

VIRGINIA TRAPPERS ASSOCIATION, INCORPORATED
BYLAWS AND ARTICLES OF INCORPORATION

August 31, 2024

This document includes all General Membership approved amendments/additions and Executive Board resolutions to date.

PREAMBLE

We, the trappers of Virginia, prompted by a feeling of profound respect and gratitude toward the many valiant fur trappers who have gone before us, whose courageous deeds and exploits will forever embellish the pages of our Nation's early history, and being duly grateful for the rich legacy of wildlife bequeathed by our predecessors, do associate ourselves for the following purposes: to promote sound conservation, scientific analysis, legislation, and administrative procedures; to save and faithfully defend from waste the natural resources of the Commonwealth of Virginia; and to promote a continued annual harvest of furbearing animals using the best tools available for that purpose.

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BYLAWS OF THE VIRGINIA TRAPPERS ASSOCIATION, INC.

ARTICLE I

NAME

SECTION 1

- A. The name of the organization shall be known as the Virginia Trappers Association, Incorporated, sometimes named in these bylaws as the VTA or the Association.

SECTION 2

- A. The purpose of the Virginia Trappers Association shall be to promote the interests of trappers, trapping, fur management, and fur handling in the Commonwealth of Virginia through education and membership, in cooperation with the Virginia Department of Wildlife Resources (DWR), or its successor agency or agencies.
- B. VTA shall operate as a non-profit, non-political, and non-sectarian organization.
- C. VTA shall function exclusively for charitable, educational, and scientific purposes.
- D. VTA shall not conduct or carry on any activities, including the expenditure of funds, not permitted to be conducted or carried on by a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE II

MEMBERSHIP

SECTION 1

- A. Membership in the Virginia Trappers Association shall be open to any individual or organization upon filing an application for membership and paying the required dues.
- B. Membership dues rates are established by the Executive Board.

SECTION 2

- A. TYPES OF MEMBERSHIP

1. Regular Membership

- a. Regular membership in the VTA is membership for persons 16 years of age and older.
 - 1) Regular members will receive any and all publications offered by the VTA and have full voting rights on issues brought before the General Membership.
- b. Regular membership without publication (w/o pub) is membership for persons 16 years of age and older.
 - 1) Regular members w/o pub will not receive any subscription publications offered by the VTA as a benefit of membership but will have full voting rights on issues brought before the General Membership.

2. Junior Membership

- a. Junior membership in the VTA is membership for all persons under the age of 16 years.
 - 1) Junior members are not eligible to vote on issues brought before the General Membership.
 - 2) Subscription publications are included in Junior memberships.
- b. Junior membership without publication (w/o pub) in the VTA is membership for all persons under the age of 16 years.
 - 1) Junior members w/o pub will not receive any subscription publications offered by the VTA as a benefit of membership.
 - 2) Junior members w/o pub are not eligible to vote on issues brought before the General Membership.

3. Life Membership

- a. Life Membership is a regular membership in which the member applies and pays the required dues.
 - 1) Upon application and full payment of life membership dues that member shall be called a Life Member and will not be required to pay dues for the rest of their lifetime.

- 2) This class of membership will include subscription to any and all subscription publications offered in membership and life members will receive any and all publications offered by the VTA and have full voting rights on issues brought before the General Membership.
- b. Life Membership without publication (w/o pub) is a regular membership in which the member applies for a life membership without publication and pays the required dues.
- 1) Upon application and payment of life dues w/o pub the member shall be called a Life Member and will not be required to pay dues for the rest of their lifetime.
 - 2) Life members w/o pub will not receive any subscription publications offered by the VTA.
 - 3) Life members w/o pub will have full voting rights on issues brought before the General Membership.
- c. The Executive Board will offer to the membership and applicants for Life Membership a payment plan to ease the one-time cost of Life Membership dues for those who wish to apply.
- 1) This payment plan will be set by the Executive Board.
 - 2) Any member who applies for this payment plan shall not enjoy the benefits of life membership until the dues are paid in full.

4. Multiple Year Membership

- a. The VTA may offer multiple year memberships.
- 1) Should this occur, dues shall be set by the Executive Board.

5. Organizational Membership

- a. Organization membership is open to all organizations and companies who have an interest in trapping, fur handling, or other related issues in the Commonwealth of Virginia.
- 1) Association subscriptions are included with Organization memberships.

2) Organizations and companies who become members in the Virginia Trappers Association may use the VTA logo and VTA name in their advertising.

3) Voting rights do not exist with this class of membership.

