

REVISED 10.27.21

**Bylaws  
of  
DUCKS UNLIMITED, INC.**

**ARTICLE I  
NAME AND PURPOSE**

**Section 1. Name.** The name of the Corporation is “Ducks Unlimited, Inc.” (hereinafter “Corporation”).

**Section 2. Purposes.** The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code) (the “Code”). Specifically, the Corporation is organized: (i) to restore and perpetuate wild ducks and other wild waterfowl on the North American continent; to promote, carry on, conduct, and foster scientific research, education, training, and publication in the ornithological sciences; to establish departments of research and scientific study with particular reference to the enhancement of knowledge concerning the waterfowl of the North American continent; to establish, promote, assist, contribute to, or otherwise encourage the study of conservation, restoration, and management of wild waterfowl and its habitat; and in connection therewith, to grant scholarships, prizes and rewards; (ii) to conserve, restore and manage wetlands and associated habitats for wild life, and to take, receive, hold, and convey real and personal estate necessary for the purposes of the corporation as stated in the Amended and Restated Articles of Incorporation, and other real and personal property the income from which shall be applied to the purposes of the corporation and (iii) to do all such acts as are necessary or convenient to attain the objects and purposes herein set forth, to the same extent and as fully as any natural person could or might do, and as are not forbidden by law or by the Amended and Restated Articles of Incorporation or by the Bylaws of this corporation.

**ARTICLE II  
OFFICES**

**Section 1. Offices.** The Corporation may establish and maintain offices within or outside of the District of Columbia as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

## **ARTICLE III Board of Directors**

**Section 1. Power of Directors.** The affairs of the Corporation shall be managed by its Board of Directors.

**Section 2. Board Membership.** The Board of Directors shall consist of: all elected volunteer national officers of the Corporation, with the exception of Assistant Treasurer(s) and Assistant Secretary(ies); Vice-Presidents; the Chief Executive Officer; the President of Wetlands America Trust, Inc.; the President of Ducks Unlimited Canada and two (2) other members of the Ducks Unlimited Canada Board of Directors, as the Ducks Unlimited Canada Board may designate; the President of Ducks Unlimited de Mexico or another Officer of Ducks Unlimited de Mexico as its President may designate; and such other members as may be designated from time to time by the Directors. In addition to those Directors who serve as provided above, the balance of the Directors shall be elected in accordance with these Bylaws as At-Large Board Members, two of which shall be the immediate past Presidents of the Corporation other than the Chairman of the Board if willing to serve. Only those individuals who are current members of Ducks Unlimited shall be eligible to serve as a Director of the Corporation.

### **Section 3. Directorships.**

**(a) Number and Term of Office of Directors.** The number of Directors of the Corporation shall not be more than sixty-five (65) (excluding those non-voting, advisory Directors identified in Article III, Section 4); provided, however, that the number of Directors may be changed from time to time to any number by amendment of the Bylaws of the corporation. Each Director, other than At-Large Directors, shall be elected for one (1) year or until his or her successor is elected pursuant to these Bylaws. At-Large Directors shall be elected for two (2) years or until his or her successor is elected pursuant to these Bylaws. The Board of Directors may elect a person to fill any vacancy occurring on the Board of Directors, or any directorship vacancy created by reason of an increase in the number of Directors. A majority of the remaining Directors, though less than a quorum, may elect the person to fill such vacancies.

**(b) Nominations.** Directors shall be nominated in writing to the Nominating Committee, which shall submit a proposed slate to the Board of Directors for consideration, modification and approval as appropriate. Any Director, former Director or member of the Council of State Trustees or National Delegates may nominate a person to be a Director. Nominations shall be closed upon the Board of Directors' vote to approve a slate for election by the Council of State Trustees and National Delegates, contingent

on the approval of the Council of State Trustees and National Delegates. There shall be no nominations from the floor at the meeting of Council of State Trustees and National Delegates.

**(c) Vice-Presidents.** Vice-Presidents may be elected to the Board of Directors in a number as may be determined by the Board of Directors. The Vice-Presidents may serve in any capacity and in any reporting structure as determined by the Directors. Said capacities may include Senior Vice Presidents – Advisory (chairs of Advisory Committees, if any), Senior Vice Presidents – Flyway (management of fundraising regions) and Regional Vice Presidents (primary liaison with state chairs and volunteer fundraising operation).

**(d) At-Large Directors.** At Large Directors elected to the Board of Directors shall perform those duties as directed by the Board of Directors, which may include utilization of specialized experience, skills and background.

**Section 4. Past Presidents.** Unless appointed or elected pursuant to Section 2 of this Article, all past Presidents of the Corporation may elect to serve as non-voting, advisory members of the Board of Directors.

**Section 5. Resignation and Termination of Directorships.** Membership on the Board of Directors of the Corporation shall terminate upon the death or resignation of a Director, may be terminated after notice and hearing by resolution of the Board of Directors acting in such capacity upon a two-thirds (2/3) vote or may be terminated by the Personnel Policy Committee pursuant to Article VIII of these Bylaws for a violation of the policy stated in that Article. Directorships may not be transferred.

