

WILD SHEEP FOUNDATION, INC.



BYLAWS

As Amended and Adopted By the Board of Directors

May 16, 2019

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The Wild Sheep Foundation

BYLAWS

ARTICLE I

NAME

The name of this nonprofit corporation is The Wild Sheep Foundation (referred to herein as “the Foundation”), with the acronym ‘WSF.’

ARTICLE II

CORPORATE OFFICE

The international world headquarters of the corporation shall be located at Bozeman, Montana.

ARTICLE III

PURPOSES, OBJECTIVES AND MISSION STATEMENT

Section 1. Purposes and Objectives

- (a) To promote and enhance increasing populations of indigenous wild sheep and their habitat and to safeguard against the decline or extinction of any such species.
- (b) To inform and educate the public concerning wild sheep, their habitat, health, population densities, relocation, and general welfare. Inform the public regarding the conservation benefits of regulated hunting as a legitimate tool of conservation and game management.
- (c) To promote professional, scientific management of wild sheep.
- (d) To protect, defend, and preserve the lawful right of recreational and subsistence hunting.
- (e) To encourage all hunters to be responsible conservationists while hunting under conditions of fair chase and good sportsmanship.
- (f) To provide funding to achieve these purposes and objectives.

Section 2. Mission Statement

- (a) **Vision** (Our Desired Future State) - To be the best managed, most respected and most influential conservation organization in the world, for the benefit of wild sheep worldwide.
- (b) **Purpose** (Why We Exist) - To Put and Keep Wild Sheep on the Mountain™
- (c) **Mission** (What We Do) - We enhance wild sheep populations, promote scientific wildlife management, and educate the public and youth on sustainable use and the conservation benefits of hunting while promoting the interests of the hunter.
- (d) **Values** (The Principals That Guide Us)

Honesty	Teamwork	Accountability
Integrity	Positive Attitude	Stewardship
Respect for Others	Respect for Wildlife	Loyalty
	Hunting Ethics	

ARTICLE IV

MEMBERSHIP

Section 1. Eligibility

- (a) Membership in the Foundation shall be open to all persons or organizations that subscribe to the purposes and objectives of the Foundation as stated in Article III.
- (b) An appropriate card, certificate, or insignia (or any combination thereof) shall be issued to each member as evidence of membership.

Section 2. Individual Members

There shall be two classes of members:

- (a) Regular Members who may be designated as Life Members, Annual Members, 3-Year Members, Family Members, Ewe Members or other classes as established by the Board of Directors. All such Regular Members are referred to herein as ‘members.’
- (b) Junior Members who are those persons who have not yet attained eighteen (18) years of age. Such persons are not included in the term ‘members’ as the same is used herein, unless they have applied for the status of and paid the required dues to be a Regular Member. Such Junior Members shall be entitled to those rights and privileges that are established by the Board of Directors.

Section 3. Dues and Contributions

- (a) The dues or minimum contributions of each type of membership shall be established by the Board of Directors.
- (b) The tenure of membership for members of all types (other than Life Members and 3-Year Members) shall continue on an annual basis so long as their respective dues are paid and maintained current.
- (c) An individual's type of membership may be changed to a different type of membership, if otherwise qualified therefore, by contributing the minimum dues or contribution specified by the Board of Directors for the type of membership desired, less the contribution specified for and paid for his or her current membership status.
- (d) All members of all types with addresses not within Canada, Mexico, or the United States may be required to pay the additional postage costs necessary for Foundation mailings to their respective addresses. The imposition of such requirement and the amount of such costs shall be determined administratively from time to time and shall be approved by the Board of Directors.

Section 4. Rights and Privileges of Members

- (a) All members who comply with the provisions of these Bylaws, the Policy Manual of the Foundation, and such Resolutions as may from time to time be adopted by the Board of Directors shall have the privilege of full participation in all the activities of the Foundation, and may qualify for such consideration, privileges, and awards as may be established by the Foundation, keeping in mind that the primary purposes and objectives of the Foundation are for the benefit of wild sheep and their habitat as stipulated in Article III of these Bylaws.
- (b) All members of this Foundation shall be entitled to a subscription to the principal official publication of the Foundation (referred to herein as "the Magazine"), as a privilege of membership; however, Family Memberships are only entitled to one subscription.
- (c) All members in good standing shall have the privilege to attend and be heard at all official meetings of members, and shall have the right to attend all meetings of the Board of Directors and any standing or special committee of the Foundation, except during executive sessions thereof.
- (d) All members in good standing, as shown in the Foundation's membership records, shall be entitled to vote. Each such member may cast a vote

(except Family membership, which shall be entitled to two (2) votes, provided the individuals involved have not voted otherwise in the election) for not more than one (1) person for each vacancy on the Board of Directors to be filled by the membership at any election of Directors, which vote shall be cast as provided in these Bylaws. In order for any member to be eligible to cast a vote, a properly completed, fully paid application for membership must have been received by the Secretary on or before the 30th day prior to the beginning date of the election.

Section 5. Duties of Members

It is the duty of each member to assist in every feasible manner in promoting the purposes, objectives and Mission Statement of the Foundation as set forth in Article III of these Bylaws, and to act at all times in a manner befitting a sportsman.

