

# THE CONSTITUTION OF THE OHIO WATERFOWL ASSOCIATION

## ARTICLE 1- NAME

Sec. 1. The name of this organization shall be the Ohio Waterfowl Association sometimes referred to hereinafter as the OWA.

Sec. 2. It shall be composed of waterfowl hunters, sportsmen, conservationists, and any others that are interested in preserving our wetlands and the perpetuation of our waterfowl.

Sec. 3. The OWA shall cooperate with other conservation organizations to further its objectives.

## ARTICLE 2- MISSION STATEMENT

The Mission Statement of the Ohio Waterfowl Association shall be:

To promote Ohio's waterfowling heritage through education, example and advocacy for all waterfowl enthusiasts in order to conserve our waterfowl resources and ensure that our children's children can enjoy what we love and share today.

## ARTICLE 3 - PURPOSES

Sec. 1. The Ohio Waterfowl Association is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code. All requests for funds or funding of programs or projects by entities or persons outside of the OWA must be submitted to the Board of Directors in writing so as to provide documentation of the amount, purpose and use of the funds requested. All requests must be approved by at least two-thirds (2/3) majority of the Board of Directors. Funding submissions by OWA members shall be considered on a case by case basis based on merit and shall be approved with 2/3 concurrence of the Board.

Sec. 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of The Internal Revenue Code.

Sec. 3. In the event the Organization is no longer viable and ceases operation all excess monies, and assets (after all obligations are settled), will be donated to an acceptable waterfowl related organization(s) as approved by the Board of Directors.

#### **ARTICLE 4 - OBJECTIVES**

Sec. 1. The objectives of the Ohio Waterfowl Association shall be as follows:

- A. To assist and promote the perpetuation of migratory birds and their habitat in order to provide for more and better bird hunting and recreation for Ohio waterfowl hunters.
- B. To assist and cooperate with the Ohio Department of Natural Resources, Division of Wildlife and any and all other agencies, associations and outdoor organizations whose goals and objectives are similar to the OWA's.
- C. To conduct educational programs related to waterfowl, our hunting heritage and conservation and resource enhancement for our youth and hunters of all ages.
- D. To represent waterfowl hunters in the State of Ohio and to help ensure that duck hunter dollars are invested in Ohio's duck hunting future.
- E. To promote and maintain relations with landowners and work with them to provide habitat conducive to increasing nest success and brood survival.
- F. To cooperate with law enforcement agencies by promoting respect for and compliance with game laws and regulations.
- G. To promote the brotherhood of the sport we know as "waterfowl hunting" or "waterfowling"

#### **ARTICLE 5 - POWERS**

Sec. 1. The powers of the Ohio Waterfowl Association shall be:

- A. To direct, manage, supervise, and control the property and funds of the Association.
- B. To establish an educational program to aid waterfowlers, both youth and adult, in pursuing their elected sport by such means as are directed by the OWA, such as waterfowl identification guide and/or instructions, safety programs, aids to good sportsmanship, and other related information.
- C. To implement or aid in any and all projects that will benefit waterfowl and waterfowl hunting in Ohio.
- D. To prepare and issue publications relating to the works of the OWA.

Sec. 2. The work or projects of the OWA shall not be conducted for private gain.

#### **ARTICLE 6 - MEMBERSHIP**

Sec. 1. Application shall be in writing and signed by the applicant upon forms provided by the OWA. Alternately, online application may be submitted and by making payment thereof applicant payment shall be considered the same as signature

- A. Such applications shall constitute the applicant's agreement to accept and be bound by the Constitution, rules, and regulations of the OWA.
- B. Any waterfowler or sportsman is welcome to apply for membership in the OWA regardless of race, color, gender, or creed.

C. All applicants shall have attained the age of eighteen (18) years for full membership with voting privileges. A Youth Membership will be offered to all those wanting membership that are under the age of eighteen (18) and does not carry with it the right to vote.

Sec. 2. The applicant shall pay annual membership dues. The annual membership term will run for one year from the most recent date of payment of dues to the OWA.

