

**SALT LAKE FISH AND GAME FOUNDATION, INCORPORATED**  
**Organized 1921 - Incorporated 1949**  
**A Not For Profit Private Operating Foundation**  
**Section 501 (c) (3) and 4942 (j) (3), Internal Revenue Code**

**BY-LAWS**

**ARTICLE I**

**Duties of the Elected Officers and Committee Chairmen**

**President**

**Section 1.** The President shall:

- a)** preside as the chairman at any Board Meeting duly called by the Board, and at the Annual Election Meeting to ensure that all rules, regulations and policies duly created by the Foundation are strictly enforced and properly carried out as per Robert's Rules of Order;
- b)** be empowered to sign all agreements, contracts and/or legal documents when authorized by the Board, and to supervise the general activities of the Foundation;
- c)** be allowed to be an ex-officio member of all committees of the Foundation;
- d)** work with the other members of that year's administration's Executive Committee to determine the number and kinds of Standing Committees for the current term of that administration to carry out the affairs of the Foundation.

## **ARTICLE I, cont.**

### **Vice-President**

#### **Section 2.** The Vice-President shall:

- a)** have all the powers of and be subject to all the restrictions upon the President in the absence of the President in the event of the President's death, inability or refusal to act, including presiding as the chairman at any Board Meeting duly called by the Board, and the Annual Election Meeting to ensure that all rules, regulations and policies duly created by the Foundation are strictly enforced and properly carried out as per Robert's Rules of Order;
- b)** have voting rights at all official meetings of the Foundation, unless operating as the chairman for the President at a Board Meeting;
- c)** work with the other members of that year's Executive Committee to determine the number and kinds of Standing Committees for the current term of that administration to carry out the affairs of the Foundation;
- d)** determine if there is the required quorum of Directors and Officers to carry on the business of any duly called Board Meeting or Annual Election Meeting.

## **ARTICLE I, cont.**

### **Secretary**

#### **Section 3.** The Secretary shall:

- a)** keep minutes of all proceedings of all Board Meetings of the Board of Directors, and of the Annual Election Meeting;
- b)** keep a complete roster of all Directors, which shall be used only for Foundation business or at the discretion of the Board;
- c)** inform the Directors from time to time of the proceedings and activities of the Foundation;
- d)** perform such duties as may be requested by the Board;
- e)** work with the Executive Committee to determine the number and kinds of Standing Committees for the current term of that administration;
- f)** be responsible for maintaining the records, official books and archives of the Foundation with the exceptions of those that the Treasurer is responsible.  
(see Treasurer below).

*NOTE: If the Secretary is also the Treasurer then he/she would be responsible for all of the duties of both positions.*

## **ARTICLE I, cont.**

### **Treasurer**

#### **Section 4.** The Treasurer shall:

- a)** be responsible for the financial affairs of the Foundation under the combined direction of the Board and the Finance Committee;
- b)** keep a full, accurate, account, and record of all financial transactions and affairs of the Foundation in such records as are commonly accepted as good business methods, receive and receipt of all monies, pay all bills, claims and awards upon approval of the Board;
- c)** be responsible for preparing all required financial statements, and filing of any required financial reports, tax returns, and preparing the filing any other financial or accounting document required by the Foundation or government entity;
- d)** shall assist the auditor duly appointed by the Board in any audit of the Foundation as duly deemed by the Board;
- e)** submit a complete financial report to the Board at all Board and Annual Election Meetings;
- f)** furnish a bond in an amount determined by the Board as security to the Foundation for faithful performance of his/her duties, the expense of which shall be paid from the Treasury of the Foundation;
- g)** place all monies of the Foundation in the various depositories and accounts designated by the Board, and such monies shall be withdrawn only upon the signature of two members of the Finance Committee as pre-designated by a two-thirds (2/3) majority vote of the Board to sign on such accounts;
- h)** be empowered to sign all agreements, contracts and/or legal documents, when authorized by the Board;
- i)** present all bills and claims against the Foundation for all non-routine expenditures by first securing approval by the Board for payment;
- j)** work with the Executive Committee to determine the number and kinds of Standing Committees for the current term of that administration.