Section 6. Chapters

- (a) Existing Chapter organizations as of December 7, 2012 composed of not less than five (5) members of the Foundation, whose purposes and objectives are consistent with those of the Foundation may be enrolled as affiliated Chapters in accordance with administrative procedures and Chapter Charter as approved by the Board of Directors. Such Chapters are to be organized as separate corporations with individual tax identification numbers and nonprofit tax-free designations.
- (b) As of December 7, 2012, Chapter organizations composed of not less than twenty-five (25) members of the Foundation, whose purposes and objectives are consistent with those of the Foundation, may be enrolled as affiliated Chapters in accordance with the Chapter Charter as approved by the Board of Directors. Such Chapters shall comply with the funding and membership requirements as defined in the charter and shall be organized as affiliated corporations, with individual tax identification numbers and nonprofit tax-exempt designations.
- (c) The Foundation will provide guidance and direction to enhance Chapter efforts including Foundation membership recruitment and fundraising toward the achievement of the Foundation's goals, objectives and mission.
- (d) It shall be the duty of officers of Chapters to conduct the affairs of their organization in an efficient manner, in accordance with the Chapter Charter and Bylaws of their respective Chapter, together with such policies and programs as may, from time to time, be adopted by the Foundation. Officers of Chapters shall maintain proper records, and shall promptly render reports concerning membership, including, but not

limited to, finances, affiliations, facilities and activities as may be requested from time to time by the Foundation, but not less frequently than annually.

- (e) It shall be the duty of Chapters to comply with requests of the Board of Directors of the Foundation and to comply with the Chapter Charter and the Bylaws of the Foundation as the same may be amended and in effect from time to time.
- (f) The Foundation and the Chapters may affiliate with other organizations that have similar interests and goals.

Section 7. Meetings of Members

- (a) The Foundation shall hold an Annual Meeting of Members at such time and place as shall be determined by the Board of Directors to receive such reports as the Corporate Officers and Directors may give, to receive the report of the election of new Directors, and to transact such other business as may properly come before the meeting. Notice of the time and place of such meeting shall be published not less than twice prior to the Annual Meeting of Members in that section of the Magazine described in Article XVI for informing the membership of official actions taken by the Board.
- (b) No award shall be presented during the Annual Meeting of the Members without the prior approval of the Board of Directors unless said award is part of a Board of Directors' approved Foundation Award program.

Section 8. Members Holding Office

Holding of any office or membership on any committee shall be contingent upon Foundation membership in good standing.

Section 9. Voluntary Termination of Membership

- (a) Any individual member may terminate his or her membership at any time by submitting a letter of resignation either personally or by posting by first class mail to the President or Secretary of the Foundation. However, such resigning member will not be entitled to any refund of dues or contributions already paid.
- (b) Any Chapter may terminate its charter at any time by an affirmative vote of three-fourths ($\frac{3}{4}$) of the members of such Chapter at any regular or special meeting called for that purpose, authorizing the secretary of that organization to submit a written resignation for the Chapter to the Secretary of the Foundation, accompanied by a certified copy of the minutes of said meeting sent by first class mail.

Section 10. Involuntary Termination of Membership

- (a) Default. Any member in default in payment of dues shall be terminated from membership and from all privileges of membership.
- (b) Suspension and Expulsion. Any individual member, Chapter, or Affiliate may be suspended or expelled for any actions/behaviors inconsistent with the values of the Foundation as further defined in Article VIII of these Bylaws and the Ethics Policy.

Any individual member, Chapter, or Affiliate who files a claim or lawsuit against the Foundation shall be automatically suspended. If the Foundation prevails or settles in the claim or lawsuit said member, Chapter, or Affiliate shall be expelled from the Foundation without any refund of dues or contributions already paid. If the litigant or claimant prevails in the claim or lawsuit, said member, Chapter, or Affiliate has 30 days to petition the Foundation showing good cause for reinstatement. During any period of suspension the suspended member, Chapter, or Affiliate shall lose all privileges of membership, and any access to information or records of the Foundation shall be limited to public records or those records to which the member, Chapter, or Affiliate is afforded access through and in the manner provided for in the rules and procedures of the Court or other body where the claim or lawsuit is filed.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Composition

- (a) The Board of Directors shall consist of eleven (11) persons who are elected as provided in Article VI.
- (b) No more than two (2) Directors shall serve on the Board from any State, Province, or Territory, nor shall more than three (3) seats be held by outfitters or guides concurrently (an 'outfitter' or 'guide' being defined as anyone who earns more than fifty percent (50%) of his or her income from the outfitting or guiding business as it is generally understood in the trade).
- (c) Directors shall be elected for a three (3) year term, i.e., from May 1st of the year following their election through April 30th, three (3) years hence; and shall serve as a Director for no more than three (3) terms totaling nine (9) years, plus that portion of any unexpired term to which he or she may have been appointed. To the extent possible, the terms of office of

the Directors shall be arranged so that approximately one-third ($\frac{1}{3}$) expire each year.

Section 2. Powers and Duties

- (a) The Board of Directors shall formulate the policies and have general charge of the affairs and property of the Foundation in accordance with applicable law and these Bylaws. At the second Board Meeting of the calendar year, usually the Spring Transition Board Meeting, the Directors shall elect an Executive Committee from the members of the Board of Directors. Such Board shall be constituted on the succeeding May 1st by majority vote of a quorum of the Board to serve until their successors have been elected and qualified. This Committee is further described in Section 7 of this Article and shall consist of the Chairman, who shall preside over all meetings of the Board and the Foundation's membership, the Vice-Chairman, who will serve in the absence or incapacity of the Chairman, the Treasurer, and the Recording Secretary, who shall record the minutes of all Board and Executive Committee meetings.

The Board of Directors may also hire a President who shall act as the Chief Executive Officer of the Corporation. The contract of employment shall be in writing, shall embody all of the terms and conditions of employment, and shall be approved by the Executive Committee and ratified by the Board of Directors. The President shall be accountable and shall report to the Chairman and to the Board of Directors, and shall perform such duties and assume such responsibilities as may be assigned by them.

