IZAAK WALTON LEAGUE OF AMERICA, INC.
ARTICLES OF INCORPORATION AND *BYLAWS*

(Last amended July 15, 2011)

ARTICLES OF INCORPORATION

Copy of Original Application
State of Illinois — Paid January 19, 1922
Cook County — 10.00

To Louis L. Emerson, Secretary of State:

We, the undersigned, Guy Guernsey, Will H. Dilg, Leonard Hopkins and Alex Friend, citizens of the United States, propose to form a corporation under an Act of the General Assembly of the State of Illinois, entitled, An Act Concerning Corporations, approved April 18, 1872, and all acts amendatory thereof; and for the purpose of such organization we hereby state as follows, to wit:

1. The name of such corporation is The Izaak Walton League of America.
2. The object for which it is formed is to promote all things piscatorial and to organize subsidiary Izaak Walton Clubs with similar aims in other cities of America and other lands.
3. The management of the aforesaid club shall be vested in a board of fifteen directors.
4. The following persons are hereby selected as the directors to control and manage said corporation for the first year of its corporate existence: Frank K. Reilly, Thomas Ambrose, L.J. Boughner, Dan B. Starkey, Peter J. Schwab, R.P. Corse, Will H., Dilg, Alex Friend, Guy Guernsey, Rodney D. Heetfield, Albert H. Hopkins, Leonard Hopkins, J. Roland Kay, Frederick J. Lane, Fred N. Peet.
5. The location is in the City of Chicago in the County of Cook in the State of Illinois.

COPY OF CERTIFICATE GRANTED
ILLINOIS CERTIFICATE NO. 4724

"Whereas a certificate, duly signed and acknowledged has been filed in the Office of the Secretary of State, on the 19th day of January A.D., 1922 for the organization of The Izaak Walton Club of America under and in accordance with the provisions of An Act Concerning Corporations approved April 18, 1872, and in force July 1, 1872, and all acts amendatory thereof, a copy of which certificate is hereto attached.

"Now, therefore, I, Louis L. Emmerson, Secretary of State of the State of Illinois, by virtue of the powers and duties vested in me by law, do hereby certify that the said The Izaak Walton League of America is a legally organized Corporation under the laws of this state.

"In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois. Done at the City of Springfield this 19th day of January A.D., 1922, and in the Independence of the United States the one hundred and 46th." LOUIS EMERSON (sgd) Secretary of State.

The Articles of Incorporation as amended by amendments filed with the Secretary of State of Illinois on August 11, 1925, August 14, 1925, May 7, 1926, May 28, 1927, September 1, 1928, May 3, 1951, and July 23, 1952 are as follows:

BYLAWS

1. NAME

1.1. The name of this organization shall be THE IZAAK WALTON LEAGUE OF AMERICA.

2. EMBLEM, BUTTON AND SLOGAN

2.1. The emblem of the League shall be the bust of Izaak Walton.

2.2. The button of the League shall portray the bust of Izaak Walton and shall carry the words, The Izaak Walton League of America. The bust is to be included on all publication, mastheads of stationery, invoices, dues notices, pamphlets, and intercommunications emanating from the national office in keeping with the bylaws.

2.3. The slogan of the League shall be "Defenders of soil, air, woods, waters and wildlife." The slogan shall be displayed adjacent and subordinate to the bust.

3. OBJECTS

3.1. This corporation is formed exclusively for scientific and educational purposes to conserve, maintain, protect and restore the soil, forest, water and other natural resources of the United States of America and other lands; to promote means and opportunities for the education of the public with respect to such resources and the enjoyment and wholesome utilization thereof;

3.2. To carry out those purposes, the corporation is also authorized to expend, contribute, disburse, and otherwise handle and dispose of funds for such purposes, either directly or by contributing to other agencies formed for the same or similar purposes; to assist in harmonizing and making more efficient the work of other educational and scientific agencies in conserving, maintaining, protecting and restoring the natural resources of the United States of America and other lands by cooperating with and assisting such agencies; to promote its objectives through chapters and state divisions organized and operated in various parts of the United States of America and other lands; and to do any and all other things necessary or proper in connection with or incidental to the foregoing purposes.

