

# **BY-LAWS OF THE WYOMING FALCONERS ASSOCIATION**

## **ARTICLE I: Membership and Dues**

### Section 1. Categories

- A. Regular Membership: Any Wyoming resident falconer permitted in the state of Wyoming over the age of fifteen years, of good moral character, may become a regular member with voting privileges of the WFA.
- B. Associate Membership: Any person of good moral character may become an associate member without voting privileges of the WFA.
- C. Honorary Membership: Any person of good moral character may be appointed an honorary member without voting privileges of the WFA by the Board of Directors.
- D. Life membership: Any Wyoming resident regular member may become a life member with voting privileges of the WFA.
- E. For the purpose of membership to the WFA, the definition of “resident” is consistent with state of Wyoming residency requirements.

### Section 2. Admission to membership

- A. Applicants for regular, associate or life membership shall submit a membership application to the Secretary-Treasurer in a form to be determined by the Board of Directors, accompanied by current dues. The application form shall include the applicant’s address of record, which shall be used for all communications by and from the WFA. Admission to all categories of membership shall be at the discretion of the Board of Directors. Any qualified person may be admitted membership by a concurrence of a majority of the Board of Directors. Any applicant who is denied membership can have the reasons for his denial brought before the membership at the next business meeting, if he so requests.
- B. Honorary membership may be awarded in accordance with criteria and in numbers to be determined by the Board of Directors.

### Section 3. Number and Duration of Membership

- A. There shall be no restriction on the number of regular, associate or life members. The number of honorary memberships shall not exceed 25% of the number of regular and life memberships.
- B. Duration: All memberships except life membership shall be for the calendar year or portion thereof for which dues are paid. Life membership shall extend for life of the member.

#### Section 4. Privileges of Membership

- A. Regular members shall be entitled to all rights and privileges of the WFA including the right to vote, to serve as a Director, and to hold office.
- B. Associate and Honorary Members shall be entitled to all rights and privileges of the WFA except the right to vote, serve as a Director or hold an office.
- C. Any life member that is a current Wyoming resident and is permitted in the state of Wyoming or was previously permitted in the state of Wyoming shall be entitled to all rights and privileges of regular membership. Non resident life members will become Associate Life Members without the rights and privileges of regular membership.

#### Section 5. Dues and Fees

##### A Dues:

- (1) Regular membership dues shall be \$15.00 yearly, payable between December 1 of the year preceding and March 1 of the year for which dues are being paid.
- (2) Associate membership dues shall be \$15.00 a year, payable as in item A.(1) above.
- (3) Honorary members are exempt from payment of dues.
- (4) Life membership dues shall be \$300.00, one time only, payable in a lump sum at any time.
- (5) Dues shall not be pro-rated for any part of the calendar year, either on admission to or termination of membership.

- B All dues shall be payable to the Secretary-Treasurer as provided in Article I, Sections 2 and 5.

#### Section 6. Termination and Suspension of Membership

- A. Regular, Associate and Honorary or Life membership may be terminated by resignation, death of the member, or by Board action as described in Article I. Section 6.D.
- B. Regular or Associate membership shall terminate automatically if not renewed by payment of prescribed annual dues on or before March 1 of each year.
- C. Life membership will terminate upon the death of the member.
- D. Regular, Associate or Life membership may be suspended or terminated by the Board of Directors if, in the judgment of the Board, such member's status, activities or motives are prejudicial or detrimental to the intents or purpose of the WFA. Such suspension or termination shall only be imposed by affirmative vote of five (5) of the seven (7) directors; provided that a statement of the grounds for such action shall be sent by registered mail to such member at the address on file with the WFA at least 30 days before suspension or termination action is taken by

the Board; and provided further that such statement shall advise the member of the scheduled date of Board action and that the member may, prior to that date, submit to the Board for its consideration any matters in explanation, defense, extenuation or mitigation. Action by the Board with respect to suspension or termination shall be final unless said member submits a written request to the Secretary of WFA for appeal of the Board action to the voting membership at its next regular meeting after the action of the Board of Directors. The action of the Board shall be ratified by a majority vote of those voting members present at such regular meetings, provided there is a quorum. The provisions of this subparagraph are not applicable to Directors of WFA; such Directors must first be removed from Directorship as herein prescribed prior to any suspension or termination of membership status. While in a suspended status, a member may not vote, be a Director or hold office.

## **ARTICLE II: Directors and Officers**

### Section 1. Board of Directors

A. The Board of Directors shall consist of the President, Vice President, Secretary-Treasurer and four Directors, as described in Sections II.2. and II.3. below.

### Section 2. Directors

A. Qualification: Directors must be regular or life members of the WFA and reside in the district which they represent except that in the event there is no candidate from a given district a director shall be elected at large.

B. Election: The four directors shall be elected as follows:

- (1) The district Directors shall be elected by their respective districts.
- (2) The Director at Large shall be elected by the entire regular membership.

C. Term of office: Directors shall serve 2 years as follows:

- (1) Directors from NE and SE districts, the President and Secretary-Treasurer shall be elected in odd-numbered years.
- (2) Directors from Western, At-Large districts and the Vice President shall be elected in even-numbered years.
- (3) Directors elected at large in lieu of a District Director, shall be elected in the year that an election would normally occur in that district.