- (b) The Board of Directors shall maintain a policy regarding conflicts of interest. Said policy shall be reviewed annually and shall:
- Include a clear definition of a conflict of interest,
 - Require the disclosure to the Board of a Director's conflict of interest,
 - Provide procedures for review of the conflict by disinterested Directors or a committee thereof,
 - Provide for disciplinary action if an undisclosed conflict is found to be unethical or disadvantageous to the Foundation, and
 - Require reimbursement to the Foundation of any gain received by an interested Director for an undisclosed conflict to the extent that the Foundation could, with reasonable efforts, have obtained a more advantageous

transaction or arrangement from a disinterested person or entity.

Section 3. Suspension or Removal

Any Director of the Foundation or member of the Council of Past Presidents may be suspended or removed for violation of the Director Code of Ethics as further defined in Article VIII of these Bylaws and the Ethics Policy.

Section 4. Vacancies

In the event of the death, resignation, suspension, removal, or permanent disability of any Director, the vacancy may be filled by the Board of Directors at its next regular meeting, or at a special meeting called for that purpose, or by a telephone conference call of a quorum of the Board. The Board shall give consideration for such appointment to the highest-ranked, non-winning candidate from the most recent election. The person elected by the Board to fill the vacancy shall serve out the balance of the term of any such Director.

Section 5. Compensation

No Director shall receive any salary or compensation unless specifically authorized in writing pursuant to an affirmative resolution of the Board of Directors in accordance with its policy regarding conflicts of interest. A permanent record shall be kept of any such authorization, however, all such persons shall be entitled to reimbursement for expenses incurred on behalf of the Foundation to such extent as may be authorized or approved by the Board of Directors.

Section 6. Meetings

- (a) Regular Meetings. There shall be four (4) or more regular meetings of the Board of Directors during each Foundation fiscal year, with the schedule for such meetings being set annually by the President and the Chairman of the Board of Directors as soon as practicable after May 1st of each year; however, one (1) such meeting shall begin at least one (1) day before the Annual Convention. This meeting may or may not, at the pleasure of the Board, continue in recess between sessions until the day after said Annual Convention, or on a date specifically set by the Board of Directors. This meeting shall be known as the Annual Meeting of the Board.
- (b) Special Meetings. A special meeting of the Board of Directors may be held at any time on the call of the Chairman or by direction of the Board.

Reasonably sufficient advance notice of the purpose, time, and place shall be emailed to each Director before the date of any such meeting.

- (c) Telephone Conference Calls. In the interest of conserving funds and reducing expenditures, or to expedite discussion, obtain approval, or adopt important measures, and otherwise conduct the business affairs of the Foundation, telephone conference calls of the Board of Directors (or of the Executive Committee) may be scheduled by the Chairman, reasonable notice being given. Regular business may be transacted so long as a quorum is present through participation in the telephonic conference and so long as all Directors are able to hear one another. The customary rules of parliamentary procedure shall pertain and the Recording Secretary shall keep a record of the proceedings as at a regular meeting of the Board.
- (d) Confidentiality of Executive Sessions.
 - (1) The Board of Directors, or any Committee appointed thereby or authorized by these Bylaws, may, upon the motion of any Director, or such Board or Committee, and with the approval of a majority of the Board members thereof, go into an Executive Session from which all nonmembers of such Board or Committee are excluded, save and except those specifically invited to be included.
 - (2) Executive Sessions during Board meetings should be limited to participants present and conducted in “face-to-face” manner. Participation via conference call, video teleconferencing, etc., is strongly discouraged. Occasionally an Executive Session may be required during a scheduled telephone conference Board meeting. Under such circumstances, the Board, through a majority vote must authorize entering into Executive Session.
 - (3) All proceedings occurring during an Executive Session, as well as the minutes thereof, are confidential. Anyone divulging any portion of such proceedings or minutes without the authorization of a majority of members of such Board or Committee may be subject to disciplinary action under Article VIII of these Bylaws and the Ethics Policy and/or legal action—including an action for injunctive relief—at the discretion of the Board.
 - (4) To ensure transparency of the Board’s actions to the membership, Executive Sessions shall be used only when reasonably necessary and in the best interest of the Foundation.
- (e) Quorum. At any regular or special meeting of the Board of Directors, a majority of the Directors shall constitute a quorum.

- (f) Roll Call Vote. Upon the request of two (2) or more Directors at a meeting of the Board, a roll call vote shall be taken and recorded on any specified question.
- (g) Chairman Vote. Unless otherwise provided in these Bylaws or in the Policy Manual the Chairman shall be entitled to vote on any matter before the Board.
- (h) Informal Action by Directors. Any action required by the Wyoming Nonprofit Corporation Act to be taken at a meeting of Directors of the corporation, or any action which otherwise may be taken at a meeting of the Board, or of a committee of Directors, may be taken without a meeting if all the Directors consent in writing thereto.
- (i) Waiver of Notice. Whenever any notice is required to be given to any member or Director under the provisions of the Wyoming Nonprofit Corporation Act, or under the provisions of the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, either before or after the time stated for giving of such notice, shall be equivalent to the giving of such notice.

Section 7. The Executive Committee

- (a) Duties of Members of the Executive Committee.
 - (1) The Chairman. The Chairman shall preside at all meetings of the Foundation membership, of the Board of Directors, and of the Executive Committee. The Chairman shall establish such committees as from time to time are required, and may appoint or remove the chairman and members of all committees. The Chairman shall be an *ex officio* member of all committees, and shall have voting rights.

