

MINUTES OF THE 83rd
ANNUAL MEETING OF
THE NATIONAL WILDLIFE FEDERATION
June 6-8, 2019
St. Louis, Missouri

June 6, 2019

St. Louis, Missouri

Welcome Session

The 83rd Annual Meeting of the National Wildlife Federation (“NWF”) was opened on June 6, 2019 at 8:20 a.m. Eastern Time by its Board Chair, Kathy Hadley. Ms. Hadley welcomed the attendees and reviewed the schedule of events.

She then recognized the Missouri Tribal Lands on which the meeting is being held. The state of Missouri gets its name from the tribal name “Missouria”. The Missouria shared these lands with several other tribes including the Chickasaw, Osage, Quapaw, Otoe, Ioway and the Illini. Today, we acknowledge the regretful history of the forceable removal of these tribes from the land and recognize the indigenous communities upon whose ancestral lands we hold this year’s annual meeting and we recognize, as One Federation, the vital importance of NWF collaborating with indigenous people to achieve our share conservation goals.

Ms. Hadley then reviewed the program and discussed the importance of the upcoming conservation resolutions, bylaws revisions and elections. She then led the attendees in reciting the Pledge of Allegiance.

Dr. Peter Raven

Ms. Hadley introduced Ron Coleman, President of the Conservation Federation of Missouri (CFM). Mr. Coleman presented welcoming remarks and outlined the history and successes of CFM in Missouri. He explained CFM was formed to help establish state conservation programs and help establish professional management of wildlife. He then introduced Dr. Peter Raven, President Emeritus, of the Missouri Botanical Gardens.

Dr. Raven began by thanking the attendees for helping to preserve habitat. He spoke of the geographic diversity of Missouri and the history of conservation in the United States. Dr. Raven discussed the impacts of population growth and consumption and that we are facing different sets of issues from the 1930s when the United States was facing extinction of bears and wolverines. He explained biodiversity is under attack in view of perpetual growth and if we do not save the world now, we cannot later. He thanked NWF for its important role in bringing together individual state efforts and spoke of the importance of the Recovering America’s Wildlife Act. NWF is a strong leader in this space and is in a position to do something about the attacks on biodiversity.

Canadian Wildlife Federation

Following the remarks of Dr. Raven, Ms. Hadley introduced the following guests: John Ford, President of the Canadian Wildlife Federation, its CEO and Executive Vice-President Rick Bates, and First Vice President Guy Vézina. She then welcomed Shane Mahoney and the NWF Board members, including new Board members Stevie Parson and Jay Lanier.

Moment of Memory

A moment of memory was then held and, specifically, the legacies of Ms. Majorie Ziegler, Executive Director, Conservation Council for Hawai'i and John Dingell, former United States House of Representatives, were recognized.

Mustafa Santiago Ali

Ms. Hadley introduced Dr. Siva Sundaresan, NWF Regional Director and Director of Conservation for the Greater Yellowstone Coalition. Dr. Sundaresan introduced Mustafa Santiago Ali, NWF's Vice President of Environmental Justice, Climate, and Community Revitalization. Mr. Santiago Ali spoke of his background growing up in rural West Virginia and his 24 years at EPA working on environmental justice. He spoke of his work to address the disproportionate impacts of climate change and pollution on frontline communities. He discussed the commonalities between people, the need to come together to solve problems and the need to be heroes to achieve the change needed to address these issues.

Shilo Harris

Ms. Hadley introduced Collin O'Mara, President and CEO of the National Wildlife Federation. Mr. O'Mara thanked Dr. Raven and Mr. Santiago Ali and introduced Shilo Harris, a military veteran and defender of public lands. Mr. Harris recently helped NWF defeat a sage grouse rider in a defense appropriations bill. Mr. Harris presented Mr. O'Mara with a Challenge Coin and thanked NWF for its public lands efforts. He spoke of his combat experience in the military and injuries sustained in an IED explosion along with the loss of three friends. He explained his long road to recovery and the role his father played in helping to motivate him along the way. Mr. Harris then introduced his wife, Jaime, who spoke about their love of the outdoors and efforts to motivate others to experience the outdoors. Mr. Harris discussed the daily struggles of military veterans and asked for support of wilderness therapy programs for veterans, which are shown to decrease stress levels by 70% by going outside 20-60 minutes per day. Ms. Harris asked for the Federation's support in working with state level veterans organizations and that collectively these organizations and NWF would learn from each other.

Closing

Ms. Hadley thanked Mr. and Mrs. Harris for their inspirational speech. She then reviewed the upcoming schedule of events and explained NWF is dedicated to providing a harassment-free experience for everyone this week and ask that we treat each other with dignity and respect during all portions of the Annual Meeting including social events. She referenced the Shared Values and Respect Statement in the printed program, and if anyone has any concerns, to please report them.

At 9:45 a.m., Ms. Hadley concluded the Welcome Session.

June 6, 2019

St. Louis, MO

Conservation Achievement Awards

At 7:00 p.m. Eastern Time, Ms. Kathy Hadley began the presentation of the 2019 Conservation Achievement Awards.

Awards Presentations

Ms. Hadley began the awards presentations by introducing Carol Buie-Jackson to present the 2019 Affiliate Volunteer of the Year Award to Mike McKernan. Mike has been the volunteer camp director for the South Dakota Wildlife Federation's Youth Conservation Camp for the past 18 years. He began his volunteer work in 1988 as a camp counselor, then became an assistant director, and finally camp director. Mike and his team have taught thousands of young adults the message of conservation and wise use of our natural resources through a wide variety of educational and fun-filled activities, experiences, and presentations. Mike is also a long-time board member of South Dakota Wildlife Federation and served as its president for six years. He is a current hunt safe instructor and continues to educate young people about the outdoors and our natural world. Mike McKernan was presented the award.

Ms. Mary Van Kerrebroek was introduced to present the 2019 Conservation Leadership Award to Dan and Connie Burkhardt. Dan and Connie Burkhardt have a deep love of the land, water, and cultural resources found in the Missouri River Valley. In 2010 they founded the Katy Land Trust to preserve the cherished lands in and around the historic 225 miles-long Katy Trail. In 2012, they co-founded Magnificent Missouri, a nonprofit that organizes fundraising events in the St. Louis area to benefit conservation and environmental groups throughout Missouri. Dan and Connie have worked tirelessly to support the conservation causes they represent: through their published books—*Growing Up on the Missouri River*, *Missouri River Country* and *Florida Bay Forever*; their lectures; a television special on Missouri & Florida waterways; funding public and media campaigns to protect water and eliminate invasive species; and more—they have empowered numerous conservation organizations and inspired countless individuals to respect Missouri's rich outdoors heritage. Dan and Connie Burkhardt were presented the award.

Mr. Eric Freyfogle was introduced to present the 2019 Special Achievement in Conservation Award to Clark Bullard. Clark is well-known to the Federation. Last year, he completed 12 years of dedicated service on the NWF Board of Directors. What you may not know is that Clark has spent the past 50 years leading efforts to protect Illinois' rivers and advocating for energy conservation. Since the late 1960's, Clark has advocated to protect the Middle Creek of the Vermilion River, home to numerous unique and endangered species. Over the years, his relentless efforts led to the Illinois legislature voting down a plan to build a reservoir on Middle Creek. When the reservoir project later resurfaced, Clark successfully took the lead to have Middle Creek designated a "state protected river" and Illinois' only "federally designated scenic river." And Clark continues to be the river's chief protector. Clark Bullard was presented the award.

Two awards were handed out to honor individuals who demonstrate how much National Wildlife Federation and its affiliates can accomplish when we work together. Both are Charlie Shaw Conservation Awards.

Ms. Kathy Hadley presented the first award, the Charlie Shaw Conservation Partnership Award – Affiliate Leader, to Bob Rees, former Executive Director for NWF’s Oregon affiliate, the Association of Northwest Steelheaders, and he continues today to work on their campaigns. As a professional fishing guide for 29 years, Bob quickly came to understand the industry’s role in protecting the future of our natural resources. Throughout his time leading the Steelheaders, Bob regularly supported Federation activities and committees, engaged on policy campaigns, and partnered with affiliates in the region and across the country. His willingness to give to other affiliates was on display at the 2017 Annual Meeting in Oregon, where Bob led his organization in hosting a salmon bake for hundreds of participants. During his tenure, Bob took a leading role in diversity, equity, justice, and inclusion efforts. He worked with affiliate partners on public lands issues. And he defended national conservation legislation. Bob Rees was unable to attend, but Tom Vanderplatt, President of the Steelheaders accepted the award on his behalf.

Mr. Collin O’Mara was introduced to present the second award, the Charlie Shaw Conservation Partnership Award – Staff Award, to Lisa Moore, NWF’s Editorial Director for National Wildlife Magazine. Lisa Moore joined NWF in 2014 as editorial director, and since then has gained enormous respect for the Federation’s work in helping wildlife and habitats thrive. Under her leadership, National Wildlife magazine has transformed into a force for conservation and a reflection of the great work happening across the Federation; she keeps the focus on the most significant conservation issues in the nation and the efforts by the Federation’s affiliates and staff to address those issues. She has worked to ensure that the magazine demonstrates NWF’s commitment to equity and inclusion, with stories that reflect the rich diversity of Americans working to protect our wildlife and wild places. Ms. Moore was presented the award.

Mr. Kent Salazar was introduced to present the 2019 Affiliate of the Year Award to the Arizona Wildlife Federation. The Arizona Wildlife Federation got its start in 1923 as the Arizona Game Protection Association. In 1963 the organization changed its name and joined the NWF affiliate family. From the beginning, AWF has strived to take politics out of fish and game management and to promote the management of Arizona’s natural resources on a scientific basis. In its first year, AWF led the establishment of the Arizona Game and Fish Commission, and it continues to work with them today to assure that science-based best practices are used in the management of wildlife and habitat in Arizona. For 96 years, AWF has represented the voices of conservationists to protect our air, land, and water. AWF has been a leader on state and federal policy issues, working to defend access to public lands, protect the Grand Canyon from mining, and secure funding for state wildlife agencies. AWF has strong relationships with their congressional delegation and uses those connections to advance the federal conservation agenda on issues such as the Clean Air Act, Land and Water Conservation Fund, and Clean Water Rule. With the guidance of its strong board of directors, AWF has doubled their budget in the last year, tripled their staffing and expanded their affiliate base. They are well positioned for even greater

accomplishments in the future. AWF's Board President, Brad Powell, accepted the award on behalf of the Arizona Wildlife Federation and gave a presentation on the work of AWF.

Concluding Remarks

Ms. Hadley congratulated the awardees and asked the attendees to consider nominating someone who inspires you for next year's award.

The awards session concluded around 9:15 pm.

June 7, 2019

St. Louis, MO

General Session

At 8:20 a.m. Eastern Time, Ms. Hadley began the General Session.

Candidates

Ms. Hadley introduced the following candidates nominated for positions on the NWF Board and offered each the opportunity for introduction:

Eastern Vice Chair: John Robbins

Region 2 Director: Seth Ross

Region 3 Director: Carol Buie-Jackson

Region 10 Director: Scott Gilmore

Ms. Hadley next introduced the following candidates nominated for contingent positions on the NWF Board and offered each the opportunity for introduction:

Region 5 Director: Greer Tidwell

Region 12 Director: Rachel Sprague

Bears Ears Tribal Coalition

Mr. O'Mara presented a Conservation Achievement Award to the Bears Ears Inter-Tribal Coalition, which was accepted by its Co-Chair Clarence Bowekaty. Mr. Bowekaty is Lieutenant Governor for the Pueblo of Zuni and the Co-Chair of the Bears Ears Inter-Tribal Coalition. Mr. Bowekaty thanked NWF for its support of Bears Ears, which is an important area to five different tribal nations. He is honored to Co-Chair the Coalition, which thanks NWF for this honor.

Dr. Bruce Stein

Mr. O'Mara introduced Dr. Bruce Stein, NWF's Chief Scientist, who spoke of a report by a United Nations-backed panel called the Intergovernmental Science-Policy Platform on Biodiversity and Ecosystem Services (IPBES). The IPBES report explained up to one million plant and animal species face extinction, many within decades, because of human activities.

Dr. Stein explained the extinction crisis has been known since the 1980s, which is related to ecosystem loss and degradation. Fortunately, Dr. Stein noted the NWF Strategic Plan was structured to address these threats.

Camilla Simon

Mr. O'Mara introduced Camilla Simon, Executive Director of Hispanics Enjoying Camping Hunting and the Outdoors (HECHO). Ms. Simon spoke of the history of HECHO and its recent partnership with NWF. HECHO works to elevate Hispanic/Latino voices in local, state and

national conservation efforts, especially when it comes to accessing public lands. HECHO seeks to broaden the definition of a conservationist, and elevate the importance of Hispanic/Latino generational ties to the land and what that knowledge can add to public policy debates around access to the outdoors and conservation of land, water, and air for future generations.

Closing

Mr. Zach Cockrum, NWF's Director of Conservation Partnerships, led a discussion of wins by NWF affiliates. At about 9:15 a.m., Ms. Hadley concluded the General Session.

June 8, 2019

St. Louis, Missouri

Call to Order

At 8:20 a.m. Eastern Time, Ms. Hadley officially called to order the 83rd Annual Meeting of the National Wildlife Federation.

Introduction

Ms. Hadley welcomed the attendees to continue the important work on behalf of the country's wildlife and wild places. She explained the NWF Board of Directors re-elected four At-Large Board Members and two new members. Ms. Hadley introduced them: Ambassador Alan Blinken, Bri Jones-Rich, Jerry Jung, Rob Speidel, Miguel Ordeñana and Dr. Mamie Parker. Ms. Hadley then shared the exciting news that the Board approved a new Alaska affiliate, Southeast Alaska Conservation Council and welcomed its representative, Maggie Rabb.

Adoption of Official Roll

Ms. Hadley introduced Ms. Rebecca Pritchett, Region 4 Director and Chair of the Credentials and Affiliate Standards Committee. Ms. Pritchett reported the receipt of proper credentials for 52 Affiliate Representatives from 52 affiliate organizations entitled to send a voting delegate to the meeting. In addition, 47 Alternate Representatives were credentialed. ***Ms. Pritchett moved on behalf of the committee that the list of Affiliate Representatives and Alternates at the 83rd Annual Meeting of the National Wildlife Federation be adopted (Exhibit 1). All approved without discussion. The motion passed.***

Roll Call and Quorum

Mr. Benjamin Kota, the Secretary of the National Wildlife Federation, called the roll from the approved list, with 48 affiliate representatives present. A quorum was declared present.

Approval of Minutes and Order of Business

Ms. Hadley entertained a motion that a reading of the minutes of the Federation's 82nd Annual Meeting be waived, and that unless there are any additions or correction, that they be approved as distributed. ***A motion was so made and seconded and all approved acceptance of the Minutes of the 82nd Annual Meeting (Exhibit 2) without discussion.***

Ms. Hadley reminded the attendees of the order of business, including passing important conservation resolutions setting NWF conservation policy, considering proposed amendments to the Articles and Bylaws and electing members of the NWF Board of Directors.

Resolutions Committee Reports

NWF Board member Siva Sundaresan was introduced to Chair the resolutions session. Mr. Sundaresan reminded the Affiliates of the resolutions process:

- The chair and vice chair of each Resolutions Committee will report amendments made by their committee to the proposed conservation policy resolutions that were sent to each Affiliate Representative and Alternative Representative earlier this month.
- Such amendments will be projected on the screen.
- Mr. Sundaresan will ask the committee chair for his/her committee's recommendation as a motion for or against adoption. Motions should refer to the resolutions as "as amended by the committee" and shall be followed by discussion.
- During the discussion of each proposed resolution, if any new amendments are offered they will be voted on.
- When the discussion of the proposed resolution is concluded, the vote will be taken on the proposed resolution as amended.

Mr. Sundaresan explained there are nine (9) resolutions this year and reminded the delegates about the importance of establishing resolutions, as they establish the conservation policy voice of the National Wildlife Federation. They form the basis for the efforts of NWF volunteers, affiliates and staff in working together to advance the entire Federation's mission. The resolutions adopted also inform other institutions, the press, government and the public of our position on various issues. This is what makes it one of the most important tasks affiliates undertake.

Mr. Sundaresan then called each committee's name, and ***the chair or vice chair of the committees introduced and moved that the following resolutions be adopted:***

Mr. Peter Iwanowicz of Environmental Advocates of New York, Chair of the Climate and Energy Committee, recommended on behalf of the Committee that Climate and Energy-1 be adopted as amended by the Committee. There was no discussion and the ***amended resolution was adopted by a majority vote as presented by the committee, with forty five yays and three abstentions.***

Mr. Iwanowicz then recommended that Climate and Energy-2 on behalf of the Committee not be adopted as presented. Mr. Greg Gerritt of Environment Council of Rhode Island spoke in favor of the resolution and the need to act on climate. Mr. Calvert Huffines from South Carolina Wildlife Federation expressed appreciation for the passion of Mr. Gerritt. Mr. Elliott Brinkman from Prairie Rivers Network discussed the immense climate threat and challenge to the relevance of the Federation if it does not act on climate. Mr. Nathaniel González from Sociedad Ornitológica Puertorriqueña suggested to address a similar resolution next year. Mr. Eric Stiles from New Jersey Audubon Society thanked Mr. Gerritt for joining the climate task force and for all affiliates coming together as a family to make progress on the issue of climate change, but this particular resolution is not for the Federation. Mr. John Crenshaw from New Mexico Wildlife Federation spoke to the merits of both sides but suggested we cannot be part of future policy discussions if we simply say no. Mr. Mitch Friedman from Conservation Northwest noted the room is full of leaders and to trust colleague's judgment as strategists. Mr. Skip Kowalski from Montana Wildlife Federation noted the important dialogue in the committee meeting and suggested more time be spent on developing a resolution in the future. Mr. Marty Floyd from Louisiana Wildlife

Federation spoke to the need to be participants in policy discussions and this resolution may prevent that from happening. Ms. Angie Rosser from West Virginia Rivers Coalition indicated this resolution would threaten the way of life for those in West Virginia and other extraction states. Mr. Howard Penn from Planning and Conservation League noted the advancements in California but suggested the resolution be worked on collaboratively over the next year so that a version may be adopted at the 2020 meeting. Following no further discussion, ***the resolution as presented was not adopted, with three yays, thirty-six nays and nine abstentions.***

Ms. Emily Wood of Indiana Wildlife Federation, and Vice Chair of the Committee, recommended on behalf of the Committee that Land Management-1 be adopted as amended by the Committee. A discussion ensued around the threats of wildfires. Following no further discussion, ***the amended resolution was adopted, with forty-seven yays and one abstention.***

Ms. Wood then recommended on behalf of the Committee that Land Management-2 be adopted as amended by the Committee. There was no discussion and ***the amended resolution was unanimously adopted.***

Ms. Wood then recommended on behalf of the Committee that Land Management-3 be adopted as amended by the Committee. There was no discussion and ***the amended resolution was unanimously adopted.***

Ms. Laura Bankey of National Aquarium Iowa Wildlife Federation, Chair of the Pollution Committee, recommended on behalf of the Committee that Pollution-1 be adopted as amended by the Committee. There was no discussion and the ***amended resolution was unanimously adopted.***

Ms. Bankey then recommended on behalf of the Committee that Pollution-2 be adopted as amended by the Committee. There was no discussion and ***the amended resolution was adopted, with forty-seven yays and one abstention.***

Ms. Amy Trotter of Michigan United Conservation Clubs, and Chair of the Wildlife Trustees Committee, recommended on behalf of the Committee that Wildlife Trustees-1 be adopted as amended by the Committee. There was no discussion and the ***amended resolution was unanimously adopted.***

Ms. Trotter then recommended on behalf of the Committee that Wildlife Trustees-2 be adopted as amended by the Committee. There was no discussion and ***the amended resolution was unanimously adopted.***

Mr. Sundaresan thanked the affiliates that submitted resolutions, the committee members and the Chair and Vice-Chairs, and each of the delegates for participating in this important process.

