

## **BY-LAWS of the WYOMING WILD SHEEP FOUNDATION**

### **ARTICLE I**

#### **Purposes**

Section 1. The Wyoming Wild Sheep Foundation (hereinafter referred to as the Chapter), is a non-profit corporation established under the laws of the State of Wyoming. It is an affiliate of, and chartered by, the Wild Sheep Foundation (hereinafter referred to as “the Foundation”), which is a non-profit corporation established under the Non-profit Corporation Act of the State of Wyoming.

Section 2. The purpose of the Chapter shall be to promote management of, and to safeguard against extinction, of all species of wild sheep native to the continent of North America.

### **ARTICLE II**

#### **Membership**

Section 1. Members. The Chapter shall have two (2) classes of members. (a) Those that retain membership on a general basis; and (b) Those that obtain life membership [multiple levels] or other memberships as approved by the board. Members who are currently paid up will be considered members in good standing. Dues for all classes of membership will be set by the Board of Directors (hereinafter referred to as the Board).

Section 2. Eligibility. Membership shall be open to all individuals or companies interested in the management, conservation, and protection from extinction of North American wild sheep.

Section 3. Voting Rights. Each member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members.

Section 4. Annual Meeting. Location, dates, and schedules for Annual Meetings shall be determined by the Officers and Board. They shall have authority and sole discretion to make selections far enough in advance to secure facilities suitable for the needs of the Chapter.

Section 5. Special Meetings. Special meetings of the members may be requested, with notice to all members, by one-third (1/3) of the members in good standing.

Section 6. Notice of Meetings. Notice of the Annual Meeting shall be provided by mail or electronic communication to the membership not less than ten (10) or more than forty-five (45) consecutive calendar days before the date of a meeting. In the case of a Special Meeting, written notice stating the place, day and hour of the meeting, and purpose for which the meeting is called, shall be delivered not less than ten (10) or more than forty-five (45) consecutive calendar days before the date of the meeting either by mail or electronic communication.

Section 7. Membership Records. If requested by any member the Secretary shall, within a reasonable time of actual receipt of such a request, provide that requesting member with a complete list of the members in good standing who are entitled to vote.

Section 8. Quorum. Only a majority of those members in good standing, represented in person and attending an annual or special meeting, shall constitute a Quorum at any meeting.

Section 9. Transfer of Membership. No membership in this Chapter shall be transferable or assignable.

Section 10. Voting by Ballot. Voting by members in good standing on any question or in any election may be by voice vote following a proper motion and second, unless the presiding officer or two members request voting by written ballot.

Section 11. Financial Structure. All monies received, including but not limited to, membership dues, donations, fund raising functions and interest bearing accounts shall be accounted for by the Treasurer at all times and may be used by the Board only as follows: a) funds shall be maintained in one or more operating accounts for general operation of the Chapter by the Board; and, b) all other funds for Grant In Aid projects at the direction of the membership by majority vote. The Board may, by majority vote, fund emergency funding requests as the Board deems such requests worthy.

Checks from the operating account(s) will require only one (1) signature of the President, Secretary, or Treasurer. All funds not needed for daily operation of the Chapter will be kept in account(s) which require two (2) Officers signatures for authorization on all transactions or withdrawals. On or before December 15, each year, an audit of the Chapter's financials will be performed each year by three (3) Board members. With prior notice given, any member may receive a full Chapter financial report.

Section 12. The fiscal year of the Chapter shall begin on the first day of December and end on the last day of the following November each year.

### ARTICLE III

#### Officers and Board of Directors

Section 1. General Powers. The Officers and Board of Directors shall have general management and control of the business and affairs of the Chapter and may exercise all powers possess by the Chapter.

Section 2. Number of Officers and Directors. The number of Officers and Directors of the Chapter shall consist of a President, Vice President, Secretary, Treasurer, and three (3) or more Directors. No person shall hold more than two (2) offices.

Section 3. Qualifications. Any member in good standing shall be eligible to serve as an Officer or Director.

Section 4. A) Nomination and election of Directors. Nominations for Directors will be accepted from the membership and Board until sixty (60) consecutive calendar days immediately prior to the first annual membership meeting of the year. Nominees will submit to the Board a nomination profile along with a letter of support from a member(s) that will be supplied to the membership along with an official ballot to all members in good standing, forty-five (45) consecutive calendar days immediately prior to the first annual membership meeting. Official ballots shall be returned and received no later than twenty (20) consecutive calendar days immediately prior to the first annual membership meeting for tabulation by a committee of at least three Board members not standing for election. Results of the election will be announced at the first annual membership meeting. Elected Directors will be installed at the first Board meeting immediately following the first annual membership meeting.

i) At any Annual or Special meetings of the members, a majority of the members in good standing who are in attendance shall have the sole and absolute authority to increase or decrease the number of Directors. Any Directorship to be filled will be by the affirmative vote of a majority of the members in attendance who are in good standing.

ii) If the number of nominations is equal to or less than the number of Board positions to be filled, the Board may forgo a ballot election in lieu of a membership vote of acclimation at the first annual membership meeting.