6. Honorary Membership

a. Honorary membership may be accorded selected individuals chosen by a two-thirds vote of the Executive Board at any annual meeting.

1) This class of membership carries no rights of publication or voting.

SECTION 3

A. SUSPENSION OF MEMBERSHIP

1. After a hearing of the Executive Board and upon recommendation and a two-thirds vote of the Board of Directors, a member may be suspended for cause.

a. **for cause** means any of the following actions by the member that result in an adverse effect on the Association: (1) gross ethics violation; (2) the commission of a felony or gross misdemeanor involving moral turpitude, fraud, or dishonesty; (3) the willful violation of any wildlife law, rule, or regulation (other than a traffic violation or similar offense);

2. The Executive Board shall determine the cause for a hearing, the grounds for suspension, and the duration of the suspension.

3. The Board of Directors may reinstate a member by two-thirds vote.

4. Members suspended from membership will not be allowed a refund of paid dues.

5. Lifetime Members who are suspended and not reinstated may have a portion of their paid dues refunded, upon application by the suspended member within ninety (90) days of such a decision, at the discretion of the Board of Directors.

SECTION 4

A. DUES

1. The dues (or affiliation for membership fees) shall be set by the Executive Board and are contained in Addendum 1.

ARTICLE III

OFFICERS

SECTION 1

A. GENERAL ELECTED OFFICERS

1. Any voting member in good standing in the VTA shall have the right to hold an elected office.
2. The elected officers of the VTA elected by the general membership shall be as follows:
 - a. President
 - b. Vice President
 - c. Treasurer
 - d. General Organizer
 - e. Membership Secretary
 - f. Recording Secretary
3. Each officer's term shall be three years and all elected officers will take office on January 1 of the ensuing election year.

B. LOCALLY ELECTED DISTRICT DIRECTORS

1. The VTA, to ensure all members' voices are heard, has geographically divided the Commonwealth of Virginia into districts as set by the Board of Directors.
2. Each district shall be represented by a locally elected representative, District Director, who shall be a resident of his or her district.

3. Term of office shall be three years.
4. In the event of a vacancy occurring in a district, the President may appoint a member to fill the position until such a time as a member is elected by that district to fill the vacated position.

SECTION 2

A. APPOINTED OFFICERS

Any voting member in good standing in the VTA shall have the right to hold an appointed office. These officers shall be appointed by the President of the VTA. The Executive Board may overturn selection of any appointed officer by two-thirds vote.

1. The appointed officers of the VTA shall be as follows:
 - a. Training Coordinator
 - b. Archivist
 - c. Nominating Committee Chair
 - d. National Trappers Association (NTA) Representative
 - e. Fur Takers of America (FTA) Representative
 - f. Legislative Committee Chair
 - g. Ways and Means Committee Chair
 - h. Communications Director
 - i. Web Site Administrator
 - j. Awards Committee Chair
 - k. Education Committee Chair

2. The NTA and FTA Representatives shall be held by a member of the VTA who also holds a current membership in the organization they represent.
3. The Nominating Committee Chair's term of office is two years.
4. There is no term of office for the other positions.
5. All appointed officers serve at the will of the President.

SECTION 3

A. PRIVACY OF INFORMATION

1. Upon acceptance of the position, all officers agree to protect the privacy of the Association and membership.
2. All VTA materials and documents are used expressly for the conduct of the official business of the Association.
3. Any other use must be approved by written consent from the President.

ARTICLE IV

EXECUTIVE BOARD AND BOARD OF DIRECTORS

SECTION 1

A. EXECUTIVE BOARD

1. The Executive Board shall consist of the following Officers:
 - a. President, who will also serve as Chair
 - b. Vice President
 - c. General Organizer
 - d. Recording Secretary

- e. Membership Secretary
 - f. Treasurer
 - g. National Trappers Association Representative
 - h. Fur Takers of America Representative
 - i. Training Coordinator
 - j. The immediate Past President of the VTA, in good standing.
2. An Executive Board quorum is established when at least fifty-one percent of filled positions are in attendance or present via telecommunications.

SECTION 2

A. BOARD OF DIRECTORS

1. The Board of Directors shall consist of:
 - a. All District Directors
 - b. The Executive Board members of the VTA.
2. A Board of Directors quorum is established when at least fifty-one percent of filled positions are in attendance or present via telecommunications.

