



# Pennsylvania Federation of Sportsmen & Conservationists

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On the Front Lines – So you can be in the woods, on the water or at the range!

## BYLAWS OF THE PENNSYLVANIA FEDERATION OF SPORTSMEN & CONSERVATIONISTS

Revised 3-2022

### ARTICLE I: CORPORATION NAME, ACRONYM, EMBLEM, OFFICES AND STATE OF INCORPORATION (Revised 9/18, 1/2020)

#### Section 1. Name and Acronym

The name of this non-profit corporation is "The Pennsylvania Federation of Sportsmen & Conservationists, Inc." and, when appropriate, may be referred to as the "PA Federation of Sportsmen" or simply as "the Federation," or may be designated by its unique acronym, "PFSC."

#### Section 2. Location of Corporate Offices

The principal office and place of business of the PFSC shall be set by the Board of Directors.

#### Section 3. Emblem

The emblem or patch design is the emblem adopted by the PFSC Board of Directors and may be changed as deemed fit by the Board of Directors.

#### Section 4. Use of the Emblem and other Property

The emblem, names, logos, donor lists, membership lists and other property of the PFSC may not be used by any person or entity unless authorized in advance in writing by the Board of Directors.

### ARTICLE II: VISION, MISSION, and PURPOSES (Revised 9/18)

#### Section 1. Vision

To be recognized as the premier voice for conservation and our outdoor heritage in Pennsylvania.

#### Section 2. Mission

To protect and conserve Pennsylvania's natural resources, outdoor heritage and Second Amendment Rights.

#### Section 3. Purposes

##### A. Wildlife & Natural Resource Conservation

To encourage, conduct and support scientific and technical studies in the field of fish and wildlife conservation, to assist in the design and development of scientifically sound fish and wildlife programs for the management of wildlife and hunting/fishing/trapping, and to demonstrate the constructive role that sportsmen/women play in the conservation of fish and wildlife and our natural resources. To promote hunting, fishing and trapping as necessary & ethical tools utilized in wildlife management.

##### B. Conservation Education

To encourage, conduct and support educational programs on fish and wildlife conservation, ecology, and natural resource management that include a demonstration of the constructive role that hunting, fishing and trapping play in natural resource conservation and land and water management.

##### C. Second Amendment Rights Protection

To promote and protect the rights to keep and bear arms as called for in the Constitution of the United States of America and the Constitution of the Commonwealth of Pennsylvania; assist in promoting gun safety and responsible gun ownership and use; and promote the shooting sports.

#### **D. Cooperation and Support Assistance**

To provide support and cooperation to other organizations, individuals, and agencies pursuing the same or similar goals of the PFSC. To provide leadership and advocacy for the enhancement of fish and wildlife resources for the benefit of all hunters, anglers, trappers and conservationists, by working directly with our resource agencies and the legislature.

### **ARTICLE III: BOARD OF DIRECTORS**

(Revised 9/2009, 6/2010, 6/2013, 1/2019, 1/2020, 3/2021, 9/2021, 3/2022)

#### **Section 1. Board of Directors' Eligibility and Responsibilities**

- A. The Board of Directors ("the Board") is vested with the responsibility to manage and conduct all business of the Pennsylvania Federation of Sportsmen & Conservationists, Inc. (PFSC).
- B. The Board shall be responsible for all legal actions taken on behalf of the Federation.
- C. All Board members must be current PFSC Individual Members in good standing and must remain an Individual Member in good standing during their tenure.
- D. No individual may hold more than one voting seat on the Board.
- E. No current commissioner or full-time employee of the Pennsylvania Game Commission, Pennsylvania Fish and Boat Commission or other state resource agency shall be eligible to serve as a Board member during their tenure as a Commissioner.

