



Winchester Chapter of the Izaak Walton League

2863 Millwood Pike
Winchester, VA. 22602

BOARD RESOLUTION

Subject:	Revision to the WIWL Bylaws			
Dated:	5/2/2017	# Aye:	# Nay:	Approved (Y/N):
Resolution:	<p>Whereas: Revision to the Chapter Bylaws was set as a high priority at the start of our term in June, 2016 with the allocation of \$2,500 to fund Kevin Rose, the Chapter lawyer, to provide guidance on bringing our Bylaws up to best practice standards;</p> <p>Whereas: Kevin Rose' recommendations have been incorporated into the revision, which was based on the following objectives:</p> <ol style="list-style-type: none"> 1. Incorporate the best practice principles provided by Kevin Rose, our lawyer. 2. Incorporate a definition of what we actually are. 3. Clarify the management process - a Board that defines policy and an executive that manages the day-to-day operations of the Chapter within the policy guidelines, and has the authority to do so. 4. Delegate rules and regulations to subordinate documents that can be amended as needed without a revision of the Bylaws. 5. Resolves conflicts carried forward from previous versions, for example where officers are selected by the Board but can only be dismissed by the membership, which is a holdover from when officers were directly elected by the membership. 6. Resolve poor wording issues, for example on the disposition of assets on dissolution, where generic text provided by National was incorporated without adaptation to our specifics. <p>Whereas: Our term will end in June, and the New Board should inherit the best possible framework on which to base moving the Chapter forward.</p> <p>Now Therefore: The attached amended Bylaws are approved (subject to formatting for distribution), to be submitted for confirmation by the Membership during the Board Elections on June 15, 2017.</p>			

Vote

Member	M/S	Aye	Nay	Abstain	Absent	E-Mail	Phone
Dan Arico							
Chris Barltrop							
Brian Callahan							

Member	M/S	Aye	Nay	Abstain	Absent	E-Mail	Phone
Mike Mercer							
Jent Mitchell							
David Prater							
Jim Silvester							
Al Stitt							
Paul Strawderman							
Teague Wagner							
Harold Whitacre							

Material Discussion

Changes to the previous Bylaws are shown in Green.



BYLAWS
of the
WINCHESTER ISAAK WALTON CLUB
Doing Business as the
WINCHESTER CHAPTER OF THE IZAAK WALTON LEAGUE
("WIWL" or "CHAPTER")

Effective as of June 15, 2017

ARTICLE I. MISSION

Section 1. The WIWL is a Chapter of the Izaak Walton League of America, Inc. (“IWLA”) and shares the IWLA’s mission – To conserve, restore and promote through educational activities and scientific endeavors the sustainable use and enjoyment of our natural resources, including soil, air, woods, water, and wildlife, and engage more people in sustainable outdoor recreational and conservation opportunities.

Section 2. The WIWL is included in the National headquarters 501(c)(3) designation by the IRS as a non-profit organization established for the public good and operates within the conditions imposed by the IRS to maintain that tax exempt status.

Section 3. The WIWL owns itself – its members contribute to the maintenance and enhancement of the Chapter, its programs, facilities and other assets, but have no beneficial ownership in those facilities or other assets.

ARTICLE II. MEMBERS

Section 1. Place of Meetings. All meetings of the Members shall be held at such place within the Commonwealth of Virginia, as from time to time may be fixed by the Board of Directors. The latest edition of Robert's Rules of Order shall govern all proceedings of any meeting of the Members, except as otherwise provided in these Bylaws.

Section 2. Annual Meetings. The annual meeting of the Members for the election of Directors and Officers shall be held each year on the third Thursday of June commencing at 6:30 p.m.

Section 3. Notice of Meetings. Regular meetings of the Membership shall be held on the third Thursday of each month. Notice of meetings may be posted on the Chapter’s web site and/or Facebook page, included in the Newsletter, and/or notified by e-mail to the address on file.

Regular meetings may be cancelled or rescheduled by the President, if necessary on short notice, based on weather or other uncontrollable events. Such cancellation or rescheduling will be posted on the WIWL web site and Facebook page.

Special Meetings. Written or printed notice stating the purpose, place, day, and hour of every meeting of the Members at which a vote is scheduled, shall be mailed not less than ten (10), nor more than sixty (60) days, before the date of the meeting, to each Member entitled to vote at such meeting, at his or her address which appears in the records of the Chapter. Written notice may be by mail or electronic transmission.

Section 4. Quorum. The Members present will constitute a quorum at any duly called meeting, if the notification requirements set forth in Section 3 above have been met, except for initial approval of Chapter by laws which requires 10% of the paid membership.