3.3. To use the expertise of each member in good standing to help accomplish the foregoing purposes.

4. MEMBERS

4.1. Membership in the League shall be open to any person who supports the goals, and policies, of the League. Classes of memberships in the League, and dues payable shall be as established in these bylaws, but no member of a local chapter or division, or member at large of the League shall be considered a member in good standing or entitled to credentials bearing the name of the Izaak Walton League unless and until that member's current national dues have been paid.

4.2.a. Members of the League, who are members of a chapter, shall be designated as Chapter Members. The annual national dues of such Chapter Members shall be established by the board of directors, subject to a majority vote of the chapter delegates at the national convention.

4.2.b. The following classes of Chapter Memberships are hereby established: Individual members, Family Members, Student Members and Youth Members. The annual national dues of such Chapter Members shall be established by the board of directors subject to a majority vote of the chapter delegates at the national convention.

4.2.c. Annual national dues for chapter membership classes shall be as follows:
(a) Individual Members, as set by Section 4.2b.
(b) Family Members shall be one and one-half times the individual dues specified in (a).
(c) Student Members shall be one-half of the individual dues specified in (a).
(d) Youth Members shall be one-fifth of the individual dues specified in (a).

4.3. Members of the League, who are not members of a chapter, shall be designated as Members-At-Large. The following classes of members-at-large are hereby established: Individual Members, Family Members, Student Members, Youth Members, Supporting Members, Master Members, and Corporate Members. The annual national dues of such Members-At-Large shall be fixed by the executive board.

4.4.a. Any eligible Chapter Member or Member-At-Large may become a Life Member of the League upon an appropriate payment to the national office of the League. The following classes of Life Members are hereby established: Life Member, Family Life Member, Life Benefactor Member and Family Life Benefactor Members. The amount of the required national dues payment for each class of Life Membership shall be established by the executive board.

4.4.b. Life Members, Family Life Members, Life Benefactor Members and Family Life Benefactor Members shall not be required to pay annual dues to the national office of the League.

4.4.c. Fifty percent of the fees from Life Memberships and Family Life Memberships and eighty percent of the fees from Life Benefactor Memberships and Family Life Benefactor Memberships shall be held in the Izaak Walton League Trust The income from said trust fund shall be applied to operations and expansion of League programs when and as authorized by the executive board. The remaining fees shall be paid into the national general operating fund.

4.4.d. Life Members may become members of more than one chapter by payment of annual chapter and state division dues, where applicable, for each chapter joined.

4.5. All members, whose dues are paid, shall be deemed active members. Only active members of the League are entitled to credentials bearing the name of the Izaak Walton League of America.

4.6. Each Individual Membership listed in this Article shall include one adult over the age of eighteen years of age and shall be entitled to vote, hold office at the chapter, state and national level and act as a delegate to state division and national conventions. Each Individual Membership shall be counted as one member on the national membership rolls.

4.7. Each Family Membership listed in this Article shall include one or two adults over the age of eighteen years of age and their natural, adopted or foster children under the age of eighteen years of age residing together at a single

residence. Family Members over eighteen years of age shall be entitled to vote, hold office at the chapter, state and national level and act as a delegate to state division and national conventions. Each Family Membership shall be counted as two members on the national membership rolls.

4.8. Each Student Membership listed in this Article shall include one adult between eighteen and twenty-one years of age, or a full-time undergraduate student over age twenty-one. Student Members shall be entitled to vote, hold office at the chapter, state and national level and act as a delegate to state division and national conventions. Each Student Membership shall be counted as one member on the national membership rolls.

4.9. Each Youth Membership listed in this Article shall include one child under the age of eighteen years. Youth Members shall not be entitled to vote, hold office at the chapter, state and national level and act as a delegate to state division and national conventions unless they are a member of a recognized youth chapter. Each Youth Membership shall be counted as one member on the national membership rolls.

4.10. Annual chapter and state division dues shall be determined by individual chapters and state divisions, and shall be in addition to national membership dues. Members-at-large may become chapter members by payment of annual chapter and state division dues in addition to national dues, except that requirement for payment of state division dues shall be waived if no state division exists.

4.11. The board of directors shall annually evaluate the national dues structure, take any action deemed necessary, and report to the national convention on its actions and recommendations.

5. CHAPTERS

5 .1.a. Charters may only be issued to chapters with at least 10 founding members by direction of the Executive Board. Chapters with no active members in good standing shall be considered not in good standing and their charters shall be referred to the Executive Board for suspension, revocation or other action.

