



Minnesota Deer Hunters Association

Corporate Bylaws

Approved CBM 2023 – 2/25/2023

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MINNESOTA DEER HUNTERS ASSOCIATION
(Nonprofit Corporation)
460 Peterson Road
Grand Rapids, Minnesota 55744

BYLAWS OF THE CORPORATION

ARTICLE I - PURPOSE

1.1 Purpose

The primary purposes of Minnesota Deer Hunters Association (hereafter referred to as MDHA) shall be: To achieve the best possible deer herd, to promote high quality hunting and to protect our hunting heritage. To achieve these purposes, the following activities shall be promoted:

1. Present our positions to government officials' departments and legislators.
2. Promote good sportsmanship, good hunting ethics and safe hunting practices.
3. Promote and maintain a high quality deer habitat program.
4. Provide opportunities for deer hunters to meet, share experiences and develop an inclusive spirit.
5. Educate hunters and the general public on the values of the sport of deer hunting.
6. Support enforcement of regulations, which curtail the illegal taking of deer.
7. Support emergency winter-feeding programs when appropriate.
8. Support efforts to increase opportunities for deer hunting on public and private lands.
9. Support predator control.
10. MDHA will work with other agencies and organizations in research and support the health of Minnesota's cervid population.

ARTICLE II - MEMBERSHIPS

2.1 Classes

Classes of membership and amount of dues for each class shall be recommended by the Executive Board and approved at the annual meeting by the Corporate Board and shall become effective the following July 1.

2.2 Good Standing

A member in good standing is defined as a person holding a current membership who abides by the Articles of Incorporation, the bylaws, the missions, goals and objectives and the following MDHA Code of Ethics.

1. MDHA members shall conduct themselves in a respectable and responsible manner.
2. MDHA members shall obey the laws, Articles of Incorporation and the bylaws of the MDHA.
3. MDHA members shall set a good example for all sports persons to follow.
4. MDHA members shall help perpetuate quality habitat.
5. MDHA members shall act in every manner befitting a sports person and a good citizen.
6. MDHA members shall respect the rights of others.
7. MDHA members shall promote sound environmental educational programs.
8. MDHA members shall promote sound conservation legislation and regulatory rules.
9. MDHA members shall save and defend from waste the natural resources of the United States.
10. MDHA members shall abide by Minnesota's tradition of fair chase standards.

Discipline shall be imposed on any member(s) for the following reasons, as determined by the Executive Board:

1. A substantial violation of:
 - a. Any provision of the bylaws;
 - b. Any policy of MDHA;
 - c. Misrepresentation of MDHA's position on any public matter;
 - d. Unauthorized use of MDHA's name or logo;
2. Engaging in any other conduct substantially prejudicial to the purpose of MDHA.

2.3 Membership Year

All memberships except life memberships and three-year memberships shall expire one (1) year from the date received. Life memberships shall remain in force throughout the lifetime of the person unless the person is expelled from membership in accordance with Article XII.

Membership prices are as follows:

- Forkhorn without magazine \$5.00
- Forkhorn with magazine..... \$15.00
- Adult (one year)..... \$35.00
- Adult (three year) \$100.00
- Family (one year)..... \$70.00
- Lifetime..... \$500.00
- Sr. Citizen Lifetime (60+) \$250.00
- Life Sponsor \$1,000.00

2.4 Voting

Voting rights shall be the same for each membership class, except the voting rights of a Family Membership which counts as two (2) memberships.

ARTICLE III – MDHA CHAPTERS

3.1 Chapter information

When a minimum of twenty-six (26) or more persons residing in a geographical area want to form a chapter of MDHA, a meeting shall be called for that purpose. Approval to initiate formation of a chapter shall be given by the Executive Board. Notice of the meeting shall be sent by MDHA headquarters at least seven days prior to the meeting to those who have expressed an interest in forming the chapter. A quorum for this meeting shall be ten (10) persons.

The Executive Board may recognize special chapters such as school chapters. A special chapter may have fewer than twenty-six (26) members and may coexist with an existing chapter if: (1) the Executive Board determines that the special chapter will further the purposes of MDHA; and (2) the existing chapter approves of the creation of the special chapter. A special chapter is subject to all other MDHA Bylaws.

3.2 Election of Chapter Officers

Each Chapter shall elect a board of officers (President, Vice-President, Secretary, Treasurer, Corporate Director, Alternate Director and Chapter Directors at a membership meeting prior to July 1. The MDHA office shall be notified of all chapter elections within seven (7) days. The Corporate Director shall attend one (1) corporate board meeting per year. It is recommended that chapters use State Officer's terms and term limits.

