



# Pennsylvania Federation of Sportsmen's Clubs

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Providing leadership and advocacy for the enhancement of fish and wildlife resources for the benefit of hunters, anglers and conservationists.

## BYLAWS OF THE PENNSYLVANIA FEDERATION OF SPORTSMEN'S CLUBS

(As Amended on 1-21-2017)

### ARTICLE I CORPORATION NAME, ACRONYM, EMBLEM, OFFICES AND STATE OF INCORPORATION

#### Section 1. Name and Acronym

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

#### Section 2. Location of Corporate Offices

The principal offices and place of business of the PFSC are located in Harrisburg, Pennsylvania. The PFSC may also have offices at such other places, or may establish its principal office at such other locations, as the Board of Directors may decide.

#### Section 3. Emblem

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

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

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

### ARTICLE II MISSION, PURPOSES, AND OBJECTIVES

#### Section 1. Mission

The mission of the PFSC is to protect and promote hunting, fishing, trapping and related sportsmen's rights and privileges, to secure and defend our 2<sup>nd</sup> Amendment Rights as guaranteed by the Constitution of the United States of America; to protect from degradation and waste the natural resources of the Commonwealth of Pennsylvania and the United States of America; to encourage, advise, and assist other groups, organizations, elected officials, government agencies, private businesses and corporations to further sportsmen issues.

***Mission Statement: The mission of The Pennsylvania Federation of Sportsmen's Clubs Inc. is to provide a statewide, united voice for the concerns of all sportsmen and conservationists; to insure their rights and interests are protected, and to protect and enhance the environment and our natural resources.***

## **Section 2. Purposes and Objectives**

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

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

### **B. Conservation Education**

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

### **C. 2<sup>nd</sup> Amendment Rights Protection**

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

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

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

## **ARTICLE III MEMBERS**

### **Section 1. Membership Categories (Revised 6/2010)**

Membership structure within the Federation shall be determined by the Board. Membership categories include affiliated clubs, individuals and statewide conservation organizations. Reference to the term "individual member" includes individual, e-member (membership via email) supporting, contributing, life, 2<sup>nd</sup> generation, and any future individual category designated by the Board.

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

### **Section 2. Clubs (Revised 6/2010, 6/2013)**

An affiliated club shall be any group or organization with a membership of ten (10) or more individuals and whose mission is consistent with that of the Federation. Affiliation shall be granted upon receipt of a completed credential sheet, bylaws, mission statement and dues by the state office. (See Article II) Clubs shall elect a delegate to represent the club's members to the County and State Federation. Each affiliated club in good standing shall have voting privileges on issues and policies presented at PFSC General Sessions. They may send a club delegate to vote on their behalf or give their proxies to their county delegate to cast on their behalf.

### **Section 3. County Structure (Revised 6/2013)**

County organizations established under these bylaws shall be affiliate organizations of the Federation and shall constitute the local organization of PFSC member clubs in good standing and individual members in good standing within their county. County bylaws must be consistent with the bylaws of the Federation. The county organizations may formulate and carry out their own policies and programs. Counties are authorized to be incorporated, but are not required to incorporate.

One (1) or more clubs or ten (10) or more individual members in good standing shall form the county federation organization. The County shall elect a Delegate to represent the clubs of the County to the Federation. Each County shall be entitled to cast one vote for each paid club in their county via proxies from those clubs. County officers, including delegates, shall be PFSC individual members in good standing. Only affiliated clubs in good standing at the state level shall be entitled to vote on policies and issues pursuant to PFSC policies and issues at the county, division and state level.

