Executive Committee names a successor. The Parliamentarian is responsible for interpreting the parliamentary authority, *Robert's Rules of Order, Newly Revised, 10<sup>th</sup> Edition*, as they apply to board, annual and special meetings of the Federation.

The parliamentarian is responsible for maintaining organizational compliance with the Bylaws and for maintaining parliamentary order.

## Article IV

### The Board of Directors

#### Section 1 - Board Composition

All members of the Conservation Federation of Missouri Board of Directors shall be regular members of the Federation. The Board of Directors of the Federation shall consist of the following:

- a) the Officers of the Federation (ex-officio):
  - President
  - First Vice-President
  - Second Vice-President
  - Secretary
  - Treasurer
- b) the Directors of the Federation:
  - Directors-at-Large (36)
  - Affiliated Club Directors (as many as qualify)
  - Director Emeritus (up to 5)
- c) the E. Sydney Stephens Advisory Committee (as many as qualify)
- d) the representative of the Conservation Leadership Corps (1)

## Section 2 - Election/Appointment of Directors

- a) directors-at-large: thirty-six (36) directors-at-large shall represent Federation members who are not otherwise represented by affiliate club directors which include the regular members, members of affiliated clubs with less than 250 members, and corporate members.
1. Eighteen (18) of the directors-at-large shall be appointed by the incoming President and approved by the Board of Directors to serve two-year terms concurrent with the President or until their successors have been appointed.
  2. The delegates at the Annual Convention shall elect eighteen (18) of the directors-at-large. Nominations shall be solicited from the regular members, small club members, and corporate members. The Nominations Committee will certify all nominees, and the slate will be reported to the Board of Directors at the second regular Board meeting following the Annual Convention. The slate of candidates shall be published in *Missouri Wildlife* prior to the election at the Annual Convention.
  3. Appointed and elected directors-at-large should, as nearly as possible, be equally distributed geographically in the four quadrants of the state of Missouri and in the cities of Kansas City and St. Louis
- b) Affiliated Club Directors: affiliated clubs with 250 or more members in good standing may elect/appoint one director to the Board to represent the club's special interests. Affiliated club directors that so qualify will serve until his/her successor is named by the club.
- c) Director Emeritus members are appointed by the Board of Directors.
- d) E. Sydney Stephens Advisory Committee members are past presidents of the Federation who are active and in good standing.
- e) The representative of the Conservation Leadership Corps shall be elected by its members and shall serve a 2 year term concurrent with the CFM President.

## Section 3 - Meetings of the Board

- a) The Board shall hold four (4) regular as determined by the Board or by directive of the President. One meeting shall be held in conjunction with the Annual Convention of the Federation. Notice of a regular board meeting shall be given by mail at least ten (10) days before the meeting. At its regular meetings, the Board shall proceed according to the standard order of business as authorized by the parliamentary authority.
- b) Special meetings of the Board shall be held whenever called by the President or by eight (8) members of the Board. Notice of special meetings shall be given not less than ten (10) days before such meetings--by mail, electronic mail or facsimile stating the purpose of the meeting and addressed to each director at his/her place of business or residence, or by delivering personally a written notice and no other topic may be considered.
- c) A majority of members of the Board, in person, shall constitute a quorum.

## Section 4 - Removal from Office and Vacancies

- a) The Board of Directors may fill vacancies that occur in its membership using the approved procedures for filling Board positions. The officers of the statewide affiliates may designate a

replacement for vacancies that occur among their directors. When either type of vacancy is so filled, the new Director shall serve out only the unexpired portion of the term of the incumbent who vacated the office.

b) A majority of the Board of Directors then in office may remove an appointed director from the Board for the following reasons:

- 1) Unexcused absences from two (2) or more Board meetings per year
- 2) Violation of penal or wildlife codes; or
- 3) For any violation tending to injure the good name of the organization, disturb its well being, or hamper it and its work.
- 4) Or for any cause deemed by the Board sufficient, and in accord with parliamentary authority.

c) A majority of the Board of Directors then in office may remove an elected director from the Board for the following reason:

- 1) Unexcused absences from two (2) or more Board meetings per year.

d) A member of the Board of Directors elected by the members may be removed for cause only by a majority vote of the members and only at a special meeting called for the purpose of removing that director.