3.3 Vacancy of Chapter Officer

A vacancy of a Chapter Officer shall be filled by the affected chapter from its membership within sixty (60) days.

3.4 Instructions to Corporate Director

Each Chapter may determine the degree of authority that it wishes to confer upon its Corporate Director in regard to his/her performance at meetings of the Corporate Board.

The members of each Chapter in any duly called meeting may adopt one (1) or more Resolutions instructing their Corporate Director as to his/her vote in matters to be considered by the Corporate Board.

3.5 Chapter Bylaws

Each chapter may write its own bylaws to further define its procedure and elections, so long as they are fully consistent, and not in conflict, with MDHA bylaws.

3.6 Chapter Fundraising

Chapters shall engage in annual fundraising activities consistent with the purposes and activities of MDHA. Each chapter shall, out of the proceeds of the fundraising activity that earns the most money in each year, send the entire amount so earned to MDHA headquarters after retaining Seven Hundred Fifty Dollars (\$750) or Three Dollars (\$3.00) per Chapter member, whichever is larger, for its own treasury. All other funds raised by each Chapter may be retained by the Chapter for local projects that comply with the goals and purposes of MDHA. All funds so raised shall be accounted for and reported to the MDHA office within thirty (30) days of the fundraising event. Secondary fundraisers must also remit all net proceeds to be allocated to their ear marked account.

MDHA fundraising projects shall never be considered a Chapter fundraising activity. Out of the funds received by MDHA, one-half (1/2) of the net amount of the major fundraising activity, shall be used by MDHA for its operating expenses; the other one-half (1/2) and all of the secondary fundraiser moneys, shall be assigned to a special MDHA account and earmarked for the Chapter's use on specific local projects. These projects cover education, habitat improvement, research and MDHA promotion. Each Chapter may withdraw, on demand, from its earmarked fund for any projects of its choice (That comply with the mission and purpose of MDHA), but only up to their balance of this fund. Interest earned from these earmarked funds shall accrue to the MDHA.

All Chapters holding a banquet shall require a membership included in the sale of banquet tickets with a current membership of at least one adult member per family to attend. All chapters shall have an Annual Membership drive. This may be by the Banquet or other means.

3.7 Chapter Bank Account

Chapters shall be authorized to maintain a separate checking account. This account shall be in the name of the Chapter and the Minnesota Deer Hunters Association with signatures of two (2) Chapter officers required on all checks or fund withdrawal requests.

All other funds shall be maintained at the MDHA office. Chapters shall have no other account. The Executive Director and Treasurer of the Minnesota Deer Hunters Association shall be authorized to write checks or withdraw funds if necessary as directed by the Executive Board.

The balance of this account must not exceed \$2,000 as of June 30, annually, as per the reconciled checkbook register. The money submitted will go to the chapter's earmarked account. Chapters that have applied for and received a licensed gambling manager, are authorized to have a separate account, as long as there is a gambling manager for the chapter.

All provisions of the Gambling Control Board will apply to this account. If Chapter terminates their gambling manager status with the state of MN, the account must be closed and money dispersed into earmarked accounts.

3.8 Resolutions Procedure

Resolutions and Amendments from Chapters/MDHA committees may be submitted to the Corporate Office at any time during the year but, in no case, later than the close of business on the first Monday of December. All resolutions shall be reviewed by the Executive Board, which shall recommend approval or rejection to the Corporate Board and provide written explanation for its position.

All resolutions that received approval, and have not been implemented, will be reviewed annually. All previous resolutions will be reviewed and acted on with a vote to continue, or drop. A document file will be maintained with all approved resolutions. This will be part of the Corporate Board package annually.

Resolutions and Bylaw Amendments that fail passage will require no action.

3.9 Annual Chapter Financial Report

Each Chapter shall complete and submit the Annual Chapter Financial Report to the MDHA office by August 1 following each fiscal year, as required by Internal Revenue Service (IRS).

3.10 Chapter Revocation

If a chapter becomes inactive, the Executive Board will review the circumstances and direct the Executive Director to notify the Chapter's officers, that the Executive Board has determined that the chapter is inactive. A chapter may be considered inactive if its membership drops below twenty-six (26) or the chapter is not complying with current MDHA Bylaws, or it fails to become involved in other projects supporting the mission of MDHA. When a chapter receives notification of inactivity, it must, within thirty (30) days, develop a plan to return to active status. This plan shall be developed in coordination with the Executive Director. If the chapter fails to develop a plan to return to active status, the Executive Board may terminate the chapter, cancel its charter and transfer remaining members to nearby chapters, secure all financial funds (notify appropriate financial institutions) and transfer all funds to MDHA's operation account. All active chapter members shall be notified of the termination, and of what chapter they are being transferred to. The termination shall be effective thirty (30) days after Executive Board decision.

