

ARIZONA DEER ASSOCIATION, INC. BYLAWS

NAME AND MISSION STATEMENT

The name of this organization shall be the Arizona Deer Association, Inc.(ADA). The Arizona Deer Association is a non-profit, public benefit group. The principal plan of this organization shall be to improve and expand the management conditions for deer through the raising of funds from memberships and public sources. These funds will be used for on ground projects, public education and other programs which will directly benefit deer herds and habitat in Arizona.

ARIZONA DEER ASSOCIATION, INC. BYLAWS

ARTICLE I

Membership Meetings

Section 1 – The annual meeting of the membership shall be held no later than June 30th of each year. Officers will be elected at the meeting to serve a two year term or until their successor is elected. Board Members will be elected at this meeting in compliance with the conditions set forth in Article II of these Bylaws. The annual meeting of members can and will also discuss other business that comes before the body.

Section 2 – The Executive Committee may call a special meeting of the general membership. These may be held at such a place and time as specified when called in writing by the Executive Committee.

Section 3 – The calls and notice of the annual membership or special meetings shall be in writing stating the place, date, and time. Notices shall be sent to all members at least fifteen (15) days and not more than fifty (50) days prior to the meeting by the direction of the Secretary. This written notice may be through either a special mailing or “*The Deer Times*” newsletter, the official publication of the ADA. In the case of a special meeting the purpose of the meeting will also be stated in the notice. If the notice/newsletter is mailed, the notice shall be deemed to be delivered when it is deposited in the United States mail addressed to the member at the address as it appears on the records of the ADA, with postage prepaid.

Section 4 – The President, if present, shall preside at all meetings. In the President’s absence the Vice-President shall preside.

Section 5 – Each ADA member in good standing, having met the membership requirements set forth in Article VII of these Bylaws, shall be entitled to cast one vote on all matters voted on. In the case of a family membership, they shall have one vote per family unit. Associate, Youth and Honorary members are not entitled to vote.

Section 6 – All information and/or irregularities in calls, notices of meetings, voting and method of ascertaining those eligible to vote shall be deemed waived if no objection is made at the meeting.

ARTICLE II

Board of Directors and Officers

Section 1 – The officers and members of the Board of Directors shall be elected at the annual meeting, with officers elected every two years. Nominations for the officers and directors shall be in writing, signed by a member and submitted to the Board of Directors not less than thirty (30) days prior to the annual meeting. The announcement soliciting nominations will be disseminated via the *Deer Times*. The president will appoint a nominating committee at any regular or called Board of Directors meeting not less than sixty (60) days prior to the annual meeting. The immediate past president will be the chairman of the committee unless unavailable. This committee will present its recommendations for officers and directors to the Board of Directors not less than fifteen (15) days prior to the annual meeting. Associate, Youth, and Honorary Members are not eligible to hold office as officers or directors.

Section 2 – A two-thirds vote of the Board of Directors is required to remove any officer or director from office. An officer or director who is under consideration for removal from office must be notified in writing and given the right to speak at the meeting when such action is taken.

Section 3 – The Board of Directors shall consist of no less than ten (10) and no more than twenty (20) members in good standing in the Association. The Board of Directors shall be composed of the Executive Committee (President, Vice President, Secretary, Treasurer and immediate past President), the Youth Director, the directors at large, and the spokesman for the Board of Governors. A majority of the Board of Directors shall constitute a quorum. Meetings of the Board

of Directors shall be scheduled monthly or no more than sixty (60) days apart unless by action of the Board of Directors a meeting is canceled or postponed.

The past presidents, except the immediate past president, shall be known as the Board of Governors. At any meeting of the Board of Directors, the Board of Governors may select or the Board of Directors may appoint one of their members to be their spokesman. If there is only one past president in attendance, he or she shall serve as the representative. He or she shall act as a director and have one vote.

Section 4 – Directors shall serve for a term of two (2) years and the terms shall be staggered so at least four (4) Directors are elected each year. A person may be elected to serve no more than three (3) consecutive terms as a Director.

Section 5 – It is the duty of the individual members of the Board of Directors to attend all meetings. After three (3) unexcused absences or the failure to attend four (4) or more regularly scheduled meetings of the Board of Directors in one 12 month period, a Board member may be removed by a two-thirds vote of the Board of Directors.

Section 6 – It is the duty of the Board of Directors to formulate for the approval of the membership all policies of the ADA and approve payment of all bills of the ADA. It shall also be the duty of the Board of Directors to represent the ADA in all matters before the public except in special cases where this authority has been delegated to a specific individual or a committee appointed for this purpose.

Section 7 – The Board of Directors

shall have the power to fill any vacancies on the Board of Directors and in the officers. In the event a board member or officer requests a formal leave of absence, the Board of Directors may either select an interim replacement or by a majority vote elect a replacement for the remainder of the term of office. The Board of Directors shall have the power to appoint such officers, agents and committees as it deems necessary to effectuate the purpose of the Association to authorize, confer and prescribe powers and duties it deems necessary.

