

Bylaws of *The Whitetails of Wisconsin* **Wisconsin Cervid Farmers' Foundation**

ARTICLE I – Name and Origin

The name of the corporation is the Wisconsin Cervid Farmers' Foundation (WCFF). The Foundation is a non-profit corporation organized by Whitetails of Wisconsin (W.O.W.) under the laws of the State of Wisconsin by certificate of Incorporation dated 1999.

ARTICLE II – Purposes and Objectives

The Foundation is organized exclusively for the educational, charitable and scientific purposes related to cervid farming and its supporting industry, which includes the following:

- To educate the public about cervid farming and its benefits, and to promote the continuance of Wisconsin's hunting heritage.
- To collect, publish and disseminate scientific, economic and technical information to the public and to our membership relating to the farming and breeding of the cervid species.
- To conduct any such programs as may be appropriate, suitable or necessary to support and/or facilitate public education in the area of cervid farming and venison consumption.

ARTICLE III – Board of Directors

Section 1. Governance

The governing body of this Foundation shall be the Board of Directors of the Wisconsin Cervid Farmers' Foundation. The Board of Directors shall determine the policy for the Foundation within the guidelines established by these bylaws.

Section 2. Composition

The Board of Directors of the Foundation shall number not more than 15 but not less than 7 members, including the officers of the Foundation. A minimum of three WCFF board directors must also be members of the WOW Board of Directors. Members of the Board shall be individuals of diverse backgrounds who are interested in and willing to assist with the furtherance of the Foundation's purpose.

Eligible persons for a position on the Board of Directors of the Wisconsin Cervid Farmers' Foundation must be members in good standing of Whitetails of Wisconsin.

Section 3. Appointment and Term

The members-at-large shall be appointed to the Board by the Chairperson of the Foundation with the approval of the Foundation Board of Directors. The term of office of the elected and appointed Directors shall be three years and such terms shall be staggered in accordance with procedures established by the Board of Directors.

Section 4. Compensation

All members and officers of the Board of Directors shall serve without compensation.

Section 5. Powers and Duties

The Board of Directors shall supervise, control and direct the affairs of the Foundation. It shall determine its policies or changes therein within the limits of these bylaws. It shall actively execute the Foundation's goals and objectives and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it considers necessary.

Section 6. Meetings

The Board of Directors shall meet at least semi-annually at meetings called by the Chairperson or any majority of the Board. At least five days notice of time and place of a meeting shall be mailed or given personally to each member of the Board of Directors. Notice of a meeting need not be given to any person who submits a signed waiver of notice whether before or after the meeting or who attends the meeting without protest.

Section 7. Quorum

At any meeting of the Board of Directors, a majority of the total number of members of the Board then in office shall constitute a quorum. Business may be conducted with less than a majority present if all the Directors consent beforehand.

Section 8. Action at Meeting

Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9. Vacancies

Any member of the Board may resign at any time upon written notice to the Board and Chairperson or Secretary. Such resignation shall take effect at the time specified therein and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. Any vacancy in the Board occurring between meetings of the Board may be filled by a majority vote of the remaining members of the Board.

Section 10. Telephonic Meetings

Any one or more members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

Section 11. Board Action Without Meeting

Any action, which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a quorum of the Board consent in writing to the adoption of a resolution authorizing the action, and such resolution and

the written consents therein are filed with the minutes of the proceedings of the Board of Directors.

ARTICLE IV – Officers

Section 1. Appointment, Term of Office

The Foundation shall have a Chairperson, Vice-Chairperson, Secretary, and Treasurer. The term of office for the Chairperson and the Vice-Chairperson shall be one year. The Chairperson shall be elected by a majority vote of the Board of Directors of the Foundation. No more than three consecutive terms may be served by the Chairperson and Vice Chairperson of the Foundation. The terms of the officers shall begin at the close of the W.O.W. Annual Banquet and shall continue until the close of the succeeding Annual Banquet or until their successors have been installed.

Section 2. Executive Director

The Board of Directors may hire for the position of Executive Director. The Executive Director shall perform all duties necessary for the operation of the Foundation under the direction of the Chairperson and the Board of Directors. The Executive Director will work under the direct supervision of the Chairperson of the Foundation.

Section 3. Resignation, Removal and Vacancies

Any officer may resign at any time upon written notice to the Board of Directors, the Chairperson or the Secretary. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to render it effective. Any member of the Board may be removed for cause, including non-attendance, by a majority vote of the Board.

Section 4. Powers and Duties

a) **CHAIRPERSON.** The Chairperson shall be the chief executive officer of the Foundation. He/she shall preside at all meetings of the Board of Directors and in general shall perform the duties incident to this office or as may be prescribed by the Board of Directors.

b) **VICE-CHAIRPERSON.** The Vice-Chairperson shall preside at all meetings of the Board of Directors during the absence or

inability of the President and, in general, shall perform the duties incident to this office or as may be prescribed by the Board of Directors.