A. Memberships shall be revoked for:

1. Non-payment of annual dues after sixty (60) days, have elapsed since being sent a notice of such delinquency;
2. By disciplinary action as determined by the Board of Directors.

B. Members in good standing shall be entitled to all rights and privileges of the OWA.

C. Any member serving honorably in any branch of the armed services shall be held as a member in good standing during his tour of active duty.

D. Membership dues are \$20.00 for new members, \$20.00 for membership renewal, and \$10.00 for youth membership.

E. Honorary Membership can be bestowed on any individual at a regular association meeting as long as said application is nominated by a member in good standing and receives two-thirds approval by those members voting at the meeting.

#### **ARTICLE 7 - MEETINGS**

Sec. 1. There shall be two regularly scheduled meetings of the Ohio Waterfowl Association.

A. The Winter Meeting will be held the third Saturday in February, and;

B. The Summer Meeting will be held on a flexible date in August.

C. Said meetings are subject to change if they conflict with important dates.

Sec. 2. A meeting announcement and known agenda shall be issued no later than 14 days before each meeting, so as to ensure that members can anticipate an interesting and informative program for all meetings.

Sec. 3. Special meetings can be called by the majority of the Executive Committee or on petition of one-fourth (1/4) of the members in good standing.

Sec. 4. The Executive Committee shall meet before regular meetings, or on an as needed basis.

Sec. 5. All regular OWA meetings shall be open to members and guests alike. Roll will be taken of current members, non-members and guests will not be permitted voting rights.

Sec. 6. All meetings shall be governed by the rules of parliamentary procedure as set forth by Roberts Rules of Order. Meetings shall follow the agenda composed by the Executive Committee.

#### **ARTICLE 8 - MANAGEMENT**

Sec. 1. Board of Directors

- A. The management of the Ohio Waterfowl Association shall be vested in a Board of Directors comprised of the following individuals:
- President
  - Northern Ohio Vice President
  - Southern Ohio Vice President
  - Secretary
  - Treasurer
  - Immediate Past President, provided that person has served his entire term of office
  - An elected/appointed member representing each State of Ohio Wildlife District (total of five), as defined by the current ODNR Division of Wildlife, to be known as "OWA District Chairpersons"
- B. Therefore a fully seated OWA Board of Directors will total eleven (11) persons. The selection of the Chairman of the Board and Vice Chairman will be elected by the Board.
- C. District Chairperson, non officer members of the Board of Directors will serve a term of 2 years and have a staggered election year based on the District served. Elections for District Chairpersons will be scheduled as follows: Districts 1, 3 and 5 odd calendar years, Districts 2 and 4 even calendar years.
- D. The Board of Directors shall be the ad interim administrative body of the OWA, between general membership meetings and is empowered to transact all business and manage all property and funds as well as supervise all activities of the OWA.

**ARTICLE 9 - OFFICERS**

Sec. 1. The officers of the OWA shall be a President, Northern Ohio Vice President, Southern Ohio Vice President, Secretary, Treasurer, Media Relations Officer, and Membership Chairman. Those seven officers shall make up the Executive Committee.

Sec. 2. The specific powers and duties of the President shall be as follows:

- A. The President shall preside over all the meetings and the Executive Committee, and enforce the Constitution of the OWA.
- B. The President shall have the power to appoint committees as deemed necessary.

Sec. 3. The specific powers and duties of the two Vice Presidents shall be as follows:

- A. To assist the President in the enforcement of the rules and regulations.
- B. To oversee all standing and ad hoc committees.
- C. To oversee activities that promote the OWA in their regions of the state of Ohio. The boundary between those that serve as Northern Vice President and Southern Vice President shall be the boundary of the north and south waterfowl hunting zones used by the Ohio Department of Natural Resources, Division of Wildlife for the current waterfowl season. Elected Vice

Presidents must reside in the regions that they are elected to serve. Those living in counties where the boundary line passes through the county may serve either zone despite living north or south of the actual boundary line.