**Section 6. Distribution of Assets.** No Director shall possess any property right in or to the property of the corporation. In the event the corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the Board of Directors shall dispose of the remaining property in accordance with the provisions of the Articles of Incorporation of the Corporation.

**Section 7. Regular Meetings of the Board of Directors.** The Board of Directors shall hold an annual meeting for the transaction of such business as may properly come before them, at such time and place, either within the District of Columbia, or elsewhere within or without the confines of the United States, Canada, Mexico, Central America or the Caribbean, as the Board of Directors may determine. The Board of Directors may provide for the holding of additional regular meetings.

**Section 8. Special Meetings of the Board of Directors.** Special meetings of the Board of Directors shall be called by the President or by the Secretary upon request of the Executive Committee, or upon written request of at least six (6) Directors, addressed to either of such officers. Any such written request shall state the purpose or purposes of the proposed meeting. Upon receiving such request, the President or Secretary shall give written notice within three (3) business days to each Director as provided in Section 11 of this Article. Such notice shall state the purpose or purposes of the special meeting, which shall occur within 5 business days of such notice. Only those matters listed in the meeting notice for a special meeting may be acted upon at the special meeting. Such special meeting may be held at any place, either within or without the confines of District of Columbia or elsewhere within or without the confines of the United States, Canada, Mexico, Central America or the Caribbean, as may be designated in the notice of such meeting, or by the written consent of the Board of Directors, as provided in Section 11 of this Article.

**Section 9. Meetings by Audio or Video Conference.** Upon request to the Chairman of the Board, the approval of which shall not be unreasonably withheld, a Director or Directors may participate in any meeting of the Board of Directors by means of audio or video conference or by other means by which all Directors participating are able to simultaneously hear each other during the meeting, and such participation shall constitute presence in person at the meeting.

**Section 10. Quorum.** A quorum at any meeting of the Board of Directors shall consist of a majority of the Directors then in office.

**Section 11. Notice.** Written notice of any meeting of the Board of Directors shall be given to each Director, delivered or sent to the address or internet electronic mail address given by him to the Corporation. Said notice shall be given at least ten (10) days prior to the meeting. If a Director has given no address or internet electronic mail address to the Corporation, notice shall be delivered or sent to him at the registered office of the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States Mail in a sealed envelope, with first class postage thereon paid or placed with another delivery carrier in a sealed envelope with proper delivery fees paid. If notice is given by internet electronic mail, it shall be deemed delivered when the notice is transmitted to the internet electronic mail address given by the Director to the Corporation.

**Section 12. Waiver of Notice, Consent to Meeting or Approval of Minutes.** The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though transacted at the meeting duly held upon notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. Digital waiver shall be acceptable. All such waivers, consents and approvals shall be filed with the minutes of the proceedings of the Board of Directors.

**Section 13. Action by Unanimous Written Consent.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such written consent, including digital correspondence, or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as though voted upon by a majority of the Directors at a regular or special meeting of the Board of Directors. This Section shall not authorize any committee of the Board of Directors to take action by written consent without a meeting, except that, pursuant to its authority to exercise all powers of the Directors within established policy, the Executive Committee is authorized to take action by unanimous written consent without a meeting.

#### **ARTICLE IV Council of State Trustees and National Delegates**

**Section 1. Role and Powers.** The Council of State Trustees and National Delegates is a national body of delegates from each state whose purpose shall be to elect the Directors, Officers, and Honorary Trustees of the Corporation as provided for herein and to exercise such other powers and duties as may be designated by the Board of Directors of the Corporation from time to time.

**Section 2. Membership and Number.** The Council of State Trustees and National Delegates shall consist of those persons who are appointed by each state's State Chairman as may be further provided for in the Corporation's policies and procedures adopted by the Board of Directors from time to time. In addition to those members who serve as provided above, the balance of the members of the State Trustees and National Delegates shall consist of all national officers of the Corporation, all members of the Board of Directors, all State Chairman and all past Presidents of the Corporation. The number of State Trustees and National Delegates of the Corporation shall be set by the Board of Directors. The number of members to be elected from a particular state shall be

determined by a national allocation formula based on a state's gross roots income and membership and approved by the Board of Directors. The members of the Council of State Trustees and National Delegates shall be and act as representatives of the state that they represent. Only those individuals who are current members of the Corporation shall be eligible to serve as members of the Council of State Trustees and National Delegates.

**Section 3. Appointment of members of the Council of State Trustees and National Delegates, Tenure.** The appointed members of the Council of State Trustees and National Delegates shall be appointed by the State Chairman of the State they represent. Each member shall be appointed for one (1) year or until his successor is appointed. Any member of the Council of State Trustees and National Delegates may be removed from office by a majority vote of the Board of Directors or Executive Committee, with or without cause, or may be removed from office by the Personnel Policy Committee pursuant to Article VIII of these Bylaws for a violation of the policy stated in that Article. Any vacancy on the Council of State Trustees and National Delegates caused by the resignation, termination, removal, refusal to serve, disability or death of a member during their term of office or an increase in the number of members thereof may be filled by the respective State Chairman where such vacancy or increase occurs.

