

**INDIANA SPORTSMEN'S ROUNDTABLE, INC.  
BY-LAWS**

**ARTICLE 1 - NAME**

The name of the corporation is Indiana Sportsmen's Roundtable, Inc. (hereinafter the "ISR").

**ARTICLE 2 - GOALS**

The goals of the ISR are as follows:

A. To provide a forum, The Roundtable, for conservation organizations, sporting groups, and sportsmen to discuss outdoor sporting issues and seek to develop consensus regarding law and public policy matters that warrant collective action.

B. To coordinate the efforts of the members of The Roundtable to promote and encourage the scientific management and intelligent sustained use, based on sound biological principles, of the fish, game, forest and land resources of the State of Indiana (hereinafter, the "Natural Resources"), recognizing as a valid management tool the harvest of wildlife and other Natural Resources.

C. To protect and defend the right of our citizens to own, keep, and bear arms.

D. To educate members and the general public regarding these purposes; to cooperate with individuals and other organizations in promoting improved educational, regulatory and legislative methods; and to cooperate with the various agencies of the State of Indiana and such other agencies, organizations, or individuals as is consistent with the pursuit of these purposes.

E. The ISR is also formed for the purposes of assisting and engage in all other activities, in addition to but consistent with those described above, which are permitted by the Indiana Nonprofit Corporation Act of 1991 as amended (hereinafter, the "Act") and are permitted to be carried on by an organization exempt from federal income taxation under the provisions of Section 501(c) of the Internal Revenue Code of 1986, as amended and the Treasury Regulations issued pursuant thereto, (collectively and as such may be amended from time to time, the "Tax Laws").

**ARTICLE 3 - MEMBERS AND DUES**

**SECTION 1. MEMBERSHIP**

Membership in the ISR is open to, but not limited to, conservation clubs, individuals, organizations, associations and businesses that adhere to the goals of the ISR as stated in Article 2, hereof. Though for convenience of reference the term "member" is used in these By-laws, the ISR's Amended and Restated Articles of Incorporation expressly provide that the ISR is a non-member corporation under Indiana Code Section 23-17-3-2(5). Nothing herein shall be deemed to contradict that provision.

**SECTION 2. CLASSIFICATION**

- A. Affiliated Conservation Clubs/Organizations.
- B. Individuals.
- C. Businesses.

### **SECTION 3. PRIVILEGES**

- A. A member in good standing of the ISR is defined as a conservation club/organization or an individual that has paid the required dues and adheres to the goals of the ISR, as stated in Article 2, hereof.
- B. A member in good standing of the ISR shall have the privilege of the floor at the Annual Meeting of the ISR.
- C. The Board of Directors of the ISR shall have the power to determine whether to accept any application for membership and whether a member is in good standing as set forth in the ISR Policy Book

### **SECTION 4. CENSURE AND SUSPENSION**

- A. Any member charged with conduct harmful or prejudicial to the goals of the ISR as stated in Article 2, hereof or who causes or may tend to cause injury or embarrassment to the ISR, shall be subject to citation to appear before the Board of Directors of the ISR
- B. Upon the matter being referred to the Board of Directors of the ISR, it shall inform such member, in writing, of the nature of the complaint, giving not less than thirty (30) days notice to appear before the Board of Directors of the ISR to answer thereto.
- C. If, upon hearing, the Board of Directors of the ISR shall be satisfied of the truth of the charge or complaint, the Board of Directors of the ISR may censure or suspend such member if, in its judgment, the interests of the ISR demand such action.
- D. The Board of Directors of the ISR may ask such member to resign or the Board of Directors of the ISR may expel said member of the ISR
- E. An affirmative vote of two-thirds (2/3) of the members of the Board of Directors of the ISR shall be necessary for the expulsion or suspension of a member of the ISR
- F. The action of the Board of Directors of the ISR shall be final and conclusive.
  - 1. Any member expelled or suspended from the ISR may be reinstated by a majority vote of the Board of Directors of the ISR
  - 2. Terms and conditions of reinstatement will be determined by the Board of Directors of the ISR as set forth in the ISR Policy Book.

### **SECTION 5. DUES**

The ISR shall have the power to assess and collect dues as determined by the Board of Directors of the ISR as set forth in the ISR Policy Book.