#### **Section 2. Board Structure**

The Board shall be comprised of:

- President
- Vice President East
- Vice President West
- Treasurer
- Secretary
- Immediate Past President
- One representative from each of the Divisions within the state
- One representative from each affiliated (member) Statewide Organization in good standing  
(Privileges based on membership levels set by the Board)

#### **Section 3. Executive Committee**

- A. The Executive Committee shall consist of the President, Vice President East, Vice President West, Secretary, Treasurer and Immediate Past President. The Executive Committee may act on behalf of the Board between meetings of the entire Board and in emergencies without prior authorization. The Executive Committee shall exercise such powers as directed by the Board, including employee oversight and personnel issues.
- B. Meetings of the Executive Committee can be scheduled by the President or upon request of the President or by any member of the Executive Committee. A majority of the Executive Committee (51 percent) shall constitute a quorum. All members of the Executive Committee must be notified at least five (5) days in advance of an Executive Committee meeting. A majority of the Executive Committee may waive the 5-day notification.
- C. Executive Committee meetings may be held via electronic means as long as a majority (quorum) are able to participate.

#### **Section 4. Board Meetings**

- A. Regular meetings of the Board shall be held quarterly. Special meetings of the Board may be called by the President or at the written request of any six (6) Board members. All Board members must be notified at least ten (10) days in advance of any board meeting. The notice shall specify the business to be transacted. A majority of the Board may waive the 10-day notification.
- B. Board meetings may be held via electronic means at the President's discretion as long as a majority (quorum) are able to participate.

## **Section 5. General Sessions**

- A. General Sessions shall be held twice a year, in March and September. The Board shall promulgate policies for allowing voting and input on issues and policies during and between meetings. The PFSC President shall preside over the meetings.

## **Section 6. Quorum**

A majority (51 percent) of the Board members shall constitute a quorum for meetings and shall have the power to transact business.

# **ARTICLE IV: PFSC OFFICERS (Revised 1/2019, 1/2020, 9/2021)**

## **Section 1. Officers**

The Officers of the PFSC are the President, Vice President East, Vice President West, Secretary, and Treasurer.

## **Section 2. Additional Officers**

The Board may appoint such other officers as it deems necessary; all such officers shall have authority to perform such other duties as may be prescribed from time to time by the Board.

## **Section 3. Duties and Powers of Officers**

### **A. President**

The President shall provide leadership and management direction to PFSC, performing all duties usually associated with the office and shall perform such other duties as may properly be assigned by the Board.

The President shall:

- 1) Preside as the Chair at all meetings of the Board and General Sessions.
- 2) Prepare agendas for all meetings of the Board.
- 3) Sign official correspondence of PFSC and other documents and agreements as approved by the Board.
- 4) Officially represent the PFSC and speak on its behalf in public.
- 5) After conferring with the Board, create new standing or special committees.
- 6) Appoint Chairs to committees.
- 7) Be an ex-officio member of all committees.

### **B. Vice Presidents**

It shall be the duty of the Vice Presidents to assist the President in the performance of duties when called upon to do so. In the absence of the President, the Vice President with the longest tenure shall preside at the meetings of the Federation and the Board. They shall perform such other duties as may be assigned to them by the President or Board.

### **C. Treasurer**

It shall be the duty of the Treasurer to supervise the collection and dispersal of all monies by working closely with staff assigned to financial responsibilities. The Treasurer will disclose the financial status of the Federation to the Board.

### **D. Secretary**

It shall be the duty of the Secretary to supervise the recording of all meetings of the Board and the Executive Committee. The Secretary shall make a transcribed, permanent copy of the recordings and keep one copy in their possession and deliver one copy to be maintained where other official records are kept as a permanent record. The Secretary shall have such powers and shall perform such other duties as the Board may direct.

## **ARTICLE V: MEMBERS** (Revised 1/2020, 9/2021)

### **Section 1. Membership Categories**

Membership structure within the Federation shall be determined by the Board.

The Board shall have the responsibility to define categories and requirements for affiliation with the Federation and shall resolve any issues concerning membership.

(See Membership Categories Policy)

### **Section 2. Dues**

All dues rates and structures shall be set by the Board.

(See Dues Policy)

### **Section 3. Structure**

#### **A. County Federations**

County organizations may be established under these bylaws and constitute the local organization of PFSC Affiliated Clubs in good standing and PFSC Individual Members in good standing within the County.

- 1) County bylaws must be consistent with the bylaws of the Federation. The county organizations may formulate and carry out their own policies and programs.
- 2) The County may elect a Delegate to represent the PFSC Affiliated Clubs of the County to the Federation.
- 3) County Officers and Delegates shall be PFSC Individual Members in good standing.
- 4) Voting and membership policies shall be set by the Board.