Amendments to Bylaws

Ms. Hadley introduced Mr. Paul Beaudette, NWF's Eastern Vice Chair, to give a report of the Bylaws Committee. Ms. Hadley explained the Bylaws Committee was comprised as follows: Chair, Paul Beaudette; Rebecca Pritchett, Region 4 Director; Norm Ritchie, Region 11 Director; Dawn Levey, Michigan United Conservation Clubs; Ron Coleman, Conservation Federation of Missouri; Kim Winton, Conservation Coalition of Oklahoma; and Marty Floyd, Louisiana

Wildlife Federation; along with its NWF staff advisor, Benjamin Kota. The committee was formed to continue to review the NWF governing documents and consider amendments for debate and adoption at this meeting. Mr. Beaudette provided an overview of the proposed amendment to expressly set term limits for Vice Chairs in Article VII(i) of the Bylaws, which is a codification of existing Board policy. See Exhibit 3.

A motion was made, and seconded, to amend the Bylaws, Article VII(i) to include term limits for Vice Chairs (Exhibit 3). The motion passed unanimously.

Elections

Ms. Hadley asked Ms. Mary Van Kerrebrook to chair the elections session, including the elections of the Eastern Vice-Chair and Region 2, 3, 5, 10, and 12 Regional Directors. Ms. Hadley appointed the Tellers Committee to distribute and count ballots for any contested elections, which includes its Chair, Amanda Brogdon, Arkansas Wildlife Federation; John Knudson, Conservation Federation of Missouri; and Sara Green, South Carolina Wildlife Federation. She explained the nominees for each position had been forwarded to the delegates and list made available by the Secretary.

Ms. Van Kerrebrook explained that a nomination for any position up for election may be made from the floor. She asked for any additional nominations and none were offered. She asked for any objection to skipping the reading of the rules related to nominations and no objection was made.

A motion was made to elect John Robbins as Eastern Vice Chair. The motion was seconded and the motion was approved unanimously.

A motion was made, and seconded to approve the following slate of nominees:

Region 2 Director: Seth Ross

Region 3 Director: Carol Buie-Jackson

Region 5 Director: Greer Tidwell

Region 10 Director: Scott Gilmore

Region 12 Director: Rachel Sprague

The motion was unanimously approved.

Ms. Van Kerrebrook offered her congratulations and thanks to all of the candidates for participating in the election process. This concluded the 2019 elections. The new and re-elected members of the National Wildlife Federation Board were then sworn in by Ms. Hadley.

NWF President and CEO Collin O'Mara

Ms. Kathy Hadley introduced NWF's President and CEO Collin O'Mara. Mr. O'Mara spoke of the importance of One Federation and its evolution. It began with the adoption by the affiliates of a We Believe statement in 2016. A We Envision statement was adopted by the affiliates in 2017.

And a We Commit statement was adopted by the affiliates in 2018. The One Federation is embodied by our collaboration. When we working together to help save wildlife, we save ourselves.

As One Federation, we must work together to solve the climate crisis, address the biodiversity crisis and the nature deficit crisis. The Federation is unique in its breadth and depth and we are the ones that must lead on these issues. The conventional wisdom is nothing can get done in government. But this is not true, especially when we examine NWF's recent wins.

Mr. O'Mara posited that the biggest issue is the disconnect from nature and severe degradation of natural resources. While we do well conserving natural resources, we must do better. Collaboration is necessary and the news cycle is difficult to break through. For instance, the extinction report was a one-day story. If it is not the Federation to meet these challenges, then who will.

He then spoke about the Recovering America's Wildlife Act (RAWA), which is the most important piece of legislation since the 1930s. The Endangered Species Act never funded how to recover species at scale and we must pass legislation to address the biodiversity crisis. RAWA has bipartisan support and he asked each affiliate to make it a priority.

Mr. O'Mara then spoke of the climate debate. NWF is unique because it is a place where people can come together. The past fights did not acknowledge regional differences and any future win will need to be a collaborative effort by diverse partners. With respect to the nature deficit, we must double down on educational efforts.

He concluded by expressing his love and appreciation for all of the effort by the affiliates. But he asked, what if it is not enough. He asked the affiliate leaders to think about what we need to do to break through. How do we go from good to great? How do we think bigger? Are you willing to stand with me to win this fight? He thanked everyone for their support.

Departing Board Members

Ms. Hadley then thanked the following departing Board members for their service: Paul Beaudette, Truman Semans and Dianne Dillon-Ridgley. Mr. Beaudette was in attendance, brought on stage and presented a departing gift.

Chair's Address

Mr. O'Mara gave an introduction of Ms. Kathy Hadley and thanked her for her service to the Federation. She has guided the board with a steady and professional hand during these extraordinary times. Chair-Elect Bill Houston, Eastern Vice Chair Paul Beaudette, Central Vice Chair Mary Van Kerrebroek and Western Vice Chair Kent Salazar joined Mr. O'Mara on stage and presented Ms. Hadley a departing gift in recognition of her service to the Federation.

Ms. Hadley then shared her story, which is one of love for family. Ms. Hadley grew up in Western New York and her sister lived in a neighborhood called Love Canal, where her nephew became ill. Working with her sister, Lois Gibbs, she learned the power of grassroots organizing. Through being committed to a cause, in a united front and stubborn, their efforts led to the Superfund Law.

Ms. Hadley then moved to a pristine area of Montana near the Clark Fork River. Little did she know, this would become the largest Superfund site in the nation. Areas along the river were dead. Fish would die. Plants would not grow and she knew something was not right. She helped form a group to share what folks knew. They discovered that in the early 1900s, there was a major flood that washed copper tailings through the river from Butte to Missoula.

Ultimately, the group worked to have 120 miles of the Clark Fork River declared the largest superfund site in the nation. A video was shown about Ms. Hadley's efforts to clean up the Clark Fork River. She concluded by thanking Tracy Stone-Manning who was the Executive Director of the Clark Fork Coalition and aided this effort to clean up the Clark Fork River.

Concluding Remarks

Mr. O'Mara introduced Mr. Jason Baldes, who extended an invitation to attend a bison release on the Wind River Reservation on June 23, 2019.

Ms. Hadley recognized the Annual Meeting Design Team and thanked them for all of their efforts in putting together a successful meeting. She thanked Conservation Federation of Missouri for their hospitality in hosting the meeting. She also reported the affiliate fundraiser raised \$21,000 for the affiliate capacity building program.

Passing of the Gavel

Ms. Hadley then introduced Chair-Elect Bill Houston. Mr. Houston was first elected to the NWF Board of Directors in 2012. He served as Region 1 Director until 2018 upon his election to Chair-Elect. She spoke of his longtime efforts advocating for the environment as well as teaching Outdoor Leadership and Skills at Somerset Career and Technical Center for the past twenty-five year. She then passed the gavel to Mr. Houston.

Mr. Houston thanked the Federation for this opportunity to serve and thanked Ms. Hadley for her service. He explained his goal will be to continue to ensure wildlife thrive and wild places are protected. He asked what each of the delegates could do differently and to work in ways you have not before.

Mr. Houston then led attendees in reciting the Conservation Pledge.

Adjournment

The meeting was adjourned at 11:30 am.



National Wildlife Federation

83rd Annual Meeting

June 5-8, 2019

Sheraton Westport Chalet Hotel in St.
Louis, Missouri

List of Credentialed Affiliates

June 6, 2019

Affiliate	Representative	Alt. Representative	Annual Application and Dues
Alabama Wildlife Federation	Frank Boyd	Tim Gothard	Completed
Southeast Alaska Conservation Council	Maggie Rabb		New Affiliate
Arizona Wildlife Federation	Bob Vahle	Brad Powell	Completed
Arkansas Wildlife Federation	Charles (Trey) Buckner	Amanda Brogdon	Completed
Planning and Conservation League	Howard Penn	Stephanie Cadena	Completed
Colorado Wildlife Federation	Brent Miller	Suzanne O'Neill	Completed
Connecticut Forest and Park Association	Caroline Discoll	Eric Hammerling	Completed
Delaware Nature Society	Anne Harper	Dawn Rittenhouse	Completed
Earth Conservation Corps	Robert Nixon	Thomas Lawrence	Completed
Florida Wildlife Federation	Raymond R. Carthy	James Schuette	Completed
Georgia Wildlife Federation	Mark Berry	Mike Worley	Completed
Conservation Council of Hawaii	Lisa Hinano Rey	Anne Walton	Completed
Idaho Wildlife Federation	Brian Brooks	Becca Aceto	Completed
Prairie Rivers Network	Elliot Brinkman	Kim Erndt-Pitcher	Completed
Indiana Wildlife Federation	Emily Wood		Completed
Iowa Wildlife Federation	Joe Wilkinson	Sue Wilkinson	Completed

List of Credentialed Affiliates (continued)

Kansas Wildlife Federation	Chris Hamilton		Completed
Kentucky Waterways Alliance	Ward Wilson	Robert Johnson	Completed
Louisiana Wildlife Federation	Ryan Schaefer	Marty Floyd	Completed
Natural Resources Council of Maine	Elizabeth Rettenmaier	Lisa Pohlmann	Completed
National Aquarium	Laura Bankey	Sean Beattie	Completed
Environmental League of Massachusetts	Eric Wilkinson	Miriam Posner	Completed
Michigan United Conservation Clubs	Dawn Levey	Amy Trotter	Completed
Minnesota Conservation Federation	Lance Ness	Brad Gausman	Completed
Mississippi Wildlife Federation	Elizabeth Barber	Jeanne Jones	Completed
Conservation Federation of Missouri	Ron Coleman	John B. Knudsen	Completed
Montana Wildlife Federation	Skip Kowalski	John Salazar	Completed
Nebraska Wildlife Federation	Russ Soucheck	James R. Johnson	Completed
Nevada Wildlife Federation	Robert Gaudet	Lou Christensen	Completed
New Hampshire Audubon	Douglas A. Bechtel	Melissa Smart	Completed
New Jersey Audubon Society	Eric Stiles	David Mizrahi	Completed
New Mexico Wildlife Federation	John Crenshaw	Jesse Deubel	Completed
Environmental Advocates of New York	Peter M. Iwanowicz		Completed
North Carolina Wildlife Federation	Bob Brown	Manley Fuller	Completed
North Dakota Wildlife Federation	Dave Brandt	John Bradley	Completed
Ohio Conservation Federation	Matt Misicka	Stefan Marsh	Completed

List of Credentialed Affiliates (continued)

Conservation Coalition of Oklahoma	James Lawson	Kim Winton	Completed
Association of Northwest Steelheaders	Tom VanderPlaat	Tim Lenihan	Completed
Citizens for Pennsylvania's Future	Jacquelyn Bonomo	Kelsey Krepps	Completed
Puerto Rico Ornithological Society	Nathaniel González	Julissa I. Irizarry	Completed
Environment Council of Rhode Island	Greg Gerritt	Judee Burr	Completed
South Carolina Wildlife Federation	Calvert Huffines	Sara Green	Completed
South Dakota Wildlife Federation	Joe Long	Ryan Roehr	Completed
Tennessee Wildlife Federation	Lindsay Gardner	Mike Butler	Completed
Texas Conservation Alliance	Kevin Linderman	Janice Bezanson	Completed
Vermont Natural Resources Council	Brian Shupe		Completed
Virgin Islands Conservation Society	Jason Budsan	Dalma Simon	Completed
Virginia Conservation Network	Patrick Calvert	Kyle Hart	Completed
Conservation Northwest	Mitch Friedman	Amelia Marchand	Completed
West Virginia Rivers Coalition	Angie Rosser	Myia Welsh	Completed
Wisconsin Wildlife Federation	Craig Challoner	Pat Quaintance	Completed
Wyoming Wildlife Federation	Chris Simonds	Dwayne Meadows	Completed

MINUTES OF THE 82nd
ANNUAL MEETING OF
THE NATIONAL WILDLIFE FEDERATION
June 7-9, 2018
Chantilly, Virginia

June 7, 2018

Chantilly, VA

Opening General Session

The 82nd Annual Meeting of the National Wildlife Federation (“NWF”) was called to order on June 7, 2018 at 8:30 a.m. Eastern Time by its Board Chair, Kathy Hadley. Ms. Hadley welcomed the attendees and reviewed the agenda. Ms. Hadley discussed the importance of the upcoming conservation resolutions, bylaws revisions and elections. She then led the attendees in reciting the Pledge of Allegiance.

Ms. Hadley introduced Mary Rafferty, Executive Director of the Virginia Conservation Network (VCN). Ms. Rafferty presented welcoming remarks and outlined the history and successes of VCN in Virginia. She also detailed her early field organizing work, from opposing a uranium mine in Southwest Virginia to her work with Environment America. She explained VCN is a network of conservation groups that present a united front on the important issues of the day. Notably, VCN was instrumental in ensuring Virginia introduced state level climate requirements after the US Federal Government pulled out of the Paris accord. Ms. Rafferty explained she is trying to answer the following questions: how to pick and choose the fights to advance VCN’s mission, and how does VCN build power. She asked those in attendance to continue to think about what inspires all of us and to not react, but look for the opportunities for tomorrow.

Following the remarks of Ms. Rafferty, Ms. Hadley introduced the following guests: John Ford, President of the Canadian Wildlife Federation, its CEO and Executive Vice-President Rick Bates, and First Vice President Guy Vézina.

Newly elected At-Large Board Members were then introduced: Cathy Novelli, Sally Ranney and Rob Speidel. Current NWF Board members were recognized followed by NWF staff including those on the platform with Ms. Hadley, Collin O’Mara, President and CEO of NWF and Benjamin Kota, NWF’s Board Secretary and General Counsel.

Adoption of Official Roll

Ms. Hadley introduced Ms. Mary Van Kerrebroek, Region 8 Director and Vice Chair of the Credentials and Affiliate Standards Committee. Ms. Van Kerrebrook reported the receipt of proper credentials for 51 Affiliate Representatives from 51 affiliate organizations entitled to send a voting delegate to the meeting. In addition, 45 Alternate Representatives were credentialed. ***Ms. Van Kerrebrook moved on behalf of the committee that the list of Affiliate Representatives and Alternates at the 82nd Annual Meeting of the National Wildlife Federation be adopted (Exhibit 1). All approved without discussion. The motion passed.***

Roll Call and Quorum

Mr. Benjamin Kota, the Secretary of the National Wildlife Federation, called the roll from the approved list. A quorum was declared present.

Approval of Minutes

Ms. Hadley entertained a motion that a reading of the minutes of the Federation's 81st Annual Meeting be waived, and that unless there are any additions or correction, that they be approved as distributed. *A motion was so made and seconded and all approved acceptance of the Minutes of the 81st Annual Meeting (Exhibit 2) without discussion.*

Introduction of Virginia's First Lady, Pamela Northam

Ms. Hadley introduced the First Lady of the Commonwealth of Virginia, Pamela Northam. She is an educator, environmentalist and longtime advocate. Mrs. Northam has taken a leading role in Virginia to protect water quality and improve the health of the Chesapeake Bay. Most recently, she served as community outreach coordinator for Lynnhaven River NOW, a nonprofit environmental group. In this role, she oversaw advocacy and outreach programs for homeowners, congregations and businesses to help them to become more sustainable. As the First Lady, Mrs. Northam hasn't lost her love for being an environmentalist. Last week she joined Virginia Conservation Network to read to toddlers about the environment and kick off a training for daycare teachers to include climate and the environment in their early childhood curriculum. Later in the week she joined the Chesapeake Bay Foundation and others as they picked up trash along the James River during the Annual Clean the Bay day. When she's not reading to children or spending her time working with watershed groups, she is advocating to keep drilling off of Virginia's coast and working to ensure we meet our Chesapeake Bay cleanup goals.

Mrs. Northam welcomed attendees to Virginia and said she is honored to be here to talk about the history of environmental work in Virginia. She explained Virginia is leading the way on environmental initiatives and the clean-up of the Chesapeake Bay is a blueprint for other efforts. A healthy Bay should be realized by 2025. Virginia is attempting to make Virginia the go to source for clean offshore wind energy. She also wished Ranger Rick a happy 50th birthday. She explained she read Ranger Rick as a kid and, when she was a teacher, she used Ranger Rick in her classroom. She thanked NWF for setting the environmental education standard in the country.

She concluded by thanking everyone for their hard work, courage and holding the line on progress.

Introduction of Mr. Nathaniel González (President of Sociedad Ornitológica Puertorriqueña, Inc.) and Jason Budsan (President of Virgin Islands Conservation Society)

Ms. Hadley introduced the Presidents of the Puerto Rico (SOPI) and Virgin Islands (VICS) affiliates to provide an update on their post Hurricane Irma, Jose and Maria recovery efforts.

Mr. González extended gratitude to NWF. Last year the One Federation concept was introduced at the Annual Meeting and this year he said it became real. While the hurricanes destroyed habitat and damaged the SOPI facility, the NWF family came together by donating time and money, which was used to support first responders and conservation and restoration efforts on the island. He truly felt part of the One Federation.

Mr. Budsan began by thanking the people of Puerto Rico, which helped provide first responders in between hurricanes. Mr. Budsan explained the devastation was immense, but he heard from

members all across the Federation and explained we are all part of the same family. Mr. Paul Chakroff was introduced via Skype and he gave a presentation of the impacts of the hurricanes across the Virgin Islands. He thanked the Federation for moral and financial support and money will be spent on restoring habitat, providing for beneficial use of debris and K-12 educational efforts.

Candidate Introductions

Ms. Hadley next introduced the following candidates nominated for positions on the NWF Board and offered each the opportunity for introduction:

Chair-Elect:	Bill Houston
Central Vice Chair:	Mary Van Kerrebrook
Region 5 Director:	Paul Sloan
Region 6 Director:	Eric Freyfogle
Region 7 Director:	Cody Kamrowski
Region 9 Director:	Brian Bashore
Region 13 Director:	Siva Sundaresan

Ms. Hadley next introduced the following candidates nominated for contingent positions on the NWF Board and offered each the opportunity for introduction:

Region 1 Director:	Michael Bartlett
Region 8 Director:	Allyn Dukes

Values and Respect Statement

Ms. Hadley explained NWF is dedicated to providing a harassment-free experience for everyone this week and ask that we treat each other with dignity and respect during all portions of the Annual Meeting including social events. She referenced the Shared Values and Respect Statement in the printed program, and if anyone has any concerns, to please report them.