## **ARTICLE 4 - MEETINGS AND VOTING**

### **SECTION 1. ANNUAL MEETING**

There shall be not less than one (1) Annual Meeting of the ISR

### **SECTION 2. BOARD OF DIRECTORS**

- A. The Board of Directors of the ISR shall hold a minimum of four (4) meetings per year.
- B. The first meeting of the Board of Directors of the ISR shall be held within sixty (60) days following the Annual Meeting of the ISR This meeting shall serve as the organizational meeting.

### **SECTION 3. SPECIAL MEETINGS**

- A. Special meetings of the members may be called by the President, by a majority of the Board of Directors of the ISR, or by a written petition signed by not less than one-tenth (1/10) of the members authorized to vote as prescribed in Section 5 hereof and in the ISR Policy Book.

- B. Special meetings of the Board of Directors of the ISR may be called by the President or any three (3) members of the Board of Directors of the ISR
- C. Only the topic of business for which the meeting was called may be considered at a special meeting.
- D. Notice shall be deemed given by notifying each member involved in the special meeting by telephone, mail or e-mail at least ten (10) days prior to a special meeting. Attendance at a meeting shall constitute waiver of any defect or delay with respect to such notice.

#### **SECTION 4. MEETINGS**

Meetings conducted in a physical place, by teleconference, video conference, by e-mail or other means approved by the Board of Directors will be legal and binding meetings of the ISR. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee, including the Executive Committee, thereof may be taken without a meeting, if prior to such action, a written consent to such action is signed by all members of the Board of Directors or of such committee, and such written consent is filed with the minutes of proceedings of the Board of Directors or committee.

#### **SECTION 5. VOTING**

- A. On any matter submitted by the Board of Directors to the members for a vote, all ISR Affiliated Conservation Club/Organization and Individual members, who are Members in Good Standing, are entitled to one (1) vote per each person who attends the Annual (or other) Meeting at which any vote is taken. All Members in Good Standing of the ISR must have been a member for at least sixty (60) days prior to the Annual (or other) Meeting.
- B. Any business membership in the ISR does not have voting privileges.
- C. Votes cast by electronic media will be considered legal votes

#### **SECTION 6. QUORUM**

The majority of the members of the Board present and authorized to vote shall constitute a quorum at all meetings unless otherwise specified within these By-Laws.

### **ARTICLE 5 - OFFICERS AND BOARD OF DIRECTORS**

#### **SECTION 1. OFFICERS**

The ISR shall have at least three (3) officers who shall carry out the affairs of the ISR and serve at the direction of the Board of Directors of the ISR. The officers shall be:

- A. President
- B. Vice-President
- C. Secretary/Treasurer
- D. Immediate Past President

#### **SECTION 2. ELECTION AND TERMS**

The officers, except the Immediate Past President, shall be members of and elected by the Board of Directors. Such officers shall be installed at the Annual Meeting of the ISR following their election. The terms of the officers may be staggered.

- 1. The President and Secretary/Treasurer may be elected in the even numbered years.
- 2. The Vice-President may be elected in the odd numbered years.

The officers shall serve a term of two (2) years.

### **SECTION 3. BOARD OF DIRECTORS**

The Board of Directors shall consist of a minimum of seven (7) and a maximum (excluding from such determination any honorary or emeritus member of the Board) of nine (9) members in good standing. So long as (i) the ISR is an affiliate of the Indiana Wildlife Federation Incorporated and (ii) a designee of the Board of Directors is a member of the Board of Directors of the Indiana Wildlife Federation Incorporated, then the chairperson of the Indiana Wildlife Federation or the designee of the chairperson, shall be a member of the Board of Directors of the ISR.

### **SECTION 4. BOARD OF DIRECTORS ELECTIONS**

Election of the Board of Members shall occur at each annual meeting of the Board of Directors. Directors elected at the initial meeting following adoption of these By-laws shall serve terms of two and three years. Thereafter, Board members shall serve two year terms designed with approximately half of the Directors elected at each annual meeting. Each Director shall hold office until the annual meeting when his/her term expires and until his/her successor has been elected and qualified.