### **Section 4. Divisions**

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

**Northwest:** Butler, Clarion, Crawford, Erie, Forest, Lawrence, Mercer, Venango, Warren

**Southwest:** Allegheny, Armstrong, Beaver, Cambria, Fayette, Greene, Indiana, Somerset, Washington, Westmoreland

**Northcentral:** Cameron, Centre, Clearfield, Clinton, Elk, Jefferson, McKean, Potter

**Southcentral:** Bedford, Blair, Fulton, Huntingdon, Juniata, Mifflin,

**Central:** Bradford, Columbia, Lycoming, Montour, Northumberland, Snyder, Sullivan, Tioga, Union

**Southern:** Adams, Cumberland, Dauphin, Franklin, Lancaster, Lebanon, Perry, York

**Northeast:** Carbon, Lackawanna, Luzerne, Monroe, Pike, Susquehanna, Wayne, Wyoming

**Southeast:** Berks, Bucks, Chester, Delaware, Lehigh, Montgomery, Northampton, Philadelphia, Schuylkill

The Divisional organization of the Federation shall consist of the Delegates, Officers and individual members of each county in the Division. The Divisions are part of the Federation and shall in no way be considered autonomous units. Only county delegates of PFSC affiliated counties with clubs in good standing at the state level shall be entitled to vote on policies and issues pursuant to PFSC policies and issues at the Division and State level. Any individual member or member of an affiliated club within the Division is entitled to attend Division meetings.

Each Division shall elect a Chair and Vice Chair, and other officers in order to conduct business, and shall also elect one representative and one alternate representative to the Board, as specified by these bylaws. Each Division shall meet at least twice each year, and may meet more often as determined by the Divisional officers. Division officers must be PFSC individual members in good standing. (Revised 6/2010)

### **Section 5. Statewide Organizations**

Statewide Organizations shall be any statewide conservation organization which meets the criteria established by the PFSC Board, and whose mission is consistent with that of the Federation. Acceptance as a member will be contingent upon a majority vote of the Delegates during General Session. Statewide organizations in good standing may elect a Delegate to represent them to the Federation and based upon their paid membership level, their delegate may be seated and vote at General Sessions and may have a seat on the board. (See Article 4, Section 2, Item 10) (Membership levels to be set by the board.)

## **Section 6. Individual Members**

Individual members (as defined in Article 3, Section 1) shall elect from within their ranks a Member-at-Large delegate to represent them on the board and during General Sessions. The election and ballot process shall be established at the discretion of the Executive Committee. When Individual memberships exceed 10,000 total, the individual members shall elect one additional Member-at-Large delegate from within their ranks. Moreover, they shall do the same for every increment of 10,000 individual members above the first 10,000. A Member-at-Large must be an individual member in good standing and must remain an individual member in good standing during his/her tenure. A Member-at-Large will be responsible for representing the views of the majority of PFSC's individual members, which may not necessarily be his/her own views.

## **ARTICLE IV BOARD OF DIRECTORS**

### **Section 1. Board Responsibilities**

The Board of Directors ("the Board") is vested with the responsibility to manage and conduct all business of the Pennsylvania Federation of Sportsmen's Clubs, Inc. ("PFSC"). The Board shall be responsible for all legal actions taken on behalf of the Federation. The board is authorized to hire staff to carry out the functions of the organization. All board members must be a current individual member in good standing and must remain an individual member in good standing during his/her tenure.

### **Section 2. Board Structure (Revised 6/2010)**

\*The Board of Directors shall be comprised of:

1. President
2. Vice President
3. Second Vice President
4. Secretary
5. Treasurer
6. Immediate Past President
7. One (1) representative from each of the eight (8) divisions of the state.  
Each Division shall meet prior to the September Convention to elect one representative to serve on the Board of Directors. These Directors will be seated at the September convention and shall serve for one year. These Directors must be individual members of PFSC.
8. Member-at-Large Delegates shall be elected by Individual members. (See Article III, Section 6)
9. Affiliated (member) Statewide Organizations in good standing may elect a Delegate to represent them to the Federation, and based upon their paid membership level (set by the Board), their delegate may have a voting seat on the Board and during General Session. All Statewide Organizations in good standing, regardless of membership level, may have a non-voting seat on the board.
10. No individual may hold more than one seat on the Board.

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

The Executive Committee shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, and Immediate Past President. The Executive Committee may act on behalf of the board between meetings of the full board, and in emergencies without prior authorization. The Executive Committee shall exercise such powers as directed by the Board.

Meetings of the Executive Committee can be scheduled by the President or upon written request of the President by any member of the Executive Committee. A majority of the committee (51 percent) shall constitute a quorum. All members of the Executive Committee must be notified at least five (5) days in advance of an Executive Committee meeting. The notice shall specify the business to be transacted. Executive Committee meetings may be held via electronic means as long as a majority (quorum) are able to participate.