**Section 4. Regular meetings of the Council of State Trustees and National Delegates.** The Council of State Trustees and National Delegates shall hold an annual meeting for the election of Directors, Officers, and Honorary Trustees of the Corporation, and the transaction of other business, as designated by the Board of Directors of the Corporation, at such time and place, either within the District of Columbia, or elsewhere within or without the confines of the United States as the Board of Directors may determine. The Board of Directors may provide for the holding of additional regular meetings of the Council of State Trustees and National Delegates. In case of inability of the Council of State Trustees and National Delegates to meet and upon declaration of an emergency by the Board of Directors of the Corporation, the power to elect Officers, Directors and Honorary Trustees of the Corporation shall rest with the Board of Directors until such time as the Council of State Trustees and National Delegates is able to hold a meeting and elect such individuals.

**Section 5. Quorum.** A quorum at any meeting of the Council of State Trustees and National Delegates shall consist of one third (1/3) of its members. Upon declaration of an emergency by the Board of Directors of the Corporation, the quorum needed for a meeting of the Council of State Trustees and National Delegates shall consist of one tenth (1/10) of its members.

**Section 6. Notice.** Written notice of any meeting of the Council of State Trustees and National Delegates shall be given to each Council member, delivered or sent to the address or internet electronic mail address given by him to the Corporation. Said notice shall be given at least ten (10) days prior to the meeting. If the member has given no address or internet electronic mail address to the Corporation, notice shall be delivered or sent to him at the registered office of the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope, with first class postage thereon prepaid or placed with another delivery carrier in a sealed envelope with proper delivery fees paid. If notice is given by internet electronic mail, it shall be deemed delivered when the notice is transmitted to the internet electronic mail address given by the member to the Corporation.

**Section 7. Waiver of Notice, Consent to Meeting or Approval of Minutes.** The transactions of any meeting of the Council of State Trustees and National Delegates, however called and noticed or wherever held, shall be as valid as though transacted at the meeting duly held upon notice, if a quorum is present and if, either before or after the meeting, each of the members not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. Digital waiver shall be acceptable.

## **ARTICLE V Officers**

**Section 1. Officers.** The officers of the Corporation shall be: a President; a First Vice President; a Chairman of the Board of Directors; a Chief Executive Officer; a Secretary; an Executive Secretary; a Treasurer; Assistant Treasurers; Assistant Secretaries; and such other officer positions as may be designated by the Directors from time to time.

**Section 2. Election and tenure of officers.** The officers of the Corporation, other than the Chief Executive Officer and Executive Secretary, shall be elected from the members of the Corporation. Only those individuals who are current members of Ducks Unlimited shall be eligible to serve as an officer of the Corporation. Except for the Chief Executive Officer and the Executive Secretary, the officers of the Corporation shall be elected by the Council of State Trustees and National Delegates unless otherwise provided for herein. The Chief Executive Officer and Executive Secretary shall be appointed by the Board of Directors. An officer shall hold his or her respective office until resignation, replacement or removal by the Board of Directors. Unless determined otherwise by the Board of Directors, if an officer is an employee of the Corporation, and such employment

is terminated, the officer shall be deemed to have been removed by the Board of Directors. During their term, any officer may be removed from office by a two-thirds (2/3) vote of the Board of Directors at any time after notice and a hearing, with or without cause, or may be removed from office by the Personnel Policy Committee pursuant to Article VIII of these Bylaws for a violation of the policy stated in that Article. Any vacancy of an officer's position during their term of office may be filled by the Board of Directors.

**Section 3. Duties of the President.** The President shall be the chief elected officer of the Corporation and shall perform the duties customarily exercised by such corporate officer and such further duties as may be imposed upon the President by the Board of Directors. Except as otherwise provided herein, the President shall be the senior volunteer of the Corporation with the authority to approve, disapprove, retain, terminate and otherwise organize volunteers of the Corporation. The President, in the absence of the Chairman of the Board, shall preside at meetings of the Council of State Trustees and National Delegates and at meetings of the Board of Directors. The President shall serve as a Trustee of Wetlands America Trust, Inc.

**Section 4. Duties of the Chairman of the Board of Directors.** The Chairman of the Board of Directors shall serve as Chairman of the Council of State Trustees and National Delegates, shall preside at meetings of the Board of Directors and shall perform such other duties as may be imposed upon the Chairman of the Board of Directors by the Board of Directors. Further, the Chairman of the Board of Directors shall ensure that the Corporation adheres to its purposes and objectives, within the parameters of its Amended and Restated Articles of Incorporation and Bylaws. The Chairman of the Board of Directors shall serve as a Trustee of Wetlands America Trust, Inc.

**Section 5. Duties of the Chief Executive Officer.** The Chief Executive Officer shall be a salaried employee of the Corporation. The Chief Executive Officer shall assist the President and shall perform such further duties as may be imposed upon the Chief Executive Officer from time to time by the President and/or the Board of Directors. The Chief Executive Officer shall direct the operations of the Corporation and activities of all other employees, coordinate the activities of the other officers under the direction of the President and manage administrative activities of the Corporation. The Chief Executive Officer shall serve as a Trustee of Wetlands America Trust, Inc.

