

BYLAWS

Western Conservation Foundation

A Wyoming Non-Profit Corporation

Article I

Section 1. Name. The name of this organization shall be "Western Conservation Foundation." It is hereinafter referred to as the "Foundation."

Section 2. Nature. The Foundation shall be a nonprofit public benefit corporation, incorporated under the laws of the State of Wyoming, with no capital stock and form which no private, pecuniary profit shall ever be derived by any officer or other person except such compensation as may be allowed for services actually rendered. The income of the Foundation shall be devoted solely to the pursuance of the objectives and purposes set forth in the Articles of Incorporation.

Section 3. Location. The principal office of the Foundation and such other offices as may be established shall be located within or without the State of Wyoming, as the Board of Directors may determine or as the affairs of the corporation may require. The Foundation's registered office as required by Wyoming statutes shall be maintained in the State of Wyoming. It may be, but need not be; identical with the principal office in the State of Wyoming, and the address of the registered office may be changed from time to time in conformity with the laws of the State of Wyoming.

ARTICLE II

PURPOSES AND RESTRICTIONS

Section 1. Purposes. This Foundation is not for profit and is organized and operated exclusively to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law). Subject to the foregoing, the Foundation is organized exclusively for the purposes as set forth in the Articles of Incorporation. The Foundation proposes to accomplish its objects and purposes by performing all proper and legal acts to achieve those purposes as set forth in the Articles of Incorporation. The Foundation shall distribute funds only for those purposes.

Section 2. Restrictions. No part of the net earnings or other assets of the Foundation shall inure to the benefit of, be distributed to or among, or revert to any Director, officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of the Foundation, except that the Foundation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the nonprofit purposes stated in the Articles of Incorporation.

ARTICLE III

ORGANIZATION

Section 1. Members. Members of the Foundation shall consist of the Chief Administrative Officers of the state fish and game departments, or their equivalent, which are member agencies of Western Association of Fish and Wildlife Agencies (WAFWA). Members shall serve as the Directors of the Foundation as detailed in Article V of these by-laws until they are no longer the Chief Administrative Officer of their respective state agency, or until they are removed. At that time, they shall no longer be members of the Foundation.

Section 2. Voting. Voting rights of the Foundation shall be vested solely in the Board of Directors.

Section 3. Shares of Stock. The Foundation shall have no stockholders. It shall not issue shares of stock, or other instruments or documents, entitling any person to receive dividends arising from the activities of the Foundation.

Section 4. Associate Members. The Foundation shall have no Associate members.

ARTICLE IV

POWERS

The Foundation shall have the following powers:

1. To acquire in any legal manner by purchase, gift, devise, bequest, or otherwise, any and all kinds of property.
2. To own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer, or otherwise invest, trade, or deal in any manner, in personal and real property necessary, convenient or appropriate for any of the purposes herein expressed, unless such right as to particular property be denied in restrictions imposed by the donor of such property.
3. To borrow money and to secure the payment of such indebtedness by the mortgage, pledge, or hypothecation of any property of the Foundation, unless such right as to particular property be denied in restrictions imposed by the donor of such property.
4. To have and to exercise all the powers now or hereafter conferred by the laws of the State of Wyoming upon corporations organized under the statutes which this corporation is

organized, and any and all Acts Amendatory thereof and supplemental thereto, provided that no substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and that the Foundation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

5. To allow no part of the net earnings of the Foundation to inure to the benefit of or be distributable to its officers, or other private person, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.
6. To conduct the activities enumerated herein in the State of Wyoming, other states, the District of Columbia, the territories and colonies of the United States, and to have one or more offices out of the State of Wyoming, as well as within the State. In any state or county or political subdivision thereof in which the Foundation may have qualified to carry on its activities, it shall have all the objects, purposes and powers herein set forth, but only to such extent as may be permitted by the laws of such state or county or political subdivision thereof as to any such objects, purposes, and powers enumerated herein.
7. To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Bylaws, the Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of this Foundation and, in general, to carry on any lawful object or purpose necessary to incidental to the attainment of the object and purposes of this Foundation.
8. Notwithstanding any other provision of these bylaws, the Foundation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