**Section 4. Board Meetings (Revised 6/2010)**

Regular meetings of the board shall be held quarterly. Special meetings of the Board may be called by the President or at the written request of any six (6) Board members. All Board members must be notified at least ten (10) days in advance of any board meeting. The notice shall specify the business to be transacted. A majority of the Board may waive this notification.

The Board or Executive Committee may meet by telecommunications or online, provided that all participants can hear each other or view each other's communication.

**Section 5. General Sessions (Revised 9/2009, 6/2013)**

General Sessions shall be held twice a year, in March and September. Only county delegates with proxies from clubs in good standing, club delegates from clubs in good standing, delegates from statewide organizations in good standing, and any other PFSC elected delegates, (such as the Member-at-large) shall make up the voting delegation of the General Session. The PFSC President shall preside over the meeting.

**Section 6. Quorum**

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

A majority (51 percent) of eligible county and other statewide voting delegates shall constitute a quorum for General Session meetings and shall have the power to vote on issues coming before the PFSC.

**ARTICLE V  
PFSC OFFICERS**

**Section 1. Officers**

The Officers of the PFSC are the President, First Vice President, Second Vice President, Secretary, and Treasurer.

**Section 2. Additional Officers**

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

### Section 3. Duties and Powers of Officers

#### A. President

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

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

#### B. Vice Presidents

It shall be the duty of the Vice Presidents to assist the President in the performance of duties when called upon to do so. In the absence of the President, the First Vice President shall preside, unless also absent, in which case the Second Vice President shall preside at the meetings of the Federation and the Board. They shall perform such other duties as may be assigned to them by the President or Board.

#### C. Treasurer

It shall be the duty of the Treasurer or designee to supervise the collection of all monies, except those hereinafter provided, and to issue proper receipt for same. The Treasurer will disclose the financial status of the Federation to the Board and Delegates seated at the conventions. Upon leaving office for what ever reason, the Treasurer shall turn over to a successor, or to the President, all funds and property in possession which rightfully belong to the Federation.

#### D. Secretary

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

### Section 4: Election of Officers (Revised 1/2017)

The officers shall be elected biennial by the Delegates during **even numbered years at the Spring** General Session. The President may not serve more than two (2) consecutive terms. All terms of elected officers shall commence immediately upon the adjournment of the meeting at which the election was held. No Board Member may hold more than one (1) office or position on the board. All board members must be an individual member in good standing and must remain an individual member in good standing during his/her tenure.

The Nominations Committee shall consist of one (1) representative of each Division. The Nominations Committee shall meet prior to the election to compile a slate of nominees to be presented at the meeting of the General Session. If there are no other nominations, the election may be

conducted by voice vote. However, there may be additional nominations from the floor for any of the offices, in which case voting shall be by secret ballot.

### **Section 5: Eligibility for Office**

To be eligible to hold office as a PFSC Board Member, individuals must be an individual member in good standing. No commissioner or full-time employee of the Pennsylvania Game Commission or Pennsylvania Fish and Boat Commission shall be eligible to serve as a board member.

### **Section 6: Vacancy in Office (Revised 6/2010)**

In the event of a vacancy in the office of President, the First Vice President shall assume charge of and exercise the duties of the office until the next regular election. Likewise, the Second Vice President will fill any vacancy in the office of First Vice President. In the event of a vacancy of the Second Vice President, the office shall be filled at the next regular election. In the event of a vacancy in the office of Secretary, Treasurer or Immediate Past President, the President shall appoint someone to fill the term until the next regular election. Any appointment to the Immediate Past President position must be a member who has been a Past President of the PFSC.

## **ARTICLE VI RESOLUTIONS**

### **Section 1. Club Resolutions**

All resolutions relating to a policy or position of the Federation shall originate in the Counties and be submitted to the Resolutions Committee for review. The Resolutions Committee shall have the power to amend or revise any resolution or merge two (2) or more resolutions so long as each resolution's intent is preserved. If the Resolutions Committee determines that a resolution is not in compliance with the by-laws, it shall still be published, along with the Committee's ruling. The Committee's ruling may be appealed to the full convention by the Delegate from the originating county.

Upon review by the Resolutions Committee, the Executive Director shall have all resolutions printed in the official publication for distribution to all Officers and Delegates no later than sixty (60) days prior to the next convention, where final action by the Delegates will take place.