SECTION 3

A. DUTIES OF ELECTED OFFICERS

1. PRESIDENT
 - a. Preside and serve as Chair at all meetings of the Executive Board, the Board of Directors, and General Membership.
 - 1) The President shall, in the event of a tie vote at any Executive Board or Board of Directors meeting, cast the deciding vote.
 - b. Represent the VTA in all official capacities, acting as spokesperson for the VTA on establishing policy and any contingency which may arise.

- c. Schedule meetings and conferences of the Executive Board.
- d. Arrange facilities for those meetings and prepare agendas.
- e. Appoint all officers as directed in these Bylaws, with advice and assistance of the Executive Board.
- f. Coordinate the work of all officers and committees and is an Ex Officio member of all committees.
- g. With the assistance of the Treasurer, prepare the annual budget for approval by the Executive Board.
 - 1) This approval shall be obtained at the first meeting of the Executive Board of the calendar year.
 - 2) The budget shall have been provided to the Executive Board no less than three days prior to the Board's meeting.
- h. Approve issuance of checks for payment of \$500.00 or more from the Treasurer. Exception: checks made to the publisher of the subscription periodical for the monthly payment of such subscriptions do not require President approval.
- i. Appoint an audit committee to perform an internal annual audit which shall report audit results to the Board of Directors at the first meeting held after February 15.

2. VICE PRESIDENT

- a. Assume all the duties of the President in the absence of that officer.
- b. Maintain an inventory of all equipment owned by the VTA.
- c. In the event the office of President becomes vacant, serve as that officer for the remainder of the unexpired term.
- d. Perform any other duty which may be within the scope of the office of Vice President or as directed by the President.

3. GENERAL ORGANIZER

- a. Organize, promote, and coordinate all recurring Association events.
- b. Schedule vendors, demonstration providers, and obtain auction donations for the annual convention.
- c. Perform any other duty which may be within the scope of the office of General Organizer or as directed by the President.

4. TREASURER

- a. Receive all monies paid to the VTA.
 - 1) Deposit all funds into the appropriate accounts.
 - 2) Maintain all appropriate fiscal accounting reports.
- b. Pay all bills and invoices, when presented to the VTA and approved by the President, in a timely manner.
- c. Prepare financial reports and present all records for an annual internal audit.
- d. Prepare all financial records for an external audit whenever the Treasurer vacates the office.
- e. Obtain bonding insurance for the President and Treasurer positions. Insurance must cover at least 75 percent of VTA monetary assets.
- f. Perform any other duty which may be within the scope of the office of Treasurer or as directed by the President.

5. MEMBERSHIP SECRETARY

- a. Maintain all membership records.
- b. Direct all membership recruitment activities.

- c. Provide District Directors with quarterly membership lists and notification of new members.
- d. Provide all new and renewing members with a membership card and any other administrative support they may warrant by virtue of their membership status.
- e. Maintain publication records for all members.
- f. Perform any other duty which may be within the scope of the office of Membership Secretary or as directed by the President.

6. RECORDING SECRETARY

- a. Record the minutes of all meetings of the Executive Board, Board of Directors, and General Membership.
 - 1) Such records shall be maintained on file by the Recording Secretary for three years and until turned over to the Archivist.
- b. Send the minutes of all meetings to members of the Board of Directors no later than thirty days after the meeting.
- c. Liaison between the President/Vice President and District Directors for all information dissemination and other communications.
- d. Perform any other duty which may be within the scope of the office of Recording Secretary or as directed by the President.

7. DISTRICT DIRECTOR

- a. Serves as the official representative of the members in respective district at the state level.
 - 1) Not elected in the General Election but at the district level.
 - 2) Term of office is three years.
- b. Elected by a simple majority of the district membership present at a called district meeting.

- 1) Such a meeting must have been advertised in the subscription publication, the VTA newsletter, or by direct mail to the district members a minimum of thirty days in advance of said meeting.
- 2) A quorum for this meeting shall be ten percent of the district membership or six members, whichever is greater.
- 3) In the event of a vacancy occurring in a district, the President may appoint a member to fill the position until such a time as a member is elected to fill the vacated position. The term of the appointment may not exceed one year.

c. Assist in setting General Policy for the VTA.

d. At the request of the Executive Board or Board of Directors, poll district members on issues requiring immediate action or membership vote.

- 1) Polling requires each District Director to make contact with all available members to obtain a vote on the issue(s).
- 2) The District Director shall report such results in writing to the Executive Board, Board of Directors, or applicable Committee Chair.

e. Assist in the administration of VTA functions conducted in that district.

f. Appoint Assistant(s) as needed to aid in the performance of the duties of District Director.

g. Preserve and pass on to his/her successor a careful record of district work and activities.

h. Provide to the Archivist any information available if requested.

i. Perform any other duty which may be within the scope of the office of District Director or as directed by the President.

