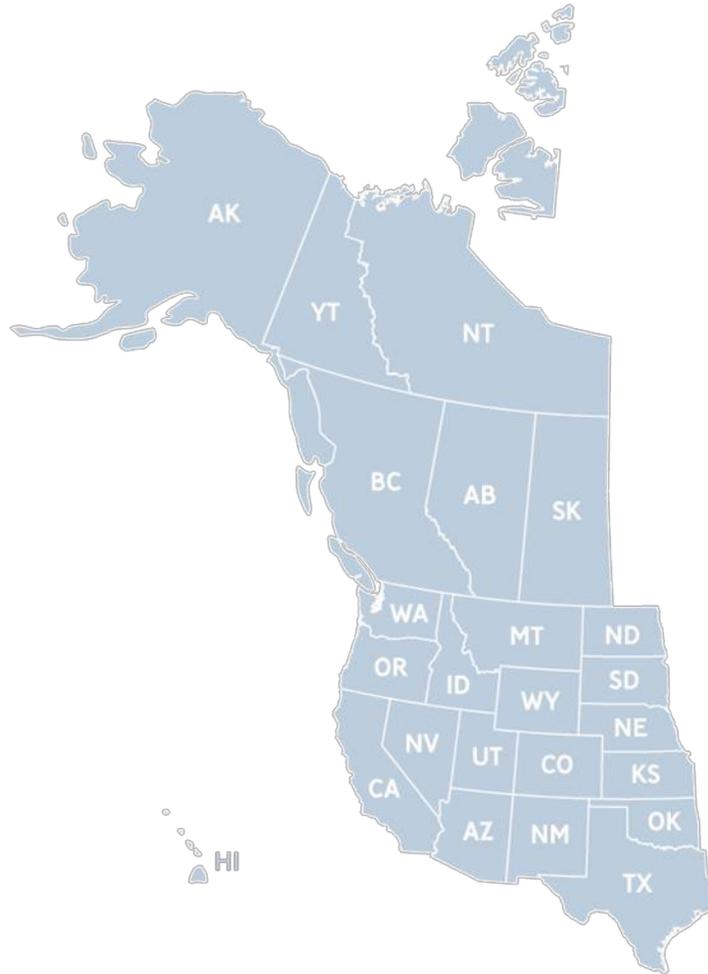


# BYLAWS



## WESTERN ASSOCIATION OF FISH AND WILDLIFE AGENCIES

AS AMENDED DECEMBER 1, 2023

**Contents**

ARTICLE I: Purpose and Objectives..... 4  
    Section 1.1: Name ..... 4  
    Section 1.2: Purpose of the Association..... 4  
    Section 1.3: Objectives..... 4  
    Section 1.4: Principal Office ..... 5  
    Section 1.5: Registered Office ..... 5  
ARTICLE II: Membership..... 5  
    Section 2.1: Member Agencies ..... 5  
    Section 2.2: Termination or Suspension of Membership..... 6  
    Section 2.3: Transfer of Membership ..... 6  
ARTICLE III: Board of Directors..... 6  
    Section 3.1: Designation of Directors and Assignment to the Board of Directors..... 6  
    Section 3.2: Terms..... 7  
    Section 3.3: Vacancies..... 6  
    Section 3.4: Removal ..... 6  
    Section 3.5: Authority ..... 7  
ARTICLE IV: Officers ..... 7  
    Section 4.1: Officers..... 7  
    Section 4.2: Removal ..... 7  
    Section 4.3: President ..... 8  
    Section 4.4: Vice President ..... 8  
    Section 4.5: Executive Secretary..... 8  
ARTICLE V: Staff..... 8  
    Section 5.1: Executive Director..... 8  
    Section 5.2: Terms of Employment..... 8  
    Section 5.3: Removal ..... 9  
    Section 5.4: Staff Conflict of Interest ..... 9  
ARTICLE VI: Meetings..... 9  
    Section 6.1: Member Meetings ..... 9  
    Section 6.2: Board of Directors’ and Board Committee Meetings ..... 10  
ARTICLE VII: Dues and Fees..... 11  
    Section 7.1: Annual Dues ..... 11  
    Section 7.2: Registration Fees ..... 11  
    Section 7.3: Payment of Membership Dues ..... 11  
ARTICLE VIII: Committees ..... 12  
    Section 8.1: Types of Committees ..... 12  
    Section 8.2: Committee Appointments ..... 12  
    Section 8.3: Permanent Committees ..... 12  
    Section 8.4: Other Board Committees ..... 13