## **ARTICLE I, cont.**

### **Board**

#### **Section 5.** The Board shall:

- a)** appoint a Past President or Director to fill the Finance Committee position created by the outgoing chairman of that committee of the previous administration at the first Board Meeting following the Annual Election Meeting;
- b)** consider appointing an Auditing Committee to examine and approve the Foundation's financial records from time to time as required by the IRS;
- c)** be empowered to authorize an expense allowance for the Secretary, Treasurer, or Secretary/Treasurer to employ such clerical help as needed to maintain records and proceedings, and to purchase any necessary bonding and insurance;
- d)** be empowered to approve an expense allowance for any staff personnel it deems necessary to carry on the business of the Foundation;
- e)** be empowered to prescribe such Policies that are consistent with the Constitution and Bylaws, and that in its judgment may be necessary and proper for the welfare of the Foundation;
- f)** appoint a Director to sit on the Executive Committee at first Board Meeting following the Annual Election Meeting;
- g)** be empowered to fill any vacancy that occurs in the official roster, including the positions of President, Vice President, Secretary, Treasurer, Secretary/Treasurer, any Directors, and any Chairmen of any Standing Committees during that administration's term due to absence death, inability or refusal to act of that person;
- h)** shall provide oversight for the responsible operation of the Foundation, and govern the affairs of the Foundation in general.

## **ARTICLE I, cont.**

### **Allowance**

**Section 6.** The Secretary, Treasurer or Secretary/Treasurer may:

- a)** receive an expense allowance(s), as authorized by the Board;
- b)** be empowered to employ such clerical help as needed to maintain records and proceedings as approved by the Board.

### **Standing or Special Committee Chairmen**

**Section 7.** Any Committee Chairman shall:

- a)** organize and chair any meetings of that Standing Committee as needed;
- b)** have the full power to vote on any matters that come up for consideration in that committee;
- c)** report on or present any activity or recommendations by and/or for that committee at any Board Meeting upon request of the Board;
- d)** be prepared to summarize the committee's activity and accomplishments to be reported either verbally or in written report form at the Annual Election Meeting.

## **ARTICLE II**

### **Duties of Committees**

#### **Executive Committee**

**Section 1.** The Executive Committee shall:

- a)** serve the Board and the Foundation in any emergency to make decisions consistent with the Foundation's Constitution, Bylaws, or Policies duly approved by the Board;
- b)** determine the number and kinds of Standing Committees that are to serve the Foundation during the current term of that administration to carry out the affairs or activities assigned to it;
- c)** serve in such other capacities as the Board may determine from time to time.

#### **Nominating Committee**

**Section 2.** The Nominating Committee shall:

- a)** secure a list of all nominees for each of the offices of: President, Vice-President, and Directors for a vote of approval at the Annual Election Meeting;
- b)** select and secure the award(s) for Director of the Year and for any outgoing President to be presented at the Annual Election Meeting;

#### **Standing Committees**

**Section 3.** The Standing Committees shall:

- a)** meet as necessary to organize and plan the work assigned to it;
- b)** estimate the amount of any expenditure of Foundation monies needed for each project, activity, and/or purchase to be presented as a request for approval by the Board.

## **ARTICLE II, cont.**

### **Finance Committee**

#### **Section 4.** The Finance Committee shall:

- a)** act as trustee, guardian and/or custodian of all properties and finances of the Foundation, and to advise the Board on all of the Foundation's financial affairs;
- b)** be custodian of all deeds, bonds, contracts and such other legal papers that are part of the business of the Foundation; all of which shall be kept in a safe deposit box in the name of the Foundation, and rental for the same shall be paid by the Foundation;
- c)** engage the services of a professional money manager with the approval of the Board;
- d)** make any withdrawal from any investment or reserve account only after securing two signatures which cannot be the same person, one from the predetermined signatory of the Finance Committee and the Treasurer.