Adjournment

The meeting was adjourned at 9:55 am.

June 8, 2018

Chantilly, VA

Call to Order

At 8:15 am, Ms. Hadley called the meeting to back to order with a quorum declared present.

Dr. Mamie Parker – Commissioner of the Virginia Department of Game and Inland Fisheries

Ms. Hadley introduced Dr. Mamie Parker, the Commissioner of the Virginia Department of Game and Inland Fisheries and the former U.S. Fish and Wildlife Service Assistant Director. Dr. Parker made history as the first African American appointed to the position of Northeast Director of the Fish and Wildlife Service. She has extensive experience as a fish and wildlife biologist and an executive. She is an author in the American Fisheries Society's most recently released book entitled "The Future of Fisheries." She has received numerous awards and was inducted into the Arkansas Hall of Fame for her accomplishment as the first Arkansas native to rise to the Head of Fisheries in this country. Dr. Parker also served on the planning committee and was one of several panelists at the 2018 Women in Conservation Leadership Summit.

Dr. Parker started by saying how it feels like a homecoming because she sees so many familiar faces. She spoke of her background, including living by core values instilled in her by her mother: Passion, Inspiration and Encouragement. She explained how her mother used these core values to instill a conservation ethic at an early age. To demonstrate passion, she explained you have to do what is right, but that is not always easy. In order to find inspiration, she suggests going out in the world and doing something. And for encouragement, she noted the words of Colin Powell: "Soldiers are not fighting the enemy, they are fighting for the soldier next to them." She noted the importance of including all groups in the work of the Federation and the need to encourage and engage diverse populations in support of conservation. Dr. Parker explained how she keeps these core values at heart in order to keep moving forward.

Mr. Collin O'Mara – President's Annual Address

Ms. Hadley introduced NWF President and CEO, Collin O'Mara to give his annual address. Mr. O'Mara began by explaining the state of the Federation is strong, but the state of America's wildlife is declining. All must focus on the state of wildlife to ensure the scale of the Strategic Plan passed last year meets the massive scale of change needed to reverse the decline of wildlife populations. He explained the average person is unaware of the wildlife crisis and we all need to figure out how to connect people with nature, otherwise we will not meet the scale of the problem.

Mr. O'Mara noted our issues tend to be on the backburner of dialogue, but we are seeing these issues rise in importance. One way the conservation community can raise the level of importance is by localizing the benefits of healthy wildlife populations.

While the current state of politics involves ripping people apart, NWF's theory of change is that we can bring people together to meet the goals of the Strategic Plan. The idea of bringing people together involves more than sheer numbers. Rather the theory is if NWF develops fully baked ideas and brings them to the table, progress will be made. This is different from the old concept of using the Government as the principal's office, where people and NGOs do not talk with each other, but rather go to the Government to resolve differences.

We need to find a way to move beyond combat conservation to collaborative conservation. This change starts with the Federation. We may have to engage with people we don't agree with on all issues. For example, support for the America Reinvents Wildlife Act comes from not only traditional Democrats, but also Republicans and corporate America. While we must be firm in defending our priorities, we must do so as a last resort.

Mr. O'Mara explained he is increasingly hearing about fatigue related to constant fighting over issues. He believes people are hungry for solutions and that is what NWF does and can bring to the table. What we are fighting for is an underpinning of our democracy, the soul of our country, and that is our natural resources. We need people doing the hard work to get things done. NWF can do that and Mr. O'Mara asked the attendees to think about how you can do that, too.

Adjournment

The meeting was adjourned at 9:30 am.

June 9, 2018

Chantilly, VA

Call to Order

At 1:30 pm, Ms. Hadley called the meeting back to order with a quorum present.

Introduction

Ms. Hadley began the session by reviewing the agenda, which include passing important conservation resolutions setting NWF conservation policy, considering proposed amendments to the Articles and Bylaws and electing members of the NWF Board of Directors.

Resolutions Committee Reports

NWF Board member Mr. Bill Houston was introduced to Chair the resolutions session. Mr. Houston reminded the Affiliates of the resolutions process:

- The chair and vice chair of each Resolutions Committee will report amendments made by their committee to the proposed conservation policy resolutions that were sent to each Affiliate Representative and Alternative Representative earlier this month.
- Such amendments will be projected on the screen.
- Mr. Houston will ask the committee chair for his/her committee's recommendation as a motion for or against adoption. Motions should refer to the resolutions as "as amended by the committee" and shall be followed by discussion.
- During the discussion of each proposed resolution, if any new amendments are offered they will be voted on.
- When the discussion of the proposed resolution is concluded, the vote will be taken on the proposed resolution as amended.

Mr. Houston explained there are twelve (12) resolutions this year and reminded the delegates about the importance of establishing resolutions, as they establish the conservation policy voice of the National Wildlife Federation. They form the basis for the efforts of NWF volunteers, affiliates and staff in working together to advance the entire Federation's mission. The resolutions adopted also inform other institutions, the press, government and the public of our position on various issues. This is what makes it one of the most important tasks affiliates undertake.

Mr. Houston then called each committee's name, and ***the chair or vice chair of the committees introduced and moved that the following resolutions be adopted:***

Mary Rafferty of Virginia Conservation Network, Chair of the Climate Smart Energy Committee, recommended Climate Smart Energy-1 be adopted as amended. There was no discussion and the ***resolution was adopted by a majority vote as presented by the committee, with two abstentions.***

Ms. Rafferty then recommended that Climate Smart Energy-2 be adopted as amended. There was no discussion and ***the resolution as amended was adopted by a majority vote, with three abstentions.***

Mr. Brad Powell of Arizona Wildlife Federation, Chair of the Energy Committee, recommended Energy-1 not be adopted. A discussion ensued around the need to get to zero emissions. Concerns were expressed around the complexities of taking this action. Following no further discussion, ***the resolution was not adopted, with five yes votes, four abstentions and forty-two no votes.***

Mr. Powell recommended Energy-2 be adopted as presented. There was no discussion and ***the resolution was adopted by a majority vote, with one abstention.***

Mr. Joe Wilkinson of Iowa Wildlife Federation, Chair of the Land Use Committee, recommended Land Use-1 be adopted as amended by the Committee. There was no discussion and the ***resolution was adopted unanimously as amended.***

Mr. Wilkinson then recommended Land Use-2 be adopted as amended by the committee. There was no discussion and the ***resolution was adopted unanimously as amended by the committee.***

Ms. Brenna Goggin of Delaware Nature Society, Chair of the Oceans Committee, recommended Oceans-1 be adopted as amended by the committee. There was no discussion and the ***resolution was adopted unanimously as amended by the committee.***

Ms. Goggin then recommended Oceans-2 be adopted as amended by the committee. There was no discussion and the ***resolution was adopted unanimously as amended by the committee.***

Ms. Rachel Sprague of Conservation Council of Hawaii, Chair of the Watersheds Committee recommended Watersheds-1 be adopted as amended by the committee. Following a brief discussion, the ***resolution was adopted unanimously as amended by the committee.***

Ms. Sprague then recommended that Watersheds-2 be adopted as presented to the committee. Following a brief discussion, the ***resolution was adopted as presented to the committee.***

Mr. Matt Misicka of Ohio Conservation Federation, Chair of the Wildlife Strategies Committee recommended Wildlife Strategies-1 be adopted as amended by the committee. A discussion ensued and a motion was made to amend Line 8 of the resolution. The motion was seconded, and following a brief discussion, all approved. A motion was then made to amend Line 12, which was seconded. Following a brief discussion, all approved. A motion was then made to amend Line 24 of the resolution, which was seconded. Following a brief discussion, all approved. There was no discussion and the ***resolution was unanimously adopted as amended.***

Mr. Misicka then recommended Wildlife Strategies-2 be adopted as amended by the committee. Following a brief discussion, the ***resolution was unanimously adopted as amended by the committee.***

Mr. Houston thanked the affiliates that submitted resolutions, the committee members and the Chair and Vice-Chairs, and each of the delegates for participating in this important process.

Amendments to Bylaws

Ms. Hadley introduced Mr. Kent Salazar, NWF's Western Vice Chair, to give a report of the Bylaws Committee. Ms. Hadley explained the Bylaws Committee was comprised as follows: Chair, Kent Salazar; Dianne Dillon-Ridgley, NWF At-Large Board Member; Bill Houston, Region 1 Director; Manley Fuller, Florida Wildlife Federation; Nathaniel González, Sociedad Ornitológica Puertorriqueña; and Eric Stiles, New Jersey Audubon; along with its NWF staff advisor, Benjamin Kota. The committee was formed to continue to review the NWF governing documents and consider amendments for debate and adoption at this meeting. Mr. Salazar provided an overview of the proposed amendments, including amendments to Article XII(a) of the Bylaws to include the Board Investment and Diversity, Equity, Inclusion and Justice Committees as standing committees of the Board. See Exhibit 3.

A motion was made, and seconded, to amend the Bylaws, Article XII(a) to include the Investment Committee as a standing committee of the Board (Exhibit 3). The motion passed unanimously.

A motion was made, and seconded, to amend the Bylaws, Article XII(a) to include the Diversity, Equity, Inclusion and Justice Committee as a standing committee of the Board (Exhibit 3). The motion passed unanimously.

Elections

Ms. Hadley asked Mr. Clark Bullard to chair the elections session, including the elections of the Chair-Elect, Central Vice-Chair and region 5, 6, 7, 9, and 13 Regional Directors, as well as the conditional elections of region 1 and 6 Regional Directors. Ms. Hadley appointed the Tellers Committee to distribute and count ballots for any contested elections, which includes its Chair, Brandon Butler, Conservation Federation of Missouri; Bill Kremers, Association of Northwest Steelheaders; and Mary Waller, Conservation Coalition of Oklahoma.

A motion was made, and seconded, to close nominations for the Chair-Elect. The motion passed unanimously. A motion was made to elect Bill Houston as Chair-Elect. The motion was seconded and the motion was approved unanimously.

A motion was made, and seconded, to close nominations for the Central Vice Chair. The motion passed unanimously. A motion was made to elect Mary Van Kerrebroek as Central Vice Chair. The motion was seconded and the motion was approved unanimously.

A motion was made, and seconded, to close nominations for region 1, 5, 6, 7, 8, 9, and 13 Regional Directors. The motion passed unanimously. A motion was made, and seconded to approve the following slate of nominees by acclamation:

Region 1 Director: Michael Bartlett

Region 5 Director: Paul Sloan

Region 6 Director: Eric Freyfogle

Region 7 Director: Cody Kamrowski

Region 8 Director: Allyn Dukes

Region 9 Director: Brian Bashore

Region 13 Director: Siva Sundaresan

All approved by acclamation.

Mr. Bullard offered his congratulations and thanks to all of the candidates for participating in the election process. This concluded the 2018 elections. The new and re-elected members of the National Wildlife Federation Board were then sworn in by Ms. Hadley.

Ms. Hadley then thanked the following departing Board members for their service: Brian Preston, Nicole Wood, and Clark Bullard. Ms. Wood and Mr. Bullard were in attendance, brought on stage and presented gifts.

Adjournment

The meeting was adjourned at about 2:50 pm.

June 9, 2018

Chantilly, VA

Call to Order

At 7:00 pm, the meeting was called back to order. Ms. Hadley gave closing remarks and thanked all for attending. Dinner was served and a break was taken.

Awards Presentations

Ms. Hadley began the awards presentations by introducing Rebecca Pritchett to present the Affiliate Volunteer of the Year Award. Michelle Blair was honored as the 2018 Affiliate Volunteer of the Year. Ms. Blair's love for paddle sports and water conservation led her to approach the Mississippi Wildlife Federation with a unique idea to raise awareness about the importance of clean water in the Jackson, MS metro area. Ms. Blair's love of the outdoors and for sharing her knowledge with others is reflected in her selfless giving of her time, money and effort. She has spent countless hours over the past 4 years organizing the races and soliciting donors and sponsors. For that, she has become an invaluable asset to the Mississippi Wildlife Federation. Ms. Blair was presented the award.

Mr. Seth Ross was introduced to present the 2018 Conservation Youth Leader Award to Dakin Hewlett. Ms. Hewlett is the Watershed Education Coordinator for the Delaware Nature Society at the DuPont Environmental Education Center. Dakin engages the local community to help them better understand their connection to the local watersheds and guides them toward conservation actions that help water quality and wildlife. Dakin is also Delaware Nature Society's first Delaware River Watershed Fellow. Ms. Hewlett was presented the award.

Ms. Carol Buie-Jackson next presented a 2018 Conservation Leadership Award to Dr. Katherine Stephens. Dr. Stephens is a South Carolina native and longtime South Carolina Wildlife Federation member whose professional career comprises 40 years of experience in healthcare administration, education, and leadership. In 2010, Dr. Stephens helped to champion the approval of an amendment to the South Carolina constitution establishing hunting and fishing as a constitutional right. This successful effort was led by South Carolina Wildlife Federation and the Camo Coalition. Dr. Stephens has provided testimony to the South Carolina Department of Natural Resources and has been a key board member and Camo Coalition representative in advocacy activities at the South Carolina General Assembly. Dr. Stephens was presented the award.

Two awards were handed out to honor individuals who demonstrate how much National Wildlife Federation and its affiliates can accomplish when we work together. Both are Charlie Shaw Conservation Awards.

Ms. Hadley presented the first award, the Charlie Shaw Conservation Partnership Award – Affiliate Leader, to Mr. Dave Chadwick, Executive Director of the Montana Wildlife Federation. Since coming on board in 2013 as Executive Director, Dave has led Montana Wildlife Federation

with an emphasis on partnerships and collaboration. He has recommitted to the organization's affiliates, hiring three organizers around the state to communicate and build capacity with Montana's affiliate clubs. Dave has nearly doubled the Montana affiliate's budget and staff and has been revamping the board to include a broader set of constituencies. He played a key role in ensuring that the voice of affiliates was included in the National Wildlife Federation's Strategic Plan and is an advocate for One Federation, serving as co-chair of the Conservation Funding caucus and member of the One Federation Advisory Board. With Dave's leadership, Montana Wildlife Federation has deepened its partnership with the National Wildlife Federation on campaigns such as climate change, wildlife funding, clean water, public lands, and sage grouse issues, as well as other initiatives. In so many ways, Dave reflects Charlie Shaw's vision of the NWF-Affiliate partnership, through his tireless commitment to conservation and One Federation and his tremendous enthusiasm for the outdoors. Mr. Chadwick was presented the award.

Mr. O'Mara presented the second award, the Charlie Shaw Conservation Partnership Award – Staff Award, to Tiffany Woods, NWF's Manager of Southeast Forestry. Tiffany works with affiliates to improve forest management practices and wildlife habitat on private lands, and she has been a part of the team that has restored thousands of acres of longleaf pine alongside the Alabama Wildlife Federation. Tiffany has led the NWF and Alabama Wildlife Federation submittal of Longleaf Restoration grants to the National Fish and Wildlife Foundation that has yielded over \$200,000 in monetary grant awards. Tiffany proactively works to develop relationships and establish cooperation with our partners at the earliest possible moment, and is a shining example of what Charlie Shaw embodied: a passionate team player, who recognizes the importance of forging strong partnerships to achieve a goal. Ms. Woods was presented the award.

Mr. Beaudette presented the 2018 Affiliate of the Year Award to the Tennessee Wildlife Federation. Founded in the 1940's, Tennessee Wildlife Federation has become one of the largest and most respected organizations in Tennessee dedicated to the conservation of the state's wildlife and natural resources. In its early years, TNWF's leadership resulted in the formation of the Tennessee Game and Fish Commission. With its unwavering advocacy for Tennessee's wildlife and wildlife habitat, TNWF has directed public policy affecting Tennessee's great outdoors—from science-based resource management to the 2012 adoption of an amendment to the Constitution of Tennessee to protect citizens' right to hunt and fish. TNWF's conservation efforts also focus on stewardship and youth engagement to introduce kids to outdoor sports and engage young conservationists, connecting thousands of kids to outdoor activities every year. TNWF also is a national leader. In partnership with NWF, TNWF convened a national summit on Chronic Wasting Disease that brought together thirteen state affiliates and five national organizations. From that summit, TNWF has organized a national workgroup on CWD that this year introduced new federal legislation to battle the spread of the disease. TNWF has a passion for excellence and collaboration. To grow its own organization, TNWF draws ideas from the affiliate family and the national organization, rigorously implements and tracks them, and then shares their experiences with others in the Federation family across the country. You will often find TNWF staff on the road to learn from and share their own practices with other affiliates. As a state and federal-level leader that embodies the idea of One Federation, Tennessee Wildlife Federation is most deserving of National Wildlife Federation's 2018 Affiliate of the Year Award. TNWF's CEO Mike Butler

accepted the award on behalf of the Tennessee Wildlife Federation and gave a presentation on the work of TNWF.

Conservation Pledge

Ms. Hadley led the audience in the Conservation Pledge.

Adjournment

After hearing no objections, Ms. Hadley declared the meeting adjourned at 8:50 pm.