SECTION 4

A. DUTIES OF APPOINTED OFFICERS

1. TRAINING COORDINATOR

- a. Is responsible for all VTA sponsored training programs conducted in the Commonwealth of Virginia.
- b. Will develop and maintain a training program serving the needs of the beginner trapper.
- c. Is responsible for periodic updates to the Virginia Trappers Manual.
- d. Is responsible for certification of all Trapping Education Instructors.
- e. Serve as the VTA liaison to the Virginia Department of Wildlife Resources, Outdoor Education Division.
- f. Recommends to the President, VTA, for appointment, those Trapping Training instructors selected to fill the Regional Training Coordinator positions.
 - 1) There are four DWR regions in the Commonwealth of Virginia.
 - 2) Each DWR region shall have a Regional Coordinator.
 - 3) Regional Coordinators will be responsible to the Training Coordinator for all VTA sponsored training in their region.
- g. Perform any other duty which may be within the scope of the office of Training Coordinator or as directed by the President.

2. ARCHIVIST

- a. Act as the official repository for all VTA historical information and records.
- b. Collect, organize, and maintain all records.
- c. Provide any historical materials to the President or Executive Board upon request.

- d. Perform any other duty which may be within the scope of the office of Archivist or as directed by the President.

3. NOMINATING COMMITTEE CHAIR

- a. Assemble a committee of three to five members to prepare a slate of candidates for Executive Officer elections.
- b. Conduct elections in accordance with Article VI.
- c. Perform any other duty which may be within the scope of the office of Nominating Committee Chair or as directed by the President.

4. NATIONAL TRAPPERS ASSOCIATION REPRESENTATIVE

- a. Serve as the official VTA liaison to the National Trappers Association (NTA).
- b. Disseminate information from the NTA to the VTA.
- c. Perform any other duty which may be within the scope as the National Trappers Association Representative or as directed by the President.

5. FUR TAKERS OF AMERICA REPRESENTATIVE

- a. Serve as the official VTA liaison to the Fur Takers of America (FTA), Inc.
- b. Disseminate information from the FTA to the VTA.
- c. Perform any other duty which may be within the scope as the Fur Takers of America Representative or as directed by the President.

6. LEGISLATIVE COMMITTEE CHAIR

- a. Act as the VTA liaison with all legislative bodies (Federal, State, and Local) on all matters pertaining to trapping reporting directly to the President.
- b. Assemble a committee of up to six members to aid in the performance of the duties of the Legislative Committee.

- c. Coordinate with the President/Executive Board appropriate responses to legislative proposals affecting trappers and trapping in the Commonwealth of Virginia.
- d. Perform any other duty which may be within the scope of the office of Legislative Committee Chair or as directed by the President.

7. WAYS AND MEANS COMMITTEE CHAIR

- a. Act as the VTA fund raising Chair for all fund-raising events not directly delegated to another authority.
- b. Select and appoint a committee to assist the Chair in the duties of the Ways and Means Committee.
- c. Act as the retail outlet for the VTA.
- d. Purchase and maintain a physical inventory of all VTA retail merchandise.
- e. Ensure that VTA merchandise is available at all VTA functions and elsewhere as directed by the President.
- f. Perform any other duty which may be within the scope of the office of Ways and Means Chair or as directed by the President.

8. WEB SITE ADMINISTRATOR

- a. Maintain the VTA web site in a professional manner.
- b. Post web site updates received from the President and Communications Director in a timely manner.
- c. Perform any other duty which may be within the scope of the office or as directed by the President.

9. COMMUNICATIONS DIRECTOR

- a. Manage VTA social media sites in a professional manner.
- b. Coordinate with managers of related social media sites and provide integration links.
- c. Provide web site updates to the Web Site Administrator.
- d. Act as e-retail marketer for all VTA retail merchandise.
- e. Perform any other duty which may be within the scope of the office or as directed by the President.

10. EDUCATION COMMITTEE CHAIR

11. AWARDS COMMITTEE CHAIR

- a. Ensure award nominations are submitted to the appropriate approval authority.
- b. Appoint at least two committee members to review and make approval determination for awards requiring approval by the Awards Committee.
- c. Obtain award presentations and provide to President.
- d. Perform any other duty which may be within the scope of the office of Awards Committee Chair or as directed by the President.