The Chairman may, with the President or the Secretary, sign deeds, mortgages, bonds, contracts, or other legal instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board to some other officer or agent, or is otherwise required by law.

The Chairman is authorized to make executive decisions on emergency matters as situations and exigencies arise without prior approval of the Board of Directors, so long as such decisions are within the broad framework of overall Foundation policy and law and are in the best interests of the Foundation, subject, however, to subsequent ratification or nullification by the Board.

The Chairman shall perform all duties incident to the office and such other duties as may be prescribed from time to time by the Board. The Chairman shall not serve more than three (3) full consecutive elected terms.

- (2) The Vice-Chairman. The Vice-Chairman shall perform the duties of the Chairman in his or her absence or at his or her request. The Vice-Chairman shall be an *ex officio* member of all committees, and shall have voting rights.
- (3) The Recording Secretary. The Recording Secretary shall keep minutes of official meetings of the members, of the Board, or of the Executive Committee, and shall perform such other duties as may be assigned by the Chairman or the Board.

Whenever the term ‘must be received by (or transmitted to) the Secretary’ is used hereafter in these Bylaws, it shall be sufficient if the relevant document is received at (or transmitted to) the World Headquarters of the Foundation at Bozeman, Montana.

- (4) The Treasurer. The Treasurer shall review revenue accruing to the Foundation, and expense disbursements on a monthly basis and to report on the same to the Chairman and Budget and Finance Committee and provide a report, on a quarterly basis, to the Board of Directors at scheduled Board Meetings. The Treasurer shall discharge all other duties as shall ordinarily pertain to the office of Treasurer and as may be assigned by the Chairman or Board.

(b) Limitations on Powers of the Executive Committee. The Executive Committee may exercise all powers of the Board of Directors when the Board is not in session, other than the power to:

- (1) Repeal or amend Bylaws, or adopt new Bylaws;
- (2) Fill vacancies on the Board of Directors or the Executive Committee;
- (3) Designate Officers of the Foundation;
- (4) Remove a Director;
- (5) Amend or repeal any resolution of the Board which by its terms, shall not be amendable or repealable;
- (6) Adopt and disseminate a fundamental change of basic policy of the Foundation;
- (7) Approve the submission of matters to the membership that require approval at the Annual Meeting of Members;

- (8) Purchase, sell, mortgage, or lease real property of the Foundation, or adopt a corporate resolution recommending the sale, lease, exchange, or other disposition of all, or substantially all of, the assets of the Foundation, or authorize major new construction;
 - (9) Present a petition for judicial dissolution or to adopt plans of merger, consolidation, or non-judicial dissolution;
 - (10) Authorize indemnification of Officers, Directors, members of the Council of Past Presidents and Chairmen, or employees; or
 - (11) Formulate such other corporate policy decisions or perform corporate activities of the Foundation of such major significance as to warrant action by a quorum of the Board.
- (c) Meetings of the Executive Committee.
- (1) Meetings of the Executive Committee will be held on the call of the Chairman, reasonable notice being given.
 - (2) A special meeting of the Executive Committee shall be called at any time upon demand in writing stating the object of the proposed meeting and signed by not less than a majority of the Committee. Reasonably sufficient advance notice of the time, place, and purpose of such special meeting shall be emailed to each member of the committee before the day of holding such meeting.
 - (3) Any action that may be taken by the Executive Committee at a meeting may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed before such action by all of the members of the Executive Committee.
 - (4) The Executive Committee will brief the results of their meetings to the Board within a reasonable period of time not to exceed the next regularly scheduled Board meeting.

ARTICLE VI

NOMINATION AND ELECTION OF DIRECTORS

Directors shall be elected by the general membership of the Foundation. Elections of Directors will start with a solicitation for Director Nominees from the Chapters, Affiliates, and membership at-large by the Candidate Evaluation Committee. Once nominations are received, the Candidate Evaluation Committee will perform an evaluation of each nominee and forward said evaluations to the Nominating Committee. The Nominating Committee will determine the final list of candidates to

be on the ballots to be sent to the membership. This process, including descriptions of the Candidate Evaluation and Nominating Committees are contained in this Article.

Section 1. Director Qualifications

All Director Candidates shall be a member in good standing of the Foundation and shall have attended at least two (2) annual conventions prior to his or her nomination, must have served on a committee of the Foundation, or served as an officer or director of a Chapter or Affiliate of the Foundation, or performed other comparable service acceptable to the nominating committee that would demonstrate a commitment to the Foundation and wildlife.

Section 2. Director Candidate Evaluation Committee

- (a) The Director Candidate Evaluation Committee shall be composed of five (5) members: the Chairman of the Board, one current Board Member (who shall not be eligible for nomination to the Board that year, or is eligible but who has elected not to seek re-election) as selected by the then-Chairman, and three (3) persons from the membership at-large.
- (b) The at-large members shall be appointed by the then-Chairman and approved by the Board to serve three (3) year terms, provided, however, that the initial at-large members shall be appointed by the then-Chairman with one (1) member to serve a one (1) year term, one (1) member to serve a two (2) year term, and one (1) member to serve a three (3) year term. Thereafter, the at-large members shall have staggered terms. The then-Chairman shall fill any vacancies to serve the remainder of the term of any at-large member who resigns or is unable to complete his/her term.
- (c) No later than May 1st the Chair of the Director Candidate Evaluation Committee shall solicit potential candidates from the Presidents of Chapters and Affiliates, and the general membership. The Chair shall strive to present a list that contains a greater number of candidates than the number of vacancies occurring on the board.
- (d) Names of potential Director Candidates, along with a completed nomination questionnaire, must be received by the Chairman of the Board, acting on behalf of the Director Candidate Evaluation Committee, no later than July 1st. The Chairman shall transmit copies of the completed nomination evaluation questionnaires to all Committee members.
- (e) The Director Candidate Evaluation Committee shall be responsible for evaluating all potential candidates for Director. The Chairman of the Board may assign individual committee members to evaluate or verify information about individual candidates. In addition, the Chairman, or

his designated committee member(s), may request additional information from the potential candidates and the Presidents for the Chapters and Affiliates of the Foundation.

