



FRATERNITY OF THE DESERT BIGHORN

BY-LAWS

Amended March 15, 2023

1. Organization Mission Statement:

- A. A membership unselfishly dedicated to the welfare and conservation of Desert Bighorn and Nevada's wildlife.

2. Membership Requirement:

- A. All persons who subscribe to the Mission Statement of this organization are eligible for membership.
- B. There shall be three (3) types of membership: family, corporate, and lifetime. A family membership is defined as one person, a spouse, and any minor children under 18 years of age. A family membership is allowed one mailing address. Yearly dues for a family shall be \$25, and corporate shall be \$1,000. Lifetime membership shall be \$500. The Board of Directors has the authority to adjust the annual dues amounts set forth in this article. The Board of Directors may grant family memberships to those individuals that are actively engaged in bighorn sheep management or conservation as professionals.

3. Officers and Elections:

- A. There shall be four officers: President, Vice President, Secretary and Treasurer. These officers shall be known as the Executive Committee and are members of the Board of Directors.
- B. Nominations and elections of officers shall be made at the August monthly membership meeting.
- C. The term of service for the officers shall be one year beginning September and ending on August 31st of the following year.

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- D. Any officer missing more than three meetings in a row without due cause may be replaced by a three-quarter (3/4) majority vote of the Board of Directors.
- E. The Board of Directors shall consist of the Officers and eight Director Members nominated by the President and confirmed by a two-thirds majority vote of the membership at the May membership meeting. Director Members that shall serve staggered two-year terms. New Director Members shall be appointed at the start of a two-year term of service. The retiring President has the option to automatically become an additional Director Member of the Board of Directors for a maximum of two one-year terms. Any Director who resigns shall be replaced by nomination by the President and confirmed by a two-thirds majority vote of the membership at the next monthly membership meeting to serve the balance of the resigning Director's term. The Board of Directors shall consist of a maximum of thirteen members.
- F. The Board of Directors shall meet monthly at the discretion of the Board prior to the monthly membership meetings. Special Board meetings shall be held at the call of the President.
- G. The Secretary, in coordination with the Wild Sheep Foundation and other future Non-Government Organizations (NGO's), shall mail confirmation notifications of membership to new members. The Secretary, in coordination with the Wild Sheep Foundation and other future Non-Government Organizations (NGO's), shall mail renewal notices annually to members and mail confirmation notifications upon receipt of renewal dues.

4. Order of Business:

- A. Membership meetings shall be held monthly at a time and place determined by the Board of Directors.
- B. A majority of seated Board members shall be necessary to constitute a quorum at all Board meetings and must include either the President or Vice President.
- C. Robert's Rules of Order shall govern all business.
- D. The Bylaws of this organization shall be reviewed annually by the Board of Directors at the February Board Meeting.
- E. Amendments to the Bylaws of this organization require thirty days review period by the Board of Directors. Adoption of amendments to the Bylaws of this organization require a three-quarter majority vote of seated Directors on the Board.

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5. Use of Funds:

- A. Expenditures shall be the responsibility of the Board.

- B. No expenditure in excess of \$500 shall be made without the consent of the Board.
- C. Should this organization be disbanded, all money remaining after paying debts shall be donated to the NBU-Reno Chapter to be used to benefit Bighorn Sheep in Southern Nevada. If NBU-Reno Chapter does not exist, then the remaining moneys will be donated to the Nevada Department of Wildlife to the Wildlife Trust Fund to be used to benefit Bighorn Sheep in Southern Nevada.

6. Board of Trustees:

- A. The Board of Trustees reports to the Board of Directors and serves as the primary financial management group for the endowment fund or other investment funds as necessary, consistent with the fund agreements and the organizational charter of the Board of Trustees.
- B. The Board of Trustees shall be appointed by the President and approved by the Board of Directors.
- C. The Board of Trustees shall consist of up to four members in good standing with the organization. Three trustees shall be appointed by the President and approved by the Board of Directors. In addition, one trustee shall be a non-voting professional advisor, such as an attorney, banker, or investment manager, selected by the Board of Trustees and approved by the Board of Directors.
- D. The term of service for the members of the Board of Trustees shall be three-year staggered terms beginning September 1 and ending three years later on August 31. Each trustee appointed to a new term shall serve as the designated representative of the Board of Directors to the Board of Trustees for the first year of each three-year term. Any trustee who resigns shall be replaced by appointment of the President and approved by the Board of Directors, to serve the balance of the resigning trustee's term.

7. Committees:

- A. The Standing Committees of this organization shall be the Executive Committee, Nominating Committee, Banquet Committee, and the Conservation Committee.
- B. Special Committees may be created from time to time as necessary by the President or the Board of Directors.
- C. The President or the Board of Directors shall assign responsibilities to the standing and any special committees.
- D. The Executive Committee reports to the Board of Directors and is responsible for providing organizational direction and advice to the Board of Directors on decisions and business matters including strategic planning and policy development. The Executive Committee is

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responsible for conducting the business of the organization between Board meetings with the approval of the Board of Directors.

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- E. The Nominating Committee is responsible for determining the final list of candidates for Officer elections to be approved by the Board of Directors at the **July** Board meeting and presented to the membership at the **August** membership meeting. The President shall conduct the elections during the **August** membership meeting. If the President is a candidate, then the Vice President shall conduct the elections. If the Vice President is a candidate, then the Chairman of the Nominating Committee shall conduct the elections. Nominations from the floor at the **August** membership meeting will be accepted.
- F. The Banquet Committee reports to the Board of Directors and shall be responsible for planning, budget, organizing and conducting the annual organization fund raising banquet.
- G. The Conservation Committee reports to the Board of Directors and develops, maintains and oversees the execution of the organization's conservation strategy activities and projects.
- H. When active, each standing or special committee shall provide a report to the Board of Directors and/or the membership of the organization as may be requested by the President.

8. Force Majeure:

- A. Due to unforeseen circumstances occurring in society, such as pandemic or other acts of God, the Board of Directors shall have the authority by a three-quarters (3/4) majority vote of the seated Directors to temporarily supersede the following Articles and Sections of these Amended Bylaws:
 - a. Article 3 Officers and Elections, Subsection B
 - b. Article 4 Order of Business, Subsection A
 - c. Article 4 Order of Business, Subsection D
 - d. Article 7 Committees, Subsection E

These Amended Bylaws for the Fraternity of the Desert Bighorn were approved by the Board of Directors on March 15, 2023.

 3-15-23
Clint Bentley, President Date

 3-15-23
Jackie Ertel, Secretary Date