SECTION 5

A. CONSECUTIVE TERMS OF ELECTED EXECUTIVE BOARD MEMBERS

1. All members elected to the executive board shall be restricted to two consecutive terms in office.
2. Any Executive Board member assuming the office by virtue of appointment or succession as set forth in these bylaws shall not be eligible to run for a second term of office if they will have been in that office more than four years on January 1st of the ensuing year.

3. Any member(s) of the Executive Board, not eligible to run for re-election by virtue of this section may, after a period of one election cycle (three years), again offer themselves as candidates for the previously held office.
4. Nothing in this section shall be construed to prevent a qualified member from presenting themselves for election to any office that person is not currently constrained from by virtue of term limits.

B. SUCCESSION TO OFFICE OF UNEXPIRED TERMS OF ELECTED OFFICE

1. If for any reason the President shall leave his unexpired term of office, the duly elected/appointed Vice President shall assume the duties of President.

ARTICLE V

ORGANIZATION REPRESENTATION

SECTION 1

- A. The Board of Directors may vote to recognize any organization having purposes similar to those of the VTA and may create an affiliation with such organizations.
 1. If the Board of Directors action is challenged by the General Membership, termination of the action or affiliation requires two-thirds General Membership vote in favor of termination.

ARTICLE VI

ELECTIONS

SECTION 1

- A. This article will set into place the operation of General Elections. This procedure will be used to conduct all Executive Board elections held by the Association.
 1. The General Election for the elected officers of the VTA shall be held every three years.
 2. Any member of the VTA identified in Article II, Membership, as eligible to vote in a General Election shall be deemed eligible to stand for election to office in the VTA.
 3. The General Election shall be held in the month of October.

4. Any member presenting themselves to the Nominating Committee as a candidate for an elected office prior to August 1st of the election year shall, upon verification of voting eligibility, have their name placed upon the ballot.
 - a. No names will be added to the ballot after August 1.
5. The Nominating Committee Chair will provide the final slate of candidates to the Board of Directors for review and confirmation of eligibility on August 1.
6. No member may stand for election to more than one office in any election.
7. All candidates shall provide to the Nominating Committee Chair a brief Biography no later than August 1 for publication in the Subscription Publication and/or the periodic VTA newsletter.
8. One of the following methods will be used to determine the outcome of the election:
 - a. Board of Directors Vote
 1. For any office where there is only one candidate, a simple majority vote of the Board of Directors will elect the candidates to Executive Board positions.
 - b. General Membership Ballot Vote
 1. Ballots and return envelopes may be sent to the to the General Membership by a US mail carrier. All voting members will be assigned a control number to allow the Nominating Committee to confirm voting status. This number shall be annotated on the ballot or return envelope.
 2. Ballots will be distributed to all voting members during the month of September of the election year. Voting members will be instructed to return their ballots by US Mail sealed in the ballot return envelope and mailed by midnight October 15. No ballot postmarked after October 15 will be accepted.
 3. Any ballot hand delivered to a Nominating Committee member at the Annual Convention or other state-wide VTA event, if held prior to October 15, will be accepted and counted if the ballot is delivered sealed in the ballot return envelope.

4. A list of counted and disqualified ballots will be archived and held on file for one election cycle.
 5. Within ten days of October 15, the Nominating Committee will meet and count the ballots.
 6. All ballots will be verified by name or control number assigned to confirm voting status of members submitting ballots. The Nominating Committee will count and certify the election results. The Nominating Committee Chair will submit an election certification letter to the VTA President stating the results of the election. The certification letter will be signed by all committee members.
 7. For any office where there are two candidates, a simple majority of votes cast shall be required to elect. For any office where there are three or more candidates, a plurality shall be required to elect.
 8. In the event of a tie the Board of Directors shall decide the election by simple majority vote via secret ballot.
- c. All elected officers shall assume the duties of that office on the ensuing January 1.

ARTICLE VII

DISCIPLINE OF OFFICERS

SECTION 1

A. CRIMINAL OFFENSES

1. If any elected or appointed officer or District Director of the VTA is found guilty of any felony in the Commonwealth of Virginia, or in any other state in the United States, they shall immediately forfeit that office.
 - a. Additionally, this member shall be barred from holding any future office in the VTA.
2. Any elected or appointed officer or District Director of the VTA found guilty of any wildlife violation shall be subject to a Board of Review in accordance with Article VII Section 2.

3. Any member of the VTA found guilty of any felony may not seek any elected or appointed offices or District Director positions in the VTA.