Section 5. Membership. Membership in the Chapter shall be open to any person of good character who meets the membership standards promulgated by the Board of Directors; standards may be amended from time to time as the needs of the Chapter indicate. The Board of Directors may establish membership caps, and may

establish geographic restrictions, both of which will be published as policy statements to be made available to the members.

Members in the Chapter must also be members of the IWLA National organization. Membership may be either Regular (Individual), Family, Student or Youth, as defined in the National IWLA bylaws.

It is the policy of the Chapter to hold its Membership open to all individuals meeting its Membership Standards without regard to race, color, national origin, religion, sex, age, sexual orientation or disability; and no person shall be excluded from Membership or be denied the benefit thereof on such basis.

Section 6. Voting. At any meeting of the Members each Regular or Family Member is entitled to vote on any matter coming before the meeting shall, as to such matter, have one (1) vote.

Election of Directors may be conducted in person on the designated day of the election or in advance, using hard copy or electronic balloting, in accordance with the Election and Voting Procedures established from time to time by the Board.

Section 7. Dues. The Annual Membership Dues and all other fees associated with Membership and/or initiation shall be evaluated by the Board of Directors each year. Any changes to such fee structure shall be approved by a two-thirds vote of the full Board of Directors.

National and State Membership Dues shall be as determined from time to time by the Izaak Walton League National organization.

Section 8. Discipline and Termination of Membership. Any Member, who by his or her conduct, violates the ethics or any of the Rules and Regulations of the Chapter or National Organization, including but not limited to:

- a) Behavior on the ranges that violates posted or NRA rules and regulations or is otherwise dangerous to other members,
- b) Shooting or permitting others to shoot on ranges that have been declared closed by the Board or Range Committee;
- c) Derogatory or factually incorrect information about the Chapter or any of its members disseminated either by electronic, written or verbal means;
- d) Disruptive and/or abusive behavior;
- e) Verbal or physical actions that might bring emotional, psychological or physical harm, or humiliate any individual; or
- f) Legal action or threat of legal action against the Chapter or another member;

may be expelled from Membership or disciplined by a two-thirds vote of the full Board of Directors at any Board meeting, and a confirming vote of 2/3 of the membership present at a special disciplinary meeting of the membership, provided the subject Member has been given at least ten (10) days' notice through written correspondence sent to the subject Member's recorded home address (by registered mail return receipt) and/or e-mail of the proposed action and is given an opportunity to be heard before the Board. All charges must be supported by a signed written statement.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Role of the Board of Directors. Reports to the Membership, responsible for but not limited to:

- a) Establishing the policy framework for the WIWL Chapter through review and approval of Chapter objectives and the Operating Policies and Procedures needed to achieve those objectives.
- b) Appointing Board Members to the Management team and delegating operating authority to that team, subject to continued satisfaction with performance.
- c) Reviewing and approving the annual budget that provides spending authority to the Management team. Reviewing and approving additional budget requests as may occur from time to time for unanticipated, new or expanded activities.
- d) Reviewing and approving outside service providers, including legal and accounting support, and changes to contracted services.

- e) Reviewing and approving new program initiatives, significant expansions of existing programs, and re-alignment of existing programs, with focus on expanding WIWL's contribution to the public good in compliance with its 501(c)(3) status.
- f) Documenting Board decisions and ensuring adequate deliberation of supporting facts and arguments.
- g) Providing oversight of WIWL activities to ensure compliance with the objectives of the Izaak Walton League of America, applicable laws, and sound management practices.

Section 2. Composition of the Board of Directors. The Chapter Board of Directors is composed of up to twelve (12) Directors, from whom the Chapter Officers will be selected. The Chapter Officers are the President, Vice-President, Secretary, Treasurer and Membership Director. No Board Member shall hold more than one (1) Office or position on the Board or have more than one (1) vote.

Section 3. Responsibilities of the Board of Directors. The Board of Directors shall establish the policy framework needed to manage the Chapter for the benefit of its Members and to fulfil its public good obligation under its 501(c)(3) status, in compliance with the objectives set by the Izaak Walton League of America, Inc. It shall act prudently, fairly and equitably when exercising its fiduciary and management duties and shall arrive at decisions within its authority for which there is a reasonable basis. The Board of Directors shall use its discretion and judgment and shall not be influenced by any consideration other than what they believe to be in the best interest of the Chapter. The Board of Directors shall make such rules and regulations as are necessary for the use and management of the Chapter, control of the expenses and liabilities of the Chapter and shall take appropriate action to protect the assets of the Chapter.