5.1.b. Chapters may change their name providing the executive board is notified and approves in advance.

5.2. No chapter shall be granted a charter by the executive board unless its proposed articles of incorporation, and bylaws, contain all of the following provisions:

(1) That its assets upon revocation of charter or dissolution, whether voluntary or involuntary, shall be disposed of in accordance with the provisions of Section 16 of these bylaws and in case of conflict between the chapter's bylaws or articles of incorporation, the bylaws of the Izaak Walton League of America shall control.

(2) That its objects and powers shall be the same or substantially similar to those of The Izaak Walton League of America.

(3) That no amendment to the chapter's articles of incorporation or bylaws changing those provisions shall be effective unless The Izaak Walton League of America shall amend its bylaws and articles of incorporation to incorporate such amendment into these national bylaws.

(4) That no transfer of the assets of a chapter to any other entity, in excess of 10% of the chapters total assets, shall be effective or valid unless approved in advance of such transfer by a 2/3 vote of the national Executive Board and by a 2/3 vote of the chapters' membership present at a meeting, provided that all members of the chapter were notified of the meeting twice in writing. Once at least 30 days, but no more than 60 days in advance and again at least 10 days, but not more than 30 days in advance of the meeting.

5.3. All new and existing chapters shall comply with all provisions in these national bylaws.

5.4. All chapters shall collect in one sum the total amount of membership dues established for the chapter, the national organization, and the state division, if one exists, and shall remit the national and state portions to the national office of the League within 30 days of receipt from the member. Membership in the national organization, and state division, if one exists, is a requirement for membership in a chapter.

5.5. It shall be mandatory upon all chapters operating within the jurisdiction of a state division to affiliate with, abide by the rules and regulations of, and pay such annual dues as that division's constitution and bylaws specify, after approval by the executive board.

5.6. It shall be the duty of local chapters to develop local programs consistent with the objectives of the national organization, and assist and promote the work of the state divisions and the national organization.

5.7. Local chapters shall elect their officers to begin their term of office no later than September 1, following such election. In addition, an updated Officer Report Form must be submitted within 30 days of said election but not later than September 30th of each year.

5.8. Chapters shall be required to carry public liability and property damage insurance covering property owned, leased, rented or used by said chapters for their meetings or other activities. Such policy of insurance shall be

made to cover any liability of said chapter, and include as additional insureds their state division and the national Izaak Walton League organization.

5.9. Each chapter shall furnish a copy of the following current documents to the national office: (1) the articles of incorporation, or Constitution and bylaws of the chapter whenever amended or updated; (2) annual corporation report with the state of incorporation, if required by the state; (3) annual registration to solicit contributions, if required by the state; (4) IRS Form 990, if required by the IRS to be filed, and (5) a certificate of insurance listing the national organization and the appropriate state division, if applicable as additional insureds.

6. STATE DIVISIONS

6.1. State divisions may be chartered by the executive board when in the judgment of the board such groups will best serve the purpose of the League in the area covered by an entire state. All state divisions shall submit their Articles of Incorporation and bylaws to the national office of the League for approval. Articles of incorporation, and bylaws of state divisions shall not conflict with the national articles of incorporation or bylaws.

6.2. It shall be the duty of state divisions to develop state programs consistent with the objectives of the national organization, to assist in creating new chapters, and to assist existing chapters and the national organization.

6.3. State division officers shall be elected to begin their term of office no later than September 1, following such election. In addition, an updated Officer Report Form must be submitted within 30 days of said election but not later than September 30th of each year.

6.4. State divisions shall be required to carry public liability and property damage insurance in a like manner as prescribed for chapters in Article 5.7. of these bylaws.

6.5. No state division shall be granted a charter by the executive board unless its proposed articles of incorporation, or its bylaws, shall contain all of the following provisions:

(1) That its assets upon suspension and cancellation of charter or dissolution shall be disposed of in accordance with the provisions of Section 16 of these bylaws

(2) That its objects and powers shall be the same or substantially similar to those of The Izaak Walton League of America

(3) That no transfer of the assets of a division to any other entity, in excess of 10% of the division's total assets shall be effective or valid unless approved in advance of such transfer by a 2/3 vote of the national Executive Board.