EXHIBIT 1

Official Roll

82nd Annual Meeting
June 6-9, 2018
Westfields Marriott Washington Dulles

Affiliate	Representative	Alt. Representative
Alabama Wildlife Federation	Frank Boyd	Tim Gothard
Arizona Wildlife Federation	Bob Vahle	Brad Powell
Arkansas Wildlife Federation	Charles S. Buckner III	Amanda Brogdon
Planning and Conservation League	Howard Penn	
Colorado Wildlife Federation	Brent Miller	Joshua Torrez
Connecticut Forest and Park Association	Eric Hammerling	Caroline Discoll
Delaware Nature Society	Brenna Goggin	Anne Harper
Earth Conservation Corps	Robert Nixon	Thomas Lawrence
Florida Wildlife Federation	Raymond R. Carthy	Richard Abbott
Georgia Wildlife Federation	Thomas D. Jones	Mike Worley
Conservation Council of Hawaii	Rachel Sprague	Lisa Hinano Rey
Idaho Wildlife Federation	Brian Brooks	

Affiliate	Representative	Alt. Representative
Prairie Rivers Network	Carol Hays	William Van Hagey
Indiana Wildlife Federation	Emily Wood	Ray McCormick
Iowa Wildlife Federation	Rich Leopold	Joe Wilkinson
Kansas Wildlife Federation	Laura Mendenhall	
Kentucky Waterways Alliance	Ward Wilson	Robert Johnson
Louisiana Wildlife Federation	Marty Floyd	Rebecca Triche
Natural Resources Council of Maine	Dennis King	Lisa Pohlmann
National Aquarium	Kris Hoellen	Laura Bankey
Environmental League of Massachusetts	Eric Wilkinson	Nancy Goodman
Michigan United Conservation Clubs	Dawn Levey	Daniel Eichinger
Minnesota Conservation Federation	Lance Ness	
Mississippi Wildlife Federation	Lindsey Lemmons	Randy Spencer
Conservation Federation of Missouri	Ron Coleman	John B. Knudsen
Montana Wildlife Federation	Skip Kowalski	David Chadwick
Nebraska Wildlife Federation	Gene Oglesby	James JJ Johnson
Nevada Wildlife Federation	Robert Gaudet	Lou Christensen

Affiliate	Representative	Alt. Representative
New Hampshire Audubon	Doug Bechtel	Paul Nickerson
New Jersey Audubon Society	Eric Stiles	John Cecil
New Mexico Wildlife Federation	Todd Leahy	John Crenshaw
Environmental Advocates of New York	Peter M. Iwanowicz	
North Carolina Wildlife Federation	Bob Brown	Tim Gestwicki
North Dakota Wildlife Federation	Dave Brandt	Mike McEnroe
Ohio Conservation Federation	Matt Misicka	Stefan Marsh
Conservation Coalition of Oklahoma	Kim Winton	Mary Waller
Association of Northwest Steelheaders	Bob Rees	Bill Kremers
Citizens for Pennsylvania's Future	Jacquelyn Bonomo	Jay Andrews
Puerto Rico Ornithological Society	Nathaniel González	Ela M. Cruz - Nazario
Environment Council of Rhode Island	Greg Gerritt	David A. Brunetti
South Carolina Wildlife Federation	Calvert Huffines	Ben Gregg
South Dakota Wildlife Federation	Zachery Hunke	Joe Long
Tennessee Wildlife Federation	Lindsay Gardner	Mike Butler
Texas Conservation Alliance	Mack Turner	Janice Bezanson

Affiliate	Representative	Alt. Representative
Vermont Natural Resources Council	Brian Shupe	
Virgin Islands Conservation Society	Jason Budsan	Dalma Simon
Virginia Conservation Network	Mary Rafferty	Kyle Hart
Conservation Northwest	Mitch Friedman	Paula Swedeen
West Virginia Rivers Coalition	Angie Rosser	Ed Gertler
Wisconsin Wildlife Federation	George Meyer	Craig Challoner
Wyoming Wildlife Federation	Siva Sundaresan	Dwayne Meadows

EXHIBIT 2

MINUTES OF THE 81ST
ANNUAL MEETING OF
THE NATIONAL WILDLIFE FEDERATION
June 9-10, 2017
Stevenson, Washington

June 9, 2017

Stevenson, WA

Opening General Session

The 81ST Annual Meeting of the National Wildlife Federation (“NWF”) was called to order on June 9, 2017 at 8:05 a.m. Pacific Time by its Board Chair, Bruce Wallace. Mr. Wallace welcomed the attendees and reviewed the Agenda. Mr. Wallace discussed the importance of the upcoming conservation resolutions, bylaws revisions and elections.

Ms. Jenny Brock, NWF’s Region 4 Director, was introduced to lead the attendees in reciting the Pledge of Allegiance.

Mr. Wallace introduced Mitch Friedman, Executive Director of Conservation Northwest. Mr. Friedman presented welcoming remarks and outlined the history and successes of conservation in Washington State, including the work to patch together ecosystems by creating wildlife bridges through the Cascades. There are now about thirty wolf packs, wolverines are starting to come back and the state is working to bring back Grizzlies. Despite being the third fastest growing western state and having the fewest amount of public lands in the west, Washington State is figuring out ways to ensure wildlife are protected.

Following the remarks of Mr. Friedman, Mr. Wallace introduced the following guests: Bob Morris, President of the Canadian Wildlife Federation, and its acting CEO and Executive Vice-President Rick Bates. Mr. Wallace then welcomed the new affiliate from Ohio: Ohio Conservation Federation and its President, Matt Misicka.

Mr. Wallace next discussed the Strategic Plan adopted by the Board of Directors and recognized the affiliate members that served on the Strategic Planning Committee: Dave Chadwick, Montana Wildlife Federation; Daniel Eichinger, Michigan United Conservation Clubs; Brad Powell, Arizona Wildlife Federation; John Robbins, North Carolina Wildlife Federation; Eric Stiles, New Jersey Audubon; and Rebecca Pritchett, Alabama Wildlife Federation. Special recognition was also given to the Committee Co-Chairs, Phil Roos and Kent Salazar from the NWF Board of Directors.

Newly elected At-Large Board Members were then introduced: Mustafa Ali, Miranda Ballentine, Ambassador Alan Blinken, Veronica Eady, Jerry Jung, John Robbins, Gloria Tom, and Beth Viola. NWF staff were then recognized, in particular, Collin O’Mara, President and CEO of NWF, joining via Skype, and Benjamin Kota, NWF’s Board Secretary and General Counsel, on the platform with Mr. Wallace.

Adoption of Official Roll

Mr. Wallace introduced Mr. Norm Ritchie, Region 11 Director and Chair of the Credentials and Affiliate Standards Committee. Mr. Ritchie reported the receipt of proper credentials for 51 Affiliate Representatives from 51 affiliate organizations entitled to send a voting delegate to the

meeting. In addition, 45 Alternate Representatives were credentialed. *Mr. Ritchie moved on behalf of the committee that the list of Affiliate Representatives and Alternates at the 81st Annual Meeting of the National Wildlife Federation be adopted (Exhibit 1). All approved without discussion. The motion passed.*

Roll Call and Quorum

Mr. Benjamin Kota, the Secretary of the National Wildlife Federation, called the roll from the approved list. A quorum was declared present.

Approval of Minutes

Mr. Wallace entertained a motion that a reading of the minutes of the Federation's 80th Annual Meeting be waived, and that unless there are any additions or correction, that they be approved as distributed. *A motion was so made and seconded and all approved acceptance of the Minutes of the 80th Annual Meeting (Exhibit 2) without discussion.*

Introduction of Mr. Jon Snyder, Policy Advisor to Governor Jay Inslee

Mr. Friedman introduced Mr. Jon Snyder, Washington Governor Jay Inslee's Policy Advisor for Outdoor Recreation and Economic Development. Mr. Snyder spoke of various state programs to get people outside. He next detailed the economic impact of the outdoor economy. 196,000 jobs are connected to the outdoor economy, with \$21.6 billion in related revenue. State and local governments generate approximately \$2 billion in taxes. Washington has recognized that leaving habitat in a natural state generates revenue and investments are being made to make the planet a better place.

Introduction of Mr. Jeremiah Julius of the Lummi Nation

Mr. Friedman introduced Mr. Jeremiah Julius of the Lummi Nation. Mr. Julius said he was honored to be a guest of NWF and on behalf of the elders of the Lummi Nation, he thanked NWF for its help in the 1980s. Mr. Julius noted we should not dwell on the past, but recognize and take responsibility for our actions, and that we need to consider how can work together to achieve results.

Candidate Introductions

Mr. Wallace next introduced the following candidates nominated for positions on the NWF Board and offered each the opportunity for introduction:

Western Vice Chair: Kent Salazar

Region 1 Director: Bill Houston

Region 4 Director: Rebecca Pritchett

Region 8 Director: Mary Van Kerrebrook

Region 10 Director: Scott Gilmore

Region 11 Director: Norm Ritchie

Region 12 Director: Koalani Kaulukukui

Adjournment

The meeting was adjourned at 9:40 am.

June 9, 2017

Stevenson, WA

Call to Order

At 3:00 pm, Mr. Wallace called the meeting back to order.

Strategic Plan & We Commit Presentation

Mr. Wallace began the presentation by recognizing the We Envision Statement adopted by the affiliates last year. The Statement acknowledged the incredible progress we as a nation have made in recovering and protecting much of America's wildlife. It also recognized that despite this progress, the overall trends for wildlife are quite alarming, with over 1/3 of America's fish and wildlife species at risk of extinction and steep declines in many wildlife populations. The Vision that was adopted last year called on the Federation to take up an enormously ambitious task: to reverse the decline of wildlife so that, in a generation, wildlife thrives in what is a rapidly changing world. The affiliates also called on NWF to build a conservation army to make that happen. And finally, the Federation was urged to take action to operationalize this vision. Mr. Wallace explained he appointed a Strategic Planning Committee, comprised of affiliate leaders, board members, and staff. The planning committee diligently worked on a four-year iteration of that vision in the form of a strategic plan. The plan was adopted by the NWF Board of Directors in May.

Mr. Wallace explained members of the Committee will be asked to present the strategic plan to the affiliates. Later, the affiliates will be asked to consider adopting a "We Commit" statement, which expresses affiliate support for the plan. Mr. Wallace explained the delegates will not vote on the plan itself—the plan has already been finalized by the Board. It is the affiliate vote on the "We Commit" statement that will indicate the level of support our Federation has for the Strategic Plan.

The affiliate members of the Strategic Planning Committee were then introduced to present portions of the Strategic Plan. Ms. Pritchett reviewed the affiliate participation and impact on the plan. Mr. Chadwick discussed the need for the plan and its structure as well as the army building section. Mr. Powell discussed the habitat section. Mr. Eichinger discussed the wildlife management section. Ms. Pritchett then discussed the concept of One Federation and commitments between the national organization and the affiliates. Finally, Mr. Robbins discussed strategic enablement or how to get this done and then reviewed the proposed We Commit Statement.

The Committee was then joined by NWF staff Andy Buchsbaum, Dr. Bruce Stein and Kevin Coyle. A question and answer session was then conducted. The first question related to what is being done to address human population growth and Dr. Stein explained the focus is on how to make use of landscapes for the benefit of wildlife. The next question related to whether the plan shows economic benefits and Mr. Robbins explained it would be possible to discuss economic

benefits and will think about how to incorporate it into the plan. The next question related how best to apply resources to our work in the face of attacks on policies. Ms. Pritchett noted work is not stopping and assured the most critical areas will receive the most attention. Mr. Powell then responded to a question related to whether more land will be protected or will the focus be on conserving current land. He explained the focus will be on both and to look into what needs to be done to connect habitat. Finally, a question was asked about support for a conservation ethic in schools and Mr. Coyle explained how there is actually more funding for environmental education under this current Congress than ever before. Also, the bulk of funding is occurring at the state and local level, which is counterintuitive.

Mr. Wallace thanked the delegates and the meeting adjourned at 3:55 pm.

June 10, 2017

Stevenson, WA

Call to Order

At 8:05 am, Mr. Wallace called the meeting to order and a quorum was declared present.

Rex Burkholder – Oregon Outdoor Education Coalition

Mr. Norm Ritchie, Region 11 Director, introduced Mr. Rex Burkholder, author of the book *The Activists Toolkit* and founder of the Oregon Outdoor Education Coalition, which led a campaign to dedicate \$22 million annually for the Outdoor School program in Oregon. Mr. Burkholder described how the work of the Coalition led to the passage of an Oregon state ballot initiative to fully fund environmental education for every 6th grader. He challenged the Federation to not leave Oregon alone in its work to instill the value of environmental education in youth.

Sara Parker Pauley – Director of Missouri Department of Conservation

Ms. Nicole Wood, Region 5 Director, introduced Ms. Sara Parker Pauley, Director of the Missouri Department of Conservation, and described her strong desire and efforts to be engaged in the stewardship of Missouri's natural resources. Ms. Parker Pauley spoke about conservation efforts in Missouri, including utilizing a portion of its sales tax revenue to fund conservation. She also spoke about the need to be creative in messaging in order to reach diverse audiences.

Collin O'Mara – President's Annual Address

Mr. Wallace introduced NWF President and CEO, Collin O'Mara, who joined via videoconference. He explained he could not attend in person because he and his wife are welcoming a baby girl to their family. Mr. O'Mara began the address by reviewing polling that demonstrates the level of polarization in America and people view themselves are more divided now than ever before. People simply have less trust in institutions. He explained he often thinks about how to bring people together and one way is through conservation. Ninety percent of all mammals on earth are either people, pets or farm animals. And yet there remains a wildlife crisis.

Mr. O'Mara explained NWF's founder, Ding Darling, had an idea to bring together a diverse group who all shared the common goal of protecting wildlife. He captured this coalition of wildlife supporters in a cartoon we all know well. Today, NWF has grown into a powerful, grassroots organization and its federated structure can move the conservation needle. The role for collaboration remains important as it helps build power across the country. But Mr. O'Mara explained the need to continue to broaden the big tent and grow this diverse conservation army to continue to move the needle. He then unveiled a new cartoon, similar to the vision originally captured by Ding Darling in the 1930s, which depicts the diverse conservation army of supporters who all care deeply about wildlife.

Mr. O'Mara discussed the need to continue to grow the conservation army, as Ding Darling had originally envisioned. The state of the Federation is strong, but we have more to do. We need to change the culture of the country and we need people to care, at scale. Mr. O'Mara asked

attendees, when they go home, to consider how to broaden the big tent and to focus on areas of agreement. The time is now to bring people together. We are Americans first, not rural, urban, Republican or Democrat. NWF has the opportunity to stich people together. 80 years from now, people will either look back and ask what happened or look at us as taking the necessary steps to protect wildlife. The time is now to reshape conservation.

We Commit Statement

Mr. Wallace began by explaining that at yesterday afternoon's general session, the "We Commit" statement in support of the new Common Agenda for Wildlife was presented to the delegates. Later that day, the delegates had the opportunity to further discuss the support statement in a breakout session and make modifications. He then invited affiliate members of the Strategic Planning Committee on stage to lead a discussion of the outcomes of the breakout session. Ms. Pritchett explained approximately thirty delegates attended and some concerns were raised regarding grammar and flow of the draft We Commit Statement. Mr. Eichinger explained the changes, then read the revised statement (*Exhibit 3*). ***On behalf of the Committee, Mr. Powell made a motion to approve the We Commit Statement (Exhibit 3) as amended. The motion as seconded and all approved without further discussion.***

Recess

The meeting was adjourned at 9:33 am, and was called back to order at 1:00 pm.

June 10, 2017

Stevenson, WA

Call to Order

At 1:05 pm, Mr. Wallace called the meeting back to order with a quorum present.

Introduction

Mr. Wallace began the session by reviewing the agenda, which include passing important conservation resolutions setting NWF conservation policy, considering proposed amendments to the Articles and Bylaws and electing members of the NWF Board of Directors.

Resolutions Committee Reports

NWF Board member Mr. Bill Houston was introduced to Chair the resolutions session. Mr. Houston reminded the Affiliates of the resolutions process:

- The chair and vice chair of each Resolutions Committee will report amendments made by their committee to the proposed conservation policy resolutions that were sent to each Affiliate Representative and Alternative Representative earlier this month.
- Such amendments will be projected on the screen.
- Mr. Houston will ask the committee chair for his/her committee's recommendation as a motion for or against adoption. Motions should refer to the resolutions as "as amended by the committee" and shall be followed by discussion.
- During the discussion of each proposed resolution, if any new amendments are offered they will be voted on.
- When the discussion of the proposed resolution is concluded, the vote will be taken on the proposed resolution as amended.

Mr. Houston explained there are thirteen (13) resolutions this year and reminded the delegates about the importance of establishing resolutions, as they establish the conservation policy voice of the National Wildlife Federation. They form the basis for the efforts of NWF volunteers, affiliates and staff in working together to advance the entire Federation's mission. The resolutions adopted also inform other institutions, the press, government and the public of our position on various issues. This is what makes it one of the most important tasks affiliates undertake.

Mr. Houston then called each committee's name, and ***the chair or vice chair of the committees introduced and moved that the following resolutions be adopted:***

Ray McCormick of the Indiana Wildlife Federation, Chair of the Agricultural Pollution Committee, moved that Agricultural Pollution-1 be adopted as amended. There was no discussion and the ***resolution was adopted unanimously as presented by the committee.***

Mr. McCormick then moved that Agricultural Pollution-2 be adopted as amended and a discussion clarified that non-native honey bees are included within the scope of the resolution. In addition, a

discussion ensued regarding the recognition of some beneficial uses of neonicotinoids, for example in the treatment of forests. While there may be some beneficial uses, the resolution seeks to suspend all uses. Following no further discussion, ***the resolution as amended was adopted unanimously by a majority vote, with one abstention.***

Ms. Lisa Pohlmann of the Natural Resources Council of Maine, Chair of the Agricultural Practices Committee, moved that Agricultural Practices-1 be adopted as amended by the committee. A discussion ensued regarding the definition of sustainable fuels. Following no further discussion, ***the resolution was adopted as amended by the committee by a majority of votes, with one no vote.***

Ms. Pohlmann then moved that Agricultural Practices-2 be adopted as presented by the committee. A discussion ensued regarding the need to modify line 41 of the amended resolution. ***In view of the discussion, a motion was made, and seconded, to delete “or amend evidence based policies” from line 41.*** Following no further discussion, ***the resolution was unanimously adopted as amended.***

Mr. Howard Penn of the Planning and Conservation League of California, Chair of the Conservation Priorities Committee, moved that Conservation Priorities-1 be adopted as presented to the committee. There was no discussion and the ***resolution was adopted unanimously as presented to the committee.***

Mr. Penn then moved that Conservation Priorities-2 be adopted as amended by the committee. There was no discussion and the ***resolution was adopted unanimously as amended by the committee.***

Mr. Bob Rees of Association of Northwest Steelheaders, Chair of the Habitat Restoration Committee, moved that Habitat Restoration-1 be adopted as presented to the committee. There was no discussion and the ***resolution was adopted unanimously as presented to the committee.***

Mr. Rees then moved that Conservation Priorities-2 be adopted as presented to the committee. There was no discussion and the ***resolution was adopted unanimously as presented to the committee.***

Mr. Rees then moved that Conservation Priorities-3 be adopted as amended by the committee. There was no discussion and the ***resolution was adopted unanimously as amended by the committee.***

Mr. Jim Schuette, of the Florida Wildlife Federation, Vice-Chair of the Management of Wildlife Committee, moved that Management of Wildlife-1 be adopted as amended. There was no discussion and the ***resolution was adopted as amended by the committee, with one abstention.***

Mr. Richard Mode, of the North Carolina Wildlife Federation, Chair of the Management of Wildlife Committee, then moved that Management of Wildlife-2 be adopted as amended by the committee. There was no discussion and the ***resolution was adopted as amended by the committee, with one abstention.***

Mr. Paul Chakroff, of the Virgin Islands Conservation Society, Chair of the Resources Planning Committee, moved that Resources Planning-1 be adopted as amended. A discussion ensued and Mr. Greg Garrett noted he would support but the resolution but was unhappy because he originally understood the resolution to be about environmental justice. Following no further discussion, the ***resolution was unanimously adopted as amended by the committee.***

Mr. Chakroff then moved that Resources Planning-2 be adopted as amended by the committee. There was no discussion and the ***resolution was unanimously adopted as amended by the committee.***

Mr. Houston thanked the affiliates that submitted resolutions, the committee members and the Chair and Vice-Chairs, and each of the delegates for participating in this important process.

Amendments to Articles and Bylaws

Mr. Wallace introduced Mr. Clark Bullard, NWF's Central Vice Chair, to give a report of the Bylaws Committee. Mr. Wallace explained the Bylaws Committee was comprised as follows: Chair, Clark Bullard; Seth Ross, Region 2 Director; Dave Chadwick, Montana Wildlife Federation; Manley Fuller, Florida Wildlife Federation; Rebecca Pritchett, Alabama Wildlife Federation; Mack Turner, Texas Conservation Alliance; Monty Halcomb, Tennessee Wildlife Federation; and Ms. Lisa Pohlmann, Natural Resources Council of Maine; along with its NWF staff advisor, Benjamin Kota. The committee was formed to continue to review the NWF governing documents and consider amendments for debate and adoption at this meeting. Mr. Bullard provided an overview of the proposed amendments, including amendments to include Board term limits, the addition of a Governance Committee to comply with best practices, the elimination of honorary officers, expressly codifying that only Board members may vote in Committee meetings and a few clean up amendments. See Exhibit 5.

