

**NATIONAL BOWUNTER EDUCATION FOUNDATION,
INCORPORATED**

BYLAWS

AMENDED:

1984,1989,1990,1991, 2001, 2002, 2006

ARTICLE I

NAME AND OFFICES

Section 1. Name. The name of this Corporation is **National Bowhunter Education Foundation, Inc.**

Section 2. The principal office of the Corporation shall be in the State of California. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint, or the purposes of the corporation may require.

ARTICLE II

PURPOSES

Section 1. General. The specific and primary purposes for which this Corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds in connection with the following:

- a. To engage in nonpartisan research, study and analysis, for the benefit of the general public, regarding bowhunting and bowhunter education
- b. Provide an International Bowhunter Education Program that may be abbreviated to IBEP or be referred to simply as Bowhunter Education.
- c. Organize and guide the implementation of the IBEP across the USA in other nations and territories.
- d. Supply educational materials, student and instructor guides, organizational aids, charts, posters, and other useful support materials for the conduct of the IBEP.
- e. Revise, update, modify and add to IBEP materials to maintain an ever fresh, up-to-date, and technically correct program.
- f. Assist local, state and federal authorities in the administration of IBEP, and in modifying IBEP where consistent with the central them of the program, to meet regional need.
- g. Develop programs for bowhunters and others to participate in the conservation and enhancement of game and non-game populations; and to cooperate with local, state, and federal organizations and authorities that are also dedicated to these purposes.
- h. To assist charitable, educational, and social welfare organizations in the conduct of similar activities.
- i. To establish wherever necessary all departments and activities necessary to carry out the purposes of the Corporation.
- j. To engage in fundraising activities to support the NBEF as decided by the Board of Directors and in keeping with the 501 (c) (3) incorporation requirements.

Section 2. Restrictions.

- a. The Corporation shall use its funds only to accomplish objectives and purposes consistent with these of such funds shall inure or be distributed to the members of the Corporation.
- b. In the event of dissolution of the Corporation, any assets remaining shall be distributed to one or more regularly organized and qualified charitable, education, scientific or philanthropic organizations with similar objectives described in Section 501 (c) (3) and 509(a)(1), (2) or (3) of the Internal Revenue Code, to be selected by the Board of Directors.
- c. The Corporation shall take part in no activity that is prohibited to an organization described in Section 501 (c) (3) of the Internal Revenue Code as it now exists or may hereafter be amended.

ARTICLE III

DIRECTORS

Section 1. Election. The business and property of the Corporation shall be managed and controlled by a Board of Directors. The Board Directors, within the scope of the Articles of Incorporation and these Bylaws, shall determine the policies of the Corporation.

Section 2. The Board of Directors shall have the power to alter its membership on a vote of the majority of all of its members.

Section 3. At all times, the Board shall number from three to twenty-one, as determined by Board resolution.

Section 4. The members of the Board of Directors shall serve for a term of two years with no more than eleven to be elected in any one year. In all cases the term of office will begin on July 1. Within six months of January 1 each year, the Board of Directors shall elect the members of the board for the next term by mail, electronic mail, or at a regular Board meeting.

Section 5. The Board of Directors shall elect a President, 1st Vice-President, Secretary and Treasurer from among the directors.

Section 6. Special meetings of the Board of Directors may be called by or at the request of the President. Notice of any special meeting shall be given not less than ten days previous thereto by registered or certified mail, return receipt requested, addressed to each member of the Board of Directors. The notice shall state the business to be considered at such special meeting. Any Director may waive notice of a special meeting, and a special meeting may be held with less than ten days notice if a majority of the members indicate their willingness to waive such notice.

Section 7. A majority of the Board of Directors shall constitute a quorum for the transaction of all business at any meeting of the NBEF Board.

Section 8. Mail Ballot. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if a majority of the members of the Board approve such action by a mail ballot, electronic ballot, or a telephone call.

Section 9. Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 10. Removal. By majority vote, the Board of Directors may remove any officer or director for conduct determined by the Board to be detrimental to the interest of the Corporation.

Section 11. Vacancies. In case any directorship of the Corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the Directors then in office, although less than a quorum, may elect by mail ballot a Director to fill the vacated directorship. The Director thus elected shall hold office and serve until the next election of Directors under Section 4 of this article.

Section 12. Compensation. Directors shall not receive any state salary for their services as such, but by resolution of the Board a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board. The Board of Directors shall have power in its discretion to compensate for and to pay to Directors rendering unusual or exceptional services to the Corporation special compensation limited to expenses only.

Section 13. Powers. All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of California shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may be general resolution delegate to a committee of their own number, or to officers of the Corporation, such powers as they may see fit.