Section 4. Quorum. A quorum for conducting business at meetings of the Board of Directors shall be two thirds (2/3) of the members of the Board of Directors then in office, including at least one (1) Officer. All resolutions and decisions brought before such quorum Board meetings must be approved by majority vote of the Board Members present, except as otherwise required in these bylaws.

Section 5. Election and Term. Only Members in good standing as defined in the Chapter Rules and Regulations shall be eligible to serve on the Board of Directors. Failure to renew membership by the end of the previous year will terminate Board membership, subject to a vote to reinstate by a simple majority of the remaining Board members.

Regular Chapter elections will be held at the June membership meeting. A slate of up to twelve (12) members in good standing will be elected to the Chapter Board of Directors in accordance with Chapter election procedures. Each year, up to six (6) Directors will be elected to a two (2) year term. If more than six positions need to be filled, the remaining positions will be filled by Directors elected to a one (1) year term, with allocation to the two year term based on highest vote count.

Immediately following the election of the Board of Directors, the new Board will meet to select Chapter Officers and the Membership Director. Officers shall serve a one (1) year term, subject to Article IV Section 7.

Directors are limited to three (3) consecutive terms without a break in service. Any Director who has reached his or her term limit may not serve in any capacity on the Board of Directors for a period of one (1) year.

Section 6. Removal of a Director. A Director may be requested to relinquish his or her position by a 2/3 majority vote of the remaining Board of Directors if he or she is:

- a) Absent from three (3) or more Board of Director meetings per year without prior justification (June-June);
- b) Absent from three (3) or more Chapter Membership meetings per year (June-June) without prior justification;
- c) Failing to perform his or her position responsibilities at any time for more than forty-five (45) consecutive days;
- d) Failing to actively participate in discussions and Chapter activities;
- e) Not leading or actively participating in a committee at any time for more than forty-five (45) consecutive days;
- f) Unable to perform his or her position responsibilities due to uncontrollable circumstances for more than forty-five (45) days;
- g) Found to have violated Chapter or National rules, including the WIWL Membership Standards and Code of Conduct approved by the Board from time to time;
- h) Found to have terminated membership in the Chapter, either voluntarily or involuntarily; or
- i) Found to have violated the fiduciary requirements of the Chapter's 501(c)(3) status.

If a Director refuses to relinquish his or her position when requested by the Board of Directors, then a Motion to Remove the Director must be made at a Chapter Membership meeting and majority approval obtained. Such vote by the Chapter Membership shall be by secret written ballot. Count of ballots shall be completed by designated individuals and a witness designated by the Director in question.

If a vacancy exists or occurs during the year in any one (1) or more of the above Offices or Board of Directors positions, for any reason, the Board of Directors, at any regular or special meeting, may fill any vacancy(ies) and/or appoint a successor or successors who shall hold office until the next regular election.

Section 7. Appointment to the Board. If a vacancy exists or occurs during the year in any one (1) or more Director positions, for any reason, the Board of Directors, at any regular or special meeting, may fill any vacancy(ies) by appointing Director(s) who shall hold office until the next regular election.

Section 8. Meetings and Notices. Meetings of the Board of Directors shall be held at times fixed by resolution of the Board, or upon the call of the President or the Secretary or upon the call of a majority of the Members of the Board. Notice of any meeting not held at a time fixed by a resolution of the Board shall be given to each Director at least forty-eight (48) hours before the meeting at his or her residence or business address, or by delivering such notice to him or her by hand delivery, by telephone, by e-mail or by other electronic means at least forty-eight (48) hours before the meeting. Any such notice shall contain the time and place of the meeting, but need not contain the purpose of any meeting. Meetings may be held without notice if all of the Directors are present or those not present waive notice before or after the meeting.

Section 9. Action by Directors Without Meeting. Nothing herein contained shall be construed to prohibit the taking of action by the Board of Directors without a formal meeting, providing that such action is through formal resolution circulated to all Board Members with voting responses to and tallied by the Secretary.

ARTICLE IV. CHAPTER OFFICERS

Section 1. Role of Chapter Officers. Appointed by the Board to serve as the Management Team for the day to day management of the WIWL within the policy framework and budget approved by the Board. Chapter Officers' responsibilities include, but are not limited to:

- a) Making all operating decisions within their assigned areas of responsibility as outlined in job descriptions approved by the Board from time to time and within approved budgets where the expense is discretionary, as needed to ensure the sound management of the WIWL.
- b) Coordinating activities that overlap areas of responsibility, particularly with the President on policy and with the Treasurer on the financial impact of activities.