SECTION 2

A. NON-CRIMINAL VIOLATIONS

1. If any officer, elected or appointed, violates any section of these bylaws or is charged by a member of the Board of Directors with a violation of the ethical code of the Virginia Trappers Association, that officer shall be brought before a Board of Review (BoR) appointed by the President.
 - a. If the charge is brought against the President, the Vice resident shall appoint the BoR unless the charge is brought by the Vice President against the President. In the event the charge is proffered by the Vice President against the President, the General Organizer shall appoint the BoR.
 - b. No member of the Executive Board or the Board of Directors who causes such charges to be brought may sit on the Board of Review.
2. The Board of Review shall consist of two members of the Executive Board and three District Directors, who shall meet, review the facts of the case, and report to the Board of Directors. The Board of Directors shall hear the findings and recommendations, if any, and make final disposition of the case. A two-thirds majority decision of the Board of Directors shall be required to take action. Lacking this, no action shall be taken.

ARTICLE VIII

MEETINGS

SECTION 1

A. ANNUAL MEETING OF THE MEMBERSHIP

1. The membership of the VTA shall meet at least once per calendar year to conduct the business of the Association.
 - a. This meeting, if held only once per year, shall be held at the VTA Annual Convention.

2. A quorum shall exist when ten percent of the eligible voting membership is present or there are forty eligible voting members present, whichever number is lesser.
3. Any action of the Executive Board or the Board of Directors may be set aside by a two-thirds vote of the General Membership present at any meeting or by a majority vote of the General Membership taken by US Mail in which at least fifty percent of the voting membership cast their vote.
 - a. Any issue put before the General Membership for a vote by US Mail will be conducted as directed in ARTICLE VI, SECTION 1, governing elections by mailed ballot.
 - 1) The dates cited in ARTICLE VI, SECTION 1 shall not apply for the purpose of any vote taken by mail other than elections.
 - b. Any issue put before the General Membership for a vote by US Mail shall be posted (mailed) as directed by the Board of Directors when said issue is approved for a general vote.

SECTION 2

A. EXECUTIVE BOARD MEETINGS

1. The Executive Board shall meet at least once per calendar year and as often as needed throughout the year to administer and transact the business of the VTA.
 - a. Such meetings may take place in-person, or by electronic communications and virtual meetings, to include but not limited to telephone or video conference call.
2. The electronic media (to include, but not limited to, email and telephone contact, or video conference call) shall be an approved method for holding votes on matters of immediate action as deemed necessary by the President.
 - a. Polling of the General Membership for issues requiring immediate action will be conducted through the District Directors.
 - b. Polling requires each District Director to make contact with all available members to obtain a vote on the issue(s) and report results in writing to the Executive Board or applicable Committee Chair.
 - c. A written record of all such action shall be kept by the President and forwarded to the Recording Secretary for inclusion into official records.

3. The Executive Board shall approve the President's proposed budget prior to its submission to the Board of Directors for adoption.

SECTION 3

A. BOARD OF DIRECTORS MEETINGS

1. The Board of Directors shall meet at least once per calendar year and as often as needed throughout the year to administer and transact the business of the VTA.
 - a. Such meetings may take place in-person, or by electronic communications and virtual meetings, to include but not limited to telephone or video conference call.
2. The Board of Directors establishes matters of policy for the VTA.
3. The Board of Directors approves the annual budget submitted by the Executive Board.
4. The Board of Directors approves all administrative decisions by the Executive Board.
5. The Board of Directors considers all matters referred to it by the membership or the Executive Board.
6. The Board of Directors may delegate responsibility for special activities or projects to the Executive Board or to the appropriate committee.
7. The electronic media (to include, but not limited to, email and telephone contact, or video conference call) shall be an approved method for holding votes on matters of immediate action as deemed necessary by the President.
 - a. Polling of the General Membership for issues requiring immediate action will be conducted through the District Directors.
 - b. Polling requires each District Director to make contact will all available members to obtain a vote on the issue(s) and report results in writing to the Board of Directors or applicable Committee Chair.

- c. A written record of all such action shall be kept by the President and forwarded to the Recording Secretary for inclusion into official records.

SECTION 4

A. DISTRICT MEETINGS

1. It shall be the responsibility of each District Director to hold at least one district meeting per year.
 - a. Such meetings may take place in-person, or by electronic communications and virtual meetings, to include but not limited to telephone or video conference call.
2. It is highly recommended each District Director hold regularly scheduled meeting to disseminate information and gain insight into the issues affecting the members in the district.