7. THE NATIONAL CONVENTION

7.1. The legislative body of The Izaak Walton League of America shall be the National Convention, which shall convene annually during the month of July in such place as may be designated by the convention or the executive board in the event the convention fails to act, at least ninety days prior to such convention date. A national convention may select the place or places of the next three succeeding conventions, if such place has not been selected by a prior convention.

7.2. Each convention shall be empowered to adopt such rules and organization as are not inconsistent with the bylaws of the League, and to provide for such convention committees as it shall be deemed best.

7.3. Each chapter in good standing shall be entitled to one delegate in the national convention. In addition, each chapter in good standing shall be entitled to one additional delegate, provided it has more than 50 active members in good standing, and also shall be entitled to another additional delegate for each additional 100 members in good standing in excess of 151. Any National Director attending the convention, who is a member in good standing and not already a chapter delegate, shall be designated a delegate to that convention and shall be entitled to a delegate vote, which the director must cast in person. For the purpose of determining the number of such delegates only those members shall be counted who were active on the 31st day of December immediately prior to said convention.

7.4. Voting at national conventions shall be only by delegates from chapters, and each delegate shall be entitled to one vote, but in the event that any chapter delegation present at any session contains less than the entire number of delegates to which its chapter is entitled then the duly accredited delegates actually present at such session from such chapter may collectively cast the same number of votes as the number of delegates to which such chapter is entitled. All voting delegates must display a single voter card totaling the number of votes they are casting. A quorum at any national convention shall be duly accredited delegates from twenty chapters. A delegate to be accredited shall be a member of the chapter which he represents, and no member shall be accredited as a delegate or alternate for more than one chapter.

7.5. Each active chapter shall be entitled to one alternate for each delegate to the national convention. Each alternate shall have the privileges of a delegate, and shall be eligible to vote only in the absence of his delegate. An alternate to be accredited shall be a member of the chapter which he represents, and no members shall be accredited as an alternate for more than one chapter.

7.6. As a minimum the business conducted at the national convention shall include the following:

1. Approval of minutes
2. Reports of national officers and executive director
3. Special orders (if applicable)
4. Report of rules committee and approval of convention rules
5. Report of the credentials committee
6. Election of officers
7. Reports of committees
8. Unfinished business
9. New business

8. COMMITTEES

8.1. CONVENTION COMMITTEES. The president shall appoint all convention committees necessary for conducting the affairs of the convention, except the national officer nominating committee, and committees which are appointed by the convention sponsoring body to administer accommodations, meals, and other matters necessary to ensure efficient operation of the convention. The president shall appoint all committees by November 1 following a national convention. Members of these committees shall serve until adjournment of the next convention. Any member in good standing shall be eligible for appointment to any convention committee, unless disqualified by a conflict of interest. No member of a convention site committee shall be a resident of a state seeking approval for location of a convention. Should such conflict arise, committee member(s) having such conflict shall be replaced prior to any deliberations or votes of the committee.

8.2. STANDING and RESOURCE COMMITTEES. The president shall appoint all standing and resource committees. Appointment of the committee members shall not be restricted in any way. The resource committees shall be assigned advocacy roles in the areas of soils, woods, waters, wildlife, and air. All standing and resource committees shall be fully appointed by November 1 following a national convention, and shall serve until adjournment of the next convention. However, nothing herein shall limit the powers of the president to replace any standing resource committee member at the request of the committee chairperson.

8.3. SPECIAL COMMITTEES. The president may additionally appoint special committees at his discretion from time to time as may most advantageously aid in carrying out the objects of the IWLA. Membership on such committees shall not be restricted in any manner.

9. NOMINATIONS AND ELECTIONS

9.1. A nominating committee of eleven members shall be appointed by the chairman of the executive board, subject to the approval of the Executive Board. Appointments to the committee shall be made in such manner as to give appropriate geographical and numerical representation to the chapters of the League. Two members of the committee shall be past national officers, two shall be national directors, two shall be state division presidents and five shall be selected at-large; if the designated categories cannot be filled, they shall be filled by appointment at-large. No state division shall have more than two members appointed to said committee. The committee shall propose nominations for the elective offices, provided in Section 12.1a. and for the six directors-at-large to the board of Directors as provided in Section 10.1. No member of the nominating committee shall be a candidate for, or be elected to, any position for which the committee makes nominations. Should such a conflict arise such committee member(s) shall be replaced prior to any deliberations or votes of the committee. Nominations may also be made from the floor of the convention. All nominees shall be active members of the League.