ARTICLE III

Officer Duties

Section 1 – The President shall preside at all ADA meetings and serve as chairman of the Board of Directors. The President shall direct the activities of the Association within these Bylaws and shall serve as chief executive officer of the ADA. The president shall appoint, subject to the approval of the Board of Directors, all committee chairmen and shall fill vacancies in any chairmanships in the same manner. A person may not serve more than two consecutive terms as President.

Section 2 – The Vice President shall serve as the presiding officer in the absence of the President at all Association meetings. The Vice President shall assist the President as necessary in the performance of his duties. The Vice President shall be the standing Chairman of the Chapters Committee and preside over all meetings of this committee. In his/her absence he shall appoint a temporary chairman to preside. The Vice President shall be the ADA Chapters Co-coordinator and act as a liaison between all such chapters and the Board of Directors.

Section 3 – The Secretary shall keep a true and accurate record of all proceedings during business meetings of the Association. The Secretary shall be in charge of all correspondence involving the Association. In his/her absence the Secretary shall designate the person to act as a temporary replacement.

Section 4 – The Treasurer shall receive and keep an account of the monies received and distributed by the Association. The Treasurer shall draw all checks in payment of bills or debts against the Association after approval by the Board of Directors. In the absence of the Treasurer, any two authorized signers as directed by the Board may sign checks. The Treasurer shall provide a monthly financial report at each meeting of the Association. The Treasurer shall be instructed to turn over to the Board all financial records pertaining to the association to be audited each year.

ARTICLE IV

Executive Committee

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and immediate Past President. In an emergency or subject to a two-thirds majority of the Board of Directors the Executive Committee shall act for the Board of Directors.

ARTICLE V

Youth Director

The Youth Director shall be responsible for all programs and activities relating to the Junior Arizona Deer Association (JADA). The Youth Director shall serve as chairman of the youth committee and preside over all committee

meetings and report to the Board of Directors.

ARTICLE VI

Proxy Vote

Any Board member in good standing who is unable to attend a regular monthly meeting may assign his/her voting privileges to another Board Member who will be in attendance. This “proxy” must be in a written form with the name of the individual given the authority to submit this vote, and signed by the individual assigning this right. A proxy vote shall be considered part of the quorum necessary for any action taken by the board. No Board Member may hold or cast proxy votes for more than two (2) people at any meeting. A fax or an e-mail of a proxy assignment may be accepted with the approval of the Board Members present at the meeting. This written confirmation must be presented to the Secretary or other officer and shall become part of the permanent record of the meeting.

ARTICLE VII

Seal/Logo

The board of Directors may approve a seal/logo for the ADA. This shall have the name of the organization containing the word “Arizona” as part of this name. This seal/logo shall accompany all legal documents concerning the ADA.

ARTICLE VIII

Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the members present at any membership meeting, if at

least fifteen (15) days written notice is given of the intention to alter, amend or repeal and adopt new Bylaws. The Bylaws may be amended by a unanimous vote of the Board of Directors at any regularly scheduled Board meeting, provided the proposed amendment(s) was (were) proposed at the previous regularly scheduled Board meeting.

ARTICLE IX

Membership Requirements

Section 1 – Any person is eligible for membership in this Association upon payment of annual dues as set forth by the Board of Directors. A regular member shall be a person who pays full membership dues and who is not a youth, sponsor, honorary, or associate member. A Regular Member shall have the privilege of voting at membership meetings and shall be eligible to hold office in the ADA.

Section 2 – Any person under the age of 18 years is eligible for a Youth Membership in this Association. A Youth Member shall not have the privilege of voting at meetings and shall not be eligible to hold office in the ADA, but may serve on Committees as appointed by the President. The annual dues for a youth membership shall be one-half of the amounts set forth for a regular membership by the Board of Directors.

Section 3 – Any person is eligible for Sponsor Membership in this Association upon payment of annual dues as set by the Board of Directors. A Sponsor Member shall have all the rights and privileges of Regular Members.

Section 4 – Any person is eligible for Life Membership in this Association upon payment of a one-time Life

Membership fee as set forth by the Board of Directors. A Life Member shall have all the rights and privileges of Regular Members.

Section 5 – Any reputable firm or organization recommended by the Membership Committee and approved by the Board of Directors is eligible for Associate Membership in this Association upon payment of annual dues. An Associate member shall have a voice at meetings when recognized by the chairman, but shall not have the privilege of voting or holding office.

Section 6 – Any person who performed a particular service for the ADA or in some way has done a particular or meritorious service for this organization in the state of Arizona is eligible for Honorary Membership in this Association. Honorary Membership shall be awarded by the two-thirds approval of the Board of Directors, which shall determine the duration of each such membership. Honorary Members shall not have the privilege of voting at the membership meetings and shall not be eligible to hold office in the ADA.