A motion was made, and seconded, to consider all amendments to the articles and bylaws as a single package. There was no discussion and the motion passed unanimously.

A motion was made, and seconded, to approve the amendments (Exhibit 5) and the motion passed unanimously.

Elections

Mr. Wallace chaired the elections session, including the elections of the Western Vice-Chair and region 1, 4, 8, 10, 11 and 12 Regional Directors. Mr. Wallace appointed the Tellers Committee to distribute and count ballots for any contested elections, which includes its Chair, Janice Bezanson, Texas Conservation Alliance; Brandon Butler, Conservation Federation of Missouri; and Ellen McNulty, Arkansas Wildlife Federation.

A motion was made, and seconded, to close nominations for Western Vice-Chair and region 1, 4, 8, 10, 11 and 12 Regional Directors. The motion passed unanimously. A motion was made, and seconded to approve the following slate of nominees by acclamation:

Western Vice Chair: Kent Salazar

Region 1 Director: Bill Houston

Region 4 Director: Rebeca Pritchett

Region 8 Director: Mary Van Kerrebrook

Region 10 Director: Scott Gilmore

Region 11 Director: Norm Ritchie

Region 12 Director: Koalani Kaulukukui

Without further discussion, the motion passed unanimously.

Mr. Wallace offered his congratulations and thanks to all of the candidates for participating in the election process. This concluded the 2017 elections. The new and re-elected members of the National Wildlife Federation Board were then sworn in by Mr. Wallace.

Mr. Wallace then thanked the following departing Board members for their service: Jenni Brock, Shelley Cohen, Ron Clausen, Julia Reed-Zaic and John Grant. Ms. Brock has completed her tenure and was presented a bronze eagle.

Adjournment

The meeting was adjourned at about 3:00 pm.

June 10, 2017

Stevenson, WA

Call to Order

At 7:00 pm, the meeting was called back to order. Mr. Wallace gave closing remarks. A video was shown illustrating the partnership between NWF and the Eastern Shoshone Tribe to bring buffalo back to their land and culture. After 130 years of absence, this vision became a reality with the release of buffalo on November 3rd, 2016. Mr. Wallace was pleased to share that six months to the day after their release, on May 3rd 2017, the herd welcomed its first calf.

Awards Presentations

Mr. Wallace began the awards presentations by introducing Brian Preston to present the Affiliate Volunteer of the Year Award. Lillian Pipping was honored as the 2017 Affiliate Volunteer of the Year. Ms. Pipping is devoted to conservation and was the first and only woman elected as President of the Sheboygan County Conservation Association. Under her leadership as president of the Wisconsin Wildlife Federation, the Conservation Leadership Corp was started to inspire the next generation of conservation leaders. Her ground-breaking accomplishments in conservation are an inspiration to all of us, and her work continues to benefit the people of Eastern Wisconsin. Ms. Pipping was presented the award.

Nicole Wood next presented the 2017 Conservation Youth Leader Award. Throughout school and college, DavidCalandro was involved in many conservation groups and clubs. He is an alumni of the Conservation Federation of Missouri's youth education program and now serves on the organization's board of directors. He founded the Missouri Collegiate Conservation Alliance, a program of our Missouri affiliate that is designed to engage college students in conservation efforts. He spends time inspiring other young people to become involved in conservation endeavors, organizing volunteer projects, and serving as a peer mentor. Mr. Calandro was presented the award.

Carol Buie-Jackson next presented a 2017 Conservation Leadership Award to Richard Mode. Mr. Mode's work on clean water, high-quality trout habitat, and vibrant forests has made a significant impact on wildlife resources in the Southeast. Mr. Mode has served as a board member of the North Carolina Wildlife Federation, past president and board chair of Trout Unlimited, and is the founder of the local Trout Unlimited chapter. And for over two decades he has served as the affiliate representative to the National Wildlife Federation. Mr. Mode was presented the award.

Two awards were handed out to honor individuals who demonstrate how much National Wildlife Federation and its affiliates can accomplish when we work together. Both are Charlie Shaw Conservation Awards.

Paul Beaudette presented the first award, the Charlie Shaw Conservation Partnership Award – Affiliate Leader, to Ms. Angie Rosser, Executive Director of the West Virginia Rivers Coalition. With Ms. Rosser at its helm, West Virginia Rivers is the statewide voice for water-based recreation

and clean rivers and streams. In 2014, Angie spoke for hundreds of thousands of people affected by the chemical spill on the Elk River. Named the West Virginia Headwaters Waterkeeper, her work is critical to the protection of the six rivers within the Monongahela National Forest which provide drinking water for millions of Americans. She serves as co-chair of the National Wildlife Federation Water Caucus and is co-chair of the Choose Clean Water Coalition, which works to protect the Chesapeake Bay Watershed. Working with conservation leaders across the country, Ms. Rosser's commitment and deep passion for safeguarding our natural resources inspires us all. Ms. Rosser was presented the award.

Mr. Preston presented the second award, the Charlie Shaw Conservation Partnership Award – Staff Award, to Jim Lyon, NWF's Vice President for Conservation Policy. Mr. Lyon has worked in the environmental community for over 35 years, and more than 20 of those years have been with NWF. Throughout his tenure, he has engaged on a host of conservation issues in collaboration with NWF affiliates, from climate change and energy policy, the Gulf oil spill, conservation funding, public land protections, and defending cornerstone environmental protection laws. An expert in conservation policy, Mr. Lyon has spent the past three decades drawing together disparate voices from across the country to bring affiliate and Federation priorities to the forefront. Mr. Lyon was presented the award.

Mr. Wallace presented the 2017 Affiliate of the Year Award to the Environmental League of Massachusetts. Founded in 1898, ELM is committed to protecting land, water, and public health. Working with a diverse set of partners, ELM is a leader in combating climate change and promoting environmental and economic sustainability in the Commonwealth of Massachusetts. In 2016, ELM worked hand-in-hand with the National Wildlife Federation to champion a state energy bill committing the Commonwealth to generate at least 1,600 megawatts of offshore wind power and launching the largest offshore wind industry in the nation. The work ELM and its partners have done in support of offshore wind power serves as a model for other states across the country. ELM also advocates for state funding for environmental agencies and works to support compact, walkable communities with transportation and housing choices. Executive Director, Ken Pruitt, accepted the award on behalf of the Environmental League of Massachusetts, and gave a presentation on the work of ELM.

Ms. Kathy Hadley, Chair-Elect of the Board of Directors, along with Vice-Chairs Paul Beaudette, Clark Bullard, and Kent Salazar presented Mr. Wallace a parting gift recognizing his service to NWF as outgoing Board Chair.

Passing of the Gavel

Mr. Wallace then introduced incoming Board Chair, Ms. Kathy Hadley. He lauded her accomplishments as a former NWF Board Member, including serving as Western Vice Chair from 2008-2014. She is also an active board member with Montana Wildlife Federation for more than twenty years and she has served two terms as its President. With more than 30 years of nonprofit management experience focused on sustainable agriculture, energy and communities, Ms. Hadley is more than prepared to assume her role as Chair. Mr. Wallace expressed his privilege to hand over the chairmanship to Ms. Hadley. Ms. Hadley spoke of her goal to continue NWF's work to

ensure wildlife thrive and wild places are protected across our country. She looks forward to working with each of the delegates in attendance more closely over the next two years to achieve NWF's mission.

Conservation Pledge

Ms. Hadley led the audience in the Conservation Pledge.

Adjournment

After hearing no objections, Mr. Wallace declared the meeting adjourned at 9:10 pm.

EXHIBIT 3



NATIONAL WILDLIFE FEDERATION

11100 Wildlife Center Drive, Reston, VA 20190 | 703.438.6000 | www.nwf.org

To: NWF Affiliates and Board of Directors
From: Kent Salazar
Date: May 8, 2018
Re: Brief description of the proposed amendments to the NWF Bylaws

Summary: A best practice of any non-profit organization is to periodically review the governing documents. Affiliate representatives and NWF Board members may propose amendments to the Articles and Bylaws. Bylaws, Article XIV (a)(1). The NWF Board Chair shall refer all proposed amendments to an NWF Committee on Bylaws for consideration and recommendation. *Id.* After receiving two proposed amendments submitted by NWF Board members, the NWF Board Chair Kathy Hadley formed the Committee on Bylaws. The Committee includes as its Chair, NWF Western Vice Chair Kent Salazar, Region 1 Director Bill Houston, At-Large Director Dianne Dillon-Ridgley, Lisa Pohlmann (Natural Resources Council of Maine), Manley Fuller (Florida Wildlife Federation), and Brenda Lee Richardson (Earth Conservation Corps). After review, the Committee recommends approval of the two proposed amendments, as follows: 1) incorporating the Investment Committee as a Standing Committee of the Board; and 2) incorporating the Diversity, Equity, Inclusion and Justice Committee as a Standing Committee of the Board. The following is a brief summary of each of the proposed amendments.

Investment Committee

The Bylaws list a series of standing committees of the Board of Director (Executive Committee, Audit, Credentials and Affiliate Standards, Conservation Program Planning, Governance, and Development). Bylaws, Article XII(a).

Standing committees are those that an organization uses on a continual basis. These committees allow Board members to gain a full appreciation for the breadth and depth of any organization as well as satisfy the Board's fiduciary duties. As a result, the bulk of the Board's work should be done through standing committees.

In contrast, ad hoc committees are formed for a limited time period to address a specific need. Usually when the work of the ad hoc committee is completed, the committee is dissolved.

Presently, the NWF Investment Committee is an ad hoc committee of the Board. It was formed after the NWF Endowment's assets were transferred to NWF and the Endowment dissolved. This new structure realized cost savings to NWF and promotes a better understanding of the financial well-being of NWF when funders approach NWF. In the past, there has been confusion by funders because they were unaware of the existence of the Endowment.

To oversee the management and administration of the non-operational investments, the NWF immediately formed an ad hoc Investment Committee, populated by the same NWF Board members who served in the Endowment Board. In addition, those Endowment Board Members who were not also NWF Board Members were appointed non-voting Special Advisors to the Investment Committee. This allows NWF to retain the investment expertise of these individuals.

As the work of the committee will be permanent, the NWF Board proposed an amendment to the Bylaws making the Investment Committee a standing committee of the Board. The Investment Committee will be responsible for providing oversight of the management of the investment portfolio of NWF, recommending to the Board the adoption of management criteria to be set forth in an Investment Policy Statement (“IPS”), carrying out with full authority of the Board the duties and objectives contained in the IPS and supporting staff in managing and administering the investment portfolio of NWF.

Amendments related to the Investment Committee are highlighted in YELLOW in the Bylaws, Article XII.a and revisions reflected in underline.

Diversity, Equity, Inclusion and Justice Committee

Presently, the NWF Diversity, Equity, Inclusion and Justice (“DEIJ”) Committee is an ad hoc committee of the Board. It was formed two years ago in response to efforts to broaden NWF’s big tent to help achieve NWF’s Common Agenda for Wildlife.

Pillar Three of the Strategic Plan sets a goal of broadening the wildlife constituency. As stated: “[t]he Federation will build a larger and more diverse big tent of individuals and institutions to take action in support of a Common Agenda for Wildlife. This will include continued work with people across the political spectrum, states, cities, counties, towns and media partners, as well as the huge cohort of agencies and organizations that have the ability to directly improve conditions for fish and wildlife.”

Like the Investment Committee, the work of the DEIJ Committee will be permanent. As a result, the NWF Board proposed making the DEIJ Committee a standing committee of the Board. The DEIJ Committee will be responsible for presenting the rationale for why NWF should be engaged in the work of diversity, equity, inclusion and justice, and to help staff operationalize this work to help achieve the Common Agenda for Wildlife.

Amendments related to the Diversity, Equity, Inclusion and Justice Committee are highlighted in GREEN in the Bylaws, Article XII.a and revisions reflected in underline.

NATIONAL WILDLIFE FEDERATION

ARTICLES OF INCORPORATION

FIRST: The name of the corporation is NATIONAL WILDLIFE FEDERATION

SECOND: A resolution that the corporation accept the District of Columbia Nonprofit Corporation Act was adopted at a meeting of members held on March 16, 1975, at which a quorum was present, and the resolution received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

THIRD: The purpose or purposes which it will hereafter pursue are:

- (a) To coordinate all agencies, societies, clubs and individuals which are or should be interested in uniting all Americans to ensure wildlife thrive in a rapidly changing world.
- (b) To develop, promote and support a comprehensive educational program based upon scientific study and technical research to unite all Americans to ensure wildlife thrive in a rapidly changing world.
- (c) To inform and educate the public through the dissemination of pertinent facts, scientific and research discoveries and information to unite all Americans to ensure wildlife thrive in a rapidly changing world.
- (d) To stimulate a proper public attitude and appreciation of the aesthetic value and importance of wildlife to unite all Americans to ensure wildlife thrive in a rapidly changing world.
- (e) To cooperate with other conservation and wildlife organizations and to promote improved educational methods by encouraging the training of teachers and providing educational materials to unite all Americans to ensure wildlife thrive in a rapidly changing world.

Consistent with the foregoing, the corporation may exercise all powers that may be conferred upon corporations formed under the District of Columbia Nonprofit Corporation Act, as from time to time amended. The corporation shall not pursue any purpose, exercise any power, or carry on any activity not permitted to be pursued, exercised, or carried on by a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, and exempt from federal income taxation under Section 501(a) thereof (or the corresponding provisions of any future United States Internal Revenue law), contributions to which are deductible for federal income tax purposes.

FOURTH: The corporation is to have Members. The corporation shall have two classes of members: Voting and Non-voting. The designation of each class and category of Voting and Non-voting Member including the qualifications, rights and limitations of the rights of the members of each class and category, and provisions conferring, limiting or denying the right to vote are as follows:

(A) The Voting Members of the Federation shall be:

1. (a) Autonomous statewide organizations, hereinafter referred to as "affiliates," whose mission supports the purposes of the Federation. Affiliates shall be selected in the manner hereinafter provided. (When used in this Article, the words "state" or "states" shall be

deemed to include the states and territories of the United States, the Commonwealth of Puerto Rico and the District of Columbia.)

(b) Affiliate membership shall be limited to one organization in any state. If two or more organizations in any state request membership, the Federation Board of Directors shall determine which organization, if any, is better qualified for membership.

(c) Each affiliate shall elect, annually, one person as its Voting Delegate who shall represent it at and in connection with meetings of the voting members of this Federation. Each affiliate may also elect annually an Alternate Voting Delegate authorized to represent it in the absence of the Voting Delegate.

(d) An organization desiring to become an affiliate shall make written application therefore to the Federation Board of Directors and shall furnish all such information regarding itself and its qualifications for such membership as the Federation Board of Directors shall require.

(e) An organization which has applied for affiliate membership shall become an affiliate upon approval of its application for affiliate membership by the Federation Board of Directors. Each affiliate shall, as one condition of continued membership, furnish to the Federation once during each year within thirty (30) days after written request therefore by the President or other officer designated by the President or by the Federation Board of Directors, true and proper financial statements covering its fiscal year, a description of each class and category of members, the number of members in each class and category, the amounts of dues paid by the members in each class and category of member, other sources of revenue, the name and kinds of projects in which such affiliate is engaged and/or participating or cooperating with other organizations, the names and addresses of the officers, time and place of all meetings, and such other information regarding the organization and its activities and membership as shall be required by the Federation Board of Directors.

(f) Affiliate membership shall in each case be held while and only so long as an affiliate shall, in good faith, comply with the conditions herein stated and shall satisfy the following continuing qualifications for affiliation:

- i. That it is managed and conducted in a way which accords with sound and reasonable standards as from time to time established and prescribed by the Federation Board of Directors.
- ii. That it submit, annually, in accordance with policies and procedures established from time to time by the Federation Board of Directors, a timely application for renewal of its affiliation.
- iii. That it submit, annually, on or before the 90th day preceding each Annual Meeting of this Federation proper credentials for a Voting Delegate and, if it chooses, an Alternate Voting Delegate.

- (g) The Federation Board of Directors may declare the affiliate membership for a state to be vacant if it shall determine, after due notice and investigation, that the affiliate then holding such membership has failed to comply with or to meet the conditions herein set forth.
- (B) It is hereby declared that membership in this Federation is for the purpose of attaining greater cooperation and effectiveness in uniting all Americans to ensure wildlife thrive in a rapidly changing world.
- (C) Non-voting associate memberships may be obtained by persons and groups under rules and regulations promulgated from time to time by the Federation Board of Directors.
- (D) The Federation Board of Directors may establish rules requiring the payment of annual dues or contributions by Voting Members as well as Non-voting associate members.

FIFTH: The Federation Board of Directors shall be elected and appointed as provided by the Bylaws of the corporation.

SIXTH: Provision for the regulation of the internal affairs of the corporation are as set forth in the Bylaws of the corporation. In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Federation, dispose of all the assets of the Federation exclusively for the purposes of the Federation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court for the District of Columbia having jurisdiction thereof exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH: The Registered Agent of the Federation is CT Corporation System, 1015 15th Street NW, Suite 1000, Washington, DC 20005.

NATIONAL WILDLIFE FEDERATION BYLAWS

PREAMBLE:

America's experience with cherished landscapes and wildlife has helped define and shape our national character and identity for generations. Protecting these natural resources is a cause that has long united Americans from all walks of life and political stripes. To hunters, anglers, hikers, birders, wildlife watchers, boaters, climbers, campers, cyclists, gardeners, farmers, forest stewards and other outdoor enthusiasts, this conservation ethic has evolved and is now integral to our heritage and fundamental to the very pursuit of happiness enshrined at the founding of this great country. It is this heritage that we will defend and pass on to our children. And for all Americans, whether they venture into nature or not, whether they live in the middle of our most densely populated cities or in small towns or rural communities or somewhere in between, we all depend on clean air, clean water, and a healthy environment. Our ties to the land provide spiritual sustenance and a path to virtue; they suggest a perfection in nature that exceeds anything humans can create. As Americans we share a sacred duty and obligation to protect and build upon our conservation heritage for the sake of native wildlife, ourselves, our neighbors, and most of all for future generations.

To this end, we believe...

- Our nation's wildlife, fish, healthy waters, clean air, and public lands are a birthright of all Americans.
- Government has a sacred duty to conserve and steward these public trust resources for all, including future generations, using the best available science and providing robust financial resources.
- Conservation on private land plays an essential role in supporting healthy fish and wildlife populations and providing and connecting their habitat.
- Our nation's healthy lakes, rivers, streams, wetlands, marine and coastal waters, forests, and other wild lands are vital to our public health, economy, wildlife, and quality of life.
- Diverse and abundant wildlife habitat is essential for urban, suburban and rural communities.
- We all have a right to enjoy sustainable and responsible outdoor recreation including: hunting, fishing, camping, birding, wildlife watching, hiking, climbing, swimming, boating, and gardening.
- Our nation must address climate change, continue moving toward cleaner energy sources, and make wildlife habitat and communities more resilient to such change.
- We have a national responsibility to get our children outdoors, for their health, their intellectual enrichment, their daily happiness, and to instill a conservation ethic in future generations.