9.2. The election of all League officers and directors-at-large shall be by a majority vote of accredited delegates present at the national convention.

9.3. The president shall appoint three (3) members of the national board of directors to serve as a nominating committee to propose nominations for election to the executive board.

10. BOARD OF DIRECTORS

10.1. There shall be a board of directors consisting of:

(a) The national officers named in Section 12.1.a. of these bylaws who shall serve during their respective terms of office:

(b) The state division presidents shall serve during their term of office as division president.
(c) Six directors-at-large, coming from states or countries with no division status, elected by the delegates at a national convention to serve for terms of three years with two directors-at-large elected each year. The executive board shall fill any vacancies among directors-at-large to complete the year until the next national convention when directors-at-large shall be elected to complete any unexpired terms.
(d) All past living national presidents of the Izaak Walton League of America, and who are members of the League.
(e) Additional directors elected by state divisions according to the following scale, based upon division membership as of December 31st of the preceding year; one director for division status, one additional director for attaining 500 members in the division, one additional director for every 1,000 additional members attained.
(f) Any state division may appoint alternate(s) for any one or more of its elected national directors to serve only at a specified board of directors meeting in place of the elected national director(s) whose absence has been excused. Any such appointee may attend and serve on the board of directors for the specified meeting upon presentation of a certificate of appointment from the president of the state division.

10.2. State divisions shall elect one-third of the directors to which they are entitled each year, and such directors shall serve for a term of three years. State divisions shall fill any vacancies occurring in directorships from their divisions.

10.3.a. A quorum shall be not less than one-third of the whole board of directors. The act of a majority present at a meeting duly called where a quorum is present shall be the act of the board of directors unless the act of a greater number is required by law or the articles of incorporation or bylaws. For the purposes of determining the number of directors required for a quorum, and for determining the number of votes required for approval of amendments to the bylaws by the board of directors, past presidents who have missed two consecutive meetings of the board of directors, including the meeting at which the vote is to be taken, shall not be counted.

10.3.b. When necessary, voting can be conducted electronically, providing every effort is made to contact all directors. A motion is carried if the total number of returned ballots is at least a quorum of the Board, and the number of affirmative votes exceeds the number of negative ones. Board members will be given at least two weeks to respond to the vote request.

10.4. The board of directors shall meet within twenty-four hours after the election at the national convention, at such time and place as may be designated by the president. The meeting is to be called the convention meeting and oral notice shall be sufficient.
Additionally, there shall be a mid-winter meeting of the board of directors which shall be held at a time and place as a majority of said board shall decide during the business of its previous mid-winter meeting, or its convention meeting, if such decision was not made earlier.

10.5. Special meetings of the board of directors shall be held at national headquarters, or other suitable locations, at the call of the president or the chairman of the executive board, or upon the request of five or more members of the board of directors. Special meetings shall be held upon five days written notice. The board of directors shall have policy jurisdiction between national conventions but may not overrule policy established by convention action.

10.6. It shall be mandatory for each member of the board of directors to attend all board meetings, either regular or special, and in states having active state divisions, to attend meetings of the state division, either regular or special, within the state in which they reside. In the event any member of the board of directors shall fail to attend without good cause, two consecutive meetings of the board of directors or two consecutive meetings of the state division they represent, or is not fulfilling the duties as described in the national document "Guidelines For Duties and Responsibilities of the National Board of Directors," the state division president with executive board approval shall take the necessary action to remedy the situation. Should the situation of the director in question not be remedied by the division, or the director is an at large director the executive board may declare such position vacant and the chairman of the executive board shall advise the respective division presidents or regional governors concerning said vacancies. Such vacancies shall be filled in the manner prescribed in Section 10.1.

10.7. All elected national directors shall take office immediately upon election. Any director appointed to fill a vacancy or unexpired term shall also immediately take office.

10.8 The board of directors shall vote on changes to the borders of the regions of the League that are presented to it by the Executive Board.

11. EXECUTIVE BOARD

11.1.a. There shall be an executive board consisting of not more than seventeen members of The Izaak Walton League of America, nine of whom shall be directors elected by the board of directors, three of whom shall be elected by the executive board, and five of whom shall be the president, vice-president, secretary and treasurer of the national organization, and the latest retiring national president of the League.