(See Voting and Membership Policies)

#### **B. Divisions**

The Commonwealth of Pennsylvania shall be divided into eight (8) divisions, as follows:

- Northwest: Butler, Clarion, Crawford, Erie, Forest, Lawrence, Mercer, Venango, Warren
- Southwest: Allegheny, Armstrong, Beaver, Cambria, Fayette, Greene, Indiana, Somerset, Washington, Westmoreland
- Northcentral: Cameron, Centre, Clearfield, Clinton, Elk, Jefferson, McKean, Potter
- Southcentral: Bedford, Blair, Fulton, Huntingdon, Juniata, Mifflin,
- Central: Bradford, Columbia, Lycoming, Montour, Northumberland, Snyder, Sullivan, Tioga, Union
- Southern: Adams, Cumberland, Dauphin, Franklin, Lancaster, Lebanon, Perry, York
- Northeast: Carbon, Lackawanna, Luzerne, Monroe, Pike, Susquehanna, Wayne, Wyoming
- Southeast: Berks, Bucks, Chester, Delaware, Lehigh, Montgomery, Northampton, Philadelphia, Schuylkill

- 1) The Divisional organization of the Federation shall consist of the County Delegates, Club Delegates and PFSC Individual Members of each County within the Division's borders. The Divisions are part of the Federation and shall in no way be considered autonomous units. Any PFSC Individual Member or member of a PFSC Affiliated Club within the Division is entitled to attend Division meetings and hold office.
- 2) Each Division may elect a Chair and other officers to conduct business. Each Division shall meet at least once each year to elect a representative to serve on the PFSC Board, but may meet more often as determined by the Division officers. Division officers must be PFSC Individual Members in good standing.

**Article VI: Elections** (Revised 6/2010, 1/2019, 1/2020, 3/2021, 9/2021, 3/2022)

**Section 1: Officers**

- A. The officers shall be elected biennially (every 2 years) during even-numbered years, with the term to commence immediately upon the adjournment of the spring meeting where the election results are certified.
- B. The officers' election eligibility and process policies shall be defined and approved by the Board.  
(See PFSC Officers Election Policy)
- C. The President may not serve more than two (2) consecutive terms.

**Section 2: Divisions**

Each Division shall elect from within its ranks a director to represent the Division on the Board.

**Section 3: Vacancy in Office**

- A. In the event of a vacancy due to death, resignation or termination:
  - 1) Office of President: the Vice President with the longest tenure shall assume charge of and exercise the duties of the office until the next regular election. In the event of equal tenure, the Board shall select which VP takes over the role.
  - 2) Vice Presidents, Secretary, Treasurer, Immediate Past President: the President shall appoint a PFSC member to fill the term until the next regular election.
  - 3) Any appointment to the Immediate Past President position must be a member who has been a Past President of the PFSC.
  - 4) All appointments shall be made before the next quarterly meeting of the Board unless the vacancy is less than a month old.
- B. In the event of a vacancy due to the incapacity of an officer being unable to perform their duties, the President shall appoint a PFSC Individual Member in good standing to fill the position.
  - 1) Should the original office holder recover before the next election has been held and notifies the President, in writing, that they are once again able to fully resume their duties, the President has 30 days to implement the transition back to the original holder.

**ARTICLE VII: RESOLUTIONS** (Revised 9/2021)

The resolution process and policies shall be defined and approved by the Board.  
(See PFSC Resolution Process Policy)

**ARTICLE VIII: EMPLOYEES** (Revised 3/2021, 9/2021)

The PFSC may hire employees to carry out the business of the organization. All employees are at will.

**ARTICLE IX: CONDUCT OF BOARD MEMBERS, COMMITTEE MEMBERS, MANAGEMENT STAFF AND KEY PERSONNEL** (Revised 1/2020, 9/2021)

**Section 1. Duties**

All members of the Board and staff owe a duty of loyalty, a duty of care, and a duty of good faith and fair dealing to the PFSC.

## **Section 2. Conflicts of Interest**

The Board shall adopt a conflict of interest policy to protect PFSC's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of certain individuals, including members of the Board, members of Committees, PFSC management staff, and any other interested parties. Such policy shall include, at a minimum, the procedures for disclosing a conflict of interest, the consequences of violation of such policy, and comply in all respects with applicable law, both federal and state, including but not limited to provisions of the Internal Revenue Code governing like transactions by non-profit entities.

