

Amended Bylaws of the NDBA BOWHUNTERS FOUNDATION, INC.

ARTICLE I — NAME AND PURPOSE

Section 1:

The name of the organization is the NDBA Bowhunters Foundation, Inc.

Section 2:

The NDBA Bowhunters Foundation, Inc. (NDBA Foundation) is organized exclusively for charitable, scientific and educational purposes. More specifically, the purpose of the organization is to provide funding for activities which advance the sport of archery, promote the cause of education, encourage community betterment, and assist people to learn more about Archery and Bowhunting.

ARTICLE II — MEMBERSHIP

Section 1: Membership shall consist of any person who joins the Foundation by an application to be prepared by the Foundation Board and paying a supporting membership fee to be established by the Foundation Board.

ARTICLE III - ANNUAL MEETING

Section 1: Annual Meeting.

The NDBA Foundation will hold an annual meeting each spring between March 1st and June 1st. The date of the regular annual meeting shall be set by the Foundation Board of Directors which shall also set the time and place.

Section 2: Special Meetings.

Special meetings may be called by the President or the Executive Committee.

Section 3: Notice.

Notice of the annual meeting shall be provided to the board members 10 days prior to the meeting. Notice of special meetings shall be provided to the board no less than five days before the meeting.

Section 4: Mode of Meeting.

The annual meeting may be in-person, teleconference, videoconference or by any means which the Board deems acceptable.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation.

The Board is responsible for overall policy and direction of the foundation. The Board may also delegate responsibility for day-to-day operations to an executive director. The Board shall have six members; three members of the Foundation board of directors shall be from the NDBA Board of Directors and three directors from the general membership of the NDBA. NDBA members, who are not on the Foundation Board, may serve as committee chairs when appointed by the Foundation President in accordance with the bylaws. The initial Board of directors shall be appointed by the NDBA Board of Directors. The board shall receive no compensation other than

reasonable expenses incurred on behalf of the Foundation.

Section 2: Meetings.

The Board shall meet at least once per year, at an agreed upon time and place and shall be in-person, teleconference, videoconference or by any means which the Board deems acceptable. Board members may attend meetings via telephone conference call. Aside from the annual membership meeting, a regular meeting may be scheduled between October 1st and December 24th each year.

Section 3: Board Elections.

Election of new directors and officers, or re-election of current directors and officers, will occur as the first item of business at the annual meeting of the corporation. Nominations may be made by any serving officer or director and election will take place by a majority vote of the current membership.

Section 4: Terms.

All Board members shall serve two-year terms, and are eligible for re-election. The initial Board shall draw straws for staggered terms so that three members of the board shall serve an initial 1 year term.

Section 5: Quorum.

A quorum requires at least fifty percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice.

An official Board meeting requires that each Board member have notice ten days in advance.

Section 7: Officers and Duties.

There shall be four officers of the Board consisting of a President, Vice President, Secretary and Treasurer. The officers' duties are as follows:

- The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-President, Secretary and Treasurer.
- The Vice-President will chair the grant committee and other committees as designated by the board.
- The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.
- The Treasurer shall make a financial report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8: Vacancies.

When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be provided to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. Board members elected to fill vacancies occurring

prior to the annual meeting will serve only until elections at the next annual meeting. Such board members are eligible for re-election at the annual meeting.

Section 9: Resignation, Termination and Absences.

Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has two unexcused absences from any scheduled Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special Meetings.

Special meetings of the Board shall be called upon the request of the President or three Board members. Notices of special meetings shall be sent out by the Executive Director to each Board member at least five days in advance.

ARTICLE V — COMMITTEES

Section 1: Committees and Committee Chairs

The Board may create committees as needed, such as scholarship selection and community projects. The Board President appoints all committee chairs. With the exception of the Finance Committee, committee chairs need not be members of the Board of Directors.

Section 2: Executive Committee

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee.

The Treasurer is chair of the Finance Committee, which includes two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. All expenditures in excess of \$200.00 and any major change in the budget must be approved by the Board or the Executive Committee. Contributions will be solicited from members of the North Dakota Bowhunters Association, former members of the Association, family members of association members, archers and other bowhunters, corporations with an interest in the sport of archery, and archery educators. Direct mail and personal contact will be the primary means of soliciting contributions.

The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

Section 4: Grant Committee.

The Vice President is chair of the Grant Committee which shall consist of the Vice President and two other directors. The NDBA Foundation, Inc. shall award grants as recommended to the board by the Grant Committee.

ARTICLE VI - AMENDMENTS

Section 1:

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE VII – DISSOLUTION PROVISION

Section 1: Dissolution. In the event of dissolution of the Foundation, the board of directors shall, after paying and making provisions for the payment of all liabilities, distribute all the remaining assets of the corporation equally to the 1) 4H Archery Program administered in North Dakota, if any, 2) a North Dakota entity which qualifies as a 501(c)(3) which administers the National Archery in the Schools Program (NASP) or successor to such program, and 3) the North Dakota State Game and Fish Department Hunter Education program for archery related education and equipment or to an organization dedicated to charitable and/or educational purposes and which has been recognized as a 501(c)(3) organization by the Internal Revenue Service.

These Bylaws were approved by vote of the Board of Directors of the NDBA Bowhunters Foundation, Inc.

Respectfully Submitted by Kent Reierson, Secretary of the NDBA Bowhunter Foundation, Inc.

Kent Reierson
Foundation Secretary Signature

Effective date as amended: August 1, 2012