- (f) In rating the Director Candidates, the Committee shall consider the completed questionnaire, any letters of recommendation, prior Foundation committee membership, involvement with Chapters and/or Affiliates, other service to the Foundation, demonstrated general business experience (including strategic planning and implementation, problem solving ability, service on other boards of directors and/or demonstrated ability in charitable fundraising), and any further qualifications determined by the committee to be in the best interests of the Foundation.
- (f) Candidates shall be rated “Acceptable and Highly Recommended”, “Acceptable and Recommended”, “Acceptable”, or “Not Acceptable”.
- (g) No later than August 15th, the Committee shall finalize its rating of the candidates and submit its ratings to the Board of Directors.

Section 3. Nomination Process

- (a) A quorum of the Board of Directors, excluding those Directors whose term is expiring and who wish to be eligible to be nominated for an additional term, hereinafter called “the Board,” shall finalize the nomination process.
- (b) The Board shall be responsible for nomination of Directors who are to be placed on the ballot for election by the general membership. Prior to establishing a slate of candidates for the office of Director, the Board shall solicit the advice and recommendation of the Director Candidate Evaluation Committee.
- (c) The Board shall consider those candidates who have been previously evaluated by the Director Candidate Evaluation Committee.
- (d) No later than September 15th, the Nominating Committee shall select a list of nominees, by majority vote, for the office of Director. The Nominating Committee shall strive to present a list that contains a greater number of candidates than the number of vacancies occurring on the board.

Section 4. Election Process

- (a) Annual election of Directors shall be conducted by paper or electronic ballot of members. No later than October 15th the Secretary shall cause a paper or electronic ballot bearing authenticating membership numbers to be mailed or emailed to each member entitled to vote, directed to his

or her last physical or email address of record with the Foundation, provided however, that to be entitled to a ballot, a properly completed, fully paid application for membership shall have been received by the Secretary at least thirty (30) days prior to the mailing or emailing of said ballot.

- (b) The ballot shall list thereon the names of all nominees proposed by the Board. The ballot shall provide blank spaces for 'write-in' nominations equal to the number of vacancies to be filled. The final date on or before which the ballot must be received by the Foundation in order for it to be counted shall be shown clearly on the ballot.
- (c) A member desiring to vote shall clearly mark his or her ballot for choice of Directors. The member may make the selection from the list of nominees printed on the ballot, or in lieu of one (1) or more of such nominees, may write or type in the names of other members whom the voting member believes eligible to hold the office of Director. In either case, in order for the ballot to be valid, it must not contain a total number of votes greater than the number of Directors to be elected. Having marked the ballot, the member must mail or email the ballot to the Foundation. Any ballot received by the Foundation later than close of business December 15th shall be invalid and shall not be counted. The Chairman or President shall authorize the use of an independent accounting firm to tabulate ballots and supervise and validate the election.
- (d) A ballot shall be invalid if not cast on the official written or electronic ballot form provided by the Foundation, if not received by the Foundation on or before the prescribed latest date specified on the ballot, if the voter has already voted, if the ballot is not clearly marked, or if the ballot contains votes for more candidates than the number of Directors to be elected. However, no ballot shall be invalidated for failure to contain a vote for each of the vacancies to be filled in the election.
- (e) A ballot judged invalid shall have the reason noted thereon, and clearly indicate the person who examined it and made the determination of invalidity. All written and electronic ballots, whether judged valid or invalid, shall be preserved by the Foundation for one hundred twenty (120) days. Until that time, any petitioning candidate may make application to the Executive Committee or to the Board of Directors for a canvas or recount, provided the difference in the votes cast for such petitioning candidate and the next highest vote getter is less than one half (1/2) of one percent (1%). If no such application is made before expiration of the one hundred twenty (120) day period, or for redress within twenty-one (21) days after such canvas or recount, all protests or grievances shall be deemed to have been waived, and the written or emails containing ballots may be destroyed.

- (f) In the event of a tie vote between two (2) or more persons for the last vacancy to be filled, the election shall be decided by a vote of the members at the Annual Meeting of Members.
- (g) Names of the newly elected Directors shall be announced at the Annual Meeting of Members, and shall be published in the next succeeding issue of the Magazine.

ARTICLE VII

CORPORATE OFFICERS

Section 1. Number

The Officers of the Corporation shall consist of the President, the Vice President, the Treasurer, and the Secretary. The officers shall be retained or dismissed either at-will or in accordance with the terms of any written contract under which they are employed, as appropriate, with the exception of the Treasurer and Secretary who shall be elected annually from within the ranks of the Board of Directors.