## **Section 3. Private Inurement Prohibited**

### **A. Use of PFSC Property**

All real and personal property belonging to PFSC is to be used only to further the exempt interests, activities and mission of the PFSC.

### **B. Personal Business Interest**

No member of the Board or any Committee may utilize their membership on such Board or Committee in such a way as to directly or indirectly benefit their personal business interests or those of associates. There is no prohibition of Board members or Committee members from responding to requests from other members of the Board or Committee relating to their personal business, but they shall not utilize their position as a Board or Committee member to pursue or seek business opportunities directly.

## **Section 4. Compensation Prohibited**

No elected Officer or Director shall be entitled to receive compensation for their services to PFSC in such capacity, but shall be entitled to reimbursements of expenses when pre-authorized in writing by the Board or Executive Committee.

## **Section 5. Confidentiality**

In accordance with their duties to PFSC, every member of the Board and staff have a responsibility to retain the security, restricted matter, and internal confidences of the PFSC to protect the interests of the PFSC. In particular, but without limitation, confidentiality must be maintained as to matters discussed during Executive sessions (including electronic correspondence) held according to these bylaws and other sensitive PFSC matters.

## **ARTICLE X: STANDING AND SPECIAL COMMITTEES OF PFSC (Revised 1/2020, 9/2021)**

The President may designate standing committees and appoint chairs.  
(See Committee Assignment Policy.)

## **ARTICLE XI: FISCAL YEAR**

The fiscal year of the PFSC shall be from September 1st to August 31st of each year.

## **ARTICLE XII: AMENDMENT AND REPEAL (Revised 1/2017, 1/2020)**

### **Section 1. By-laws Revisions**

A. The By-laws Committee or the Board as a whole may initiate proposed amendments, alterations, modifications, substitutions or other revisions to the bylaws by submitting such a proposal to the full Board for consideration. Any PFSC member, affiliated club, County or Division in good standing may also initiate a proposed amendment, alteration, modification, substitution or other revision by submitting the request in writing to the Board for consideration.

B. Proposals shall be presented to the Board at the next meeting. The Board may revise or reject the proposal only to the extent necessary to correct it as to form, grammar, language or compatibility with the existing bylaws, purposes, objectives, practices, procedures and the mission of the PFSC.

- C. Once the Board has reviewed the proposal for technical content, the proposal shall be posted on the PFSC website and notice published in the next edition of the official newsletter of the organization with not less than a sixty (60) day comment period. The proposal shall also be made available for viewing and sharing via electronic means and by mail (upon written request and submission of a self-addressed stamped envelope) to any member of the PFSC during the open comment period.
- D. Except for those matters that are required by non-profit law to be approved by the membership, following the sixty (60) day comment period, the Board shall, at the next regular board meeting, weigh and discuss all correspondence, and shall then vote yea or nay on final ratification of the proposed bylaws changes. A vote of support by a two-thirds (2/3) majority of the Board present shall provide final yea or nay adoption of the proposals.

### **Section 2. Publication Upon Adoption**

Within forty-five (45) days after final adoption or ratification by the Board, the amended, altered, modified, substituted or otherwise revised or changed portion of the bylaws shall be posted on the PFSC website and notice of such be published in the next edition of the official newsletter of the organization. Copies shall be available to any member for viewing via electronic means and by mail upon written request and submission of a self-addressed stamped envelope to the PFSC.

## **ARTICLE XIII: MISCELLANEOUS (Revised 6/2010, 1/2019, 1/2020)**

### **Section 1. Personal Liability and Indemnification**

#### **A. Limitation of Personal Liability of the Board**

- 1) A Board member of the organization shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:
  - (i) The Board member has breached or failed to perform the duties of their office as defined in Paragraph B below; and
  - (ii) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- 2) The provisions of this paragraph shall not apply to (a) the responsibility or liability of a Board member pursuant to any criminal statute; or (b) the liability of a Board member for the payment of taxes pursuant to local, state or federal law.