**Section 6. Duties of the First Vice President.** The National Nominating Committee shall nominate a person likely to succeed the President, at the end of said President's term of office, to be elected to the position of First Vice President. The First Vice President shall: represent and advise the President; be appointed to serve as a member of the



Personnel Policy Committee and the Board Governance Committee; be appointed to serve as a member and Chairman of the Audit Committee, be appointed to serve a role in the Corporation's Leadership Conference; serve as a Trustee of Wetlands America Trust, Inc.; be recommended for election to the Ducks Unlimited Canada Board of Directors and assume such further duties as may be directed by the President and/or the Board of Directors. The First Vice President, in the absence of the Chairman of the Board and President, shall preside at meetings of the Council of State Trustees and National Delegates and at meetings of the Board of Directors.

**Section 7. Duties of the Secretary.** The Secretary shall have custody of the corporate seal and may certify any and all documents issued by the Corporation. The Secretary shall give notice of all meetings of the Board of Directors, the Council of State Trustees and National Delegates and the Executive Committee and shall keep the minutes thereof and shall otherwise perform such duties as may properly belong to the office of the Secretary, or as shall be prescribed from time to time by the Board of Directors. The Secretary, in the absence of the Chairman of the Board, the President and the First Vice President, shall preside at meetings of the Council of State Trustees and National Delegates and at meetings of the Board of Directors.

**Section 8. Assistant Secretaries.** Assistant Secretaries, upon nomination and approval by the Board of Directors, shall assist the Secretary in the performance of the Secretary's duties, in particular the certification of any and all documents issued by the Corporation, and shall perform such further duties as may be imposed upon them by the Board of Directors.

**Section 9. Duties of the Executive Secretary.** The Executive Secretary shall be an employee of the Corporation and shall assist the Officers in the performance of their duties and perform such other duties as may be imposed upon Executive Secretary by the Board of Directors. Additionally, the Executive Secretary may certify any and all documents issued by the Corporation.

**Section 10. Duties of the Treasurer.** The Treasurer shall have general charge of the finances of the Corporation, and, under policies and procedures approved by the Board of Directors, shall, with the Assistant Treasurers, have custody, control and signature authority over the corporate funds and securities, keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors, disburse the funds of the Corporation as may be directed by the Board of Directors, provided, however, that no funds of the

Corporation shall be disbursed except as directed by the Board of Directors or in accordance with a budget approved by the Board of Directors taking proper vouchers for such disbursements, render to the Board of Directors, Executive Committee, and/or members whenever ordered or requested by the Board of Directors an account of all financial transactions, as well as the financial condition of the Corporation and perform such further duties as may be imposed upon the Treasurer by the Board of Directors. The Treasurer shall serve as the chair of the Finance Committee. The Treasurer shall serve as a Trustee of Wetlands America Trust, Inc.

**Section 11. Duties of the Assistant Treasurers.** The Assistant Treasurers shall assist the Treasurer in the performance of the Treasurer's duties, in particular the custody, control and signature authority over the corporate funds and securities, and shall perform such further duties as may be imposed upon them by the Board of Directors.

## **ARTICLE VI Committees**

**Section 1. Committees.** The Board of Directors, by resolution adopted by a majority of the Directors then in office, may designate and appoint the members of one or more committees as set forth herein: (1) Committees of the Board, comprised of only Directors; (2) standing committees; (3) advisory committees; and (4) ad hoc committees, each of which may include Directors or others. Committees of the Board, standing committees and advisory committees shall maintain charters approved by the Board.

### **Section 2. Executive Committee – a Committee of the Board.**

**(a) Membership and Structure.** The Board of Directors shall appoint from its members an Executive Committee consisting of the Chairman of the Board, President, First Vice President, two (2) Flyway Senior Vice Presidents, the Secretary, the Treasurer, President of Wetlands America Trust, Inc., the Chief Executive Officer and four (4) other such members of the Board of Directors as may be designated by the Board of Directors. Of the four other such members, two (2) shall be former Presidents other than the Chairman of the Board if such are members of the Board of Directors. The Chairman of the Board shall serve as chairman. The Executive Committee shall keep regular minutes of its proceedings and make prompt reports thereof to the Board of Directors.

**(b) Meetings of the Executive Committee.** Meetings of the Executive Committee shall be called by the Chairman of the Board of Directors or by the Secretary upon request of the Chairman of the Board, President, Chief Executive Officer, or upon written or electronic request of at least five (5) Members of the Executive Committee, addressed to either the Chairman of the Board or Secretary. Any such written or electronic request shall state the purpose or purposes of the proposed meeting. Upon receiving such request the Chairman of the Board or Secretary shall give written notice to each Executive Committee Member as provided in Sub-Section (d) of this Section within two (2) business days. Such notice shall state the purpose or purposes of the meeting. Only those matters listed in the meeting notice may be acted upon at the meeting. Such meeting may be held at any place, either within or outside the District of Columbia or elsewhere within or outside of the United States or its possessions, as may be designated in the notice of such meeting. Nevertheless, such meeting shall take place within ten (10) business days of the request. The Executive Committee shall meet in executive session at each of its meetings.