SECTION 5

A. VTA FUR SALE

1. The General Organizer shall schedule at least one statewide fur sale each year at a location convenient to the General Membership.

ARTICLE IX

AMENDMENTS AND ADDITIONS

SECTION 1

A. AMENDMENTS AND ADDITIONS

1. Amendments and additions to these bylaws shall be made in the following manner:
 - a. Proposed amendments or additions must be submitted in writing to the Board of Directors for review.
 - b. If affirmed, the Board of Directors will direct the proposed amendment or addition be published in the subscription publication or in a membership publication offered by the VTA to be available in print at least thirty days prior to the next scheduled General Membership meeting.

- 1) If the issue is deemed of major importance the Board of Directors may direct a voting form mailing to the membership.
- c. If a mailing is deemed necessary, it shall be done in accordance with the rules provided in ARTICLE VI, SECTION 1 of these bylaws, governing elections by mailed ballot.
- 1) Voting forms will be mailed to the membership no less than thirty days after the publication date of the formal notification of the matter to the General Membership.
 - 2) All voting forms must be returned to the appropriate committee chair within forty-five days of the mailing date.
- d. At General Membership meetings, amendments/additions shall come before the floor and be voted upon. If the General Membership meeting is held in conjunction with a VTA Convention, an in-person, written proxy vote may be taken for those unable to attend the meeting. The voting status of the VTA member submitting the proxy vote must be verified by a member of the Executive Board. The proxy votes will be added to the floor votes and count towards the quorum tally.
- 1) A two-thirds affirmative vote is required for adoption.
 - 2) If the vote is directed by the Board of Directors to be conducted by US Mail a fifty percent return with a two-thirds affirmative vote is required for adoption.
- e. Any proposed amendments/additions arising from the floor of a General Membership meeting shall be referred to the Board of Directors for action as stated herein.
- ƒ. All approved amendments/additions to these bylaws will be enacted by Executive Board resolutions.
- 1) Resolutions will be supplemental documents to the bylaws and remain in effect until the bylaws are revised incorporating the resolutions.
 - 2) There are no provisions for the setting aside of these bylaws to enact any amendments or additions.

ADDENDUM 1

A. Dues

1. The Executive Board established the following rates for Association membership.

Regular 1-Year with Trapper's Post Subscription	\$35.00
Regular 1-Year without Trapper's Post Subscription	\$20.00
Regular 2-Year with Trapper's Post Subscription	\$65.00
Junior 1-Year with Trapper's Post Subscription	\$25.00
Junior 1-Year without Trapper's Post Subscription	\$15.00
Lifetime with Trapper's Post Subscription	\$600.00
Lifetime without Trapper's Post Subscription	\$300.00
Organization 1-Year Membership	\$50.00
Organization 2-Year Membership	\$90.00
Organization Life Membership	\$700.00

ADDENDUM 2

ARTICLES OF INCORPORATION OF THE VIRGINIA TRAPPERS ASSOCIATION, INC.

We, the elected officers of the Association, do hereby associate ourselves as incorporators to form the hereinafter named corporation pursuant to the provisions of the laws of the Commonwealth of Virginia known as “The Virginia Non-Stock Corporation Act”, and so set forth the following:

A. Name.

1. The name of the Corporation is the Virginia Trappers Association, Inc.

B. Purpose.

1. The Corporation is organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax law (the “Code”), including but not limited to; provide public trapping educational services, provide wildlife scientific data to DWR and DWR sponsored organizations, and promote the interests of trappers and trapping activities in the Commonwealth of Virginia.
2. Subject to the limitations set forth below, the Corporation may conduct any or all lawful affairs, not required to be stated specifically in these Articles, for which corporations may be incorporated under the Virginia Nonstock Corporation Act (the “Act”).

C. Activities and Powers.

1. To fulfill the Corporation’s mission, the Corporation has the following powers:
 - a. To do all and every such thing as may be necessary, suitable, convenient, usual, or proper for the accomplishment of the purposes herein expressed, or incidental thereto, and in general to exercise and enjoy all other powers, rights and privileges now or hereafter granted by law to corporations of the character subject to the limitations herein set forth and in the Bylaws.
 - b. The Corporation shall not be operated for profit. It may engage only in activities that may be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code and by a

corporation to which contributions are deductible under Sections 170(c), 2055 and 2522 of the Code. To the extent consistent with Section 501(c)(3) of the Code, the Corporation may exercise any and all powers conferred upon nonstock corporations by Sections 13.1-826 and -827 of the Act.