#### **B. Standard of Care and Justifiable Reliance**

- 1) All Board members of the organization shall stand in a fiduciary relationship to the organization, and shall perform their duties as a Board member, including their duties as a member of any committee of the Board upon which they may serve, in good faith, in a manner they reasonably believe to be in the best interests of the organization, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing their duties, a Board member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
  - (i) One or more officers or employees of the organization whom the Board member reasonably believes to be reliable and competent in the matters presented;
  - (ii) Counsel, public accountants or other persons as to matters which the Board member reasonably believes to be within the professional or expert competence of such person;
  - (iii) A committee of the Board upon which they do not serve, duly designated in accordance with law, as to matters within its designated authority, which Committee the Board member reasonably believes to merit confidence.
- 2) A Board member shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause their reliance to be unwarranted.

- 3) In discharging the duties of their respective positions, the Board, committees of the Board and individual Board members may, in considering the best interests of the organization, consider the effects of any action upon employees, upon persons with whom the organization has business and other relations and upon communities which the offices or other establishments of or related to the organization are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (1) of this section.
- 4) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Board member, or any failure to take any action shall be presumed to be in the best interests of the organization.

C. Indemnification in Third Party Proceedings.

The organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the organization) by reason of the fact that they are or were a representative of the organization, or is or was serving at the request of the organization as a representative of another corporation, partnership, joint venture, trust or other enterprises, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding if they acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in, or not opposed to the best interests of the organization, and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

D. Indemnification in Derivative Actions.

The organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the organization to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the organization, or is or was serving at the request of the organization as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), actually and reasonably incurred in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the organization, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

E. Mandatory Indemnification.

Notwithstanding any contrary provision of these bylaws, to the extent that a representative of the organization has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section C or D above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

F. Determination of Entitlement to Indemnification.

Unless ordered by a court, any indemnification under Section C or D above shall be made by the organization only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because they have met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- 1) By the Board by a majority vote of a quorum consisting of Board members who were not parties to such action, suit or proceeding; or



- 2) If such quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Board members so directs, by independent legal counsel in a written opinion.

G. Advancing Expenses.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the organization in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the organization as authorized in paragraphs 1 through 3 above.

H. Indemnification of Former Representatives.

Each such indemnity may continue as to a person who has ceased to be a representative of the organization and may inure to the benefit of the heirs, executors and administrators of such person.

I. Insurance.

The organization shall have the power to purchase and maintain insurance on behalf of any person who is or was a Board member, employee or agent of the organization or is or was serving at the request of the organization as a Board member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the organization would otherwise have the power to indemnify such person against such liability.

J. Reliance on Provisions.

Each person who shall act as an authorized representative of the organization shall be deemed to be doing so in reliance upon the rights of indemnification provided by this article.

## **Section 2. Non-Discrimination**

It is the policy of the Federation to provide equal employment opportunities to all applicants for employment and to all employees throughout their careers with the organization. Selection of employees is made on the basis of qualifications. It is the Federation's policy to hire, promote and train qualified individuals without regard to race, color, religion, national origin, gender, age, sexual orientation, ancestry, or disability.

Membership in the Federation shall be available without discrimination on the basis of race, color, religion, national origin, gender, age, sexual orientation, ancestry, or disability.

## **Section 3. Privilege of the Floor** (Revised 1-16-2020)

Any member of a PFSC affiliated club, state organization or individual member in good standing shall be welcome to attend any meeting of the Federation and shall have the privilege of the floor.

## **Section 4. Removal from Office** (Revised 6/2010, 1/2019)

Any PFSC Board member, affiliated club, state organization or individual member, who or which by their conduct violates any of the ethics, laws or rules of this Federation, may be expelled from membership by a two-thirds (2/3rds) vote of the Board present at a regular or special meeting, provided that counsel may represent the board member, affiliated club, state organization or individual member at a hearing before the Board. The board member, affiliated club, state organization or individual member shall be given ten (10) days prior notice of the meeting at which such action will be voted upon. Any board member, affiliated club, state organization or individual member whose connection shall be severed voluntarily or involuntarily for any reason shall forfeit all interest in any property or funds of the Federation. Any club aggrieved by the actions of the Board may appeal the case to the authorized county Delegates at the next meeting. If a club is expelled, the county Delegate involved will be notified in writing as soon as practical.

## **Section 5. Rules** (Revised 6/2010)

Any proceedings not covered in the bylaws shall be conducted according to the latest edition of Robert's Rules of Order. The President shall direct which edition will be the official version to be used.