#### Section 5 - Duties

a) The Board of Directors shall manage and supervise all of the affairs, properties, effects and business of the Federation; and shall have full and complete power, by a majority vote, to acquire property, both real and personal, in the name of the Federation.

b) The Board's specific powers shall include the following:

- 1) To suspend or remove a member from the Board for infractions as described in Section 4 in this Article.
- 2) To suspend or remove members of the Federation for infractions outlined in Article I, Section 5 for any cause deemed sufficient by the Board.
- 3) Creation of committees and defining their duties.
- 4) Purchasing and authorizing the purchase by others of any and all supplies or materials necessary for the use of the Federation.
- 5) Employment of an Executive Director and authorizing employment of all other employees, fixing their compensation, and prescribing their duties.
- 6) Authorizing the issuance, suspension or revocation of a charter to one or more auxiliary organizations in each county of the state, including the county of St. Louis.
- 7) Filling vacancies, which may occur in the membership of the Board between Annual Meetings as, described in Section 4 of this Article.

## Section 6 - Other Considerations

- a) No elected officer or member of the Board may accept or hold a salaried position with the Federation if such a position becomes available during his/her term of office.
- b) The Board of Directors may appoint a director or former director as a Director Emeritus in recognition of outstanding service to the Federation. Any Federation member may nominate a Director Emeritus. Appointment to such position is for life unless said appointment is revoked for cause. Directors Emeritus have the same powers as other directors. All nominations shall be referred to the Executive Committee for recommendation to the Board. Likewise, all requests that such appointment be revoked for cause shall be referred to the Executive Committee. No more than one Director Emeritus shall be appointed per calendar year and at no time shall there be more than five (5) Directors Emeritus.

## Article V

### Executive Committee

#### Section 1 - Composition of the Executive Committee

There shall be an Executive Committee of the Board consisting of the officers, the immediate past-president, the representative to the National Wildlife Federation and seven others of which six are to be elected by the Board from among its own members and one, which is appointed by the president.

#### Section 2 - Term of the Committee Members

The officers shall serve on the Committee for the term of their office. The six elected members shall serve staggered terms of two years with three of the six elected member's terms expiring at the Board Meeting held in conjunction with the Annual Convention. The seventh member appointed by the president shall serve a two-year term, which expires at the Board Meeting held in conjunction with the Annual Convention. After an elected member serves his/her term, that elected member will not be eligible for reelection to the Executive Committee for one year after his/her term expires.

#### Section 3 - Election of Members

Three of the to-be-elected members shall be nominated by the Nominations Committee and reported to the Board at the second Board Meeting following the annual meeting. These nominations shall be published in the issue of *Missouri Wildlife* immediately preceding the next Annual Convention. Further nominations shall be allowed from the floor of the Board Meeting held in conjunction with the Annual Convention. The three nominees to receive the most votes from the Board shall be elected to the Executive Committee for a two-year term. A voice vote shall be allowed.

#### Section 4 - Duties

The Executive Committee may act for the entire Board in the interim between regular meetings of the Board, and the action of a majority of the Committee shall be the action of the Board and be binding upon the Federation, unless disapproved by the Board at its next regular or special meeting. The Committee shall report to the Board at each meeting its actions and activities since the last meeting of the Board.

The Executive Committee shall be responsible for reviewing and recommending approval of the annual budget to the board and for monitoring the financial condition of the Federation to prevent fiscal jeopardy or the disruption of programmatic integrity.

The Executive Committee shall be responsible for recommending to the board rules that support a financial condition policy for the Federation including positions on risk, indebtedness, investment activities and reserves.

The Committees' responsibilities shall also include review of all matters concerning the Federations' employees including but not limited to; hiring, discipline, salaries, fringe benefits and leave.

### Section 5 - Quorum

A majority of the members of the Committee shall constitute a quorum for the transaction of business.

## Article VI

### Committees

#### Section 1 - Committee Membership and Service

The President shall appoint all members of committees except the Nominations Committee or committees whose membership is elected, as specified by the bylaws.

- a) Committees shall report at the Annual Convention and to the Board whenever the latter shall so direct.
- b) Except where otherwise specified, no committee shall have power to commit this Federation to any policy or action without the specific consent of the Board or the membership.
- c) Except where otherwise specified, the number of members of committees shall be determined by the Board.
- d) The President shall have power to remove any appointed members of a committee, except the Nominations Committee, reconstituting it with new personnel, subject to ratification by the Board.
- e) A majority of committee members in attendance shall constitute a quorum.