ARTICLE IX: Indemnification.....	13
Section 9.1: Action by Others .....	13
Section 9.2: Actions by or in the Right of the Association.....	13
Section 9.3: Successful Defense .....	14
Section 9.4: Specific Authorization .....	14
Section 9.5: Advance of Expenses .....	14
Section 9.6: Right of Indemnity Not Exclusive .....	14
Section 9.7: Insurance .....	15
Section 9.8: Invalidity of Any Provision of This Article .....	15
ARTICLE X: Miscellaneous.....	15
Section 10.1: Books and Records .....	15
Section 10.2: Loans .....	15
Section 10.3: Contracts .....	15
Section 10.4: Checks, Drafts, Etc. ....	15
Section 10.5: Deposits .....	15
Section 10.6: Gifts .....	16
Section 10.7: Annual Financial Statements .....	16
Section 10.8: Fiscal Year .....	16
Section 10.9: Regulation of Internal Affairs .....	16
Section 10.10: Amendments .....	16
Section 10.11: Invalidity; Unenforceability .....	16
ARTICLE XI: Dissolution .....	17
Section 11.1 Dissolution .....	17

**THESE ARE THE BYLAWS OF WESTERN ASSOCIATION OF FISH AND WILDLIFE AGENCIES, INC., A NONPROFIT CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF IDAHO (THE “ASSOCIATION”). THE ASSOCIATION IS AN EXEMPT ORGANIZATION UNDER SECTION 501(C)(4) OF THE INTERNAL REVENUE CODE. THESE BYLAWS SHALL BE INTERPRETED TO COMPLY WITH THE REQUIREMENTS OF SECTION 501(C)(4) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE. ANY PROVISION OF THESE BYLAWS THAT CANNOT BE SO INTERPRETED SHALL BE WITHOUT EFFECT.**

THESE BYLAWS SHALL BE INTERPRETED TO FACILITATE THE PURPOSE AND OBJECTIVES OF THE ASSOCIATION.

## **ARTICLE I: PURPOSE AND OBJECTIVES**

### 1.1 Name

The name of the Association shall be the Western Association of Fish and Wildlife Agencies, Inc.

### 1.2 Purpose of the Association

The Association’s purpose shall be to advance collaborative, proactive, science-based fish and wildlife conservation and management across the States of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Kansas, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oklahoma, Oregon, South Dakota, Texas, Utah, Washington, and Wyoming, of the Provinces of British Columbia, Alberta, Saskatchewan, and the Yukon and the Northwest Territories.

### 1.3 Objectives

The Association is organized and operated exclusively to promote the conservation of natural resources and for other charitable and educational purposes within the meaning of 501(c)(4) of the U.S. Internal Revenue Code.

The objectives of the Association shall be:

- (i) To advocate and safeguard the sovereign authorities and jurisdictional responsibilities of Member Agencies (membership identified below) and maintain a current strategic vision that represents the diverse needs of Members.
- (ii) To provide Member agencies benefits and services including:
- (iii) The formalized exchange, advancement, and documentation of the best available science, technology, data, and management practices for fish and wildlife resources.