BOARD OF DIRECTORS

Section 1. Members of the Board. The affairs and business of the Foundation shall be conducted by a Board of Directors that shall consist of not less than nine (9) or more than thirty (30) persons. The initial members of the Board of Directors shall be those individuals listed in the Articles of Incorporation. On and after its initial annual meeting, the members of the Board of Directors shall consist of the Chief Administrative Officers of the state fish and game departments, or their equivalent, which are member agencies of Western Association of Fish and Wildlife Agencies (WAFWA). In addition to the aforementioned members, the Foundation's

Secretary and the Foundation's Chief Financial Officer shall be ex-officio members of the Board of Directors, without voting powers, if such person(s) are not otherwise members of the Board.

Section 2. Term of Office. Service to the Board of Directors shall begin on the individual's appointment as the Chief Administrative Officer of the WAFWA member state agency and shall terminate upon the expiration of the individual's term of office as the Chief Administrative Officer of the WAFWA member state agency except the Foundation's Secretary and Treasurer who shall continue to serve for as long as he or she holds their position.

Section 3. Duties and Powers. The Board of Directors shall have the control and management of the affairs of the Foundation and shall exercise all such powers of the Foundation, and do all such lawful acts and things necessary or expedient in the control and management thereof. The Board of Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Foundation as they deem proper and appropriate subject to, and consistent with, the laws of the State of Wyoming.

Section 4. Majority Defined. For the purpose of these Bylaws, any time the term "majority" is used; it will refer to a simple majority of the voting Board of Directors.

Section 5. Voting. Foundation actions shall be decided by a majority vote, of a quorum of the Directors, each having one vote, except the ex-officio members. Directors may designate a proxy for a meeting with a written, dated and signed authorization delivered to the Secretary prior to or at the meeting. Electronic delivery and electronic signatures, such as Fax, E-mail, Adobe documents and other similar methods, are acceptable for this purpose. Votes by a proxy so authorized shall be counted.

Section 6. Removal. The Board of Directors, by majority vote may remove any Director from his or her office in the Foundation if that action is necessary for the best interest of the Foundation.

Section 7. Quorum. A quorum of the Board of Directors shall consist of the presence of a simple majority of the entire voting Board of Directors.

Section 8. Meetings. The Board of Directors shall meet two (2) times a year on dates agreeable to the Board, and generally in conjunction with WAFWA's regular meetings. The meeting closest to July 1 shall constitute the annual meeting. Written notice of each meeting, accompanied by a tentative agenda, shall be provided to each Director by the Secretary, at least ten (10) days in advance thereof. Special meetings may be called on similar notice of five (5) days at the request of the Chair of the Board or any five (5) Directors. Notice shall include the location, date and time of the meeting.

Section 9. Parliamentary Rules. Except as otherwise provided, the parliamentary law and procedures for meetings shall conform to that prescribed in Roberts Rules of Order.

Section 10. Location of meetings. Meetings of the Board of Directors shall be held at such location within or without the State of Wyoming, as shall be designated by the Chair of the Board.

Section 11. Teleconference. Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 12. Written consents. Any action which is required to be or may be taken at a meeting of the Board of Directors, may be taken without a meeting if consents in writing, setting forth the action to be taken, are signed by all of the Directors. The consent shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors.

Section 13. Directors' standards and liabilities. Members of the Board are not individually liable for any actions, inactions, or omissions by the Foundation. This section does not affect individual liability for intentional torts or illegal acts. This section also does not prevent removal of a Board member by court order pursuant to W.S. 17-19-810.

Section 14. Directors' conflict of interest.