- c. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise permitted by Section 501(h) of the Code); and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- d. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation, or any person having a personal or private interest in the activities of the Corporation, except that the Corporation may pay reasonable compensation to its officers and directors for services rendered and may make distributions in furtherance of the purposes set forth in Section B.

D. Members.

1. The Corporation shall have a single class of members (the "Members").
2. The sole initial member(s) shall be founders.
3. Additional and successor members may be appointed as provided in the bylaws of the Corporation (the "Bylaws").
4. The Members shall have the voting rights given to them in the Bylaws, including the exclusive right to vote on the election and removal of Directors and the right to approve all amendments to these Articles and the Bylaws.
5. All other voting power shall be vested in the Officers or others as provided by the Bylaws.

E. Directors

1. Management and control of the property and affairs of the Corporation shall be vested in a Board of Directors.

2. Number of Directors.

- a. The Board of Directors shall consist of nineteen members elected by the general membership of the Corporation as defined in the Bylaws.

3. Ex Officio Directors.

- a. The President of the Corporation shall serve as an ex officio Director of the Corporation at all times.
- b. The Board may from time to time designate up to two additional ex officio Directors of the Corporation.
- c. Each ex officio Director shall serve as non-voting Director.
- d. Each ex officio Director shall serve for a term concurrent with his or her term in such corresponding office; provided that the Board shall have the power to remove or replace any ex officio Director other than the Executive Director.

F. Term Limits, Expiration of Term.

1. No Director may serve more than two consecutive three-year terms; provided that if a Director's term limit conflicts with the term of an officer-ship in which such Director is then serving during such Director's term, the term limit shall be extended to allow such Director to fulfill such officer-ship.
2. Additionally, any Director who has served two consecutive three-year terms shall be eligible to be reelected to the Board for additional terms after taking at least one year off from serving as a voting Director.
3. Any Director whose term has expired shall continue in office notwithstanding such expiration until his or her successor shall have been duly elected and qualified and he or she may during such term of office exercise all rights, powers and privileges pertaining thereto.
4. The elected officers of the Association shall constitute the Directors of the Corporation:

G. Vacancies.

1. Vacancies on the Executive Board caused by the resignation, removal, expiration of term, or for any other cause, shall be filled by the remaining Directors of the Corporation. The Executive Board may approve another VTA member to fill the vacant position for the remainder of the term.
 - a. If the President resigns or is removed from office by a Board of Review, the President is ineligible to fill the Past President position.
2. The term of any Director elected by the Board to fill a vacancy shall expire at the next annual meeting.

H. Administrative Function of the Corporation.

1. Administrative functions shall be carried out by the Executive Board as defined by the Corporation's Bylaws.
2. The Executive Board shall consist of the President and the elected officers of the Corporation.

I. Registered Office and Registered Agent.

1. The registered office of the Corporation shall be identified as the presiding President's address.
2. The registered agent shall be identified as the presiding President.

J. Dissolution.

1. Upon the dissolution of the Corporation and the winding up of its affairs and satisfaction of all of its outstanding obligations, the assets of the Corporation shall be distributed as the Directors may determine to one or more entities organized and operated exclusively for charitable, scientific, literary or educational purposes and described in Sections 170(c)(2) and 501(c)(3) of the Code when distributions are to be made to them.

K. Indemnification and Advancement.

1. To the full extent allowed by the Act as it exists now or may hereafter be amended, the Corporation shall indemnify against liability, and advance reasonable expenses (subject to the Director's compliance with Section 13.1-878 of the Act) to, any individual who was, is or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, because he or she is or was a Director, or while a Director, is or was serving at the Corporation's request as

- a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.
2. The Corporation may (but shall not be required to) indemnify, and advance reasonable expenses to, an officer, employee or agent of the Corporation who is not a Director to the same extent as if he or she were a Director.

L. Financial Insurance.

1. The President and Treasurer must be bonded for at least 75 percent of total VTA monetary assets.

M. Elimination of Liability.

1. To the fullest extent permitted by the Act as it exists now or may hereafter be amended, there shall be no liability for the acts or omissions of any Director of the Corporation in any action, suit or proceeding brought by or in the right of the Corporation arising out of any single transaction, occurrence or course of conduct.
2. The elimination of liability provided in this Section I shall not be affected by any amendment, modification or repeal of these Articles of Incorporation or the Bylaws with respect to any act or omission occurring before such amendment, modification or repeal.