- (iv) Opportunities for agency representatives to engage in peer-to-peer mentorship, professional development, and to voluntarily participate in conservation efforts identified by the WAFWA Board of Directors.
- (v) To support and deliver multi-jurisdictional and landscape-scale fish and wildlife conservation and research initiatives.
- (vi) To secure grants, other funding, and personnel resources that align with WAFWA strategic priorities and benefit member agencies by directly supporting their work.
- (vii) To consult with and make recommendations to the federal fish and wildlife and public land agencies to ensure that fish and wildlife management programs, involving federal aid, serve the best interests of its Member Agencies.
- (viii) To serve as a clearinghouse of information, facilitate communications, and convene strategic partnerships among Members and the broader fish and wildlife conservation community.

#### 1.4 Principal Office

The principal office of the Association shall be located at Boise, Idaho, subject to relocation by the Board of Directors. The Association may have such other offices as the Board of Directors may designate or as the business of the Association may require from time to time.

#### 1.5 Registered Office

The registered office of the Association required by the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code (“*Act*”), to be maintained in the State of Idaho is set forth in the Association’s Articles of Incorporation (the “*Articles*”) and may be changed from time to time by the Board of Directors.

## ARTICLE II: MEMBERSHIP

### 2.1 Member Agencies.

Members consist of fish and wildlife management agencies from the following: States of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Kansas, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oklahoma, Oregon, South Dakota, Texas, Utah, Washington and Wyoming, of the Provinces of British Columbia, Alberta, Saskatchewan, and the Yukon and the Northwest Territories (each such department is a “**Member Agency**” and are collectively the “**Member Agencies**”). The Association has 2 classes of Members as described below (collectively the “**Members**”), and to the greatest extent provided by the Act, the Voting Members (as hereinafter described), shall exercise all of the authority of the Members.

2.1.1 Voting Members.

The chief executive officers, or their equivalents, of each Member Agency are Voting Members of the Association. Each Voting Member shall have one (1) vote and the Voting Member shall collectively exercise all of the voting power of the Association.

2.1.2 Non-Voting Membership Classes.

(a) Commissioner Members.

The “*Commissioner Members*” shall consist of the fish and wildlife commissioners, or their equivalents, associated with the Member Agencies. Commissioner Members are entitled to receive reports prepared by the Association for Members. Commissioner Members shall have no right to vote on any matters submitted to the Members for approval.

(b) Contributing Members.

A nongovernmental organization, institution, foundation, society, corporation, or person that supports the objectives of the Association may become a “Contributing Member” upon application to and approval of the Executive Committee and payment of annual dues. Contributing members may be provided with, but are not entitled to receive, a copy of the annual reports prepared by the Association for Members. Contributing Members shall have all the privileges of the Association but shall have no right to vote on any matters submitted to Members for approval.

2.2 Termination or Suspension of Membership.

Membership in the Association shall be terminated or suspended by the recommendation of the Executive Committee upon the expiration of the Member's term of office at the Member Agency, the Member’s resignation, the Member Agency’s failure to pay dues, or by a majority vote of the Board of Directors.

2.3 Transfer of Membership.

Membership in the Association is not transferable or assignable.

### **ARTICLE III: BOARD OF DIRECTORS**

3.1 Designation of Directors and Assignment to the Board of Directors

The chief executive officer, or his/her equivalent, of each Member Agency is hereby designated as a Director of the Association, provided that each such individual must consent to being a Director. Each Member Agency, in good standing, is limited to one (1) Director of the Association. If any such individual refuses to consent, his/her Member Agency shall

appoint one of its members from that Member Agency, to be a Director of the Association. The collective of Directors of the Association makes up the Board of Directors.

### 3.2 Terms

Each Director shall serve a term corresponding with their term as chief executive officer of his/her Member Agency, or if appointed as provided in 3.1 above, upon refusal of consent until the Member Agency appoints a replacement Director. Such persons shall hold office until their successors have been designated and qualified.

### 3.3 Vacancies

Any vacancy occurring in the Board of Directors shall be filled by the vacating Director's Member Agency for the unexpired term of the vacating Director.