11.1.b. The nine members elected by the board of directors shall serve for three year terms with three members elected annually. Directors elected to the Executive Board may serve up to three consecutive terms, after which they must withdraw from the Executive Board for at least one year.

11.1.c. The three members elected by the executive board, shall serve for three year terms with one member elected annually. Executive board elected members may serve up to three consecutive terms, after which they must withdraw from the executive board for at least one year.

11.2.a. The executive board shall have full administrative authority in giving effect to the policies of the League and supervising its activities.

11.2.b. The executive board shall have full administrative and supervisory authority over national and regional offices and personnel of the League.

11.3. The executive board shall make a semi-annual report in writing to the board of directors on the progress of the League's work, its finances and the League's major problems.

11.4. The executive board shall select a chairman from among its members elected by the board of directors, who shall preside at meetings, and shall have such powers as are delegated by the board, and act as the Chief Administrative Officer of the League.

11.5. The executive board shall select from among its members elected by the board of directors, a vice-chairman who shall preside at meetings in the absence of the chairman.

11.6. Meetings may be called by the chairman, president or five members of the board. Seven members shall constitute a quorum. Special meetings shall be held at the national headquarters, or other suitable locations.

11.7. The executive board shall have and exercise all powers not otherwise delegated by the bylaws.

11.8. A vacancy shall occur when a member holding office dies, resigns or when a seat is declared to be vacant. If an executive board member, elected by the Board of Directors, ceases to be a national director during the member's term of office on the executive board, the member continues to be an executive board member until their term on the executive board expires. The executive board shall fill all vacancies occurring between national conventions in the at-large members of the board of directors, the executive board or in the elective offices of the League.

11.9. It shall be mandatory for each member of the executive board to attend all meetings, either regular or special. In the event any member of such board shall fail to attend more than two consecutive meetings thereof, without sufficient cause as determined by the executive board chair, the executive board may declare such member's position vacant.

11.10. The executive board shall employ an executive director who shall perform such duties as ordinarily pertain to the office of general executive director or are imposed upon him by the executive board.

11.11. The executive board shall appoint a general counsel whose duty shall be to advise the officers, directors, the executive board and conventions on all legal matters, including the construction and interpretation of all instruments of organization and regulation of the League.

11.12. The executive board may provide for the appointment of such officers and the employment of such employees as it deems necessary for the administration of the affairs of the League, and may prescribe the duties and compensation of such officers and employees.

11.13. All questions relative to the election, eligibility and conduct of national officers shall be referred to and be determined by the executive board.

12. OFFICERS

12.1.a. The officers of The Izaak Walton League of America shall be a President, a Vice-president, a Secretary, a Treasurer, and six Regional Governors. All officers shall be active members of the League in good standing, and shall serve for the term of one year.

12.1.b. There may be an Honorary President selected by the executive board, with duties as determined by the executive board.

12.2. The national president shall preside at meetings of the board of directors and preside during parts of the national convention, actively project a strong and accurate public relations image of the League, and perform other such duties as the bylaws shall prescribe.

12.3. The vice-president shall perform such duties as may be assigned by the executive board, or by the president and shall act as president in the event of absence or inability of the president.

12.4. The secretary shall keep an accurate record in permanent form of all business transacted at the annual convention, board of directors meetings, and executive board meetings, and shall perform such other duties as may be prescribed by the executive board.

12.5. The treasurer shall perform such duties related to the finances of the League as may be specified by the executive board.

12.6. Officers shall assume the duties and responsibilities of their office immediately following the close of the annual convention activities.

12.7. The officers shall maintain their offices at the business office of The Izaak Walton League of America, and such officers, together with the staff of employees and assistants of the League, may be referred to as the national organization and such business office shall be known as national headquarters.

12.8. The regional governors shall act as representatives of the national organization and shall provide liaison between the national organization and the divisions and chapters within their respective regions, and shall perform such duties as outlined in the national document "Guidelines For Duties and Responsibilities of the Regional Governors", and such other duties as may be assigned to them by the executive board

13. INCOME

13.1. Each member shall pay to The Izaak Walton League of America such dues as prescribed.

13.2. Income may be derived from sources other than member's dues, as determined by the executive board.

14. FINANCE AND ACCOUNTING

14.1. The fiscal year of The Izaak Walton League of America shall begin with the first day of January each year.

14.2. The executive board shall maintain a suitable budget system and an efficient system of accounts for the League's affairs.