## **ARTICLE III**

### **Elections and Appointments**

- Section 1.** The Directors of the Foundation will vote for a President, Vice President and a maximum of twelve (12) Directors at the Annual Election Meeting.
- Section 2.** The duly elected administration at the Annual Election Meeting will start their terms immediately following that election, and will remain in office until the next administration begins.
- Section 3.** To be eligible to be elected as an Officer of the Foundation at the Annual Election Meeting, an individual must have served as a Director for at least one administration as a Director, unless that nomination is supported by a two-thirds (2/3) majority vote of the Directors before the Directors present can vote for that nominated officer.
- Section 4.** The minimum age at the time of the elections at the Annual Election Meeting for the positions of President, Vice President, Secretary, Treasurer or Secretary/Treasurer shall be twenty (20), and for Directors shall be eighteen (18) years of age.
- Section 5.** The Secretary or designate, shall prepare a printed ballot containing the names of the nominees for President, Vice-President, and Directors identified by the Nominating Committee for balloting at the Annual Election Meeting.
- Section 6.** Nominations from the floor by Directors for Officers and Directors at the Annual Election Meeting may be added to the election ballot.
- Section 7.** In the event that the names of the nominees for President or Vice-President shall also appear on the nominee's list for Directors, and one or more of them are elected, then those names shall be stricken from the list of nominees for Director.
- Section 8.** The Board may at any time during the term of an administration vote to add Directors to the Board to secure a maximum of sixteen (16) Directors at any one time.

## **ARTICLE IV**

### **Removals, Resignations, Vacancies**

#### **Removals**

**Section 1.** Any Director or Officer may be removed from the Board for abuse, obstructionism, misconduct, conflict of interest, or unexcused absence deemed by the Board to be detrimental to the best interests of the Foundation according to the following rules;

- a)** the Board shall send a formal Notice of Removal to the accused stating the perceived basis for his/her proposed removal;
- b)** following that Notice of Removal the accused may submit their defense in writing within two (2) weeks of receiving that Notice of Removal;
- c)** if the Board receives a written defense by the accused within the two (2) week period after sending the accused the formal Notice of Removal the Board is required to appoint a special committee of four (4) Directors and one (1) Officer who do not represent any conflicts of interest with the accused to hold a hearing within two (2) weeks following the receipt of the written defense by the accused to evaluate any of the issues and report back to the Board with their recommendations at the next upcoming Board Meeting;
- d)** final recommendations of any proposed removal actions by the special removal committee require support of the Board by a two-thirds (2/3) majority vote.

#### **Resignations**

**Section 2.** Any Officer, Director or Committee Chairperson may resign from any position(s) held in the Foundation by simply submitting a letter of resignation to any Officer or Director to become official when read aloud in a subsequent Board Meeting with the vacancy to be filled as per the Foundation's Constitution and Bylaws.

## **ARTICLE IV, cont.**

### **Vacancies**

**Section 3.** The Board shall have the power to fill any vacancy that occurs in the official roster of Officers, Directors or Chairman of any Standing or Special Committee during the term of that administration.

## **ARTICLE V**

### **Meetings**

**Section 1.** The Annual Election Meeting of the Foundation shall be held during the month of September of each year at a time and place determined by the Board.

**Section 2.** The Board shall be required to formally meet a minimum of six (6) times a year, with the first meeting occurring in the month after the Annual Election Meeting.

**Section 3.** The Board will determine the dates and times of the other five (5) required Board Meetings of that Administration's term at the first required meeting after the Annual Election Meeting.

**Section 4.** The Board may call a Special Board Meeting one (1) week in advance of that meeting but that meeting requires that all Directors are notified of the meeting location, time and purpose of the meeting.

## **ARTICLE VI**

### **Quorum**

**Section 1.** A minimum of eleven (11) Directors and/or Officers present at the Annual Election Meeting shall constitute a quorum and shall have the authority to carry on the business of that meeting.

**Section 2.** A minimum of seven (7) Directors and/or Officers must be present at any Board or Special Meeting and shall have the authority to carry on the business of that meeting.