Section 2. Duties of Officers

- (a) The President shall be the Chief Executive Officer of the Foundation and shall be in general supervision and control of the business and affairs of the Foundation, subject to the overall powers of the Board of Directors to formulate the policies and manage the affairs and property of the Foundation. The President shall act as the duly authorized representative of the Board in all matters, except those in which the Board has formally designated some other person or group to act. The President shall serve as an *ex officio* member of the Board of Directors and the Executive Committee, with voice but without vote. The President shall be authorized to attend all meetings of the Board of Directors and all standing and special committees of the Foundation. The President is authorized to be present at any Board Executive Session, unless specifically excused by the body.
- (b) (b) The Vice President shall be designated by the President with the advice and consent of the Board. The Vice President shall serve as the senior office of the Foundation in the President's absence and shall perform other duties as may be assigned to him or her from time to time by the President or the Board of Directors.
- (c) The Treasurer shall be elected annually from within the ranks of the Board of Directors. The Treasurer shall have charge of the books of

account of the Foundation. He or she shall assist a firm of Certified Public Accountants selected by the President to make an annual review of the Foundation's books of account and prepare a statement of financial condition at the close of each fiscal year (as may be established by the Board), and shall furnish a copy of such statement—together with a copy of the Certificate of Review—to each member of the Board.

The Treasurer shall have such other duties as may be assigned to him or her from time to time by the President or Board.

- (c) A Secretary shall be elected annually from within the ranks of the Board of Directors.. The Secretary shall be the custodian of the archives and corporate records of the Foundation, shall attend to the proper publication of official notices and reports, attest to the signature of the President on official contracts and other documents authorized by the Board, and perform such other duties as may be required by the President and the Board.

ARTICLE VIII

ETHICS

Section 1. Ethics Policy

The Board of Directors shall maintain an Ethics Policy and Procedure which defines how ethics complaints are filed and processed, possible disciplinary actions, and, if applicable, an appeal process. The Ethics Policy and Procedure shall be adopted by the Board of Directors, and may be amended by the Board of Directors at any time, so long as the Board complies with the requirements of Article V, Section 6. The Ethics Policy and Procedure shall address complaints against Members, Chapters, Affiliates, Exhibitors, Donors and Directors. The Ethics Committee shall administer the Ethics Policy and Procedure and/or the Board of Directors in accordance with the provisions contained in the Procedure and these Bylaws. Potential disciplinary actions, in the event a complaint is substantiated, are contained in the Ethics Policy and Procedures.

Section 2. Members and Directors

The following represents actions/behaviors inconsistent with the Foundation's values and, therefore, are considered grounds for complaints against members:

- (a) Any conduct that is contrary to, or in violation of, the Bylaws, Mission Statement, or Policies of the Foundation, or a specific policy that has been promulgated by the Board of Directors;
- (b) Having obtained membership in the Foundation by use of any false or misleading statements or representations;

- (c) Refusing, after written demand has been made, to honor a financial obligation to the Foundation;
- (d) Conduct that is disruptive of the orderly operation of the Foundation in pursuit of its goals;
- (e) Acts of disloyalty to the Foundation that harm the Foundation and/or its reputation, purposes, or objectives;
- (f) Willfully making false statements or misrepresentations about the Foundation or its official representatives;
- (g) Engaging in any illegal or unethical business activities that relate to the Foundation and/or its reputation, purposes, and/or objectives;
- (h) Conviction of any fish, game, or wildlife conservation violation resulting in suspension, and/or revocation of privileges; and/or,
- (i) Conviction of, or a plea of guilty or nolo contendere to any felony or to a misdemeanor involving moral turpitude or fraud.

Section 3. Chapters and Affiliates

Chapters and Affiliates are subject to the same grounds for complaints as members as specified in Article VIII, Section 2. In addition, the Board of Directors by 2/3 vote may revoke a Chapter Charter or Affiliation Agreement if a Chapter or Affiliate has violated the terms of their charter or agreement.

Section 4. Exhibitors and Donors

Exhibitors and Donors are subject to the same grounds for complaints as members as specified in Article VIII, Section 2. The Foundation will only process complaints regarding vendors who exhibited at the Annual WSF Convention or a WSF related event. The Foundation will only process complaints regarding Donors who made donations to the Foundation or one of its Chapters or Affiliates. Complaints against Donors and Exhibitors must relate to a product or service purchased at the WSF event or through a WSF auction. WSF will not get involved in contract disputes between buyers and sellers, as these matters are better solved between the parties or in the courts.

Section 5. Director Code of Ethics

Recognizing the trust and confidence placed in Directors of the Foundation by the membership and the prestige, influence, and sensitivity of their position as a Director of the Wild Sheep Foundation, all Directors shall subscribe to this Code of Ethics and agree to all of the following:

- (a) To conduct myself with the highest of professional and ethical standards, understanding that my actions and words are likely to be interpreted to be those of the Foundation.

- (b) To fully support the WSF Mission Statement and demonstrate, by my actions, the values contained therein.
- (c) To respect the confidentiality of the Foundation and the Board of Directors meetings.
- (d) To publically support the decisions made by the Board of Directors.
- (e) To refrain from using my influence as a Director to acquire any goods, services, favors, or other benefits of pecuniary value for myself or any other person or entity with me.
- (f) To make my Director position a priority and to regularly attend meetings, participate, volunteer, and donate to the Foundation to the reasonable extent possible considering my personal and professional situation.
- (g) To bring any information regarding suspected improper conduct whether or not under this Code to the attention of the Board. To the extent possible, the identity of the Director making the report will be kept confidential. Directors will be expected to cooperate in the investigation of any alleged violation of the Code. If the result of WSF's investigation indicates that corrective action is required, the Board will decide what steps should be taken to rectify the problem and prevent its recurrence.
- (h) To sign the Wild Sheep Foundation Director Acknowledgement.
- (i) To agree to an annual background and credit check.