14.3. A budget covering the expense of the League for each fiscal year shall be prepared by the executive director and approved by the executive board. The budget shall not be exceeded without the approval of the executive board.

14.4. All funds of the League shall be invested to earn income as set forth in an investment policy developed and approved by the Executive Board. The policy will be reviewed annually to safeguard League monies. The Treasurer will be responsible for reviewing investments to insure their compliance with Executive board policies.

14.5. All disbursements shall be by check, signed and countersigned by such persons as the executive board may designate. The Executive Board may establish a threshold below which only a single signature is required for routine expenditures.

14.6. A thorough audit shall be made at least once each year by such certified public accountant as is retained by the executive board, the cost of which audit shall be borne by the League. The audit report shall be presented to the Executive Board. A copy of the auditors report may, with the approval of the executive board, be mailed to any active chapter making application, under any conditions as may be specified by the executive board.

14.7. All persons having charge or control of national funds of the league shall give bond as may be required by the executive board, the cost of such bonds to be borne by the League.

14.8. All records and books of account of the League shall be kept in the national office of the League.

15. RULES

15.1. The latest edition of Roberts Rules of Order shall govern all proceedings of the League and all meetings of its board, except as otherwise provided by the bylaws, or orders of the executive board.

15.2. Solicitation of contributions to or from the League, including any division or chapter, shall be subject to regulation by the executive board.

15.3. Any participation in a commercial enterprise from which a member, chapter or other subdivision of the League receives a percentage of the profits shall be subject to the prior approval of the executive board.

15.4. The League shall not commit to any matter of policy, except upon action by the executive board, or by the delegates to a national convention. Any proposal that will require action at a national convention must have been submitted to the national office of the League at least two weeks prior to such national convention.

15.5. The Izaak Walton League of America shall cooperate with other organizations, but no unit of the League either national, state or local, shall enter into official affiliation with any other organization in such manner as to subordinate the League or to commit it to policies determined by others.

15.6. Lists of members, officers, subscribers or employees shall not be given out except with the approval of the executive board.

15.7. Any public display or use of the name of the Izaak Walton League of America shall be in accordance with League policy.

15.8. No chapter or state division shall launch a conservation, recreational, educational or financial program, the enactment or repeal of any legislation, unless such program comes within the policies of The Izaak Walton League of America.

15.9. No chapter or state division shall become a party to, any litigation unless such action has been approved in advance, by the executive board or its duly authorized agent.

15.10. Failure to comply with any provision set forth in these bylaws may result in legal action taken by the executive board.

15.11. All meetings of the board of directors and the executive board of the League shall be open to every member in good standing. The only exception shall be during sensitive personnel matters.

15.12.a. It is the policy of the Izaak Walton League of America to provide equal membership/employment/service opportunities to all eligible persons and to administer personnel policies and practices in accordance with all applicable laws. It is also League policy that no person shall, on grounds of race, color, gender, religion, national origin, age, or handicap, be excluded from participation in or be subjected to discrimination in any program or activity of the League.

15.13. The League will maintain and abide by a Statement of Values and Code of Ethics as prepared and reviewed periodically by the Board of Directors.

16. SUSPENSION AND REVOCATION

16.1. The charter of any chapter or state division chartered by the national organization may be suspended or revoked only by vote of the executive board for cause. A hearing will be held with 30 days notice being sent to the president and secretary of such chapter or state division by registered mail detailing the charges. A three fourths majority vote shall be necessary to effect suspension or revocation of the charter of the chapter or state division.

16.2 Upon suspension of a charter, the executive board shall detail conditions to correct the cause of the suspension. Such suspension shall be reviewed at the next meeting of the executive board at which time the executive board can revoke the charter if justified, lift the suspension and return the charter, or continue the suspension and review it at the next following meeting of the executive board.

16.3. Upon revocation of the charter of a state division all the assets shall be applied as follows:

(a) All liabilities and obligations of the state division shall be paid, satisfied and discharged.

(b) Assets held by the state division requiring return, transfer or conveyance, shall be returned, transferred or conveyed in accordance with such requirements.

(c) No part of the assets of the state division shall be distributed to or inure to the benefit of any member, officer or director of this corporation, or any other party or entity.