**(c) Quorum.** The quorum at any meeting of the Executive Committee shall consist of nine (9) members, providing one (1) of them shall be the Chairman of the Board or the President.

**(d) Notice.** Except as hereinafter provided, written Notice of any meeting of the Executive Committee shall be given to each member of the Committee, delivered or sent to the address or internet electronic mail address given by the member to the Corporation. Said notice shall be given at least forty-eight (48) hours prior to the meeting. If the member has given no address or internet electronic mail address to the Corporation, notice shall be delivered or sent to him at the registered office of the Corporation. If notice is given by internet electronic mail, it shall be deemed delivered when the notice is transmitted to the internet electronic mail address given by the member to the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States Mail in a sealed envelope, with first class postage thereon paid or placed with another delivery carrier in a sealed envelope with proper delivery fees paid. If mailed notice is given for a meeting occurring forty-eight (48) hours after such notice, such notice shall be immediately followed by telephonic notice to the phone number given by the member to the Corporation for such purpose. No notice is required to be given to the Chief Executive Officer, nor is his attendance required at any meeting, if the sole purpose of the meeting is to discuss performance, personnel, or continued employment issues pertaining only to the Chief Executive Officer.

**(e) Action by Written Consent.** Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all of its members shall

individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Executive Committee. Such action by written consent shall have the same force and effect as though voted upon by a majority of the members at a meeting of the Executive Committee. Written consent conveyed in a digital format shall be acceptable.

**(f) Powers.** The Executive Committee, when the Board of Directors is not in session, shall have and shall exercise all powers of the Board of Directors within established policy. However, the Executive Committee shall not have the power to adopt a plan of merger, acquisition, consolidation or dissolution; or to approve of the voluntary transfer of land held for corporate (as opposed to conservation or fundraising) purposes unless otherwise provided for by policy of the Board of Directors.

### **Section 3. Finance Committee – a Standing Committee.**

**(a) Membership and Structure.** The Board of Directors shall appoint a Finance Committee consisting of the Treasurer, who shall serve as chair of the Finance Committee, and such number of individuals as may be appointed by the Board of Directors. Such committee shall be subject to the direction of the Board of Directors and shall have control of the funds of the Corporation under regulations promulgated by the Board of Directors, the investment and reinvestment of the funds, and such other powers and duties as may be delegated to it by the Board of Directors.

**(b) Meetings of the Finance Committee.** Meetings of the Finance Committee shall be called by the Treasurer. Additionally, upon written or electronic request of at least three (3) members of the Finance Committee the Treasurer shall call a meeting. Any such written or electronic request shall state the purpose or purposes of the proposed meeting. Upon receiving such request, the Treasurer shall give written notice to each Finance Committee Member as provided in Sub-Section (d) of this Section within two (2) business days. Such notice shall state the purpose or purposes of the meeting. Only those matters listed in the meeting notice may be acted upon at such meeting, which shall occur within ten (10) business days. Meetings of the Finance Committee may be held at any place, either within or outside the District of Columbia or elsewhere within or outside of the United States or its possessions, as may be designated in the notice of such meeting.

**(c) Quorum.** The quorum at any meeting of the Finance Committee shall consist of one-half of the Finance Committee's membership, but not less than the Treasurer and one additional Finance Committee member.

**(d) Notice.** Written Notice of any meeting of the Finance Committee shall be given to each member of the Committee, delivered or sent to the address or internet electronic mail address given by the member to the Corporation. Said notice shall be given at least five (5) days prior to the meeting. If the member has given no address or internet electronic mail address to the Corporation, notice shall be delivered or sent to him at the registered office of the Corporation. If notice is given by internet electronic mail, it shall be deemed delivered when the notice is transmitted to the internet electronic mail address given by the member to the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States Mail in a sealed envelope, with first class postage thereon paid or placed with another delivery carrier in a sealed envelope with proper delivery fees paid.

**(e) Powers.** The Finance Committee shall be subject to the direction of the DU Board of Directors and shall have control of the funds of DU and WAT under regulations promulgated by the DU Board of Directors, the investment and reinvestment of the funds, the Corporation's budget and other such powers and duties as may be delegated to it by the DU Board of Directors. The Finance Committee may establish sub-committees as appropriate.

#### **Section 4. Personnel Policy Committee – a Committee of the Board.**

**(a) Membership and Structure.** The Board of Directors shall appoint from its members a Personnel Policy Committee consisting of the Chairman of the Board, President, First Vice President, the Secretary, the Treasurer, President of Wetlands America Trust, Inc., and three other members of the Board of Directors as nominated by the President and approved by the Board of Directors. The President shall serve as chairman.