Sec. 4. The specific powers and duties of the Secretary shall be as follows:

A. To keep minutes of each meeting, conduct the official correspondence, and to keep all records and documents.

Sec. 5. The specific powers and duties of the Treasurer shall be as follows:

A. The Treasurer shall account for all moneys, and shall take charge and deposit the funds in the bank that is designated by the Executive Committee. The Treasurer shall pay all bills as approved by the Executive Committee. The Treasurer may be bonded, at the direction of the Executive Committee, at the expense of the Association. The Treasurer shall submit a financial report at all meetings.

Sec. 6. The specific powers and duties of the Media Relations Officer shall be as follows:

A. It shall be the responsibility of the Media Relations Officer to inform the membership and the general public of the activities through any of the following means: the OWA's official website, newsletters, press releases and news articles.

Sec. 7. The specific powers and duties of the Membership Chairman shall be as follows:

A. They shall be responsible for overseeing the activities involved with recruiting and retaining membership and maintaining detailed and accurate membership records.

Sec. 8. No elected officer or other member in good standing shall receive any fees, salaries, or other reimbursement from the association, excepting that, as the Executive Committee shall decide, certain actual expenses may be reimbursed.

Sec. 9. Any officer or member can be discharged for cause at a regular meeting of the membership, provided that they have been given at least two (2) weeks (14 days) advance notice of the date of the hearing. A majority vote of at least two-thirds (2/3) of the membership present at the meeting will then be required to remove the member or officer from the OWA.

Sec. 10. In any and all cases where subjects are not covered in the Constitution or By-Laws, the Executive Committee shall be empowered to act, excepting, that it may not go contrarily to the mandates of the general membership.

Sec. 11. Officer Elections

A. Officers will be elected at the first regularly scheduled meeting of the Association in the calendar year and said officers will serve a two year term. Any member, in good standing, may run for an office. Officer candidates can declare their running for such office or may be nominated from the floor at the meeting.

1. Notices for the Annual Meeting shall be sent no later than 14 days preceding the date of said meeting.

2. All members in good standing, except for youth members, shall be eligible to vote in any election held by the OWA.

3. Members must be present at the time of an election in order to cast a ballot.

4. All voting in any election shall be by written secret ballot except in these uncontested cases which will be decided by acclamation vote of members present.

5. No member shall be permitted to cast the ballot of an absent member.

6. No quorum of the Association shall be necessary in an election of officers.

7. Nominees for all offices shall be members in good standing and of good moral character.

B. At the Annual Meeting, nominations for all officers shall be made from the floor and the names of all persons, so nominated, shall be placed on a ballot, with the exception of those nominees that notify the Secretary of their intention to withdraw from the vote for said office.

C. At the Annual Meeting, the Secretary shall be provided with a true and accurate list of those members in good standing, by the Membership Chair for use in holding the election.

#### Section 12. Secession of Officers:

In the event an officer is unable to fulfill their or his term of office, (through death, disability , or any other reason) the following rules of secession will apply:

A. President - Succeeded either the Northern Ohio Vice President or Southern Ohio Vice President as determined by the Board of Directors.

B. The secession of all other offices will be by appointment of the Board of Directors with 2/3 concurrence of those Directors.

#### **ARTICLE 10 - ORGANIZATION LOGO**

Sec. 1. The Organization Logo shall be in such form as shall be approved from time to time by the Board of Directors.

#### **ARTICLE 11 - INDEMNITY**

Sec. 1. Any person made a party to any action, suit or proceeding, by reason of the fact that they, their testator or intestate representative is or was a director, officer or employee of this organization shall be indemnified against reasonable expenses, including attorney's fees, actually and necessarily incurred by them in connection with the defense of such action, suit or proceedings, or in connection with any appeal therein that such officer, director or employee is liable for negligence or misconduct in the performance of their duties.

Sec. 2. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

Sec. 3. The amount of indemnity to which any officer or any director may be entitled shall be fixed by the Board of Directors, except that any case where there is no disinterested majority of the board available, the amount shall be fixed by arbitration pursuant to the then existing rules of the American Arbitration Association.

**The current Constitution of the OWA was adopted August 29<sup>th</sup>, 2010 at the regular summer meeting of the Membership, and may be amended from time to time with advanced notice to and upon approval of 2/3 of the members at any regular meeting.**