## **ARTICLE VII**

### **Formal Meetings Procedure**

#### **Board Meetings**

**Section 1.** The order of business for any Board Meeting shall be as follows:

- a) call to order by the President or replacement officer;
- b) introductions of all present;
- c) presentations by invited guests;
- d) determine if a quorum is present to conduct business for any Board Meeting;
- e) reading, discussion and/or potential approval of the minutes of any previous meeting(s);
- f) reading of any pertinent communications addressed to the Foundation or its Standing Committees;
- g) discussion and any potential resolution of any unfinished business;
- h) report of the Treasurer;
- i) reports by the President and/or by chairmen of any Standing Committees;
- j) any other business for the good of the Foundation not previously discussed during the meeting;
- k) adjournment.

## **ARTICLE VII, cont.**

### **Special Board Meetings**

**Section 2.** The order of business for any Special Board Meeting shall be as follows:

- a) call to order by the President or replacement officer;
- b) introductions of all present;
- c) presentations by invited guests;
- d) determine if a quorum is present to conduct business for any Board Meeting;
- e) reading of any pertinent communications relating to the reason(s) the meeting was called;
- f) discussion and votes of support for any business for which the meeting was called.
- g) adjournment.

### **Annual Election Meeting**

**Section 3.** The order of business for the Annual Election Meeting shall be as follows:

- a) call to order by the President or replacement officer;
- b) introductions of all present;
- c) determine if a quorum is present to conduct business for the Annual Election Meeting;
- d) reading, discussion and/or potential approval of the minutes of the previous Annual Election Meeting;
- e) report of the Treasurer;
- f) reports by the President and/or by chairmen of that administration's any Standing Committees;
- g) presentation, discussion and votes on any new, proposed changes or additions to the Foundation's Constitution and/or Bylaws;
- h) nominations and elections of Directors and Officers for the upcoming administration;
- i) adjournment.

## **ARTICLE VIII**

### **Amendments and Policy**

- Section 1.** The Constitution and Bylaws may be amended at the Annual Election Meeting by a two-thirds (2/3) majority vote.
- Section 2.** Any proposed Constitution and Bylaws changes must be submitted to the Secretary a minimum of thirty (30) days prior to the date of that year's Annual Election Meeting.
- Section 3.** The Secretary shall provide a copy of any proposed new Constitution and Bylaws changes to the current Directors for consideration fifteen (15) days before the Annual Election Meeting.
- Section 4.** The Board shall have the power to prescribe such Policies, values and/or goals that are consistent with the Foundation's Mission, Vision, Constitution and Bylaws; and that in its judgment may be necessary and proper for the welfare of the Foundation.

## **ARTICLE IX**

### **Dissolution**

**Section 1.** Dissolution of the Foundation may occur at the Annual Election Meeting.

**Section 2.** a special notice of Dissolution announcing that intent must be sent to all of the Foundation's Officers and Directors a minimum of thirty (30) days prior to the Annual Election Meeting;

**Section 3.** A two-thirds (2/3) majority vote of the Directors present at the Annual Election Meeting shall be necessary to enact the proposition to dissolve.

**Section 4.** The Members present at the Annual Election Meeting shall appoint a committee of five (5) Directors for the purpose of disposing of the assets and liabilities of the Foundation.

**Section 5.** The revenues from the assets and all remaining assets that have not already been disposed of shall be donated or distributed for one or more exempt purposes within the meaning of section 501 (c) (3) and 4942 (j) (3) of the Internal Revenue Code, or corresponding section of any future tax code, to such corporation(s), fund(s), or foundation(s), whose objectives and purposes are similar to the Foundation's Mission and Vision statements, provided that the donor(s) is (are) organized and registered in the office of the secretary of State for the State of Utah for at least three (3) previous years, or shall be distributed to the Federal Government for a similar public purpose.

**Section 6.** Any assets not so disposed of shall be disposed of by the Court of Common Pleas of Salt Lake County exclusively for such purposes or to such organizations as that court shall determine, which are organized and operated exclusively for such purposes.