(d) The remaining assets shall be transferred and conveyed to The Izaak Walton League of America for its uses and purposes; provided, however, if the charter of said state division is reinstated, or a new state division is created for that state, the unconsumed portion of said assets shall be transferred back to the new or reinstated state division as the case may be, for its proper uses and purposes.

16.4. The charter of a chapter may also be suspended or revoked by the executive board. The executive board shall set a time and place for a review of the case, notices being sent to the presidents and secretaries of both the state division and the chapter at least 30 days prior to the date set for the hearing. The decision of the executive board shall be final.

16.5. Upon the suspension or revocation of the charter of a chapter it shall be the duty of the state president to obtain possession and to hold such charter until the suspension thereof is resolved, or obtain possession of and return the charter of a revoked chapter to the national office.

16.6. Upon the revocation of a charter of, or the dissolution of a chapter, all the assets of said chapter, whether incorporated or not, shall be applied and distributed as follows:

(a) All liabilities and obligations of the chapter shall be paid, satisfied and discharged.

(b) Assets held by the chapter requiring return, transfer or conveyance, shall be returned, transferred or conveyed in accordance with such requirements.

(c) No part of the remaining assets of the chapter shall be distributed to or inure to the benefit of any member, officer or director of the chapter, or any other party or entity.

(d) The remaining assets shall be transferred or conveyed to the state division having jurisdiction of such chapter, if such division exists. If such division does not exist, then the remaining assets shall be transferred and conveyed to The Izaak Walton League of America.

16.7. Each chapter of The Izaak Walton League shall be the judge of its own membership, subject to the restrictions of the national and state division constitutions and bylaws. Members may be suspended or expelled only upon proper showing of cause. All charges must be supported by affidavit by the accusers. No member in good standing shall lose his membership until given a fair trial in such manner and form as the state division bylaws and the governing board of the state division shall prescribe. Any member who has been suspended or expelled shall have the right to appeal to the state division governing board according to the bylaws of such state division. The decision of the state division shall be final.

17. **OFFICIAL PUBLICATIONS**

17.1.a. The official membership publication of the League shall be the magazine, *Outdoor America*.

17.1.b. Each paid class of membership will receive an annual subscription to *Outdoor America.*

17.2. No publication using the name of The Izaak Walton League shall be issued by the national organization, or any subdivision of the League, or individual member except with the approval of the executive board.

18. AMENDMENT

18.1. These bylaws may be adopted, amended or repealed, at a regular meeting of the board of directors, by a vote of a majority of directors in office, provided that the complete text of the proposed amendments shall have been communicated in writing to all board members at least 14 days before the vote thereon.

18.2. The articles of incorporation may be amended insofar as the laws of Illinois permit in the same manner as provided in Section 18.1. for the amendment of the bylaws.

Bylaw Amendment History: Amended April 20, 1929; April 28, 1933; April 20, 1934; April 13, 1935; March 18, 1939; June 25, 1940; March 28, 1942; March 29, 1947; April 10, 1948; May 3, 1951; May 10, 1952; March 13, 1954; April 2, 1955; April 6, 1957; April 22, 1959; June 23, 1960; June 13, 1963; June 25, 1964; October 24, 1964; June 17, 1965; June 30, 1966; July 13, 1967; July 10, 1970; July 7, 1971; July 19, 1972; July 11–13, 1973; July 9–12, 1975; July 4, 1977; July 21, 1978; July 19–21, 1979; July 14–17, 1981; July 14–17, 1982; July 12–15, 1983; July 9–11, 1986; July 15–18, 1987; July 27–29, 1988; July 12–14, 1990; July 17–19, 1991; July 22, 1992; July 16, 1993; July 15, 1994; January 14, 1995; July 21, 1995; January 13, 1996; July 19, 1996; November 15, 1997; July 17, 1998; July 15, 1999; January 8, 2000; July 14, 2000; February 2001; July 13, 2001; July 16, 2002; February 22, 2003; July 17, 2003; January 10, 2004; July 21, 2005; January 14, 2006; July 20, 2006; February 24, 2007; February 9, 2008, and July 15, 2011.

Note: The most recent (July 15, 2011) amended text changes are indicated by bold-faced underlines (**additions**) or strikethroughs (~~**deletions**~~). IWLA Bylaws are subject to amendments during the course of the year at the League's Midwinter Board Meeting and/or National Convention.