### 3.4 Removal

Directors may only be removed from office by their respective Member Agency.

### 3.5 Authority

The Board of Directors is the governing body of the Association. The activities and affairs of the Association will be conducted, and all corporate powers will be exercised, by or under the direction of the Board of Directors, subject to the provisions of the Idaho Nonprofit Corporation Act and any limitations in the Articles of Incorporation or these Bylaws relating to action required to be taken or approved by the Voting Members.

## **ARTICLE IV: OFFICERS**

### 4.1 Officers

The Officers of the Association shall consist of a President, a Vice President, and such other officers and assistant officers as may be deemed necessary by the Board of Directors. The officers shall be elected each year by the Board of Directors, upon nomination by the Nomination Committee. Each Officer shall serve for a period of at least one year until their successor is elected and qualified. There is no predetermined term limit for service as an officer and consecutive appointments are allowable. If an Officer separates from their Member Agency, such Officer will be deemed to have resigned from office with the Association and such Officer's replacement shall be appointed by the Executive Committee under consultation of the Board of Directors.

### 4.2 Removal

Any Officer may be removed by the Board of Directors whenever, in its judgment, the best interest of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an Officer shall not of itself create contract rights.

#### 4.3 President

The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise the mission delivery and maintain awareness of the affairs of the Association. The President shall, when present, preside at all meetings of the Board of Directors. The President (or authorized Vice President or Executive Director) may sign any promissory notes, deeds, mortgages, leases, contracts, or other instruments that the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed.

#### 4.4 Vice President

The Vice President shall attend all meetings of the Board of Directors in the absence or disability of the President. The Vice President shall in general, perform all duties incident to the office of Vice President and such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.

#### 4.5 Executive Secretary

The Executive Committee shall designate an individual (other than the President or Vice-President) the responsibility of attending meetings and preparing minutes of the Directors', Members', and Executive Committee meetings and for authenticating records of the Association.

### **ARTICLE V: STAFF**

#### 5.1 Executive Director

The Board of Directors shall employ an Executive Director of the Association, who shall manage and be accountable for the operations of the Association, and serve as the signatory for business documents, agreements, and contracts. The Executive Director may serve as the *Executive Secretary* for the Association, if so, named by the Executive Committee, or recommend to the Board of Directors, an individual to appoint as Executive Secretary who shall carry out those duties described in Section 4.5 above. The Executive Director will attend all Board and Executive Committee meetings, report on the progress of the Association, and answer questions of the Board of Directors. The Executive Director may employ and supervise additional human resources that the Association requires to maintain mission operations and member services and when consistent with the operational budget as approved by the Board of Directors.

#### 5.2 Terms of Employment

All compensation paid to the Executive Director shall be determined by the Executive Committee, in consultation with any assigned hiring committee, and approved by the Board

of Directors. All compensation to be paid to staff and contractors employed and supervised by the Executive Director shall be approved by the Executive Director. Compensation for staff personnel shall be reasonable and will be based on the following factors: (1) the amount and type of compensation received by others in similar positions, (2) the compensation levels paid in our particular geographic community, (3) the amount of time the individual is spending in their position, (4) the expertise and other pertinent background of the individual, (5) the size and complexity of the organization, and (6) the need of the organization for the services of the particular individual. The terms and conditions of employment of the staff may be set forth in a written contract approved by the Executive Director and the staff person.

### 5.3 Removal

The Executive Director may only be terminated by the Board of Directors. Staff employed by the Executive Director may only be terminated by the Executive Director. Any termination will be in accordance with the terms of any written employment contract.

### 5.4 Staff Conflict of Interest

Any staff person who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of their interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction that might reasonably be construed to be averse to the Association's interest.