ARTICLE IV

OFFICERS AND AGENTS

Section 1. The Board of Directors may elect or appoint such Officers and Agents as it shall deem necessary, who shall hold their offices for such terms and shall have such authority and perform such duties as defined below and shall be determined from time to time by the Board.

President – The President shall preside at all meetings of the Board of Directors shall be ex officio a member of all regular and special committees, shall perform the duties incidental to the office, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The president shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Corporation, except where required or

permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

Vice President – The Vice President shall be responsible for administrative and organizational matters and shall assume the President’s duties if the President is unable to perform his duties.

Treasurer – The Treasurer shall be in charge of the assets of the Foundation and shall keep a record of all receipts and expenditures and shall render written reports to the President and the Board of Directors when requested to do so. He shall have the authority to deposit funds in the name of the Foundation in a bank or banks approved by the Board of Directors and shall have such powers with regard to the withdrawal of funds as shall, from time to time, be delegated to him by action of the Board.

Secretary – The Secretary shall be responsible for preparing correspondence for the Corporation, for publications of the Corporation, and other such duties as may be determined by the President.

Executive Director – The Executive Director need not be a member of the Board of Directors, shall be ex officio a member of all regular and special committees, shall perform the duties incidental to the office, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Executive Director shall be directly in charge of the affairs, operation, productions, and output of the NBEF and directly responsible to the NBEF Board and its President for effective achievement of the IBEP objectives. The Executive Director shall record all the proceedings of the Corporation and of the Board of Directors in a book to be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or its President. He shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors, affix the same to any instrument requiring it and, when so affixed, said instrument shall be attested by his signature.

Section 2. The salaries, if any, of all officers and agents of the Corporation shall be fixed by the Board of Directors.

Section 3. Vacancies. In case of office of the Corporation becomes vacant by death, resignations, retirement, disqualification, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect by mail ballot or at the meeting, an Officer to fill such vacancy, and the Officer so elected shall hold office and serve until the first meeting of the Board of Directors after the annual meeting of members next succeeding and until the election and qualification of his successor.

ARTICLE V

AGENTS AND REPRESENTATIVES

Section 1. Appointments. The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law.

Section 2. Wildlife Agencies. Unless otherwise determined or authorized by the Board of Directors, the hunter education administrator of the state, province, territory or country shall serve as the corporation's primary contact and liaison for the administration of IBEP in that jurisdiction.

Section 3. IBEP Regional or Jurisdictional Chairperson. The Board of the Directors or, if so delegated, the Executive Director, may appoint as the primary contact and liaison an IBEP chairperson in the absence of or through agreement with the Wildlife Agency. The chairperson may be designated as official administrator of IBEP in a jurisdiction or be chosen to assist the wildlife agency in the administration of the program. The Executive Director shall conduct selection of chairpersons with majority approval from both the wildlife agency and Board of Directors.

ARTICLE VI

CONTRACTS

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any Officer or Agent to enter into any contract or execute and delivery of any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, 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 render it liable pecuniary for any purpose or to any amount.

ARTICLE VII

VOTING UPON SHARES OF OTHER CORPORATIONS

Unless otherwise ordered by the Board of Directors, the Executive Director shall have full power and authority of behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders or members of any corporation in which this Corporation may hold share or membership, and at any such meeting may possess and exercise all the rights and powers incident to the ownership of such share or membership which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE IX
INVESTMENTS

Unless otherwise provided in these Bylaws, the Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction.

ARTICLE X
INDEMNIFICATION

The Corporation may, by resolution of the Board of Directors, provide for indemnification of any and all of its Directors or officers or former Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action suit, or proceeding in which they or any of them are made parties by reason of having been Directors or a Director or Officer of the Corporation, except in relation to matters as to which such director or Officer or former Director or Officer shall be adjudged in such action suit, or proceeding to be liable for negligence, or misconduct in the performance of duty and in relation to matters settled by agreement predicated on the existence of such misconduct.

ARTICLE XI
AMENDMENTS

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of the Corporation by affirmative vote of the majority of the Board, provided, however, that the action is proposed by mail, at a regular meeting, or at a special meeting of the Board and adopted at a subsequent special or regular meeting, except as otherwise provided by law.

ARTICLE XII
EXECUTIVE COMMITTEE

The Executive committee shall consist of the President, Vice President, Treasurer, Secretary and Immediate Past President or one Director to be appointed by the President. The Executive committee shall number five.

ARTICLE XIII

LOBBYING

The Foundation shall not engage in prohibited legislative activity nor any activity that would require it to register as a lobbyist under federal or state law. This provision shall be construed so as not to prevent or restrict the Foundation from offering testimony before, distributing materials to, or making recommendations to state or local legislative bodies or wildlife agencies concerning bow hunter education when requested by such legislative body or wildlife agency.