As the National Wildlife Federation – a nationwide federation of state and territorial affiliate organizations and nearly six million members and supporters across the country:

- We embrace a national responsibility to conserve wildlife and wild places wherever they may be and to broaden the conservation movement so that it encompasses America in all its diversity.
- We dedicate ourselves to share respectfully with our neighbors our understanding and appreciation of our natural environment, of conservation, of cultural preservation, and of America's outdoor heritage.
- We commit to nurturing with resources, attention, and talent a diverse national conservation movement that inspires local, state, and national action and engagement on issues that transcend political boundary.
- And we fully accept our profound responsibility to speak up, to advocate, and to engage on behalf of America's wildlife.

ARTICLE I – NAME & OFFICE:

The name of the organization shall be “National Wildlife Federation,” hereinafter called the “Federation,” incorporated as a nonprofit membership corporation under the laws of the District of Columbia. The principal office of the Federation shall be in such place as the Board of Directors may, from time to time, designate.

ARTICLE II – MISSION:

- (a) The mission of the Federation is:

Uniting all Americans to ensure wildlife thrive in a rapidly changing world.

- (b) The purposes of the Federation are more particularly stated in Article Third of the Articles of Incorporation.

ARTICLE III – MEETINGS OF VOTING MEMBERS:

- (a) The Annual Meeting of the Voting Members of the Federation, as set forth in Article Fourth of the Articles of Incorporation, shall be called at such time and place as may be fixed by the Federation Board of Directors. Notice of such Annual Meeting shall be given at least ninety (90) days in advance of the time for such Meeting.
- (b) The Order of Business at the Annual Meeting of the Federation shall be determined by the Board of Directors or in the event that the Board of Directors fails so to do, then such order shall be determined by the Chair and such Order of Business shall be a part of the notice

of such Annual Meeting, and may not be changed except by a majority vote of the voting delegates.

- (c) The Annual Meeting shall be conducted in accordance with parliamentary law, usage and custom. In the event of conflict, *Robert's Rules of Order, Newly Revised*, shall govern.
- (d) Special Meetings of the Voting Members may be called at such time and place as may be fixed by the Federation Board of Directors. Fifteen (15) days notice shall be given for a special meeting. Affiliate Representatives may participate in a Special Meeting by any means approved by the District of Columbia Nonprofit Corporations Act.

ARTICLE IV - OFFICERS OF THE FEDERATION:

- (a)(1) At the Annual Meeting, the affiliate representatives elect, as the Federation's highest elected official, a Chair who shall take office at the conclusion of the meeting at which he or she is elected and serve until the conclusion of the second Annual Meeting following his or her election or until a successor is elected. Election by the affiliate representatives of a Chair-Elect, as set forth in Article IV(b) below, who automatically assumes the office of Chair shall satisfy the requirement that the Chair be elected by the affiliate representatives.
- (2) No person shall be elected Chair to more than one consecutive full term provided, however, that after the interim of one term or more, any former Chair may be re-elected Chair-Elect, if he or she meets the requirements of Article V(c) of these Bylaws.
- (3) The Chair of the Federation shall preside at the Annual Meeting and at meetings of the Board of Directors and the Executive Committee, and shall perform such other duties as are authorized, designated and directed by the Federation Board of Directors and Bylaws.
- (b) At the Annual Meeting following a Chair's first year of office, the affiliate representatives shall elect a Chair-Elect, who shall meet the requirements of Article V(e) of these Bylaws, who shall take office at the conclusion of the meeting at which he or she is elected and serve until the conclusion of the next Annual Meeting following his or her election at which time the Chair-Elect shall assume the position of Chair without further election by the affiliate representatives.
- (c) The affiliate representatives shall also elect at Annual Meetings of the Federation three Vice Chairs, who shall meet the requirements of Article V(e) of these Bylaws, who shall take office at the conclusion of the meeting at which they are elected and serve until the conclusion of the third Annual Meeting following the Annual Meeting at which they were elected or until a successor is elected. One Vice Chair shall represent and reside in each of the following regions of the United States:

Eastern: Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Pennsylvania, Delaware, Maryland, Virginia, North Carolina, South Carolina, Georgia, Florida, West Virginia, Virgin Islands, Puerto Rico, District of Columbia, Alabama, Mississippi

Central: North Dakota, South Dakota, Nebraska, Kansas, Ohio, Oklahoma, Texas, Minnesota, Iowa, Missouri, Arkansas, Louisiana, Wisconsin, Illinois, Kentucky, Tennessee, Michigan, Indiana

Western: Alaska, Washington, Oregon, California, Nevada, Idaho, Utah, Arizona, Montana, Wyoming, Colorado, New Mexico, Hawaii, Guam

- (d) The Chair, Chair-Elect and Vice Chairs shall serve as members of the Federation Board of Directors during their respective terms.
- (e) Officers, Directors, and committee members shall not receive compensation for their services to the Federation except that employees may receive compensation for their services and all others shall be entitled to reimbursement for expenses reasonably incurred in performance of services to or on behalf of the Federation.

ARTICLE V – NOMINATIONS:

- (a) The Secretary, as defined in Article IX(c) of these Bylaws, shall send out a call for nominations for Board of Director positions, as set forth in Article IV, to the affiliate representatives of record and the current Board of Directors at least ninety (90) days prior to the time set for the election.
- (b) The Board of Directors operating as a committee of the whole shall present to the Secretary a nominee for Chair-Elect, who shall meet the requirements of Article V(e) of these Bylaws.
- (c) Affiliate representatives who intend to nominate anyone for any office should, if possible, advise the Secretary of the name of each person he or she intends to nominate at least forty-eight (48) hours prior to the time set for the election and provide information as to how the person being named can be reached or evidence that the individual would accept the position if elected.
- (d) The Secretary shall send notice to each affiliate representative of all nominations received by him or her thirty at least (30) days prior to the next scheduled Annual Meeting and shall post a list of the offices to be filled and the names of each person whom any affiliate representative has indicated an intent to nominate not less than twenty-four (24) hours prior to the time set for the election.

- (e) Any nominee for Chair, Chair-Elect or Vice Chair must be an existing Board member or member of NWF in good standing who served on the Board during one of the two previous Annual Meetings.

ARTICLE VI – VOTING AT THE ANNUAL MEETING

- (a) Voting shall be conducted as hereinafter provided.
- (b) Each affiliate representative shall be entitled to one vote upon each matter submitted to a vote at the Annual Meeting or as otherwise provided herein. A majority of the affiliate representatives shall constitute a quorum.
- (c) Board members may not vote at the Annual Meeting.
- (d) Except as required by these Bylaws, the Articles of Incorporation or applicable law, a majority of all qualified votes cast shall operate to elect a candidate, pass or reject any measure voted on, provided a quorum is present or represented. In the event of a tie vote on a measure or a candidate receiving less than a majority, an immediate re-vote on the measure or run-off on the two high or top candidates, shall be had.

ARTICLE VII - BOARD OF DIRECTORS

- (a) The Federation Board of Directors shall consist of a) the Chair of the Federation selected as provided in Article IV of these Bylaws; b) the Chair-Elect and the three Vice Chairs selected as provided in Article IV of these Bylaws; c) thirteen directors, known as Regional Directors, selected as provided in section (b) of this Article VII; d) the immediate Past Chair of the Federation as provided in section (d) of this Article VII; e) one (or more) former Chair who is not the immediate Past Chair as provided in section (d) of this Article VII; f) and up to seventeen directors, known as At-Large Directors selected as provided in section (e) of this Article VII.
- (b) One Regional Director shall be elected by the Affiliate Representatives for each of the following thirteen regions at the Annual Meeting of the Federation.
- No. 1 Maine, New Hampshire, Vermont, Massachusetts, Connecticut, and Rhode Island
No. 2 New York, New Jersey, District of Columbia, Pennsylvania, Delaware, and Maryland
No. 3 West Virginia, Virginia, North Carolina, and South Carolina
No. 4 Georgia, Florida, Mississippi, Alabama, Puerto Rico, and Virgin Islands
No. 5 Tennessee, Kentucky, Arkansas, and Missouri
No. 6 Ohio, Indiana, and Illinois
No. 7 Michigan, Wisconsin, and Minnesota
No. 8 Oklahoma, Louisiana, and Texas
No. 9 North Dakota, South Dakota, Nebraska, Kansas, and Iowa

No. 10 Colorado, Utah, Arizona, and New Mexico
No. 11 Washington, Oregon, and Alaska
No. 12 California, Nevada, Hawaii, and Guam
No. 13 Idaho, Wyoming, and Montana

The terms of the Regional Directors are staggered so that the Regional Directors from Regions 1, 4, 8, and 11 shall be elected in one year, the Regional Directors for Regions 5, 6, 7, 9, and 13 the following year and the Regional Directors for regions 2, 3, 10, and 12 in the third year.

- (c) A Regional Director must be a resident of the region which he or she is elected to represent; and upon his or her removal of his or her residence from such region, he or she shall cease to be a member of the Federation Board of Directors.
- (d) The Immediate Past Chair shall serve a term as a Director for one year following the conclusion of service as Chair. A former Chair who is not the Immediate Past Chair may be elected to additional one-year terms by a favorable vote of the other members of the Board at the Board's annual organizational meeting. A Past Chair may serve up to three one-year terms on the Board following service as the Immediate Past Chair for one year for a total of up to four years combined service as Immediate Past Chair and Past Chair.
- (e) The Federation Board of Directors may elect a maximum of seventeen (17) additional members of the Board of Directors known as At-Large Directors. Directors so elected shall serve a term of three (3) years. The Terms of the At-Large Directors are staggered so that six At-Large Directors shall be elected in one year, six At-Large Directors shall be elected in the second year and five At-Large Directors shall be elected in the third year. During the first three years after this change is made, At-Large Directors may be elected for full or partial terms at any time so long as no more than six At-Large Directors share the same term of office at any time. No more than ten (10) At-Large Directors may be elected by the Board in any one (1) year.
- (f) A majority of the actual membership of the Federation Board shall constitute a quorum of the Federation Board of Directors and shall have power to transact all business of the Board. The "actual membership" of the Federation Board is the number of sitting directors. It excludes any unfilled vacancies or any directorship which could have been, but was not filled.
- (g) A majority of all qualified votes cast shall operate to take action on behalf of the Federation Board of Directors, provided a quorum is present or represented. Each member of the Board of Directors shall have one vote at meetings of the Board of Directors. Board members may not vote by proxy. Only members of the Board of Directors are permitted to vote at Board and Committee meetings.
- (h) No paid employee of this Federation while so employed or for three years thereafter shall be eligible to become or serve as a Director of this Federation.

- (i) All members are limited to serving three (3) consecutive three-year terms as an At-Large or Regional Director, alone or in combination, provided that Regional Directors shall serve until the conclusion of the third Annual Meeting following the beginning of the term he or she was elected to fill or until a successor is elected. A term less than three years will be considered a full term if it is at least two years in length.

ARTICLE VIII - MEETINGS OF THE BOARD:

- (a) The Chair may call special meetings at other times and places and shall call a meeting upon written request of seven (7) members of the Board. Two (2) days' notice shall be given of all meetings. Board members may participate in meetings by any means approved by the District of Columbia Nonprofit Corporations Act including telephone conference calls.
- (b) Any meeting of the Federation Board of Directors shall be conducted in accordance with parliamentary law, usage and custom. In the event of conflict, *Robert's Rules of Order, Newly Revised*, shall govern.

ARTICLE IX - DUTIES OF THE BOARD:

- (a) The duties of the Federation Board of Directors shall be to direct the business and financial affairs of the Federation, and to engage in such activities as are appropriate to carry out its purposes and objectives, and to establish conservation policy in the interim between Annual Meetings. Where conservation policy matters are determined by the Board, such action must be immediately reported to the Voting Members for their information.
- (b) Directors shall serve on Committees and have the privilege of the floor at annual or special meetings of the Federation without vote.
- (c) The Federation Board of Directors shall select a President who shall serve at the will of the Board as the Chief Executive Officer of the Federation for one or more terms none of which shall exceed three years, and define his or her duties, authority, powers and compensation. The Board shall also select annually at its regular organizational meeting, a Secretary, a Treasurer, and one or more Assistant Secretaries and Assistant Treasurers as they deem necessary or convenient and define their duties, authority and powers. These Officers, who shall also serve at the will of the Board, shall take office at the conclusion of the regular organizational meeting of the Board at which they are elected and serve until the conclusion of the next such meeting or until a successor is elected. Officers selected by the Federation Board of Directors or by the President as provided below, shall not be members of the Board of Directors, but shall, at Federation expense, furnish bond in such amount, if any, as the Board may require for faithful performance of the duties assigned to them by these Bylaws or by the Board of Directors. The position of President and Treasurer may not be held by the same individual.

- (d) The President is authorized to employ such persons and to obtain such employees' services as may be required to carry on the work of the Federation. The compensation of all these employees of the Federation shall be set by the President and, through the budget process, subject to the control of the Federation Board of Directors.
- (e) The fiscal year of the Federation shall be as from time to time fixed by the Federation Board of Directors.

ARTICLE X - INTENTIONALLY LEFT BLANK:

ARTICLE XI - CONSERVATION POLICY RESOLUTIONS:

- (a) The conservation policy of the National Wildlife Federation shall be established by resolutions adopted by the affiliate representatives at Annual Meetings of the Federation.
- (b) Resolutions may be proposed by: (i) any Voting Member, (ii) any member of the Board of Directors, or (iii) the President.
- (c) The Secretary should send out a call for resolutions not less than ninety (90) days prior to the Annual Meeting. Proposed resolutions must be submitted in writing to the Secretary not less than sixty (60) days prior to the Annual Meeting.
- (d) The Chair shall appoint, at least forty-five (45) days prior to each Annual Meeting, one or more committees on conservation policy resolutions consisting of affiliate representatives, alternate affiliate representatives and, as *ex-officio* members, members of the Board of Directors, provided that a majority of the members of each committee shall be affiliate representatives or alternate affiliate representatives.
- (e) Thirty (30) or more days prior to the Annual Meeting, the Secretary shall assign proposed resolutions to an appropriate committee for investigation and discussion.
- (f) Each committee shall investigate the purposes and effect of each proposed resolution submitted to it and the chair of each committee shall report the recommendation of the committee, together with any amendments, to the affiliate representatives for action on the proposed resolution at the next Annual Meeting.
- (g) Resolutions not submitted on or before the sixtieth day preceding the Annual Meeting (i.e., emergency resolutions) shall not be considered unless two-thirds (2/3) of the affiliate representatives present at the Annual Meeting vote in favor of such consideration.

ARTICLE XII – COMMITTEES

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- (a) The standing committees of the Board of Directors shall be Executive Committee, Audit, Credentials and Affiliate Standards, Conservation Program Planning, Governance, Development, **Investment, Diversity Equity Inclusion and Justice**, and Finance. The Audit Committee shall consist of five members who shall be board members. The members of the Audit Committee shall be elected by the board; the Audit Committee Chair shall be elected by the Audit Committee members. The Board Chair shall serve as Chair of the Executive Committee. The Board Chair shall appoint all other committee chairs and members, except for the Audit and Executive Committees.
- (b) Prior to any Annual Meeting or Special Meeting of the Federation, the Credentials and Affiliate Standards Committee shall consult with the Secretary and prepare a list of those affiliate representatives who are entitled to vote at the meeting.
- (c) The Chair of the Federation Board of Directors shall appoint annually from among the representatives, alternate representatives and members of the Board of Directors, such committees as may be deemed necessary.
- (d) All members of the Board of Directors elected or appointed by the Chair to any Committee of the Board, as well as members of any subcommittees, shall have the right in committee or subcommittee to make motions, participate and vote, provided that voting in committees on conservation policy resolutions shall be by affiliate representatives and alternate affiliate representatives and that any recommendations issuing from any conservation policy resolution committee shall be subject to the approval of the voting delegates as provided in Articles XI and VI of these Bylaws.
- (e) The Federation Board of Directors may, by resolution, establish such committees as are from time to time needed. Unless the resolution appointing a committee provides for some other method of selecting the members of the committee, the members shall be appointed by the Chair of the Federation who shall be an *ex-officio* member of all such committees. The President shall also be an *ex-officio* member of all such committees but shall not be entitled to vote.
- (f) The Executive Committee shall consist of the Chair, each of the three (3) Vice Chairs, the Chair-Elect, in the absence of a Chair-Elect the Immediate Past Chair, and two (2) Board members who shall be nominated by the Chair and subject to election by the Board. A majority of the members of the Executive Committee shall constitute a quorum. Said Executive Committee shall have and may exercise all of the powers as delegated to them by the Federation Board of Directors between meetings of the Board, except for the following:
1. employing or terminating a President and CEO;
 2. establishing the President and CEO's compensation package;
 3. appointing or removing Board members;
 4. appointing the Chair and Vice Chairs for any full or partial term;
 5. approving any application for Voting Membership or declaring the Voting

- Membership for a state to be vacant;
- 6. approving new debt obligations on behalf of the Federation;
- 7. authorize any distribution, purchase, sale or otherwise divesting any major assets of the Federation.
- 8. approving or amending the annual budget;
- 9. approving litigation on issues not supported by an existing conservation resolution, except in the case of an emergency when it is not possible to convene a Special Meeting of Board of Directors;
- 10. approving or disapproving financial conflicts involving members of the Executive Committee.
- 11. approving spending rule transfers exceeding prior approved limits.
- 12. adopt, amend or repeal the Bylaws.
- 13. filling any vacancies on the Audit or Executive Committees.

(g) The Governance Committee shall be responsible for ensuring the effectiveness of Board governance, conducting orientation, evaluating the performance of the Board, and helping to recruit new Board members.

ARTICLE XIII – VACANCIES

- (a) In the event of a vacancy in the Office of Chair, the Chair-Elect shall serve as the Chair until the next Annual Meeting. If there is no Chair-Elect, the Board of Directors shall elect a replacement to serve as the Chair until the next Annual Meeting at which time a successor shall be elected by the affiliate representatives to fill the unexpired term.
- (b) In the event of a vacancy in the office of Chair-Elect, the Board of Directors shall elect a replacement to serve as the Chair-Elect until the next Annual Meeting. The Chair-Elect shall be the nominee of the Board of Directors for the Office of Chair for election by the affiliate representatives at the next Annual Meeting.
- (c) In the event of a vacancy in the Office of a Vice Chair or a Regional Director between Annual Meetings, a successor shall be elected by the Board of Directors to fill the vacancy until the next Annual Meeting at which the affiliated representatives shall elect a successor to serve for the remainder of the unexpired term.
- (d) Vacancies among the At-Large Directors shall be filled by the remaining Directors at their discretion. The Board of Directors is not required to fill all At-Large Director vacancies.
- (e) If a Vice Chair is elected Chair or Chair-Elect or a Regional Director is elected Chair, Chair-Elect or Vice Chair, the vacant Vice Chairship or Regional Directorship shall be filled by the affiliate representatives at the same meeting.