**(b) Meetings of the Personnel Policy Committee.** Meetings of the Personnel Policy Committee shall be called by the President. Additionally, upon written or electronic request of at least three (3) members of the Personnel Policy Committee, the President shall call a meeting. Any such written or electronic request shall state the purpose or purposes of the proposed meeting. Upon receiving such request, the President shall give written notice to each Personnel Policy Committee Member as provided in Sub-Section

(d) of this Section within two (2) business days. Such notice shall state the purpose or purposes of the meeting. Only those matters listed in the meeting notice may be acted upon at such meeting, which shall occur within ten (10) business days. Meetings of the Personnel Policy Committee may be held at any place, either within or outside the District of Columbia or elsewhere within or outside of the United States or its possessions, as may be designated in the notice of such meeting.

**(c) Quorum.** The quorum at any meeting of the Personnel Policy Committee shall consist of any five (5) members thereof, providing one (1) of them shall be the Chairman of the Board or the President.

**(d) Notice.** Written Notice of any meeting of the Personnel Policy Committee shall be given to each member of the Committee, delivered or sent to the address or internet electronic mail address given by the member to the Corporation. Said notice shall be given at least forty-eight (48) hours prior to the meeting. If the member has given no address or internet electronic mail address to the Corporation, notice shall be delivered or sent to him at the registered office of the Corporation. If notice is given by internet electronic mail, it shall be deemed delivered when the notice is transmitted to the internet electronic mail address given by the member to the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States Mail in a sealed envelope, with first class postage thereon paid or placed with another delivery carrier in a sealed envelope with proper delivery fees paid. If mailed notice is given for a meeting occurring forty-eight (48) hours after such notice, such notice shall be immediately followed by telephonic notice to the phone number given by the member to the Corporation for such purpose.

**(e) Action by Written Consent.** Any action required or permitted to be taken by the Personnel Policy Committee may be taken without a meeting if all of its members shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Personnel Policy Committee. Such action by written consent shall have the same force and effect as though voted upon by a majority of the members at a meeting of the Personnel Policy Committee. Written consent conveyed in a digital format shall be acceptable.

**(f) Powers.** The Personnel Policy Committee shall have and shall exercise all powers granted to it in Article VIII of these Bylaws and such other powers and duties as determined by the Board of Directors. The Personnel Policy Committee shall, as its primary function, oversee staff.

## **Section 5. Board Governance Committee – a Committee of the Board.**

**(a) Membership and Structure.** The Board of Directors may appoint a Board Governance Committee consisting of: the Corporation's Chairman of the Board, President, First Vice President, and Chief Executive Officer; the President of Wetland America Trust, Inc.; a past President of the Corporation, other than the Chairman of the Board and up to four (4) other members of the Board of Directors selected by the Chairman of the Board and approved by the Board of Directors. The Chairman of the Board shall serve as chairman.

**(b) Meetings of the Board Governance Committee.** Meetings of Board Governance Committee shall be called by the Chairman of the Board. Additionally, upon written or electronic request of at least three (3) members of the Board Governance Committee, the Chairman of the Board shall call a meeting. Any such written or electronic request shall state the purpose or purposes of the proposed meeting. Upon receiving such request, the Chairman of the Board shall give written notice to each Board Governance Committee Member as provided in Sub-Section (d) of this Section within two (2) business days. Such notice shall state the purpose or purposes of the meeting. Only those matters listed in the meeting notice may be acted upon at such meeting, which shall occur within ten (10) business days. Meetings of the Board Governance Committee may be held at any place, either within or outside the District of Columbia or elsewhere within or outside of the United States or its possessions, as may be designated in the notice of such meeting.

**(c) Quorum.** The quorum at any meeting of the Board Governance Committee shall consist of a majority of its membership.

**(d) Notice.** Written Notice of any meeting of the Board Governance Committee shall be given to each member of the Committee, delivered or sent to the address or internet electronic mail address given by the member to the Corporation. Said notice shall be given at least forty-eight (48) hours prior to the meeting. If the member has given no address or internet electronic mail address to the Corporation, notice shall be delivered or sent to him at the registered office of the Corporation. If notice is given by internet electronic mail, it shall be deemed delivered when the notice is transmitted to the internet electronic mail address given by the member to the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States Mail in a sealed envelope, with first class postage thereon paid or placed with another delivery carrier in a sealed

envelope with proper delivery fees paid. If mailed notice is given for a meeting occurring forty-eight (48) hours after such notice, such notice shall be immediately followed by telephonic notice to the phone number given by the member to the Corporation for such purpose.

**(e) Action by Written Consent.** Any action required or permitted to be taken by the Board Governance Committee may be taken without a meeting if all of its members shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board Governance Committee. Such action by written consent shall have the same force and effect as though voted upon by a majority of the members at a meeting of the Board Governance Committee. Written consent conveyed in a digital format shall be acceptable.

**(f) Powers.** The Board Governance Committee shall be subject to the direction of the Board of Directors and shall assist the Directors by providing input and recommendations on: Bylaws; Board organization; Board membership; matters of recruitment, diversity, succession, training and evaluation, ethics and conflict of interest of volunteer leadership; and other corporate governance matters. The Board Governance Committee shall be primarily responsible for maintenance and approval of the Operating Manual – a collection of policies and procedures of the Corporation. The Board Governance Committee may investigate any matter it deems fit, and it may request the assistance of other committees in the implementation of actions.