## ARTICLE VI: MEETINGS

### 6.1 Member Meetings

#### 6.1.1 Annual Meeting

The Annual Meeting of the Members shall be held concurrently with the Annual Meeting of the Board of Directors. A regular meeting shall also be held in conjunction with the regular meeting of the Board of Directors.

#### 6.1.2 Special Meetings

Special meetings of the Members may be called by or at the request of the President or two-thirds (2/3) of the Voting Members.

#### 6.1.3 Quorum and Voting Requirements; Proxies

A majority of the Voting Members shall constitute a quorum for the transaction of business at any meeting of the Members. The act of the majority of the Voting Members present at a meeting at which a quorum is present shall be the act of the Voting Members. Voting Members may vote by proxy.

#### 6.1.4 Notice

Notice of Annual or Special Meetings of the Members shall be given not less than ten (10) days before the meeting, or if notice is mailed by other than first class or registered mail, not less than thirty (30) nor more than sixty (60) days before the meeting.

### 6.2 Board of Directors' and Board Committee Meetings

Meetings of the Board of Directors, regular or special, or meetings of any committee designated thereby, may be held either within or without the State of Idaho. If the time and place of a Directors' meeting is fixed by these Bylaws or the Board of Directors, the meeting is a regular meeting. Subject to applicable notice, all matters that are to be voted upon by the Board of Directors, may be considered at a regular or special meeting of the Board of Directors.

#### 6.2.1 Annual Meeting ("Summer Meeting")

The Annual Meeting shall be held at the date, time and place selected and recorded by the Executive Committee in consultation with the Board and Executive Director. If conditions warrant changing the date, format or place of the annual meeting once selected, such a change will be made by a ballot majority vote of the Board. The ballot shall be prepared to the Board by the Executive Director upon recommendation of the Executive Committee and to be counted must be received by the Executive Director within ten (10) days from the date issued.

#### 6.2.2 Regular Meeting ("Executive Leadership Meeting")

The Regular Meeting shall be held at the date, time and place selected and recorded by the Executive Committee in consultation with the Board and Executive Director. At least one regular meeting shall be held annually (Executive Leadership Meeting), in addition to the Annual Meeting.

#### 6.2.3 Special Meetings

Special meetings of the Board of Directors or any committee designated thereby may be called by or at the request of the President or two-thirds (2/3) of the Directors then in office, or the chair of a Board committee as the case may be, upon written notice thereof given to all other Directors or committee members as the case may be at least one week before the meeting.

#### 6.2.4 Virtual Meetings Authorized

Members of the Board of Directors (or of any committee designated thereby) may participate in a meeting of the Board of Directors (or such committee) by video conference, telephone conference or any combination of the same, or any other means of communication by which all persons participating in the meeting can

speak, and can simultaneously hear each other, and a Director's participation by such means shall constitute presence in person at a meeting.

#### 6.2.5 Quorum and Voting Requirements

A majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors or Committee. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

#### 6.2.6 Action without Meeting

Any action required by the Act to be taken at a meeting of the Board of Directors of the Association or any action that may be taken at a meeting of a Board committee, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote and may be described as such.

### **ARTICLE VII: DUES AND FEES**

#### 7.1 Annual Dues

The annual dues for each Member Agency and each Contributing Member shall be determined by a vote of the Board and based upon a recommendation from the Executive Committee.

#### 7.2 Registration Fees

There shall be a registration fee for all adult persons participating in the general or technical sessions of the Association. The amount of the registration fee shall be determined by the Executive Committee.

#### 7.3 Payment of Membership Dues and Assessments

Notice shall be emailed or mailed by the Executive Director to each Director on the Board of Directors and to each Contributing Member that annual dues are payable. Membership dues are to be invoiced and paid in the first 6 months of the association's fiscal year. Voluntary Assessments to support WAFWA Initiatives and specific strategic projects are discussed annually at the *Executive Leadership Meeting* with invoices to be issued in the third quarter of the fiscal year. Alternative payment schedules for a member may be assigned with the approval of the Executive Committee and Executive Director.