Section 7 – Any member of the ADA may be expelled by a two-thirds vote of the members present and voting at any annual meeting or by a two-thirds vote of the Board of Directors at any regularly scheduled board meeting.

ARTICLE X

Annual Dues and Life Member Fees

Section 1 – Annual dues and/or initiation fees for each type of membership will be set by the Board of Directors and may only be changed or otherwise altered by a majority vote at a regular scheduled annual membership meeting or two-thirds vote by

Board of Directors at regularly scheduled Board meeting. Regular membership shall be deemed good for one year as determined by the board of directors. The only exception shall be multiple year membership (3 year, 5 year) which shall be good for the specified number of years (# of years X 12 calendar months).

Section 2 – Membership in the ADA shall terminate for non-payment of yearly dues thirty (30) days after they are due. This section does not apply to Life Members or Honorary Members.

ARTICLE XI

Rules of Order

Robert's Rules of Order shall govern the conduct of all meetings except as they conflict with these Bylaws.

ARTICLE XII

Committees

Section 1 – The President, acting with the approval of the Board of Directors, shall have the authority to designate committees and appoint people to these committees as deemed necessary for any and all projects concerning or related to the ADA. Anyone appointed to serve on a committee must be a member in good standing of the Association. There shall be the following standing committees appointed after each new Board of Directors take office: Bylaws and Resolutions, Public Relations and Education, Membership, Legislative, Habitat Projects, Newsletter and Website, and Youth. There shall be no statement regulating the number of people on a committee.

Section 2 – The purpose and duties

of the standing committees shall be:

The Bylaws and Resolutions Committee shall formulate all changes to these Bylaws for presentation to the Board of Directors. They shall also be responsible for the wording of all resolutions emanating from this Association.

The Public Relations and Education Committee shall be responsible for the promotion of the ADA and the fostering of good relationships.

The Membership Committee shall be responsible for promoting and sustaining the association's membership, for establishing member services, and for devising ways to increase and expand the ADA's membership.

The Legislative Committee shall be the liaison with all governing bodies, which have the power to set rules and/or regulations affecting the goals and objectives of the ADA.

The Habitat Projects Committee shall oversee all areas of management directly related to mule deer and act as liaison with any agencies involved.

The Newsletter and Website Committee shall be responsible for gathering material, preparing articles, obtaining pictures, and other necessary items for the publication of the ADA newsletter "*The Deer Times*".

The Youth Committee shall be responsible for planning and organizing seminars, youth hunt camps, the "*JADA*" page of the newsletter, and other youth related activities as deemed necessary by the Board of Directors.

Section 3 – The President may be a

member of any committee but may not serve as chairman of any committee without Board approval.

Section 4 – The President shall insure that each committee chairman maintains a current description of duties and responsibilities and records so that the incoming chairman will understand the current requirements and responsibilities of the committee. The outgoing chairman will personally turn over all materials and brief the incoming chairman on all on-going activities.

ARTICLE XIII

Chapters and Affiliation Agreements

The ADA Board of Directors shall have the authority to establish satellite "Chapters" of the Association in other cities, townships and/or regions of the state. These Chapters shall be required to enter into a written agreement as specified by the Board of Directors and subject to approval by both the Chapter and the Board of Directors. This agreement shall specify the necessary requirements for Chapter status and describe the required records which must be maintained. A copy of this agreement shall remain in the records of both parties. All Chapters shall be expected to maintain an acceptable code of conduct and adhere to the Mission Statement and Bylaws of the Association. Chapter status may be revoked by the Board of Directors in the event the terms of the contract are not met or the Chapter in any way, by action or otherwise, damages the reputation of the Association.

The Board of Directors may also agree to an Affiliation Agreement with other existing organizations to promote the objectives of the ADA. An Affiliation Agreement must be approved by a two-

thirds vote of each organization, and signed by authorized representatives of each organization. Either organization may elect to withdraw its association with approval from its own Board and notice in writing.

Treasurer

Administrative Manager

Section 1 –An Administrative Manager may be one or more individuals contracted by the ADA as an independent contractor to perform specified duties which are deemed to be necessary and critical to the continued success of the ADA. These duties may be of an administrative, clerical, and merchandising nature as well as others set forth in a contractual agreement between the ADA Board of Directors and the Administrative Manager. The terms and monetary value of this contract shall be determined by the Board of Directors and the Administrative Manager and subject to yearly negotiation and renewal.

Section 2 – The actual terms and conditions of this position shall be contained in a signed contract entered into by the Board of Directors and the Administrative Manager.

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These Bylaws shall replace any previous Bylaws of the Arizona Deer Association, Inc.

These revised Bylaws are dated this 16th day of June, 2009.

President

Vice President

Secretary