## **Section 6. Audit Committee – a Standing Committee.**

**(a) Membership and Structure.** The Board of Directors shall appoint an Audit Committee consisting of the First Vice President of the Corporation as Chairman of the Committee and at least two additional individuals as determined by the Board of Directors. The Treasurer of the Corporation shall serve as a non-voting ex officio member of the Audit Committee.

**(b) Meetings of the Audit Committee.** Meetings of Audit Committee shall be called by the First Vice President. Additionally, upon written or electronic request of at least three (3) members of the Audit Committee, the First Vice President shall call a meeting. Any such written or electronic request shall state the purpose or purposes of the proposed meeting. Upon receiving such request, the First Vice President shall give written notice to each Audit Committee Member as provided in Sub-Section (d) of this Section within two (2) business days. Such notice shall state the purpose or purposes of



the meeting. Only those matters listed in the meeting notice may be acted upon at such meeting, which shall occur within ten (10) business days. Meetings of the Audit Committee may be held at any place, either within or outside the District of Columbia or elsewhere within or outside of the United States or its possessions, as may be designated in the notice of such meeting.

**(c) Quorum.** The quorum at any meeting of the Audit Committee shall consist of one-half of the Committee's membership, but not less than the Committee Chairman and one additional Audit Committee member.

**(d) Notice.** Written notice of any meeting of the Audit Committee shall be given to each member of the Committee, delivered or sent to the address or internet electronic mail address given by the member to the Corporation. Said notice shall be given at least ten (10) days prior to the meeting. If the member has given no address or internet electronic mail address to the Corporation, notice shall be delivered or sent to him at the registered office of the Corporation. If notice is given by internet electronic mail, it shall be deemed delivered when the notice is transmitted to the internet electronic mail address given by the member to the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States Mail in a sealed envelope, with first class postage thereon paid or placed with another delivery carrier in a sealed envelope with proper delivery fees paid.

**(e) Powers.** The Audit Committee shall be subject to the direction of the Board of Directors and shall assist the Board of Directors with respect to the Board of Directors' oversight of:

- (1) The quality and integrity of the Corporation's financial statements;
- (2) The Corporation's compliance with legal and regulatory financial reporting requirements;
- (3) The Corporation's selection, compensation, evaluation, and independence of its independent auditors; and
- (4) The performance of Corporation's internal accounting function.

## **Section 7. Nominating Committee – a Standing Committee.**

**(a) Membership and Structure.** The Board of Directors shall appoint a Nominating Committee consisting of the Chairman of the Board, President, First Vice-President, Treasurer, Secretary, the three most recent past-presidents other than the Chairman of the Board, the Chief Executive Officer, the WAT President, three Senior Vice-Presidents – Advisory (chosen by the President), three Senior Vice-Presidents – Flyway (chosen by the Chairman of the Board) and three At-Large Directors (chosen by the First Vice-President).

**(b) Meetings of the Nominating Committee.** Meetings of Nominating Committee shall be called by the Chairman of the Board. Additionally, upon written or electronic request of at least three (3) members of the Nominating Committee, the Chairman of the Board shall call a meeting. Any such written or electronic request shall state the purpose or purposes of the proposed meeting. Upon receiving such request, the Chairman of the Board shall give written notice to each Nominating Committee Member as provided in Sub-Section (d) of this Section within two (2) business days. Such notice shall state the purpose or purposes of the meeting. Only those matters listed in the meeting notice may be acted upon at such meeting, which shall occur within ten (10) business days. Meetings of the Nominating Committee may be held at any place, either within or outside the District of Columbia or elsewhere within or outside of the United States or its possessions, as may be designated in the notice of such meeting.

**(c) Quorum.** The quorum at any meeting of the Nominating Committee shall consist of one-half of the Committee's membership.

**(d) Notice.** Written notice of any meeting of the Nominating Committee shall be given to each member of the Committee, delivered or sent to the address or internet electronic mail address given by the member to the Corporation. Said notice shall be given at least fourteen (14) days prior to the meeting. If the member has given no address or internet electronic mail address to the Corporation, notice shall be delivered or sent to him at the registered office of the Corporation. If notice is given by internet electronic mail, it shall be deemed delivered when the notice is transmitted to the internet electronic mail address given by the member to the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States Mail in a sealed envelope, with first class postage thereon paid or placed with another delivery carrier in a sealed envelope with proper delivery fees paid.

**(e) Powers.** The Nominating Committee shall be subject to the direction of the Board of Directors and shall assist the Board of Directors in identifying, assessing, vetting and providing a slate of proposed Directors for the Board of Directors to consider.

**Section 8. Other Committees – Advisory or ad hoc Committees.** The Board of Directors may appoint such other committees and delegates to them such powers as it may deem necessary or appropriate in furtherance of the objects of the Corporation.