Section 2. The President shall be the Chief Executive Officer of the Chapter and serve as the Chairman of the Board of Directors. The President shall preside at all Chapter meetings and perform other duties as ordinarily pertain to the office, including but not limited to:

- a) Setting the agenda and running the Board meetings to ensure that all opinions are shared and given equal value and for building consensus on issues affecting the future of the Chapter;
- b) Making all operational decisions, including delegating such authority to Chapter Officers as needed to ensure operational efficiency;
- c) Facing outwards to improve relations with the community, including encouraging new membership, and with IWLA State and National;
- d) Appointing Committee Chairs and providing guidance on committee operations;
- e) Leading the management process within the Chapter and ensuring compliance with all IWLA, IRS, legal and regulatory requirements for the operation of the WIWL as a 501(c)(3) chartered Chapter of the IWLA; and
- f) Fund Raising/ Community and Donor Outreach.

Section 3. The Vice President reports to the President and shall, in the absence of the President, perform the duties of the President and other such duties as assigned by the President.

Section 4. The Secretary reports to the President and shall draft communications and keep an accurate record in electronic and hardcopy permanent form of all corporate documents, board resolutions and meeting records, and perform other duties as assigned by the President.

Section 5. The Treasurer reports to the President and shall be responsible for and perform duties related to the finances of the Chapter. The Treasurer shall have the primary responsibility for protecting the financial

condition and performance of the Chapter, and for ensuring that Chapter funding is used in conformity with the provisions of the IRS code governing 501(c)(3) organizations, if necessary questioning any expenditure decision that in his/her judgement, could jeopardize the Chapter's tax exempt status and compliance with IWLA guidelines.

The Treasurer will serve on but not chair the Finance Committee.

Upon the Treasurer's vacating the office, he or she shall turn over to his or her successor all funds and records in his or her possession belonging to the Chapter. A financial review, the extent of which will be determined by the Chairman of the Chapter Finance Committee, shall be conducted within thirty (30) days of the Treasurer vacating the office. The Treasurer and other Officers/Directors of the Chapter handling money shall be bonded under the Chapter's blanket insurance policy.

Section 6. The Membership Director reports to the President and shall serve as the primary point of contact for potential, new and existing members, mobilize members in support of the Chapter's activities, and perform other duties as assigned by the President.

Section 7. An Officer may be removed from office at any time, for any reason, by a 2/3 majority vote of the remaining Board of Directors. Upon such vote the Officer will relinquish his or her office but will retain Director status.

Section 8. If a vacancy occurs during the year in any one (1) or more of the above offices, for any reason, the Board of Directors, at any regular or special meeting, may elect a successor or successors who shall hold office until the next regular election.

If there are insufficient qualified candidates from the Membership willing and available to fill a vacancy, the duties of that office may be allocated to other officers until such time as the availability of a qualified candidate allows for appointment of a replacement to the vacant office, Article III Section 2 notwithstanding.

ARTICLE V. COMMITTEES

Section 1. The President, with the consent and approval of the Board of Directors, shall appoint such standing and special committees as the Board of Directors shall direct. The President shall be an ex-officio member, without vote, of all committees.

Section 2. Committee leadership and membership will be reviewed annually by the Board of Directors.

Section 3. The committees shall be responsible for developing written procedures, based on written policy directives and/or resolutions of the Board of Directors, and implementing activities within their areas of responsibility as defined from time to time by the Board, within approved budgets and subject to oversight and guidance by the President. The Standing Committees shall consist of:

- a) Buildings & Grounds Committee including all structural and equipment components of the Park's facilities and any rental of those facilities;
- b) Range Committee covering all three outdoor ranges plus the air-gun range, including the physical condition of the ranges and the policies and procedures covering Member use of the ranges;
- c) Conservation Committee covering maintenance of the lake and streams, including water conditions and the composition of the fish ecology;
- d) Youth Programs Committee responsible for expanding use of the Park by area youth organizations such as BSA, 4H et al.;
- e) Dinners Committee responsible for the monthly membership dinners;
- f) Community Relations & Marketing Committee, including web site and Facebook support;
- g) Special Events Committee responsible for Family Picnic, Kids Fish Rodeo, and other special events for members and the public;
- h) Disciplinary Committee responsible for reviewing and documenting complaints against members and recommending corrective action to the Board;
- i) Scholarship Committee responsible for screening applicants and awarding college scholarships to High School students based on academic achievement and interest in engaging in environment enhancing studies.
- j) Finance Committee responsible for formulating budgets and monitoring the financial condition and performance of the Chapter and the performance of the Treasurer, as specified in Article IX below.