- c) **SECRETARY.** The Secretary of the Foundation shall be responsible for keeping records of Board actions, including the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member and assuring that Foundation records are maintained. He/she shall have charge of all the correspondence and papers of the Foundation.
- d) **TREASURER.** The Treasurer shall keep full and accurate accounts of all moneys received. The Treasurer shall make a report at each Board meeting, chair the finance committee, assist in preparation of the budget, and make financial information available to Board members and the public. The Treasurer shall ensure that all monies are deposited in the name and to the credit of the Foundation. He/she shall ensure the disbursement of all moneys under the direction of the Board. He/she shall have authority to receive and to give receipts for all moneys due and payable to the Foundation from any source whatever and to endorse on behalf of the Foundation all checks, drafts, notes, warrants and orders and to give full discharge for same. Any expenditure over \$500 shall require Board approval for payment out of WCFE funds by the W.O.W. office. All expenditures under \$500 shall be at the discretion of the Treasurer and Chairperson.

Section 5. Other Officers, Agents & Employees

The Board of Directors may from time to time elect or appoint, and remove, such other officers, agents or employees, and may delegate to them such powers and duties, as it may deem desirable and may fix their compensation.

ARTICLE V – Committees

The Board of Directors may establish such committees, subcommittees or task forces as are necessary.

ARTICLE VI – Indemnification

The Foundation shall indemnify current and subsequent former officers, directors, employees and committee members to the fullest extent permitted by law, including the advancement of costs and expenses incurred with the defense of any action, suit or proceeding in which he was made a party by reason of having been a director or officer of the Foundation, except in relation to matters to which he shall be adjudged to be liable for negligence or misconduct in the performance of his duty. Expenses incurred in defending an action, suit or proceeding may be paid by the Foundation in advance of final disposition of such action, suit or proceeding upon receipt of agreement by the director or officer to repay such amount if it shall be ultimately determined that he is not entitled to be indemnified by the Foundation under this article.

ARTICLE VII – Amendments

These bylaws may be amended by a two-thirds vote of all the members of the Board of Directors provided that notice of such proposed changes was sent in writing to the members of the Board (30) days prior to such meeting.

ARTICLE VIII - Conflict of Interest

The Directors and Officers of the Foundation have a duty of loyalty to the Foundation and shall govern the Foundation's affairs honestly.

Any Director or Officer of the Foundation, having a known duality of interest or possible conflict of interest on any matter shall make a disclosure of the conflict to the other Directors, in order to avoid even the slightest appearance of impropriety. The Directors shall consider any situation in which a Director or Officer has a conflicting interest that would possibly cause that person to act in other than the best interest of the Foundation.

The question of whether an actual conflict exists shall be determined by a majority vote of the Board. The Director having a potential conflict of interest shall retire from the room (or call) in which the board is meeting and shall not participate in the final deliberation or decision regarding the existence of an actual conflict. When an actual conflict is found to exist, the director having the conflict shall not be allowed to participate in the matter under consideration. However, the person shall provide the Board with any relevant information.

Any member of the Board of Directors may raise a question of conflict of interest or possible conflict of interest with respect to any member of the Board.

The minutes of the meeting of the Board of Directors shall reflect that a conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. However, such Director may be counted in the quorum for the meeting.

Article IX – Sexual Harassment/Discrimination

It is the official policy of the Wisconsin Cervid Farmers' Foundation that:

- No employee shall be subjected to employment decisions based on sex, race, color, national origin, religion, age, or disability
- No employee shall use the Foundation's authority to subject members of the public to decisions based on sex, race, color, national origin, religion, age, or disability
- Unprofessional conduct will not be tolerated and is prohibited
- Sexual harassment will not be tolerated and is prohibited
- Any form of harassment will not be tolerated and is prohibited

Any violations of the above policy of sexual harassment and/or discrimination by any employee, director or duly appointed agent shall be thoroughly investigated by WCFE Executive Committee consisting of the Chairperson, Vice Chairperson, Secretary and Treasurer. A report shall be submitted to the WCFE Board of

Directors for possible disciplinary action and/or dismissal.

ARTICLE X – Dissolution

Section 1.

A vote to dissolve the Foundation shall require an affirmative majority of the entire Board of Directors. The vote may be taken by mail, conference call, electronic mail or in person.

Section 2. Distribution

Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all the assets of the Foundation exclusively for the purpose of the Foundation to such organization or organizations as the Board shall select, which qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954, as amended.

ARTICLE XI – Fiscal Year

The fiscal year of the Foundation shall be from January 1 through December 31.