- A. A conflict of interest transaction is a transaction with the Foundation in which a director of the Foundation has a direct or indirect interest. A conflict of interest transaction is not voidable if the transaction was fair at the time it was entered into or is approved as provided in subsection (B) of this section.
- B. A transaction in which a director of the Foundation has a conflict of interest may be approved:
 - (i) In advance by the vote of the Board of Directors or a committee of the Board if:
 - a. The material facts of the transaction and the Director's interest are disclosed or known to the Board or committee of the Board; and
 - b. The Directors approving the transaction in good faith reasonably believe that the transaction is fair to the Foundation; or
 - (ii) Before or after it is consummated by obtaining approval of the:
 - a. Attorney general; or
 - b. District court in an action in which the attorney general is joined as a party.
- C. For purposes of this section, a Director of the Foundation has an indirect interest in a transaction if:

- (i) Another entity in which the Director has a material interest or in which the Director is a general partner is a party to the transaction; or
 - (ii) Another entity of which the Director is a director, officer or trustee is a party to the transaction.
- D. For purposes of subsection B. of this section a conflict of interest transaction is authorized, approved or ratified, if it receives the affirmative vote of a majority of the Directors on the Board or of the committee, who have no direct or indirect interest in the transaction, but a transaction shall not be authorized, approved or ratified under this section by a single Director. If a majority of the Directors on the Board, who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under paragraph B(i) of this section if the transaction is otherwise approved as provided in subsection B of this section.
- E. The articles, bylaws or a resolution of the Board may impose additional requirements on conflict of interest transactions.

ARTICLE VI

OFFICERS

Section 1. The officers of this Foundation shall consist of a Chair of the Board, one or more Vice-Chair, a Secretary, a Treasurer, and such other officers as the Board of Directors may determine. Two or more offices may be held by the same person. Officers shall not be required to be elected from individuals serving as Directors.

Section 2. The Board of Directors, by majority vote, shall elect officers for the Foundation including:

- (a) Chair of the Board. The Chair of the Board shall be the principal executive officer of the corporation and shall in general supervise all of the business and affairs of the corporation. The Chair of the Board shall preside at all meetings of the Board of Directors. The Chair of the Board may sign with the Secretary or any other proper officers of the corporation authorized by the Board of Directors any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officers or agent of the corporation; and in general the Chair of the Board shall perform all duties incident to the office of Chair of the Board and such other duties as may be prescribed by the Board of Directors. The Chair of the Board is an ex-officio member of all committees.

- (b) Executive Director. The Board of Directors may elect to employ or contract the services of a professional manager to serve as Executive Director of the Corporation with such title and authority, including fiscal authority, as granted by the specific resolution of the Board of Directors. The Executive Director shall perform such duties as may be prescribed in the job description and by the Board of Directors and/or the Chair.
- (c) Vice-Chairs. The Vice-Chairs, in order of seniority, shall preside over meetings in the absence of the Chair of the Board and shall carry out such additional duties as may from time to time be assigned by the Chair of the Board or the Board of Directors. In the absence or in the event of inability or refusal to act by the Chair of the Board, the Vice-Chairs, in order of seniority, shall perform the duties of the Chair of the Board, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair of the Board.
- (d) Secretary. The Secretary shall record proceedings, actions, and decisions of each meeting of the Board of Directors. The Secretary shall give all required notices; shall be the custodian of the corporate records and of the seal of the corporation; shall affix the seal attested by signature to such instruments as may be required and in general, shall perform all the duties incident to the office of Secretary. In case of absence, the Secretary shall designate a substitute to record the minutes. The Secretary may delegate the duties herein imposed. However, nothing here shall relieve the Secretary of any responsibility imposed by this section or by law.
- (e) Chief Fiscal Officer. The Chief Fiscal Officer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these bylaws; and, in general perform all the duties incident to the office of Chief Fiscal Officer, including preparation of the annual budget and such other duties as may be assigned by the Chair of the Board or by the Board of Directors. The Chief Fiscal Officer may delegate the duties herein imposed. However, nothing herein shall relieve the Chief Fiscal Officer of any responsibility imposed by this section or by law.