### **SECTION 5. POWERS**

- A. **President.** The President shall be the chief executive officer of the ISR and shall have general supervision, direction, and control of the affairs and officers of the ISR. Shall preside at all meetings of the Board of Directors. Shall have the general powers and duties of management usually vested in the office of President of a corporation and such other powers and duties as may be prescribed by the Board of Directors.
- B. **Vice-President.** In the absence or disability of the President, the Vice-President shall perform all duties of the President and when so acting shall have all the powers of and be subject to all restrictions upon the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for by the Board of Directors.
- C. **Secretary.** The Secretary shall keep or cause to be kept a book of minutes of all meetings of the ISR. The Secretary may also serve as Treasurer.
- D. **Treasurer.** The Treasurer shall, with the information given from the office of the ISR, give to the Board of Directors an account of all financial transactions and of the financial condition of the ISR. The Treasurer may also serve as Secretary.
- E. **The Immediate Past President.** The Immediate Past President shall have the responsibility to advise the current President and Board of Directors in all matters of the ISR

### **SECTION 6. DUTIES**

The Board of Directors shall be the administrative body of the ISR

- A. It shall be empowered to do all business, manage all property and funds, and supervise all activities of the ISR
- B. It shall be empowered to hire all personnel of the ISR, define their term, duties and salary.
- C. The Board of Directors has the power to establish policy and procedure and to interpret resolutions of the ISR, including adopting, publishing, and, from time to time amending and/or restating the Policy Book.
- D. The Board of Directors of the ISR may hire an Executive Director and approve a salary.
  1. The Executive Director, if any, shall prepare a report, covering the year immediately past, 60 days prior to the Annual Meeting of the ISR and present the report to the Board of Directors at the next Board of Directors meeting of the ISR for approval.
  2. Upon approval of said report, the report will be included in the Annual Meeting Packet to all delegates at the Annual Meeting of the ISR

## **SECTION 7. COMPENSATION**

No officer or Board of Director shall receive any fees, salaries or other remuneration except as prescribed in this section.

- A. An officer or Board of Director may be reimbursed actual expenses upon presentation and acceptance to the Board of Directors.
- B. The Editor, Layout, and Production persons of any publication sponsored by the ISR may receive wages upon a majority vote of the Board of Directors. An officer or Board of Director may hold the position of Editor, Layout and Production person of such publication.

## **SECTION 8. VACANCIES AND REMOVAL**

- A. Should an officer or Board of Director of the ISR miss two (2) consecutive called executive committee or Board of Director meetings, without legitimate reason, the office or directorship may be declared vacant by a majority vote of the Board of Directors present. In the event of such vacancy, or death of such officer or director, the Board of Directors may elect a replacement by a majority vote of the Board of Directors present.
- B. Except as otherwise required by law, a Director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, no acceptance of such resignation shall be necessary for it to become effective.
- C. Any member of the Board of Directors may be removed by a majority vote of the Board of Directors at any regularly scheduled or special meeting of the Board of Directors whenever in its judgment the best interests of the ISR would be served thereby.
- D. The terms and conditions governing any vacancies will be prescribed in the ISR Policy Book

## **ARTICLE 6 - PARLIMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the ISR in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the ISR may adopt.

## **ARTICLE 7 - STANDING COMMITTEES AND ADVIOSRY BOARD**

The President shall appoint members of all Standing Committees

### **SECTION 1. DUTIES AND MEMBERSHIP OF STANDING COMMITTEES AND ADVISORY BOARD**

- A. Legislative Committee. Shall consist of the Executive Director, if any, and members in good standing of the ISR They shall possess and exercise the authority to study and evaluate all legislation.
- B. Conservation Education Committee. Shall consist of members in good standing of the ISR They shall be responsible for developing and/or evaluating a State Conservation Education Program.
- C. Budget and Finance Committee. Shall consist of the Vice-President, the Treasurer, the Executive Director, if any, and two (2) members in good standing who are not an officer or serving on the Board of Directors of the ISR They shall submit a budget for approval at the October meeting of the Board of Directors.

- D. Audit Committee. Shall, after such time as the Board of Directors may determine that the annual budget of the ISR so warrants, consist of either an independent auditor or three members in good standing other than officers or directors of the ISR. They shall audit the Treasurer's records immediately following the end of the fiscal year. The committee shall present the audit at the Board of Director's meeting following the completion of the audit, but not later than March following the end of the fiscal year. Upon acceptance by the Board of Directors of the ISR, the audit shall be made available to members in good standing for review.
- E. Advisory Board. Shall consist of those members or designees/delegates of members, as determined at the discretion of the President from time to time, and drawn predominately from conservation group members of the ISR, designed to assist the President and the Board of Directors in developing an informal forum – The Roundtable – at which consensus may be developed with respect to matters of import to the ISR.