B) Election of Officers. Officers, including President, Vice President, Treasurer, Secretary, will be elected from the Board at the first annual membership meeting, by the membership in attendance. Officers will be installed at the first Board meeting immediately following the first annual membership meeting.

Section 5. Regular Meeting. A regular meeting of the Board shall be held without any other notice than this By-Law immediately after, and at the same place as, the Annual Membership meeting. The Board may provide by resolution the time and place, either within or without the State of Wyoming, for the holding of additional regular meetings without other notice or resolution.

Section 6. Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place either within or without the State of Wyoming, as the place for holding any special meetings of the Board called by him/her or them.

Section 7. Notice. Notice of any special meeting shall be given at least ten (10) days prior by written notice delivered personally, mailed, or emailed to each Officer or Director at his/her address as recorded on the membership list. Neither the business to be transacted at nor the

purpose of any regular or special meetings of the Officers or Directors need be specified in the notice.

Section 8. Quorum. A majority of the board present, but not less than three board members, shall constitute a quorum for the transaction of business at all meetings of the Board.

Section 9. Vacancies. Any vacancy occurring in the Officers or Directors shall be filled by the affirmative vote of a majority of the Officers and Directors then in office. A Director or Officer so elected shall be elected for the unexpired term of his/her predecessor in office.

#### ARTICLE IV

##### Duties and Term of Office

Section 1. President. The President shall be the principal executive officer of the Chapter and shall in general supervise and control all the business and affairs of the Chapter, subject to the powers of the Board. He/she shall preside over all meetings of the members and of the Board. He/she may sign, with the Secretary, or any other proper Officer of the Chapter authorized by the Board, deeds, mortgages, bonds, contracts, or other instruments which the board has authorized to be executed.

Section 2. Vice President. In the absence of the President or in the event of his/her ability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all power of and be subject to all the restrictions upon the President. The Vice President shall perform such duties as from time to time as may be assigned to him/her by the President or by the Board.

Section 3. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds of the Chapter; receive and give receipts for money in the name of the Chapter. The Treasurer shall in general perform all duties incident to the office of Treasurer including providing a complete and accurate financial status report at all membership meetings and such other duties as from time to time may be assigned to him/her by the President or Board.

Section 4. Secretary. The Secretary shall keep minutes of the membership and Board meetings; see that all notices are duly given in accordance with provisions of these By-Laws; be custodian of Chapter records; and in general, perform all duties incident to the office of Secretary, and such duties as from time to time may be assigned to him/her by the President or Board.

Section 5. Directors. Elected Directors shall supervise and guide policies, direction and wishes of the membership to elected officers of the Chapter. The term of office for each director shall be for a period of two (2) years.

Section 6. Immediate Past President. The Immediate Past President shall be the past president elected by the membership and shall take office immediately upon his/her successor assuming

office. The Immediate Past President will assist the New Board with a smooth transition of officers, their duties, ongoing projects, old business, and all other Chapter functions.

Section 7. Compensation. The Board may approve reimbursement for Officers, Board members, or members for out-of-pocket expenses while carrying out Chapter duties. Members may receive compensation for service rendered or monthly work contracted, after approval by at least  $\frac{3}{4}$  of the entire Board.

Section 8. Conflict of Interest. The Board of Directors, its Executive Director, and its Officers will refrain from using their influence to acquire any goods, services, favors, or other benefits of pecuniary value for themselves or any other person or entity associated with them.

Section 9. Ethics. The Board of Directors shall maintain an Ethics Policy and Procedure which defines how ethics complaints are filed and processed, possible disciplinary actions, and, if applicable, an appeal process. The Ethics Policy and Procedure shall be adopted by the members and may be amended by the Board of Directors at any time with approval of the membership. The Ethics Policy and Procedure shall address complaints against Members, Exhibitors, Donors, and Directors. The Ethics committee shall administer the Ethics Policy and Procedure in accordance with the provisions contained in the Procedure and these Bylaws. Potential disciplinary action, in the event a complaint is substantiated, are contained in the Ethics Policy and Procedures.

## ARTICLE V Committees

Section 1. Temporary committees may be named by the President as the need arises.

Section 2. Standing committees shall be defined and appointed by the Board.

## ARTICLE VI Amendments

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted at any meeting of the board of the Chapter by a quorum of Directors; provided that no such alterations, amendments, or new By-Laws shall be adopted, nor shall any such action be effective, unless and until such action, alterations amendments or new By-Laws have been ratified and approved by the membership at the first annual membership meeting.

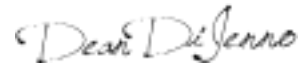
THE FOREGOING are the REVISED By-Laws of the Wyoming Wild Sheep Foundation, duly adopted at a meeting of said Chapter held June 3, 2023.

Signed:



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Zachary McDermott, Wyoming Wild Sheep Foundation President



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Dean DiJenno, Wyoming Wild Sheep Foundation Deputy Director