Section 3. Additional Officers. The Board of Directors may appoint such other officers, as it in its discretion may require, serving on such terms and conditions as the Directors deem to be in the best interest of the Foundation.

Section 4. Compensation. The voting Directors shall not, by reason of the office, be entitled to receive any salary or compensation from the Foundation.

Section 5. Terms of Office. Officers shall hold the office at the pleasure of the Board for a term of one (1) year or until their successors shall have been elected, with the following exception. The Secretary and Chief Financial Officer shall hold the office at the pleasure of the

Board for an undetermined period of time, until the Board names a successor, or until the Secretary or Chief Fiscal Officer resigns from the Foundation. When a vacancy occurs in an office, it shall be filled by the Board for the unexpired term.

Section 6. Removal and Resignation. Any officer may be removed, with or without cause, by vote of a majority of the entire Board of Directors at any meeting of the Board. Any officer may resign at any time by giving written notice to the Board of Directors, the Chair of the Board or the Secretary. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

ARTICLE VII

COMMITTEES

Section 1. Establishment. The Board of Directors shall establish such committees, each of which shall consist of two or more persons, as it deems necessary to affect its work, including standing committees and temporary committees.

Section 2. Members. The Chair of the Board shall appoint from among the Board of Directors to fill voting positions on the committees established by the Board.

Section 3. Executive Committee. The Executive Committee shall consist of the Chair of the Board, Vice-Chairs, Secretary, Chief Fiscal Officer and the immediate past-Chair of the Board. During periods when the Board of Directors is not in session, this committee shall be authorized to act for the Board of Directors on any matters affecting this corporation, which in the opinion of the committee are important and require immediate attention. All such actions shall be reported to the Board of Directors at its next meeting.

Section 4. Nominating Committee. There shall be a standing committee of four (4) members to be known as the "Nominating Committee." The senior Vice-Chair of the Foundation Board shall serve as Chair of the committee. The three other members of the committee shall be voting members of the Board of Directors, to be appointed by the Foundation Chair. The committee shall have the duty of recommending officers for the Foundation.

Section 5. Audit and Finance Committee. There shall be a standing committee of four (4) members to be known as the "Audit and Finance Committee." The Foundation Chief Fiscal Officer shall serve as the Chair of the committee. The three other members of the committee shall be voting members of the Board of Directors, to be appointed by the Foundation Chair. The committee shall have the duty to review financial statements, accounts, and other assets, seek and consider professional investment advice, recommend investments, and so act as to protect Foundation assets consistent with the fiduciary obligation of the Directors, and with a

view toward production of income and capital growth, and shall undertake such other powers as the Board of Directors may designate from time to time.

Section 6. Other Committees. Other committees, not having and exercising the authority of the Board of Directors in the management of the Foundation, such as a WAFWA conference or Workshop meeting committees, may be appointed by the vote of a majority of the voting Directors present at a meeting at which a quorum is present.

ARTICLE VIII

FOUNDATION FUNDS

Section 1. General. All property and monies received by gift, devise, bequest or sales and accepted by the Board of Directors shall constitute the funds of the Foundation. No part of the same and the income and capital appreciation therefrom, except for administrative expenses, shall be expended except for the purposes as set forth in the Articles of Incorporation and the Bylaws.

Section 2. Restricted Funds. In the investment, control or expenditure of any funds or property, including the income and capital appreciation therefrom, received by the Foundation for a special purpose and accepted by the Board of Directors with restrictions thereon, the Directors shall follow the directions or instructions of the donor of such funds or property as a trustee obligation. The Board reserves the right not to accept restricted funds or property.

Section 3. Designation of Funds. The Board of Directors shall have the authority and power to designate various categories of funds for use consistent with the purposes of the Foundation. The Board of Directors may, upon its own motion, designate categories of funds with restrictions and conditions on the expenditure thereof and such categories may be in addition to those funds received with restrictions imposed by the respective donor.