## **SECTION 2. EXECUTIVE COMMITTEE**

- A. Shall consist of the Officers of the ISR. They shall possess and exercise the authority to manage the internal affairs of the ISR.
- B. An Executive Committee meeting shall be called by the President or by three (3) officers.
- C. Only the topic of business for which the meeting was called may be considered at an Executive Committee Meeting.
- D. Notice shall be deemed given and determined by the expediency of the issue.
- E. Persons pertinent to the business of the Executive Committee meeting shall be included in the meeting.
- F. The Executive Committee may choose to hold an open or closed session in order to conduct business when an issue of a sensitive nature is to be addressed.

## **SECTION 3. NOMINATING COMMITTEE**

A nominating committee shall be appointed by the President of the ISR at the Annual Meeting of the ISR. It must be made up of three (3) Directors, at least one (1) of whom must be a past officer of the ISR. The Nominating Committee shall serve for one (1) year. They shall exercise the power and duty to develop a slate of directors.

## **SECTION 4. RESOLUTIONS COMMITTEE**

- A. The President of the ISR may appoint the Vice-President and two (2) members in good standing of the ISR to a Resolutions Committee.
- B. The members of the Resolutions Committee shall solicit and make a thorough investigation of the purpose and effect of resolutions submitted by members in good standing of the ISR, and shall possess and exercise the authority to draft, study and evaluate all resolutions. The Resolutions Committee shall have discretion, subject only to review of the full Board of Directors, whether to submit a resolution to the members for consideration.
- C. All resolutions must be in writing and must be transmitted to the Secretary, or the designate, not less than thirty (30) days prior to any meeting of the ISR, except the Annual Meeting.
- D. All resolutions shall be in writing and shall be transmitted to the Secretary, or the designate, not less than sixty (60) days prior to the Annual Meeting.
- E. The Secretary, or the designate, shall transmit all resolutions to the Resolutions Committee two (2) days following receipt of resolutions.
- F. The Resolutions Committee shall mail the resolutions selected for vote, together with the written recommendations of the Resolution Committee, to the members of the ISR thirty (30) days prior to the Annual Meeting. The proposed Resolutions will be included in the Annual Meeting Packet.

- G. The Resolutions Committee shall present the resolutions to the voting members of the ISR. A three-fourths (3/4) majority of the voting members present at the Annual Meeting is needed for acceptance.

#### **SECTION 5. BY-LAWS COMMITTEE**

- A. The President of the ISR may appoint one (1) officer, a maximum of two (2) Board of Directors, and a maximum of three (3) members in good standing of the ISR to a By-Laws Committee.
- B. The members of this committee shall make a thorough investigation of the purpose and effect of amendments submitted in writing by any member of the ISR in good standing.
- C. The By-Laws committee will submit any amendments, with their recommendations, to the Board of Directors for approval and publication to the members. The By-Laws Committee shall have discretion, subject only to review of the full Board of Directors, whether to submit amendments to the Board of Directors for consideration.

#### **SECTION 6. AD HOC COMMITTEES**

The President of the ISR may appoint such ad hoc committees as may be necessary to conduct the business of the ISR

#### **SECTION 7. REPORTS**

- A. All committees will submit a written report of the past year's activities at the Board of Directors meeting immediately prior to the Annual Meeting for its approval.
- B. Upon approval by the Board of Directors, all committee reports will be included in the Annual Meeting Packet to all the delegates at the Annual Meeting of the ISR

### **ARTICLE 8 - POLICIES**

- A. The President of the ISR shall appoint the Secretary of the ISR, at the organizational meeting of the Board of Directors, to collect and submit all policies to the Board of Directors for their consideration.
- B. Any member in good standing may submit a policy, in written form, for consideration to the Secretary, or the designate, before any meeting of the Board of Directors of the ISR
- C. All policies submitted will be evaluated, and/or amended and voted upon by the Board of Directors of the ISR
- D. Any policy approved by the Board of Directors shall be noted in the next publication or communication to the members and filed in the office of the ISR
- E. All approved policies will be added to the Policy Booklet, distributed to all members in attendance at the Annual Meeting of the ISR in the Annual Meeting Packet.
- F. All policies approved will become effective immediately and stay in effect until altered, changed or voided.