D. Election of Directors

- (1) Elections of Directors will be held annually during the period of June 1 through June 30.
- (2) The four directors, the President, Vice President and the Secretary-Treasurer shall be elected by the entire voting membership.
- (3) The Board of Directors shall have general authority to plan for, schedule, and supervise the election of Directors by the voting membership. Voting rules and procedures to be

promulgated by the Board of Directors shall among other matters:

- a) Permit the completion of elections not less than 30 days prior to expiration of the respective incumbent's term,
- b) Provide to all voting members timely notice of both nominations and elections and reasonable opportunity to nominate and to vote,
- c) Make an attempt to insure that at least one qualified candidate is nominated for each Directorship to be filled and that each nominee is willing to accept the Directorship if elected,
- d) Insure the elections are conducted in a fair and equitable manner.

(4) Voting for Director shall be by written ballot by mail or by electronic mail as determined by the Board of Directors, and voting by proxy shall be prohibited.

(5) A majority (over 50%) of all votes cast for a particular Directorship shall be required for election to the position.

(6) All questions concerning the voting eligibility of regular members shall be determined by the Board of Directors.

(7) A special election shall occur by July 1 each year in order to fill Officers and Board positions that were appointed by the Board to fill a vacancy (Article II.2.G.)

- (a) Once a vacant or Board appointed position is filled by the election process, future elections for the position shall return to its normal election cycle.

E. Authority and Responsibility of Board of Directors: The Board shall have control and management of the WFA activities, determine all policies, oversee membership activities as described in Article I, and generally supervise the affairs of the Association. The Board will make reasonable efforts to seek input from the membership in order to reflect the members' interests.

F. The Board of Directors shall meet two times per year, either in person or via telephone, the time and place to be determined by the Board. Written or email notice of meetings will be sent to each Board member by the secretary at least ten (10) days prior to each meeting. Special meetings may be called by the President as circumstances require, with reasonable prior notice. At least five Directors must be present to conduct business and minutes of all meetings must be maintained by the Secretary.

G. Vacancies: In the event vacancies in the Board of Directors occur in any manner other than by expiration of a term of office, then the remaining members of the Board, by majority vote, shall temporarily fill the vacancy by appointment from the eligible regular and life membership, until a Special Election is held as provided in Article II.2.D.

### Section 3. Officers: President, Vice-President, and Secretary-Treasurer

A. Qualifications: Officers shall be elected from and by the Regular and Life membership of the WFA and reside within the State of Wyoming.

B. Terms of Office: Officers shall be elected for two years. Terms of office shall be from July 1

through June 30.

C. Procedure for election of officers shall be the same as for Article II, Section 2B.

D. Authority and Responsibility:

(1) The President shall serve as the executive officer of the Association, preside at meetings of the membership and the Board of Directors, be an ex-officio member of all committees, exercise general supervision over affairs of the Association and perform such other duties as are ordinarily incumbent upon a President.

(2) The Vice-President shall perform such duties as are ordinarily incumbent upon Vice-Presidents and such other duties as may be assigned to him by the President or Board of Directors.

(3) The Secretary-Treasurer shall keep and maintain the minutes of all meetings of the Board of Directors, membership business meetings and all of the records of membership attendance, fees, dues, and monies collected and disbursed in the form and manner prescribed by the Board of Directors and shall conduct such correspondence as may be required by the President. and the Board of Directors. The Secretary-Treasurer shall produce, publish and make available to the Membership an annual Financial Statement of the Association.

### **ARTICLE III: Meetings**

Section 1. Regular meetings of the Wyoming Falconers Association shall be held at least once each year, and at such other times as determined by the Board of Directors.

A. A quorum shall be 1/3 (one-third) of the voting members in good standing.

B. In absence of a quorum, those present at a regular meeting shall function as a “Committee of the Whole” to draft proposals for submission to the entire regular membership for written vote.

C. Written or email notice of regular meetings, to include time, place, and business to be transacted, shall be given each member not less than fifteen (15) days prior to such meeting.

D. The Board of Directors shall provide for the use of written ballots by mail or by email. No proxy voting shall be permitted.

### **ARTICLE IV: Amendments to the Constitution and By-Laws**

Section 1. The constitution and/or these By-Laws may be amended only at a meeting by mail or email of the voting membership, provided written notice of such meeting, the proposed amendment, the contents thereof, and a ballot be mailed each voting member in good standing at the address on file with the association, not less than 30 days prior to the date fixed for counting ballots.

Section 2. Affirmative vote of two-thirds (2/3) of the voting members responding in a vote by mail or email shall be required for amendment, provided that total response in such vote is not less than 50% of the voting membership.

#### **ARTICLE V: Dissolution**

Section 1. In the same manner as provided for amending the Constitution and the By-Laws, the voting membership may, by affirmative vote, terminate the existence of the Association immediately or at future time certain.

Section 2. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association in such manner, to such organization or organizations operated and organized exclusively for charitable, educational or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)3 of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine.

(Amended at annual meeting August 5, 2000 - increase in dues)

(Amended at annual meeting July 14, 2001 - increased Officer terms from 1 year to 2)

(Amended by membership vote, July 2013: Membership definitions; Eliminate initiation fees; Conduct special election for Board vacancies; Provide for email communications and voting.)