Section 4. Deposit of Funds. The funds of the Foundation shall be deposited in financial institutions designated by the Directors and shall be disbursed by the Chief Fiscal Officer.

Section 5. Audit. There shall be an annual audit of the books of the Chief Fiscal Officer and of the funds and securities of the Foundation.

Section 6. Contracts. Except as in these Bylaws or otherwise provided or restricted, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount unless in the ordinary course of business.

Section 7. Loans. Unless in the ordinary course of business, no loans shall be contracted on behalf of the Foundation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors in accordance with the provisions of these Bylaws. To the extent so authorized, any officer or agent of the Foundation may effect loans and advances at any time for the Foundation from any bank, trust company, or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the Foundation, and when authorized as aforesaid, may pledge, hypothecate or transfer any and all stocks, securities and other personal property at any time held by the Foundation as security for the payment of any and all loans, advances, indebtedness and liabilities of the Foundation, and to that end may endorse, assign and deliver the same.

Section 8. Checks. All checks, drafts or other orders for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of the Foundation, shall be signed by the Chair of the Board, or in the Chair of the Board's absence, by the Vice-Chair, or the Treasurer, or such officer or officers, agent or agents of the Foundation, and in such manner as shall be determined from time to time by resolution of the Board of Directors in accordance with the provisions of these Bylaws. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without countersignature, by the Chair of the Board, Vice-Chair or Chief Fiscal Officer, or by any other officer or agent of the Foundation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Directors.

ARTICLE IX

BOOKS AND RECORDS

The corporation shall keep correct books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at its registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the corporation may be inspected by any Director or the Director's agent or attorney for any reasonable purpose at any reasonable time.

ARTICLE XI

SEAL

Section 1. The seal of the Foundation shall be circular with the name of the Foundation and shall be inscribed "Incorporated, 2014 Wyoming."

ARTICLE XII

AMENDMENTS AND BYLAWS

Section 1. Amendments of Bylaws. The Bylaws of the Foundation may be amended by a vote of the majority of the entire voting Board of Directors of the Foundation at any regular or special meeting of the Board, provided notice of the character of the proposed amendment shall have been given to the Directors at least ten (10) days before such amendment is voted upon.

Section 2. Amendment of Articles. The Articles of Incorporation may be amended or altered at any meeting of the Board of Directors by an affirmative vote of a majority of the entire voting Board of Directors, provided that notice of the proposed amendment shall have been given at least ten (10) days before the meeting.

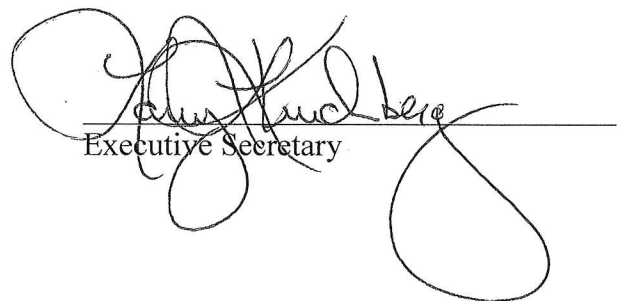
Section 3. Copy of Bylaws. The Secretary of the Foundation shall at all times keep in the office of the Foundation a true and correct copy of the Bylaws.

ARTICLE XIII

INDEMNIFICATION

Each person who is or was a Director or officer of the Foundation, including heirs, executors, administrators, or estate of such person, shall be indemnified by the Foundation to the full extent permitted or authorized by the laws of the State of Wyoming, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs and expenses including attorney's fees, incurred as a result of any claim arising in connection with such person's conduct in his or her capacity, or in connection with his or her status, as a Director or officer of the Foundation. The indemnification provided by this Bylaw provision shall not be exclusive of any other rights to which s/he may be entitled under any other Bylaws or agreement, vote of disinterested Directors, or otherwise, and shall not limit in any way any right that the Foundation may have to make different of further indemnification with respect to the same or different person or classes of persons.

Adopted this 5th day of May, 2014.


Executive Secretary