#### Section 2 - Standing Committees

There are hereby created Standing Committees of the Federation, as follows:

- a) A Committee on Constitution and Bylaws shall be appointed. Duties shall include conducting a continuing study of the Bylaws and recommending amendments as needed. The bylaws may be altered, amended or repealed only under the authority of Article VIII of the Constitution.

b) The Nominations Committee must be composed of seven members of the Federation, including three past-presidents if active in the affairs of the Federation and in good standing, but excluding current Officers. The committee shall be elected at the first regular Board Meeting, after the Annual Convention by the Executive Committee.

Duties shall include reporting at the second regular Board Meeting after the Annual Convention candidates for the vacancies in officer, director and NWF positions to be elected at the Annual Convention. It shall also report to the Board its nominees for vacancies on the Executive Committee, who are to be elected at the Board's regular meeting held in conjunction with the Annual Convention.

c) A Committee on Budget and Program Planning shall seek methods of strengthening the Federation's financing, programming, and its financial position. It also shall, under the general supervision of the Board, the Executive Committee, and the President, develop and carry out Budget and related Program Planning Activities. The next calendar year budget is to be approved at the October Board Meeting. It shall be responsible for arranging an independent annual audit of the books of the Federation and reporting upon such audit to the Annual Meeting.

d) A Committee on Ways and Means shall be appointed by the President and shall consist of 1) twelve (12) members selected by him/her; and 2) the first and second vice presidents. Duties shall include seeking fundraising methods to strengthen the Federation's financing program and its financial position and shall, under the supervision of the Board, the Executive Committee and the President, develop and recommend such fundraising projects to the Board.

e) The E. Sydney Stephens Advisory Committee, consisting of as many Federation past presidents and other officers who are active and in good standing, shall act as special council to the Officers on subjects and issues of special importance to the well-being of the Federation specifically and generally to the state of conservation in Missouri including but not limited to the health and welfare of the Design for Conservation Program and the Parks and Soils Initiative.

f) The duty of the Strategic Planning Committee is to make recommendations to the President and the Board of Directors for future actions or positions of the Federation. The members of the Strategic Planning Committee shall be appointed by the President who shall also designate the chairman of the committee. There shall be a minimum of five members on the committee all of whom must be Federation members in good standing.

g) Committee on Resources and Activities shall develop and recommend policies and programs called for on their titled subjects, as listed hereafter – being The Committee on:

- 1) The Youth Leadership and Conservation Education Committee
- 2) Ecology, Environment and Energy
- 3) Parks
- 4) Forestry
- 5) Deer, Wild Turkey and Ruffed Grouse
- 6) Small Game and Furbearers
- 7) Fisheries and Water Resources
- 8) Waterfowl and Wetlands
- 9) Natural History and Wildlands
- 10) Camping, Hiking Trails and Water Sports
- 11) Sportsman's Rights, Firearms and Hunter Safety
- 12) Archery
- 13) Rivers and Streams

- 14) Solid Waste, Hazardous Waste and Recycling
- 15) Quail and Quail Habitat
- 16) Global Warming

Said Committees shall give attention to their allotted responsibilities, and shall cooperate with each other to help overcome the diverse and interconnected problems of natural resources.

### Section 3 - Special Committees

The membership may request of the President that a special or ad-hoc committee be appointed to carry out a specified task. Special or ad-hoc committees may be appointed by the President and shall be approved by the Board. As tasks are completed and special committee reports are finalized and presented to the Board, the committee will cease to exist. A special committee shall not be appointed to perform tasks that fall within the assigned function of an existing standing committee.

### Article VII

#### Affiliation with National Wildlife Federation

The Conservation Federation of Missouri (CFM) shall be affiliated with the National Wildlife Federation (NWF) and may be represented at NWF meetings by a CFM delegate elected from the membership by delegates at the CFM Annual Meeting in the same manner as officers, and shall take office immediately upon election, and will serve until the next Annual Meeting.

### Article VIII

#### Amendment of Bylaws

These Bylaws may be amended by either manner provided in Article VII (a)(b) of the Constitution's Articles of Incorporation of the Federation, which are:

- (a) By a majority vote of the members of the corporation who are present in person or who are represented by a duly qualified delegate at any Annual Meeting of the corporation or any special meeting of the corporation called for that purpose.
- (b) By majority vote of the Board of Directors at any regular meeting or special meeting called for that purpose, provided a quorum is present. Such action of the Board of Directors shall be made known to the membership by notification to the presidents and secretaries of affiliated clubs within thirty (30) days after such Board action. The action of the Board of Directors shall be effective and remain effective unless rescinded or rejected by the membership at its next regular or special meeting.