### **ARTICLE 9 - INDEMNIFICATION**

#### **SECTION 1. DIRECTOR AND OFFICER IDEMNIFICATION**

- A. The ISR shall defend, indemnify and hold harmless any director or officer to the full extent permitted by the Act or other applicable law from any claim, demand, allegation or civil

action of any kind arising out of such person's service on the board of the ISR and any related entities.

- B. Any officer or director requesting indemnification shall submit such a request to the President of the ISR. The President or any former President requesting indemnification shall submit such request to any Board of Director of the ISR. Any question arising under or out of subpart A of this Article shall be determined by a quorum of the Board of Directors of the ISR consisting of officers and directors who are not parties to or involved in any action, suit or proceeding in which one or more concurrent or former officers or directors is a party, after receipt of the written opinion of independent legal counsel. If a quorum consisting of officers and directors who are not parties to nor involved in an action, suit or proceeding is not obtainable with due diligence, the final determination shall be made by independent legal counsel selected by the affiliate representatives at a special meeting called in whole or in part for that purpose.
- C. Each and every person who is serving or who has served as an officer or director of the ISR or as a director, officer, trustee or partner of any other corporation, trust, partnership, or other enterprise at the request of the ISR shall be deemed to have done so or to be doing so in reliance upon the right of indemnification provided for in subpart A of this Article, though that right shall not be deemed exclusive of any other rights to which such person may be entitled by law other agreement.

## **SECTION 2. EMPLOYEE INDEMNIFICATION**

- A. The ISR shall defend, indemnify and hold harmless any person who is or was an employee of the ISR to the full extent permitted by law from any claim, demand, allegation or civil action of any kind arising out of such person being or having been an employee of the ISR and any related entities provided, that such person acted in the course of his or her employment, in good faith and on the basis of a reasonable belief that his or her conduct was in accordance with any and all written guidelines an instructions he or she has been given and in the best interest of the ISR except in relation to matters as to which he or she shall be finally adjudged in an action, suit or proceeding to be liable for any dishonest, deliberately fraudulent, criminal, or intentionally and knowingly wrongful acts or omissions arising out of or in the course of his or her employment with the ISR.
- B. Any employee or former employee requesting indemnification shall submit such a request to the President of the ISR. Any question arising under or out of subpart A of this Article shall be determined by a quorum of the Board of Directors of the ISR who are not parties to or involved in any action, suit or proceeding for which indemnification is sought.

## **SECTION 3. ADVANCES**

- A. Expenses incurred with respect to any action, suit, proceeding, inquiry, or investigation of the character described in Section 1, subpart A and Section 2, subpart A of this Article shall be advanced by the ISR prior to the disposition thereof. Notwithstanding the foregoing, the ISR may refrain from, or suspend, payment of expenses in advance if, at any time before delivery of the final finding described above, the Board, or independent counsel, acting in accordance with the procedures set forth herein, decides that a preponderance of the evidence supports a finding that the person who has requested indemnification has not met the relevant standards of conduct set forth above. Should a final determination be made that such person is not entitled to indemnification under Section 1 or Section 2 of this Article, the ISR shall have the right to indemnity against him or her for all amounts advanced under Section 1 or Section 2 of this Article.

## **SECTION 4. ADDITIONAL RIGHTS AND INTERPRETATION**

- A. The rights of indemnification provided in this Article shall be in addition to any rights to which any such person may otherwise be entitled by law, other agreement, a vote of a quorum

of disinterested officers and directors, or, if such is not obtainable, pursuant to the written opinion of independent legal counsel selected by the Board of Directors of the ISR

- B. This Article shall be interpreted and applied to provide the broadest protection and right of indemnification permitted by law.

#### **ARTICLE 10 - DISSOLUTION**

In the event of dissolution of the ISR, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the ISR, dispose of all the assets of the ISR consistent with applicable Tax Laws preferably by donation to such organization or organizations organized and operated exclusively for charitable, scientific, or educational purposes, as shall at the time qualify as an exempt organization or organizations under such Tax Laws.