## ARTICLE VIII: COMMITTEES

### 8.1 Types of Committee

There shall be two kinds of committees:

1. Permanent Committees; and
2. Other Board Committees.

### 8.2 Committee Appointments

The Executive Committee shall appoint all committee leadership, unless otherwise noted.

### 8.3 Permanent Committees

#### 8.3.1 Commissioners' Committee

A Commissioners' Committee shall be chaired by the state commission of the host Member Agency. The Commissioners' Committee shall facilitate ongoing communications among commissioners from Member Agencies as well as the contribution of commissioners to the objectives of the Association as stated above. Members of the Commissioners' Committee shall serve from appointment until adjournment of the Annual Meeting following appointment.

The following permanent committees shall be appointed by the President and affirmed by the Board to serve at each regular meeting and shall serve until its adjournment:

#### 8.3.2 Nomination Committee

The Nomination Committee shall be composed of three (3) Directors from the Board that are not currently serving as Executive Committee Members. The President shall call for open nomination from Board Members in good standing, appoint all committee members, and designate one member as the Chair of the Nominations Committee. The purpose of the Nomination Committee shall be to recommend candidates for elected officer positions each year. Members of the Nomination Committee shall serve from appointment after the Annual Meeting until adjournment of the Annual Meeting following appointment.

#### 8.3.3 Executive Committee

The Executive Committee shall be composed of the President, who shall serve as Committee Chair, the Vice-President and three (3) to five (5) other Directors who shall be appointed by the President. The Executive Committee is authorized to make decisions during the interim between business sessions as are necessary for the orderly conduct of the Association's business. All decisions by the Executive Committee shall be recorded within 7 days of the meeting in written minutes and made available to the Board. Members of the Executive Committee shall serve from appointment until their replacements are appointed and affirmed. Members of the Executive Committee shall

review the mission and impact of Annual Meeting and regularly review and understand financial standing of the Association.

#### 8.4 Other Board Committees

The President, and the Board of Directors by resolution adopted by a majority of the Directors then in office, shall have the authority to create and dissolve other committees, name their officers and membership, and describe their functions, duties, and responsibilities consistent with the Articles, these Bylaws, and other purposes of the Association. Each such committee shall maintain a leadership sponsor who is a Director or a Deputy of a Member Agency.

### **ARTICLE IX: INDEMNIFICATION**

To the greatest extent permitted by applicable law:

#### 9.1 Actions by Others

The Association (1) 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 (other than action by or in the right of the Association) by reason of the fact that he or she is or was a director or an officer of the Association, and (2) except as otherwise required by Section 9.3 of this Article, may 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 (other than an action by or in the right of the Association) by reason of the fact that he or she is or was an employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, agent of or participant in another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney fees), judgments, fines, and amounts actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

#### 9.2 Actions by or in the Right of the Association

The Association 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 or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a

director, officer, employee, agent of, or participant in another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorney fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association unless and only to the extent that the Idaho courts in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Idaho courts shall deem proper.

### 9.3 Successful Defense

To the extent that a person who is or was a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any suit or proceeding referred to in Sections 9.1 or 9.2 of this Article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him or her in connection therewith.

### 9.4 Specific Authorization

Any indemnification under Sections 9.1 or 9.2 of this Article (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said Sections 9.1 and 9.2. Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by majority approval of the Voting Members.

### 9.5 Advance of Expenses

Expenses incurred by any person who may have a right of indemnification under this Article in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association pursuant to this Article.

### 9.6 Right of Indemnity Not Exclusive

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Voting Members, or disinterested directors or otherwise, both as to the action in his

or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### 9.7 Insurance

The Association shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of or participant in another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article, any section of the corporate law of the State of Idaho, or otherwise.