ARTICLE IX

COUNCIL OF PAST PRESIDENTS AND CHAIRMEN

Section 1. Membership and Term

There shall be a Council of Past Presidents and Chairmen, which shall consist of all Presidents of the Foundation elected prior to May 1, 2002, and all Chairmen of the Foundation elected thereafter. Members of the Council shall be members of the Foundation and of the Council for life.

Section 2. Privileges

Members of the Council may attend all meetings of the Board of Directors and shall be entitled to participate in the conduct of the Board meetings, but members of the Council shall have no vote, nor shall they be entitled to reimbursement of expenses incident to such attendance, unless specifically invited by the Chairman.

ARTICLE X

This article is reserved for future use.

ARTICLE XI

COMMITTEES OF THE FOUNDATION

Section 1. Standing Committees.

- (a) The standing committees of the Foundation are as follows:
- Executive Committee – reference Article V, Section 7
 - Director Candidate Evaluation Committee – reference Article VI, Section 2
 - Nominating Committee – reference Article VI, Section 3
 - Ethics Committee – the Ethics Committee shall administer the WSF Ethics Program including processing ethics complaints.
 - Finance and Budget Committee – The Finance and Budget Committee is the fiduciary arm of the Board of Directors. The committee prepares various financial documents for Board approval and has the authority of the Board to ensure that approved budgets and financial policies are implemented as intended.
 - Gift Acceptance Committee - The Gift Acceptance Committee acts on the behalf of the Board of Directors to accept or decline donations to the Foundation and provides an estimated value of donations accepted. The primary purpose of the committee is to ensure donations accepted by the Foundation are consistent with the WSF Mission and to protect the Foundation from unacceptable risks, liabilities, and/or commitments as it relates to donations.
 - Investment Committee - The Investment Committee manages the investments of the various WSF funds consistent with the WSF Investment Policy Statement (IPS).
 - Development Committee - The Development Committee is the primary marketing and solicitation arm of the Foundation’s fund raising campaigns.
 - Conservation Committee – The Conservation Committee develops, maintains, and oversees the execution of the WSF Conservation Strategy/Vision.

- Legislative Affairs Committee – The Legislative Affairs Committee develops, maintains, and oversees the execution of the WSF Legislative Affairs Strategy/Vision to further WSF Conservation objectives.

The Chairman from time to time in accordance with Article V, Section 7 of these Bylaws may fill standing committees.

- (b) Unless specified within these Bylaws, the Board of Directors shall maintain a charter for each standing committee specifying purpose, membership, roles and responsibilities, and reporting requirements.
- (c) When active, each standing committee shall submit a written report to the Board of Directors at least once each year, and at such other times as may be requested by the Chairman.

Section 2. Responsibilities of Committees

The Chairman or the Board of Directors shall assign responsibilities to the committees relating to the administration, conduct, regulation, or oversight of particular activities or special areas or endeavors of the Foundation, except that no corporate authority may be delegated to any committee unless all members of such committee are members of the Board of Directors, and unless such committee has been delegated such authority by a resolution adopted by a majority of a quorum of the Board.

Section 3. Limitation on Powers of Committees

- (a) No standing or temporary/special committee of the Foundation shall exercise any powers prohibited to the Executive Committee as enumerated in Article V, Section 7.
- (b) Committee Chairmen and members of committees in their official capacities are not authorized to bypass the President and go directly to Foundation employees to assign duties or responsibilities, nor to impose complex or difficult questions requiring extensive time-consuming research, nor to otherwise impose upon the normal office routine of the international headquarters.
- (c) Committee Chairmen are authorized to appoint subcommittees and ad hoc committees from among the members of the full committee. Official meetings of committees, or subgroups thereof, shall be authorized by the Committee Chairman or, in his or her absence, by the Vice-Chairman. The Committee Chairman shall inform the Committee Secretary, who will issue the official notice for such meeting.

ARTICLE XII

GENERAL COUNSEL AND ACCOUNTANT

The President may obtain the services of a General Counsel and an Accountant. The General Counsel and the Accountant shall be authorized, but are not required unless requested, to attend all meetings of the Board of Directors. The General Counsel and the Accountant shall be accountable and shall report to the President and the Board of Directors and shall perform such duties and assume such responsibilities as may be assigned to by them. The General Counsel and the Accountant may be removed by the Directors at any time without assigning any cause.

ARTICLE XIII

ADVISORY BOARDS

Section 1. Professional Resource Advisory Board

A Professional Resource Advisory Board (PRAB) is established as a consulting body to the Board of Directors and Foundation. The Advisory Board shall be composed of individuals possessing special professional and scientific expertise in regimens of learning of crucial importance to the Foundation in the conduct of its affairs. Officers of PRAB shall be determined annually and shall consist of the Chairman, Vice-Chairman and Secretary. PRAB meetings will be chaired by the Chairman of the PRAB or his/her designee and will convene at the Annual Convention and/or other times as needed and practicable. During PRAB's annual meeting held at each Convention, the Professional Resource Advisory Board will select officers to direct PRAB activities until the next Convention. During the WSF Board of Directors Annual Meeting held at each Convention, the WSF Board of Directors will confirm a Director to serve as a PRAB liaison to facilitate two-way communication with the PRAB. The Professional Resource Advisory Board shall report at least annually to the Board of Directors and submit recommendations on matters affecting wild sheep and wildlife conservation policy as well as other matters of importance to the Foundation.

ARTICLE XIV
INDEMNIFICATION

Section 1. General

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person, or such person's testator or intestate, is or was a trustee or officer of the Corporation, a committee member who is not a trustee of the Corporation, or an employee or agent of the Corporation designated for indemnification by the Board, or is or was serving at the request of the Corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (hereinafter all referred to more generally as "indemnified parties"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the full extent permitted by applicable law, upon such determination having been made as to such person's good faith and conduct as is required by applicable law.