**Section 9. Committee Meetings by Audio or Video Conference.** In the discretion of the chairman of any committee, any committee may meet by means of audio or video conference or by other means by which all committee members participating are able to simultaneously hear each other during the meeting, and such participation shall constitute presence in person at the meeting.

## **ARTICLE VII Honorary Trustees**

**Section 1. Honorary Trustees.** The Council of State Trustees and National Delegates at any regular meeting may elect non-voting Honorary Trustees. The Board of Directors of the Corporation shall select the number of Honorary Trustees from time to time and shall prescribe their respective duties. A Honorary Trustee shall hold office at the pleasure of the Board of Directors, and may be removed from office by a majority vote of the Board of Directors at any time with or without cause or may be removed from office by the Personnel Policy Committee pursuant to Article VIII of these Bylaws for a violation of the policy stated in that Article.

## **ARTICLE VIII Wetlands and Waterfowl Violation Policy**

**Section 1. Policy.** It is the policy of the corporation that all Directors, Officers, State Trustees and National Delegates, Honorary Trustees, Board of Directors Committee members, volunteer Committee Chairmen or volunteer Committee members shall comply with all waterfowl, waterfowl habitat, game, fish, hunting and fishing statutes, regulations and ordinances.

**Section 2. Review and Sanctions.** Any Director, Officer, State Trustee and National Delegate, Honorary Trustee, Board of Directors Committee member, volunteer Committee Chairman or volunteer Committee member of the corporation who is found guilty of or pleads guilty or no contest to a violation of any statute, regulation or ordinance which exists pertaining to waterfowl, waterfowl habitat, game, fish, hunting or fishing shall be in violation of this policy and shall have their official status with the corporation immediately reviewed by the Personnel Policy Committee. If the Personnel Policy

Committee determines that disciplinary action is appropriate, it shall determine the disciplinary action, which may include the removal of that person from their volunteer position, that should be taken for such violation and implement such disciplinary action. Any action to discipline a Director, Officer, State Trustee and National Delegate, Trustee Emeriti, Honorary Trustee, Board of Directors Committee member, volunteer Committee Chairman or volunteer Committee member shall be by a positive vote of at least five (5) of the members of the Personnel Policy Committee.

## **ARTICLE IX Books and Records**

**Section 1. Auditing of Books.** The books and accounts of the Corporation shall be audited at least once every year by an independent audit firm. The Board of Directors shall cause such an independent audit to be made by a skilled accountant or firm of accountants who shall submit to the Board of Directors a report on their audit of the external financial statements of the Corporation each year.

**Section 2. Keeping of Books and Records.** The Corporation shall maintain at its principal office: (a) correct and complete books and records of account, (b) minutes of the proceedings of the Board, any Board Committees, and any designated bodies of the Board, (c) the names and addresses of its current Directors and officers, (d) the Corporation's current Articles of Incorporation, Bylaws, and Board-approved policies, (e) the most recent biennial report filed with the District of Columbia, and (f) all documents required to be maintained by organizations exempt from Federal income tax under Internal Revenue Code Section 501(c)(3) (or the corresponding section of any future Federal tax code). All books and records of the Corporation may be inspected by any Director having voting rights, or his/her agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE X Amendments**

**Section 1. Bylaws.** New Bylaws may be adopted or these Bylaws may be supplemented, amended or repealed by the two-thirds (2/3) vote of the Board of Directors at any meeting thereof, if notice of proposed new Bylaws, supplements, amendments or repeal or a summary thereof is contained in the notice of the meeting. New Bylaws may be adopted or these Bylaws may be supplemented, amended or repealed by vote by mail as provided in Section 11 of Article III, if the new Bylaws, supplements, amendments or repeal is submitted in writing by mail to each Director and proof of such mailing, under

oath, shall be filed with the minutes of the corporation. Such votes shall be registered within thirty (30) days from the date of mailing provided each of the Directors has returned his vote at the time, or the voting shall be considered closed any time prior thereto if and when all the Directors have returned their votes.

## **ARTICLE XI Indemnification and Insurance**

The Corporation shall indemnify and hold harmless any Director, officer, or employee of the Corporation to the maximum extent allowed by Sections 29-406.51 and 29-406.52 of the District of Columbia Nonprofit Corporation Act of 2010 (the "Act"). In providing this indemnification, the Corporation shall follow the procedures described in Section 29-406.55 of the Act. Further, the Corporation shall indemnify and advance expenses to a Director, officer, or employee who is party to a proceeding because he or she is or was a Director, officer, or employee of the Corporation, except for (a) liability in connection with a proceeding by or in the right of the Corporation other than for reasonable expenses incurred in connection with the proceeding; or (b) liability arising out of conduct that constitutes (i) receipt by the Director, officer, or employee of a financial benefit to which he/she is/was not entitled, (ii) an intentional infliction of harm on the Corporation, or (iii) an intentional violation of criminal law. The Board may authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a Director, officer, employee, or agent of the Corporation or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

## **ARTICLE XII Prohibitions and Limitations**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, employees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 1 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the

corresponding section of any future Federal tax code), or (ii) by a Corporation, contributions to which are tax-deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).