### **Section 2. Unpublished Resolutions (Revised 6/2010)**

An unpublished resolution may be brought to the floor upon affirmative vote of two-thirds [vote] of the Delegates seated in a convention in which a quorum is present. This also applies to any committee resolutions being brought to the General Session.

### **Section 3. Directors Resolutions**

For good cause shown by a simple majority vote, a Directors' Resolution may be formulated during a regular or special meeting of the Board. A Directors Resolution shall be presented to the Delegates assembled as if it were a published resolution. At no time will any resolution from a county or division, for whatever reason, be presented to the Delegates assembled under the guise of being a Directors' Resolution.

### **Section 4. Individual Members' Resolution**

Individual members may submit a resolution to the Member-at-Large after receiving a signed petition supporting the resolution by at least five (5) individual members. The Member-at-Large will submit the resolution to the Resolutions Committee in lieu of a county, following proper protocol.

**ARTICLE VII  
EXECUTIVE DIRECTOR**

**Section 1. Terms of Employment**

The PFSC may employ an Executive Director at the discretion of the Board. The Executive Director is an at-will employee of the board.

**Section 2. Ex Officio Member on Board**

The Executive Director shall serve as an ex-officio member of the Board of Directors, without vote; however, the Executive Director is not authorized to be present in any executive session without specific approval of the body.

**Section 3. Operations Manager of Staff**

The Executive Director may hire appropriate staff, and shall provide overall managerial direction and leadership to the staff of PFSC, and shall be responsible for the day-to-day administrative operations of the PFSC, under the direction of the Executive Committee.

**Section 4. Accountable to President and Board**

The Executive Director shall be accountable and report to the President and the Board of Directors of the PFSC and shall assume such responsibilities and perform such duties as may be assigned by the President or the Executive Committee.

**ARTICLE VIII  
CONDUCT OF OFFICERS, DIRECTORS, COMMITTEE MEMBERS,  
MANAGEMENT STAFF AND KEY PERSONNEL**

**Section 1. Duties**

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

**Section 2. Conflicts of Interest**

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



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

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

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

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

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

### **Section 4. Compensation Prohibited**

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

### **Section 5. Confidentiality**

Every member of the Board of Directors, in accordance with his duties to PFSC, has a responsibility to retain the security, restricted matter and internal confidences of PFSC in order to protect the interests of the PFSC. In particular, but without limitation, confidentiality must be maintained as to matters discussed during Executive Committee sessions held pursuant to these bylaws and other sensitive PFSC matters.

## **ARTICLE IX STANDING AND SPECIAL COMMITTEES OF PFSC**

### **Section 1. Responsibilities of Committees**

The President or Board of Directors shall assign responsibilities to the Committee that relates to particular activities, special areas or endeavors of the PFSC.

### **Section 2. Appointment of Committee Chairs**

- A. The President shall appoint a chair for each Standing or Special committee, who shall serve at the President's pleasure. All Committee Chairs must be an individual member in good standing and must remain an individual member in good standing during his/her tenure.
- B. Each Division Chair shall appoint one (1) Division representative to each Standing Committee. In addition, Members shall also include any member of the Board of Directors that may want to participate or any Director requested to do so by the Board.
- C. Only representatives appointed to the committees shall be entitled to vote on policies and issues before the committee.

- D. Member Statewide Organizations may appoint a representative to Standing Committees related to their organization's chartered policy interests.

### **Section 3. Committee Advisory to Board**

All PFSC Committees shall be advisory to the Board of Directors.

### **Section 4. Limitation on Powers of Committees**

No Standing or Special Committee of the PFSC shall have any powers to direct the PFSC or its activities.

### **Section 5. Committee Meetings**

The Committee Chairs are to prepare meeting agendas and preside over all meetings of their assigned committee. The Committee Chair shall provide a written report of each meeting held to the delegates assembled at the conventions and to the Board of Directors. The Chair may also be asked to give a verbal report.