- (f) Vacancies on the Executive and Audit Committees shall be filled by the Federation Board of Directors.

ARTICLE XIV – AMENDMENTS & SUSPENSION OF BYLAWS

- (a) These Bylaws may be amended at any Federation meeting:

1. Not less than sixty (60) days prior to the Annual Meeting or a Special Meeting of the Federation, amendments to these Bylaws may be proposed by any affiliate representative or any Federation Director by filing the same with the Secretary. The Secretary shall, not less than thirty (30) days prior to the said meeting, transmit copies of the proposed amendments to each affiliate representative and to the members of the Federation Board of Directors. In addition, proposed amendments shall be referred to the Federation Committee on Bylaws appointed by the Chair for its consideration and recommendation.

Proposed amendments and any modification recommended by the Committee on Bylaws shall be submitted to the affiliate representatives by the chair of the Federation Committee on Bylaws with the Committee's recommendation, and if approved by two-thirds (2/3) of the affiliate representatives voting, shall become part of the Bylaws.

2. In event of emergency, amendments may be proposed at any Federation meeting and when so offered shall be referred to the Committee on Bylaws. If such Committee determines that an emergency exists, such proposal shall be submitted to the affiliate representatives for approval or rejection as provided in the preceding paragraph.

- (b) These Bylaws or any part thereof may be suspended by a three-fourths (3/4) majority vote of the voting delegates at a Federation meeting.

ARTICLE XV – INDEMNIFICATION

- (a) Director and Officer Indemnification

1. The National Wildlife Federation shall defend, indemnify and hold harmless any director or trustee to the full extent permitted by law from any claim, demand, allegation or civil action of any kind arising out of such person's service on the board of the National Wildlife Federation, National Wildlife Action Fund , and any related entities, past or present. This undertaking applies only to the extent that any such claim, demand, allegation or civil action is not covered by insurance procured by National Wildlife Federation or the related entity.
2. Any director or trustee requesting indemnification shall submit such a request to the Chair and General Counsel. Any question arising under or out of subpart (a) of this Article shall be determined by a quorum of the Board of Directors of this Federation consisting of directors who are not parties to or involved in any action, suit or

proceeding in which one or more concurrent or former directors or officers is a party, after receipt of the written opinion of independent legal counsel. If a quorum consisting of directors who are not parties to nor involved in an action, suit or proceeding is not obtainable with due diligence, the final determination shall be made by independent legal counsel selected by the affiliate representatives at an Annual Meeting or at a special meeting called in whole or in part for that purpose.

3. Each and every person who is serving or who has served as a director or officer of this Federation or as a director, officer, trustee or partner of any other corporation, trust, partnership, or other enterprise at the request of this Federation shall be deemed to have done so or to be doing so in reliance upon the right of indemnification provided for in subpart (a) of this Article, though that right shall not be deemed exclusive of any other rights to which such person may be entitled by law, other agreement, a vote of a quorum of disinterested directors, or, if such is not obtainable, pursuant to the written opinion of independent legal counsel selected by the affiliate representatives.

(b) Employee Indemnification

1. The National Wildlife Federation shall defend, indemnify and hold harmless any person who is or was an employee of the Federation to the full extent permitted by law from any claim, demand, allegation or civil action of any kind arising out of such person being or having been an employee of the Federation PROVIDED, that such person acted in the course of his or her employment, in good faith and on the basis of a reasonable belief that his or her conduct was in accordance with any and all written guidelines and instructions he or she has been given and in the best interest of this Federation (or, in the case of an employee benefit plan, was in the best interests of the participants in or beneficiaries of the plan) except in relation to matters as to which he or she shall be finally adjudged in an action, suit or proceeding to be liable for any dishonest, deliberately fraudulent, criminal, or intentionally and knowingly wrongful acts or omissions arising out of or in the course of his or her employment with this Federation.
2. Any employee or former employee requesting indemnification shall submit such a request to the President. The President or any former President requesting indemnification shall submit such a request to the Chair. Any question arising under or out of subpart (b) of this Article shall be determined by the Board of Directors of this Federation consisting of directors who are not parties to or involved in any action, suit or proceeding for which indemnification is sought.

(c) Expenses incurred with respect to any action, suit, proceeding, inquiry, or investigation of the character described in subpart (a) or (b) of this Article shall be advanced by this Federation prior to the disposition thereof. Notwithstanding the foregoing, this Federation may refrain from, or suspend, payment of expenses in advance if, at any time before delivery of the final finding described above, the Board, or independent counsel, acting in accordance with the procedures set forth herein, decides that a preponderance of the evidence supports a finding that the person who has requested indemnification has not met

the relevant standards of conduct set forth above. Should a final determination be made that such person is not entitled to indemnification under subpart (a) or (b) of this Article, this Federation shall have the right to indemnity against him or her for all amounts advanced under subpart (a) or (b) of this Article.

- (d) The rights of indemnification provided in this Article shall be in addition to any rights to which any such person may otherwise be entitled by law, other agreement, a vote of a quorum of disinterested directors, or, if such is not obtainable, pursuant to the written opinion of independent legal counsel selected by the Board.
- (e) This Article shall be interpreted and applied to provide the broadest protection and right of indemnification permitted by law.



NATIONAL WILDLIFE FEDERATION

11100 Wildlife Center Drive, Reston, VA 20190 | 703.438.6000 | www.nwf.org

To: NWF Affiliates
From: Paul Beaudette
Date: May 6, 2019
Re: Brief description of the proposed amendments to the NWF Articles and Bylaws

Summary: A best practice of any non-profit organization is to periodically review the governing documents. A Committee of Affiliates was formed by the NWF Board Chair to review the Articles of Incorporation and Bylaws to determine whether any amendments were needed. The Committee includes NWF Eastern Vice Chair Paul Beaudette, Region 4 Director Rebecca Pritchett, Region 11 Director Norm Ritchie and the following Affiliate Representatives: Dawn Levey (MI), Kim Winton (OK), Marty Floyd (LA) and Ron Coleman (MO). After review, the Committee recommends adoption of one amendment, as follows: expressly incorporating Vice Chair term limits (two, three year terms) into the Bylaws. The following is a brief summary of the proposed amendment.

Vice Chair Term Limits

The current Bylaws do not set term limits for Vice Chairs. Rather, the Vice Chair term limits were reflected in the Board Policy Manual. In order to codify existing policy and practice, the Committee recommends expressly incorporating the Board Policy Manual Vice Chair terms limits into the Bylaws. See, Article VII (i). As amended, Vice Chairs are limited to serving two (2) consecutive three (3) year terms. Amendments related to term limits are highlighted in YELLOW and revisions reflected in underlines and strikethroughs.

NATIONAL WILDLIFE FEDERATION

ARTICLES OF INCORPORATION

FIRST: The name of the corporation is NATIONAL WILDLIFE FEDERATION

SECOND: A resolution that the corporation accept the District of Columbia Nonprofit Corporation Act was adopted at a meeting of members held on March 16, 1975, at which a quorum was present, and the resolution received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

THIRD: The purpose or purposes which it will hereafter pursue are:

- (a) To coordinate all agencies, societies, clubs and individuals which are or should be interested in uniting all Americans to ensure wildlife thrive in a rapidly changing world.
- (b) To develop, promote and support a comprehensive educational program based upon scientific study and technical research to unite all Americans to ensure wildlife thrive in a rapidly changing world.
- (c) To inform and educate the public through the dissemination of pertinent facts, scientific and research discoveries and information to unite all Americans to ensure wildlife thrive in a rapidly changing world.
- (d) To stimulate a proper public attitude and appreciation of the aesthetic value and importance of wildlife to unite all Americans to ensure wildlife thrive in a rapidly changing world.
- (e) To cooperate with other conservation and wildlife organizations and to promote improved educational methods by encouraging the training of teachers and providing educational materials to unite all Americans to ensure wildlife thrive in a rapidly changing world.

Consistent with the foregoing, the corporation may exercise all powers that may be conferred upon corporations formed under the District of Columbia Nonprofit Corporation Act, as from time to time amended. The corporation shall not pursue any purpose, exercise any power, or carry on any activity not permitted to be pursued, exercised, or carried on by a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, and exempt from federal income taxation under Section 501(a) thereof (or the corresponding provisions of any future United States Internal Revenue law), contributions to which are deductible for federal income tax purposes.

FOURTH: The corporation is to have Members. The corporation shall have two classes of members: Voting and Non-voting. The designation of each class and category of Voting and Non-voting Member including the qualifications, rights and limitations of the rights of the members of each class and category, and provisions conferring, limiting or denying the right to vote are as follows:

(A) The Voting Members of the Federation shall be:

1. (a) Autonomous statewide organizations, hereinafter referred to as "affiliates," whose mission supports the purposes of the Federation. Affiliates shall be selected in the manner hereinafter provided. (When used in this Article, the words "state" or "states" shall be

deemed to include the states and territories of the United States, the Commonwealth of Puerto Rico and the District of Columbia.)

(b) Affiliate membership shall be limited to one organization in any state. If two or more organizations in any state request membership, the Federation Board of Directors shall determine which organization, if any, is better qualified for membership.

(c) Each affiliate shall elect, annually, one person as its Voting Delegate who shall represent it at and in connection with meetings of the voting members of this Federation. Each affiliate may also elect annually an Alternate Voting Delegate authorized to represent it in the absence of the Voting Delegate.

(d) An organization desiring to become an affiliate shall make written application therefore to the Federation Board of Directors and shall furnish all such information regarding itself and its qualifications for such membership as the Federation Board of Directors shall require.

(e) An organization which has applied for affiliate membership shall become an affiliate upon approval of its application for affiliate membership by the Federation Board of Directors. Each affiliate shall, as one condition of continued membership, furnish to the Federation once during each year within thirty (30) days after written request therefore by the President or other officer designated by the President or by the Federation Board of Directors, true and proper financial statements covering its fiscal year, a description of each class and category of members, the number of members in each class and category, the amounts of dues paid by the members in each class and category of member, other sources of revenue, the name and kinds of projects in which such affiliate is engaged and/or participating or cooperating with other organizations, the names and addresses of the officers, time and place of all meetings, and such other information regarding the organization and its activities and membership as shall be required by the Federation Board of Directors.

(f) Affiliate membership shall in each case be held while and only so long as an affiliate shall, in good faith, comply with the conditions herein stated and shall satisfy the following continuing qualifications for affiliation:

- i. That it is managed and conducted in a way which accords with sound and reasonable standards as from time to time established and prescribed by the Federation Board of Directors.
- ii. That it submit, annually, in accordance with policies and procedures established from time to time by the Federation Board of Directors, a timely application for renewal of its affiliation.
- iii. That it submit, annually, on or before the 90th day preceding each Annual Meeting of this Federation proper credentials for a Voting Delegate and, if it chooses, an Alternate Voting Delegate.

- (g) The Federation Board of Directors may declare the affiliate membership for a state to be vacant if it shall determine, after due notice and investigation, that the affiliate then holding such membership has failed to comply with or to meet the conditions herein set forth.
- (B) It is hereby declared that membership in this Federation is for the purpose of attaining greater cooperation and effectiveness in uniting all Americans to ensure wildlife thrive in a rapidly changing world.
- (C) Non-voting associate memberships may be obtained by persons and groups under rules and regulations promulgated from time to time by the Federation Board of Directors.
- (D) The Federation Board of Directors may establish rules requiring the payment of annual dues or contributions by Voting Members as well as Non-voting associate members.

FIFTH: The Federation Board of Directors shall be elected and appointed as provided by the Bylaws of the corporation.

SIXTH: Provision for the regulation of the internal affairs of the corporation are as set forth in the Bylaws of the corporation. In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Federation, dispose of all the assets of the Federation exclusively for the purposes of the Federation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court for the District of Columbia having jurisdiction thereof exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH: The Registered Agent of the Federation is CT Corporation System, 1015 15th Street NW, Suite 1000, Washington, DC 20005.

NATIONAL WILDLIFE FEDERATION BYLAWS

PREAMBLE:

America's experience with cherished landscapes and wildlife has helped define and shape our national character and identity for generations. Protecting these natural resources is a cause that has long united Americans from all walks of life and political stripes. To hunters, anglers, hikers, birders, wildlife watchers, boaters, climbers, campers, cyclists, gardeners, farmers, forest stewards and other outdoor enthusiasts, this conservation ethic has evolved and is now integral to our heritage and fundamental to the very pursuit of happiness enshrined at the founding of this great country. It is this heritage that we will defend and pass on to our children. And for all Americans, whether they venture into nature or not, whether they live in the middle of our most densely populated cities or in small towns or rural communities or somewhere in between, we all depend on clean air, clean water, and a healthy environment. Our ties to the land provide spiritual sustenance and a path to virtue; they suggest a perfection in nature that exceeds anything humans can create. As Americans we share a sacred duty and obligation to protect and build upon our conservation heritage for the sake of native wildlife, ourselves, our neighbors, and most of all for future generations.

To this end, we believe...

- Our nation's wildlife, fish, healthy waters, clean air, and public lands are a birthright of all Americans.
- Government has a sacred duty to conserve and steward these public trust resources for all, including future generations, using the best available science and providing robust financial resources.
- Conservation on private land plays an essential role in supporting healthy fish and wildlife populations and providing and connecting their habitat.
- Our nation's healthy lakes, rivers, streams, wetlands, marine and coastal waters, forests, and other wild lands are vital to our public health, economy, wildlife, and quality of life.
- Diverse and abundant wildlife habitat is essential for urban, suburban and rural communities.
- We all have a right to enjoy sustainable and responsible outdoor recreation including: hunting, fishing, camping, birding, wildlife watching, hiking, climbing, swimming, boating, and gardening.
- Our nation must address climate change, continue moving toward cleaner energy sources, and make wildlife habitat and communities more resilient to such change.
- We have a national responsibility to get our children outdoors, for their health, their intellectual enrichment, their daily happiness, and to instill a conservation ethic in future generations.

As the National Wildlife Federation – a nationwide federation of state and territorial affiliate organizations and nearly six million members and supporters across the country:

- We embrace a national responsibility to conserve wildlife and wild places wherever they may be and to broaden the conservation movement so that it encompasses America in all its diversity.
- We dedicate ourselves to share respectfully with our neighbors our understanding and appreciation of our natural environment, of conservation, of cultural preservation, and of America's outdoor heritage.
- We commit to nurturing with resources, attention, and talent a diverse national conservation movement that inspires local, state, and national action and engagement on issues that transcend political boundary.
- And we fully accept our profound responsibility to speak up, to advocate, and to engage on behalf of America's wildlife.

ARTICLE I – NAME & OFFICE:

The name of the organization shall be "National Wildlife Federation," hereinafter called the "Federation," incorporated as a nonprofit membership corporation under the laws of the District of Columbia. The principal office of the Federation shall be in such place as the Board of Directors may, from time to time, designate.

ARTICLE II – MISSION:

- (a) The mission of the Federation is:

Uniting all Americans to ensure wildlife thrive in a rapidly changing world.

- (b) The purposes of the Federation are more particularly stated in Article Third of the Articles of Incorporation.

ARTICLE III – MEETINGS OF VOTING MEMBERS:

- (a) The Annual Meeting of the Voting Members of the Federation, as set forth in Article Fourth of the Articles of Incorporation, shall be called at such time and place as may be fixed by the Federation Board of Directors. Notice of such Annual Meeting shall be given at least ninety (90) days in advance of the time for such Meeting.
- (b) The Order of Business at the Annual Meeting of the Federation shall be determined by the Board of Directors or in the event that the Board of Directors fails so to do, then such order shall be determined by the Chair and such Order of Business shall be a part of the notice

of such Annual Meeting, and may not be changed except by a majority vote of the voting delegates.

- (c) The Annual Meeting shall be conducted in accordance with parliamentary law, usage and custom. In the event of conflict, *Robert's Rules of Order, Newly Revised*, shall govern.
- (d) Special Meetings of the Voting Members may be called at such time and place as may be fixed by the Federation Board of Directors. Fifteen (15) days notice shall be given for a special meeting. Affiliate Representatives may participate in a Special Meeting by any means approved by the District of Columbia Nonprofit Corporations Act.

ARTICLE IV - OFFICERS OF THE FEDERATION:

- (a)(1) At the Annual Meeting, the affiliate representatives elect, as the Federation's highest elected official, a Chair who shall take office at the conclusion of the meeting at which he or she is elected and serve until the conclusion of the second Annual Meeting following his or her election or until a successor is elected. Election by the affiliate representatives of a Chair-Elect, as set forth in Article IV(b) below, who automatically assumes the office of Chair shall satisfy the requirement that the Chair be elected by the affiliate representatives.
- (2) No person shall be elected Chair to more than one consecutive full term provided, however, that after the interim of one term or more, any former Chair may be re-elected Chair-Elect, if he or she meets the requirements of Article V(c) of these Bylaws.
- (3) The Chair of the Federation shall preside at the Annual Meeting and at meetings of the Board of Directors and the Executive Committee, and shall perform such other duties as are authorized, designated and directed by the Federation Board of Directors and Bylaws.
- (b) At the Annual Meeting following a Chair's first year of office, the affiliate representatives shall elect a Chair-Elect, who shall meet the requirements of Article V(e) of these Bylaws, who shall take office at the conclusion of the meeting at which he or she is elected and serve until the conclusion of the next Annual Meeting following his or her election at which time the Chair-Elect shall assume the position of Chair without further election by the affiliate representatives.
- (c) The affiliate representatives shall also elect at Annual Meetings of the Federation three Vice Chairs, who shall meet the requirements of Article V(e) of these Bylaws, who shall take office at the conclusion of the meeting at which they are elected and serve until the conclusion of the third Annual Meeting following the Annual Meeting at which they were elected or until a successor is elected. One Vice Chair shall represent and reside in each of the following regions of the United States:

Eastern: Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Pennsylvania, Delaware, Maryland, Virginia, North Carolina, South Carolina, Georgia, Florida, West Virginia, Virgin Islands, Puerto Rico, District of Columbia, Alabama, Mississippi

Central: North Dakota, South Dakota, Nebraska, Kansas, Ohio, Oklahoma, Texas, Minnesota, Iowa, Missouri, Arkansas, Louisiana, Wisconsin, Illinois, Kentucky, Tennessee, Michigan, Indiana

Western: Alaska, Washington, Oregon, California, Nevada, Idaho, Utah, Arizona, Montana, Wyoming, Colorado, New Mexico, Hawaii, Guam

- (d) The Chair, Chair-Elect and Vice Chairs shall serve as members of the Federation Board of Directors during their respective terms.
- (e) Officers, Directors, and committee members shall not receive compensation for their services to the Federation except that employees may receive compensation for their services and all others shall be entitled to reimbursement for expenses reasonably incurred in performance of services to or on behalf of the Federation.