#### 9.8 Invalidity of Any Provisions of This Article

The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

### **ARTICLE X. MISCELLANEOUS**

#### 10.1 Books and Records.

The Association shall keep and maintain, at its Registered Office or Principal Office: (i) correct and complete books and records of account; (ii) minutes of the proceedings of its Board of Directors and committees; and (iii) a record of the names and addresses of all members of the Board of Directors. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

#### 10.2 Loans.

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and communication and reporting of activities maintained through the Executive Director and Executive Committee. Such authority may be general or confined to specific instances.

#### 10.3 Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

#### 10.4 Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes or other evidence of

indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association as provided in these Bylaws or in such manner as shall from time to time be determined by the Board of Directors.

#### 10.5 Deposits.

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select or in such manner as shall from time to time be determined by the Board of Directors.

#### 10.6 Gifts.

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

#### 10.7 Annual Financial Statements.

The officers of the Association shall cause a balance sheet as of the closing date of the last fiscal year, together with a statement of income and expenditures for the year ending on that date, to be prepared and presented to the Directors at each annual meeting of the Board of Directors.

#### 10.8 Fiscal Year.

The fiscal year of the Association shall be determined by the Board of Directors, has maintained a start date of July 1<sup>st</sup> for tax records since before the year 2000, and will be set/maintained in consultation with the Association's outside certified public accountants.

#### 10.9 Regulation of Internal Affairs.

The internal affairs of the Association shall be regulated as set forth in these Bylaws to the extent that these Bylaws are lawful under the Act. With respect to any matter not covered in these Bylaws, the provisions of the Act shall be controlling so long as such provisions of the Act are not inconsistent with the lawful provisions of these Bylaws.

#### 10.10 Amendments.

These Bylaws, may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors of the Association at any regular or special meeting, by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present. The proposed amendments shall be submitted to the Executive Director in writing at least thirty (30) days prior to the date of the meeting at which the proposed amendment is to be considered. Upon receipt in writing of a proposed amendment, the Executive Director shall mail or email a copy of said proposal to each Member Agency at least twenty (20) days prior to the date of the meeting at which the amendment is to be considered.

#### 10.11 Invalidity; Unenforceability.

The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions of these Bylaws.

## ARTICLE XI: DISSOLUTION

### 11.1 Dissolution.

The Association may be dissolved by majority vote of the Board of Directors at any annual meeting provided that written notice of such a vote shall be sent to each Member Agency at least thirty (30) days prior to the annual meeting. Upon dissolution of the Association, the assets of the Association shall be liquidated by the Executive Director and each Member Agency shall be furnished an equal share of the liquidated assets. The Member Agency shall use these liquidated assets for the exclusive purpose of conservation of natural resources and for other charitable and educational purposes within the meaning of 501(c)(4) of the U.S. Internal Revenue Code.

The undersigned, being the Secretary of the Association, does hereby certify that the foregoing Bylaws were duly adopted as the official Bylaws of the Association by approval of the Directors of the Association on the 1st day of December, 2023.

  
\_\_\_\_\_  
WAFWA Secretary and  
Executive Director

Adopted June 16, 1945  
Amended June 17, 1952  
Amended June 25, 1958  
Amended July 18, 1962  
Amended July 15, 1966  
Amended July 20, 1967  
Amended July 16, 1970  
Amended July 13, 1977  
Amended July 26, 1979  
Amended January 1, 1981  
Amended July 22, 1982  
Amended January 20, 1985  
Amended July 18, 1985  
Amended July 7, 1989  
Amended January 5, 1991  
Amended January 9, 1993  
Amended January 8, 1994  
Amended July 12, 2000  
Amended January 6, 2001  
Amended July 18, 2001  
Amended July 16, 2002  
Amended January 5, 2003  
Amended July 29, 2004  
Amended January 5, 2008  
Amended July 15, 2009  
Amended January 8, 2011  
Amended January 7, 2018  
Amended July 16, 2019  
Amended July 21, 2021  
Amended December 1, 2023