Committees may make operational decisions within established policies and procedures – any decisions outside of established policies or procedures require prior approval of the President and if requiring a policy change, the Board of Directors.

ARTICLE VI. CHECKS, NOTES AND DRAFTS

Section 1. Signatures. Checks, notes, drafts and other orders for the payment of money shall be signed by the President or Treasurer, or such other persons as the Board of Directors from time to time may authorize in writing. The signature of any such person may be a facsimile or electronic signature when authorized by the Board of Directors.

ARTICLE VII. FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the Chapter shall begin on January 1 and end on December 31 of each year.

ARTICLE VIII. ADVISORY SERVICES

Section 1. From time-to-time, when circumstances require, the Board of Directors may select an attorney presently licensed to practice law in the Commonwealth of Virginia, a Certified Public Accountant authorized to practice in the Commonwealth of Virginia, or other professionals who are familiar with the activities of the Chapter. The attorney and Certified Public Accountant may be Members of the Chapter.

ARTICLE IX. FINANCE COMMITTEE

Section 1. Finance Committee. The Finance Committee Chair shall be appointed and approved by the Board of Directors to serve a term of two (2) years. The Finance Committee Chair shall recruit and appoint additional committee Members.

Section 2. Duties of the Committee. Under the direction of the Board of Directors, the Finance Committee shall be responsible for overseeing the Chapter's finances to ensure that it remains financially sound. Specific responsibilities include, but are not limited to: (a) preparing draft budgets; (b) reviewing the regular accountings provided by the Treasurer; (c) making recommendations to the Board of Directors related to the retention of any accountant, auditor, tax preparer, attorney, or other service provider; (d) developing standardized policies and procedures for the receipt of donations in compliance with the Internal Revenue Code and such other Federal/State laws as may be applicable; and (e) developing projections for both the short-term and long-term financial goals of the Chapter. The committee can also help identify and secure new sources of funds.

Section 3. Accounting by Treasurer. The Treasurer shall, within fifteen (15) days after the end of the quarter, provide to the Finance Committee an accounting setting forth all income and expenses of the Chapter for the preceding three-month period. Such accounting shall include verification of all income and expenses in the form of bank statements, and such other evidence as the Finance Committee deems reasonable.

ARTICLE X. AMENDMENTS

No less than every five years, the Bylaws and Amendments shall be compiled, integrated, reviewed by the Board of Directors, and published.

ARTICLE XI. OTHER

Section 1. These Bylaws incorporate by reference Chapter Rules and Regulations contained in one or more separate documents, as amended from time to time.

Section 2. Closing of park and individual facilities (ranges, Chapter House, lake, etc.) shall be approved by the Board of Directors, which may delegate such authority from time to time. Notification of closings will be made to the Members through electronic media (Website and email), newsletter (if released prior to the planned closing), and posting notices in the Chapter House and near the Chapter entrance gate.

Section 3. This Chapter shall be affiliated with the National Organization known as the Izaak Walton League of America, Inc., and by the Bylaws of the Chapter shall, at all times both in principal and purposes, be in strict accordance with the Articles of Incorporation and Bylaws of the Izaak Walton League of America, Inc. except as the same may be contrary to the laws of the Commonwealth of Virginia or the mission of this Chapter.

Section 4. Upon the revocation of the Chapter's Charter or the dissolution of the Chapter, all the assets of the Chapter shall be applied and distributed as follows:

- a) All liabilities and obligations of the Chapter shall be paid, satisfied and discharged.
- b) Assets held by the Chapter requiring return, transfer or conveyance shall be returned, transferred or conveyed in accordance with such requirements.
- c) No part of the remaining assets of the Chapter shall be distributed to or insure to the benefit of any Member, Officer, or Director of the Chapter, or any other party or entity, **excepting only as in d) below.**
- d) The remaining assets shall be transferred or conveyed to the **Virginia State Division of the Izaak Walton League of America, Inc.**, if such Division exists. If such division does not exist, then the remaining assets shall be transferred and conveyed to the **National organization of the Izaak Walton League of America, Inc.**

These Bylaws as amended were approved by the **Board of Directors of the Chapter on the 2nd day of May, 2017 and approved by the Membership on the 15th day of June, 2017, with effect of that date.** These Bylaws supersede and replace any and all previous versions of the Chapter Bylaws.

David Prater, President

Winchester Chapter of the Izaak Walton League