ARTICLE V – NOMINATIONS:

- (a) The Secretary, as defined in Article IX(c) of these Bylaws, shall send out a call for nominations for Board of Director positions, as set forth in Article IV, to the affiliate representatives of record and the current Board of Directors at least ninety (90) days prior to the time set for the election.
- (b) The Board of Directors operating as a committee of the whole shall present to the Secretary a nominee for Chair-Elect, who shall meet the requirements of Article V(e) of these Bylaws.
- (c) Affiliate representatives who intend to nominate anyone for any office should, if possible, advise the Secretary of the name of each person he or she intends to nominate at least forty-eight (48) hours prior to the time set for the election and provide information as to how the person being named can be reached or evidence that the individual would accept the position if elected.
- (d) The Secretary shall send notice to each affiliate representative of all nominations received by him or her thirty at least (30) days prior to the next scheduled Annual Meeting and shall post a list of the offices to be filled and the names of each person whom any affiliate representative has indicated an intent to nominate not less than twenty-four (24) hours prior to the time set for the election.

- (e) Any nominee for Chair, Chair-Elect or Vice Chair must be an existing Board member or member of NWF in good standing who served on the Board during one of the two previous Annual Meetings.

ARTICLE VI – VOTING AT THE ANNUAL MEETING

- (a) Voting shall be conducted as hereinafter provided.
- (b) Each affiliate representative shall be entitled to one vote upon each matter submitted to a vote at the Annual Meeting or as otherwise provided herein. A majority of the affiliate representatives shall constitute a quorum.
- (c) Board members may not vote at the Annual Meeting.
- (d) Except as required by these Bylaws, the Articles of Incorporation or applicable law, a majority of all qualified votes cast shall operate to elect a candidate, pass or reject any measure voted on, provided a quorum is present or represented. In the event of a tie vote on a measure or a candidate receiving less than a majority, an immediate re-vote on the measure or run-off on the two high or top candidates, shall be had.

ARTICLE VII - BOARD OF DIRECTORS

- (a) The Federation Board of Directors shall consist of a) the Chair of the Federation selected as provided in Article IV of these Bylaws; b) the Chair-Elect and the three Vice Chairs selected as provided in Article IV of these Bylaws; c) thirteen directors, known as Regional Directors, selected as provided in section (b) of this Article VII; d) the immediate Past Chair of the Federation as provided in section (d) of this Article VII; e) one (or more) former Chair who is not the immediate Past Chair as provided in section (d) of this Article VII; f) and up to seventeen directors, known as At-Large Directors selected as provided in section (e) of this Article VII.
- (b) One Regional Director shall be elected by the Affiliate Representatives for each of the following thirteen regions at the Annual Meeting of the Federation.
 - No. 1 Maine, New Hampshire, Vermont, Massachusetts, Connecticut, and Rhode Island
 - No. 2 New York, New Jersey, District of Columbia, Pennsylvania, Delaware, and Maryland
 - No. 3 West Virginia, Virginia, North Carolina, and South Carolina
 - No. 4 Georgia, Florida, Mississippi, Alabama, Puerto Rico, and Virgin Islands
 - No. 5 Tennessee, Kentucky, Arkansas, and Missouri
 - No. 6 Ohio, Indiana, and Illinois
 - No. 7 Michigan, Wisconsin, and Minnesota
 - No. 8 Oklahoma, Louisiana, and Texas
 - No. 9 North Dakota, South Dakota, Nebraska, Kansas, and Iowa

No. 10 Colorado, Utah, Arizona, and New Mexico
No. 11 Washington, Oregon, and Alaska
No. 12 California, Nevada, Hawaii, and Guam
No. 13 Idaho, Wyoming, and Montana

The terms of the Regional Directors are staggered so that the Regional Directors from Regions 1, 4, 8, and 11 shall be elected in one year, the Regional Directors for Regions 5, 6, 7, 9, and 13 the following year and the Regional Directors for regions 2, 3, 10, and 12 in the third year.

- (c) A Regional Director must be a resident of the region which he or she is elected to represent; and upon his or her removal of his or her residence from such region, he or she shall cease to be a member of the Federation Board of Directors.
- (d) The Immediate Past Chair shall serve a term as a Director for one year following the conclusion of service as Chair. A former Chair who is not the Immediate Past Chair may be elected to additional one-year terms by a favorable vote of the other members of the Board at the Board's annual organizational meeting. A Past Chair may serve up to three one-year terms on the Board following service as the Immediate Past Chair for one year for a total of up to four years combined service as Immediate Past Chair and Past Chair.
- (e) The Federation Board of Directors may elect a maximum of seventeen (17) additional members of the Board of Directors known as At-Large Directors. Directors so elected shall serve a term of three (3) years. The Terms of the At-Large Directors are staggered so that six At-Large Directors shall be elected in one year, six At-Large Directors shall be elected in the second year and five At-Large Directors shall be elected in the third year. During the first three years after this change is made, At-Large Directors may be elected for full or partial terms at any time so long as no more than six At-Large Directors share the same term of office at any time. No more than ten (10) At-Large Directors may be elected by the Board in any one (1) year.
- (f) A majority of the actual membership of the Federation Board shall constitute a quorum of the Federation Board of Directors and shall have power to transact all business of the Board. The "actual membership" of the Federation Board is the number of sitting directors. It excludes any unfilled vacancies or any directorship which could have been, but was not filled.
- (g) A majority of all qualified votes cast shall operate to take action on behalf of the Federation Board of Directors, provided a quorum is present or represented. Each member of the Board of Directors shall have one vote at meetings of the Board of Directors. Board members may not vote by proxy. Only members of the Board of Directors are permitted to vote at Board and Committee meetings.
- (h) No paid employee of this Federation while so employed or for three years thereafter shall be eligible to become or serve as a Director of this Federation.

- (i) All members are limited to serving three (3) consecutive three-year terms as an At-Large or Regional Director, alone or in combination, provided that Regional Directors shall serve until the conclusion of the third Annual Meeting following the beginning of the term he or she was elected to fill or until a successor is elected. A term less than three years will be considered a full term if it is at least two years in length. The term of a Vice Chair is limited to two (2) consecutive three (3) year terms, and any At-Large or Regional Director term limits do not apply.

ARTICLE VIII - MEETINGS OF THE BOARD:

- (a) The Chair may call special meetings at other times and places and shall call a meeting upon written request of seven (7) members of the Board. Two (2) days' notice shall be given of all meetings. Board members may participate in meetings by any means approved by the District of Columbia Nonprofit Corporations Act including telephone conference calls.
- (b) Any meeting of the Federation Board of Directors shall be conducted in accordance with parliamentary law, usage and custom. In the event of conflict, *Robert's Rules of Order, Newly Revised*, shall govern.

ARTICLE IX - DUTIES OF THE BOARD:

- (a) The duties of the Federation Board of Directors shall be to direct the business and financial affairs of the Federation, and to engage in such activities as are appropriate to carry out its purposes and objectives, and to establish conservation policy in the interim between Annual Meetings. Where conservation policy matters are determined by the Board, such action must be immediately reported to the Voting Members for their information.
- (b) Directors shall serve on Committees and have the privilege of the floor at annual or special meetings of the Federation without vote.
- (c) The Federation Board of Directors shall select a President who shall serve at the will of the Board as the Chief Executive Officer of the Federation for one or more terms none of which shall exceed three years, and define his or her duties, authority, powers and compensation. The Board shall also select annually at its regular organizational meeting, a Secretary, a Treasurer, and one or more Assistant Secretaries and Assistant Treasurers as they deem necessary or convenient and define their duties, authority and powers. These Officers, who shall also serve at the will of the Board, shall take office at the conclusion of the regular organizational meeting of the Board at which they are elected and serve until the conclusion of the next such meeting or until a successor is elected. Officers selected by the Federation Board of Directors or by the President as provided below, shall not be members of the Board of Directors, but shall, at Federation expense, furnish bond in such amount, if any, as the Board may require for faithful performance of the duties assigned to them by these

Bylaws or by the Board of Directors. The position of President and Treasurer may not be held by the same individual.

- (d) The President is authorized to employ such persons and to obtain such employees' services as may be required to carry on the work of the Federation. The compensation of all these employees of the Federation shall be set by the President and, through the budget process, subject to the control of the Federation Board of Directors.
- (e) The fiscal year of the Federation shall be as from time to time fixed by the Federation Board of Directors.

ARTICLE X - INTENTIONALLY LEFT BLANK:

ARTICLE XI - CONSERVATION POLICY RESOLUTIONS:

- (a) The conservation policy of the National Wildlife Federation shall be established by resolutions adopted by the affiliate representatives at Annual Meetings of the Federation.
- (b) Resolutions may be proposed by: (i) any Voting Member, (ii) any member of the Board of Directors, or (iii) the President.
- (c) The Secretary should send out a call for resolutions not less than ninety (90) days prior to the Annual Meeting. Proposed resolutions must be submitted in writing to the Secretary not less than sixty (60) days prior to the Annual Meeting.
- (d) The Chair shall appoint, at least forty-five (45) days prior to each Annual Meeting, one or more committees on conservation policy resolutions consisting of affiliate representatives, alternate affiliate representatives and, as *ex-officio* members, members of the Board of Directors, provided that a majority of the members of each committee shall be affiliate representatives or alternate affiliate representatives.
- (e) Thirty (30) or more days prior to the Annual Meeting, the Secretary shall assign proposed resolutions to an appropriate committee for investigation and discussion.
- (f) Each committee shall investigate the purposes and effect of each proposed resolution submitted to it and the chair of each committee shall report the recommendation of the committee, together with any amendments, to the affiliate representatives for action on the proposed resolution at the next Annual Meeting.
- (g) Resolutions not submitted on or before the sixtieth day preceding the Annual Meeting (i.e., emergency resolutions) shall not be considered unless two-thirds (2/3) of the affiliate representatives present at the Annual Meeting vote in favor of such consideration.

ARTICLE XII – COMMITTEES

- (a) The standing committees of the Board of Directors shall be Executive Committee, Audit, Credentials and Affiliate Standards, Conservation Program Planning, Governance, Development, Investment, Diversity Equity Inclusion and Justice, and Finance. The Audit Committee shall consist of five members who shall be board members. The members of the Audit Committee shall be elected by the board; the Audit Committee Chair shall be elected by the Audit Committee members. The Board Chair shall serve as Chair of the Executive Committee. The Board Chair shall appoint all other committee chairs and members, except for the Audit and Executive Committees.
- (b) Prior to any Annual Meeting or Special Meeting of the Federation, the Credentials and Affiliate Standards Committee shall consult with the Secretary and prepare a list of those affiliate representatives who are entitled to vote at the meeting.
- (c) The Chair of the Federation Board of Directors shall appoint annually from among the representatives, alternate representatives and members of the Board of Directors, such committees as may be deemed necessary.
- (d) All members of the Board of Directors elected or appointed by the Chair to any Committee of the Board, as well as members of any subcommittees, shall have the right in committee or subcommittee to make motions, participate and vote, provided that voting in committees on conservation policy resolutions shall be by affiliate representatives and alternate affiliate representatives and that any recommendations issuing from any conservation policy resolution committee shall be subject to the approval of the voting delegates as provided in Articles XI and VI of these Bylaws.
- (e) The Federation Board of Directors may, by resolution, establish such committees as are from time to time needed. Unless the resolution appointing a committee provides for some other method of selecting the members of the committee, the members shall be appointed by the Chair of the Federation who shall be an *ex-officio* member of all such committees. The President shall also be an *ex-officio* member of all such committees but shall not be entitled to vote.
- (f) The Executive Committee shall consist of the Chair, each of the three (3) Vice Chairs, the Chair-Elect, in the absence of a Chair-Elect the Immediate Past Chair, and two (2) Board members who shall be nominated by the Chair and subject to election by the Board. A majority of the members of the Executive Committee shall constitute a quorum. Said Executive Committee shall have and may exercise all of the powers as delegated to them by the Federation Board of Directors between meetings of the Board, except for the following:
 1. employing or terminating a President and CEO;
 2. establishing the President and CEO's compensation package;
 3. appointing or removing Board members;

4. appointing the Chair and Vice Chairs for any full or partial term;
5. approving any application for Voting Membership or declaring the Voting Membership for a state to be vacant;
6. approving new debt obligations on behalf of the Federation;
7. authorize any distribution, purchase, sale or otherwise divesting any major assets of the Federation.
8. approving or amending the annual budget;
9. approving litigation on issues not supported by an existing conservation resolution, except in the case of an emergency when it is not possible to convene a Special Meeting of Board of Directors;
10. approving or disapproving financial conflicts involving members of the Executive Committee.
11. approving spending rule transfers exceeding prior approved limits.
12. adopt, amend or repeal the Bylaws.
13. filling any vacancies on the Audit or Executive Committees.

(g) The Governance Committee shall be responsible for ensuring the effectiveness of Board governance, conducting orientation, evaluating the performance of the Board, and helping to recruit new Board members.

ARTICLE XIII – VACANCIES

- (a) In the event of a vacancy in the Office of Chair, the Chair-Elect shall serve as the Chair until the next Annual Meeting. If there is no Chair-Elect, the Board of Directors shall elect a replacement to serve as the Chair until the next Annual Meeting at which time a successor shall be elected by the affiliate representatives to fill the unexpired term.
- (b) In the event of a vacancy in the office of Chair-Elect, the Board of Directors shall elect a replacement to serve as the Chair-Elect until the next Annual Meeting. The Chair-Elect shall be the nominee of the Board of Directors for the Office of Chair for election by the affiliate representatives at the next Annual Meeting.
- (c) In the event of a vacancy in the Office of a Vice Chair or a Regional Director between Annual Meetings, a successor shall be elected by the Board of Directors to fill the vacancy until the next Annual Meeting at which the affiliated representatives shall elect a successor to serve for the remainder of the unexpired term.
- (d) Vacancies among the At-Large Directors shall be filled by the remaining Directors at their discretion. The Board of Directors is not required to fill all At-Large Director vacancies.
- (e) If a Vice Chair is elected Chair or Chair-Elect or a Regional Director is elected Chair, Chair-Elect or Vice Chair, the vacant Vice Chairship or Regional Directorship shall be filled by the affiliate representatives at the same meeting.

- (f) Vacancies on the Executive and Audit Committees shall be filled by the Federation Board of Directors.

ARTICLE XIV – AMENDMENTS & SUSPENSION OF BYLAWS

- (a) These Bylaws may be amended at any Federation meeting:
1. Not less than sixty (60) days prior to the Annual Meeting or a Special Meeting of the Federation, amendments to these Bylaws may be proposed by any affiliate representative or any Federation Director by filing the same with the Secretary. The Secretary shall, not less than thirty (30) days prior to the said meeting, transmit copies of the proposed amendments to each affiliate representative and to the members of the Federation Board of Directors. In addition, proposed amendments shall be referred to the Federation Committee on Bylaws appointed by the Chair for its consideration and recommendation.

Proposed amendments and any modification recommended by the Committee on Bylaws shall be submitted to the affiliate representatives by the chair of the Federation Committee on Bylaws with the Committee's recommendation, and if approved by two-thirds (2/3) of the affiliate representatives voting, shall become part of the Bylaws.

2. In event of emergency, amendments may be proposed at any Federation meeting and when so offered shall be referred to the Committee on Bylaws. If such Committee determines that an emergency exists, such proposal shall be submitted to the affiliate representatives for approval or rejection as provided in the preceding paragraph.

- (b) These Bylaws or any part thereof may be suspended by a three-fourths (3/4) majority vote of the voting delegates at a Federation meeting.

ARTICLE XV – INDEMNIFICATION

- (a) Director and Officer Indemnification
1. The National Wildlife Federation shall defend, indemnify and hold harmless any director or trustee to the full extent permitted by law from any claim, demand, allegation or civil action of any kind arising out of such person's service on the board of the National Wildlife Federation, National Wildlife Action Fund , and any related entities, past or present. This undertaking applies only to the extent that any such claim, demand, allegation or civil action is not covered by insurance procured by National Wildlife Federation or the related entity.
 2. Any director or trustee requesting indemnification shall submit such a request to the Chair and General Counsel. Any question arising under or out of subpart (a) of this Article shall be determined by a quorum of the Board of Directors of this Federation

consisting of directors who are not parties to or involved in any action, suit or proceeding in which one or more concurrent or former directors or officers is a party, after receipt of the written opinion of independent legal counsel. If a quorum consisting of directors who are not parties to nor involved in an action, suit or proceeding is not obtainable with due diligence, the final determination shall be made by independent legal counsel selected by the affiliate representatives at an Annual Meeting or at a special meeting called in whole or in part for that purpose.

3. Each and every person who is serving or who has served as a director or officer of this Federation or as a director, officer, trustee or partner of any other corporation, trust, partnership, or other enterprise at the request of this Federation shall be deemed to have done so or to be doing so in reliance upon the right of indemnification provided for in subpart (a) of this Article, though that right shall not be deemed exclusive of any other rights to which such person may be entitled by law, other agreement, a vote of a quorum of disinterested directors, or, if such is not obtainable, pursuant to the written opinion of independent legal counsel selected by the affiliate representatives.

(b) Employee Indemnification

1. The National Wildlife Federation shall defend, indemnify and hold harmless any person who is or was an employee of the Federation to the full extent permitted by law from any claim, demand, allegation or civil action of any kind arising out of such person being or having been an employee of the Federation PROVIDED, that such person acted in the course of his or her employment, in good faith and on the basis of a reasonable belief that his or her conduct was in accordance with any and all written guidelines and instructions he or she has been given and in the best interest of this Federation (or, in the case of an employee benefit plan, was in the best interests of the participants in or beneficiaries of the plan) except in relation to matters as to which he or she shall be finally adjudged in an action, suit or proceeding to be liable for any dishonest, deliberately fraudulent, criminal, or intentionally and knowingly wrongful acts or omissions arising out of or in the course of his or her employment with this Federation.
2. Any employee or former employee requesting indemnification shall submit such a request to the President. The President or any former President requesting indemnification shall submit such a request to the Chair. Any question arising under or out of subpart (b) of this Article shall be determined by the Board of Directors of this Federation consisting of directors who are not parties to or involved in any action, suit or proceeding for which indemnification is sought.

(c) Expenses incurred with respect to any action, suit, proceeding, inquiry, or investigation of the character described in subpart (a) or (b) of this Article shall be advanced by this Federation prior to the disposition thereof. Notwithstanding the foregoing, this Federation may refrain from, or suspend, payment of expenses in advance if, at any time before delivery of the final finding described above, the Board, or independent counsel, acting in accordance with the procedures set forth herein, decides that a preponderance of the

evidence supports a finding that the person who has requested indemnification has not met the relevant standards of conduct set forth above. Should a final determination be made that such person is not entitled to indemnification under subpart (a) or (b) of this Article, this Federation shall have the right to indemnity against him or her for all amounts advanced under subpart (a) or (b) of this Article.

- (d) The rights of indemnification provided in this Article shall be in addition to any rights to which any such person may otherwise be entitled by law, other agreement, a vote of a quorum of disinterested directors, or, if such is not obtainable, pursuant to the written opinion of independent legal counsel selected by the Board.
- (e) This Article shall be interpreted and applied to provide the broadest protection and right of indemnification permitted by law.