### **Section 6. Standing Committees (Revised 6/2010)**

Standing Committees may include (but not be limited to):

1. Bylaws
2. Conservation
3. Fish/Boat
4. Game/Trapping
5. Firearms
6. Membership Development
7. Resolutions
8. Awards – Hall of Fame/Laudadio/Poster
9. Nominations
10. Education/Conservation Education

## **ARTICLE X FISCAL YEAR**

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

## **ARTICLE XI AMENDMENT AND REPEAL**

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

- A. The By-laws Committee or a member of the Board of Directors may initiate a proposed amendment, alteration, modification, substitution or other revision to the by-laws by submitting such proposal to the Board of Directors for consideration. Any PFSC member, affiliated club or county in good standing may initiate a proposed amendment, alteration, modification, substitution or other revision by submitting the request in writing to the by-laws Committee or the Board of Directors for consideration.
- B. The proposal shall be presented to the full Board at its next meeting. The By-laws Committee or Board of Directors may revise such proposal only to the extent necessary to correct it as to form, grammar, language and compatibility with the existing by-laws, and purposes, objectives, practices and procedures of the PFSC.

- C. If two-thirds (2/3) of the Board of Directors present accept the proposed amendment, alteration, modification, substitution or other revision or change to the by-laws of the PFSC, the proposal shall be advertised to the membership for a minimum sixty (60) day comment period.
- D. The proposal shall be posted on the PFSC website and notice published in the next edition of the official newsletter of the organization and shall be available for viewing via electronic means and by mail upon written request and submission of self-addressed stamped envelope to any member of the PFSC for not less than sixty (60) days for comments.
- E. Except for those matters that are required by nonprofit law to be approved by the membership or specifically mandated by these bylaws to be approved by the delegates; following the sixty (60) day comment period, the Board of Directors shall, at the next regular board meeting, weigh and discuss all correspondence, and shall then vote again on final ratification of the proposed by-laws change. Those matters requiring delegate approval shall be presented at the next General Session.

## **Section 2. Publication Upon Adoption (Revised 1/2017)**

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

## **ARTICLE XII DUES**

### **Section 1. Setting of Dues**

Each year the Board of Directors shall determine the dues necessary to efficiently operate the Federation. The proposed dues will be communicated to all Delegates and approved by the Delegates at any convention, to be effective the following January.

Any member who belongs to more than one affiliated club is obliged to pay state Federation dues in each club in which he is eligible to vote.

### **Section 2. County and Division Dues**

Counties and Divisions are authorized to assess such dues as they deem necessary for the operation of the organizations, but are not required to do so. Counties and Divisions should try to keep dues as low as possible to not put added financial burdens on clubs wanting to affiliate with the PFSC.

### **Section 3. Procedure (Revised 9/2009)**

Clubs shall make every effort to send their state, county and division dues payments to their county representative by January 15<sup>th</sup> of each year. Counties may choose to allow clubs to send state dues directly to the state office.

Counties shall forward collected clubs' state dues to the state office, and division dues to the division, by February 15<sup>th</sup> of each year.

The state office will provide counties and divisions with a list of their respective paid clubs by March 15<sup>th</sup> of each year.

## **ARTICLE XIII MISCELLANEOUS**

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

#### *A. Limitation of Personal Liability of Directors.*

A director of the organization shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (1) The director has breached or failed to perform the duties of his or her office as defined in Paragraph B below; and
- (2) The breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

The provisions of this paragraph shall not apply to (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a director for the payment of taxes pursuant to local, state or federal law.

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

(1) A director of the organization shall stand in a fiduciary relationship to the organization, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the organization, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (i) One or more officers or employees of the organization whom the director reasonably believes to be reliable and competent in the matters presented;
- (ii) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;
- (iii) A committee of the board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(2) In discharging the duties of their respective positions, the board, committees of the board and individual director may, in considering the best interests of the organization, consider the effects of any action upon employees, upon persons with whom the organization has business and other relations and upon communities which the offices or other establishments of or related to the organization are

located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (1) of this section.

(3) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the organization.

C. *Indemnification in Third Party Proceedings.*

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

D. *Indemnification in Derivative Actions.*

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

E. *Mandatory Indemnification.*

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

F. *Determination of Entitlement to Indemnification.*

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

- (1) by the board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or
- (2) if such quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

G. *Advancing Expenses.*

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

H. *Indemnification of Former Representatives.*

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

I. *Insurance.*

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

J. *Reliance on Provisions.*

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

**Section 2. Non-Discrimination**

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

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

### **Section 3. Privilege of the Floor**

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

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

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

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

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