Section 2. Advance of Expenses

Expenses incurred in defending a civil, criminal, administrative or investigative action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding to the extent, if any, authorized by the Board in accordance with the provisions of applicable law, upon receipt of an undertaking by or on behalf of the indemnified party to repay such amount unless it shall ultimately be determined that such indemnified party is entitled to be indemnified by the Corporation as authorized by these Bylaws.

Section 3. Insurance

The Corporation may purchase and maintain insurance to indemnify and protect the Corporation and the indemnified parties in a manner and to the fullest extent now or hereafter permitted by law.

ARTICLE XV

PARLIAMENTARY AUTHORITY AND PARLIAMENTARIAN

Section 1. Parliamentary Authority.

Robert's Rules of Order Newly Revised may govern the deliberations of all meetings of the members, and all formal meetings of the Board of Directors and Executive Committee unless specific exceptions are made herein.

Section 2. Parliamentarian

The Chairman may appoint an official Parliamentarian of the Foundation who shall serve at the pleasure of the Chairman.

Section 3. Standing Rules

Any Standing Rules of the Foundation shall be incorporated and maintained in the Policy Manual.

ARTICLE XVI

FOUNDATION MAGAZINE

There shall be an official section in the principal official publication of the Foundation (referred to herein as the "Magazine"), which shall inform the membership of official actions taken by the Board, such as important information concerning the Annual Meeting of Members or other data concerning national conventions. This section is currently designated as the *Base Camp Dispatches*, although the name may be changed by the Board of Directors from time to time. All official notices shall be published in this section of the Magazine. All resolutions adopted by the Board of Directors also shall be published in the *Base Camp Dispatches* within one hundred twenty (120) days following adoption by the Board, as well as the Financial Review letter, and the annual Balance Sheet of the Foundation.

ARTICLE XVII

CORPORATE SEAL, OFFICIAL EMBLEMS AND TRADEMARKS

Section 1. Corporate Seal.

The Foundation shall have a corporate seal bearing the words 'WILD SHEEP FOUNDATION' and showing Wyoming as the state of incorporation.

Section 2. Trademarked Terms.

The Foundation has trademarked the following terms:

- Wild Sheep Foundation®
- WSF®
- Foundation for North American Wild Sheep®
- FNAWS®
- Putting and Keeping Sheep on the Mountain®
- Wild Sheep® magazine
- The Sheep Show®
- Marco Polo Society®
- Mountain Hunter Hall of Fame®
- Chadwick Ram Society®
- <1 Club®
- <1 iClub®
- Sheep Week®
- Wild Sheep-Safe®
- To Put and Keep Sheep on the Mountain®
- To Put and Keep Wild Sheep on the Mountain®
- Putting and Keeping Wild Sheep on the Mountain®

Section 3. Official Emblems.

The Foundation shall have an official emblem(s) depicting an image of a stylized ram centered above and between the words “WILD SHEEP” which shall be in larger type than the word “FOUNDATION” as shown below:



In addition, the Foundation has adopted the following additional emblems representing separate business activities that have been adopted by the Board:



ARTICLE XVIII

PROHIBITION OF PROXY VOTING

At all meetings of the Board of Directors, Executive Committee, other committees of the Foundation, and meetings of members, each person entitled to vote shall have a right to cast one (1) vote on each question presented, which vote shall be cast personally and not by proxy. This prohibition shall not be construed to prevent members of the Board of Directors, the Executive Committee, or members of other committees of the Foundation from conducting telephone conferences, so long as a quorum of the body is present and the conditions of Article V, Section 6 are met.

ARTICLE XIX

PROHIBITION CONCERNING POLITICAL CONTRIBUTIONS

Neither the Foundation nor its Officers, Directors, members of the Council of Past Presidents and Chairmen, employees, agents, or representatives, acting on behalf of the Foundation, shall make any contribution to any political campaign or candidate, without the approval of a two-thirds vote of the full Board of Directors.

ARTICLE XX

AMENDMENTS TO THE BYLAWS

These bylaws may be amended at any regular meeting of the Board of Directors by a two-thirds ($\frac{2}{3}$) vote of a quorum of the Board, provided that the amendment has been submitted in writing at the previous meeting of the Board, or has been sent in writing by mail to every member of the Board not less than thirty (30) days prior to the next regular or special meeting of the Board called for that purpose. To qualify under this Article, and to be considered for adoption, the proposed amendment must be signed by at least two (2) members of the Board, or alternatively, by fifty (50) members of the Foundation entitled to vote. Upon adoption, these Bylaws or any subsequent amendments thereto, shall be published in the section of the Magazine, which shall be designated to inform the membership of official actions taken by the Board.

ARTICLE XXI

DISSOLUTION OF THE CORPORATION

Upon liquidation, dissolution, or abandonment of the Foundation, all of the property and assets of the Foundation shall be transferred, or conveyed by way of gift, to one (1)

or more domestic or foreign corporations, foundations, associations, societies, or organizations exempt from Federal and State income and property taxation and engaged in activities substantially similar to those of the Foundation, all in accordance with the laws of the State of Wyoming relating to the liquidation, dissolution, or abandonment of the corporation. In no event shall any properties or assets of this Foundation be conveyed or transferred to any individual upon the liquidation, dissolution, or abandonment of the corporation, except for good and valuable consideration, at fair market value, and upon competitive bid.

Adopted as amended:



Brett K. Jefferson
Chairman of the Board of Directors
May 16, 2019