ARTICLE IV - REGIONS

4.1 Organization

MDHA shall be organized into regions as determined by the Executive Board. Boundaries of regions may be altered by the Executive Board.

4.2 Election of Regional Directors

Each region shall elect a Regional Director from their region at a regional meeting. The director is elected to serve a term of two (2) years. A regional director shall serve a maximum of three (3) consecutive terms. **The term of office shall begin April 1.** Each chapter shall have one vote in the election of the Regional Director. All even numbered regions shall elect Regional Directors in even numbered years and all odd numbered regions shall elect Regional Directors in odd numbered years.

4.3 Regional Director Vacancy

Upon the vacancy of a Regional Director, the Executive Director shall immediately notify all chapters in that region of vacancy and request nominations and/or interested individual to notify the Executive Director within 14 days. If there is no interest from anyone in the region, the president may appoint a person to fill the Regional Director vacancy for the remainder of the said term.

ARTICLE V - NOMINATIONS AND ELECTIONS OF CORPORATE OFFICERS

5.1 Corporate Officers

The elected officers of MDHA shall be a President, Vice-President, Secretary and Treasurer.

5.2 Nominating Committee

The president shall appoint a Nominating Committee chair, who in turn appoints members to the committee. The committee shall submit at least one name for each office to be filled.

5.3 Elections

The election shall be held at the annual meeting of the Corporate Board in odd numbered years for President and Vice President and even numbered years for Secretary and Treasurer. After the report of the Nominating Committee has been received, there shall be an opportunity for nominations from the floor. Nominees shall have been a member in good standing of MDHA for at least two years, with one years' experience as an elected officer within MDHA, and a commitment to MDHA and its mission.

No name shall be placed in nomination unless the written consent of the nominee has been obtained. Officers shall be elected by ballot at the annual meeting of the Corporate Board. A simple majority is required for election. If there is only one nominee for an office, election for that office may be by voice vote.

5.4 Term of Office

Term of office shall be for two (2) years and shall begin on April 1. But in no case for more than a maximum of three (3) consecutive terms for vice-president, secretary and treasurer. A president may serve a maximum of two (2) consecutive terms. There must be a lapse of two (2) years before being eligible to again serve in that position.

5.5 Vacancy

A vacancy in any elected office shall be filled by a simple majority vote of the Executive Board for the remainder of said term.

ARTICLE VI - DUTIES OF CORPORATE OFFICERS

6.1 President

The President shall:

1. Be the principal officer of the corporation
2. Preside at meetings of the Corporate Board and Executive Board.
3. Appoint a Nominating Committee chair as specified in 5.2.
4. Appoint all committee chairs.
5. Perform other duties pertaining to the office as specified in the bylaws or as assigned by the corporate board or executive board.

6.2 Vice President

The Vice President shall:

1. Act as President in the absence of the President and when so acting, shall have all the power and authority of the President.
2. Perform other duties pertaining to the office as specified in the bylaws or as assigned by the president, corporate board, or executive board.
3. Chair the strategic planning committee.

6.3 Secretary

The Secretary shall:

1. Act as custodian of all records and reports of MDHA, Corporate Board and Executive Board.
2. Be responsible for taking and reporting accurate minutes of all meetings of the Corporate Board and Executive Board and Executive Committee.
3. Perform other duties pertaining to the office as specified in the bylaws or as assigned by the president, corporate board, or executive board.

6.4 Treasurer

The Treasurer shall:

1. Oversee the funds of MDHA.
2. Ensure that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of MDHA.
3. Make financial reports to the Corporate Board and the Executive Board at each meeting and other times as requested by the president, Corporate Board, or Executive Board
4. Perform other duties pertaining to the office as specified in the bylaws or as assigned by the president, Corporate Board, or Executive Board.
5. Hold a position on the Endowment Committee.

ARTICLE VII - CORPORATE BOARD

7.1 Corporate Board Membership

The Corporate Board shall consist of the Executive Board and a Corporate Director from each chapter elected by the chapter.

7.2 Corporate Board Duties

1. The approval of the Annual MDHA budget.
2. Election of MDHA officers.
3. Approve/reject any resolutions and/or bylaw amendments brought forward.
4. Any other proper business.

7.3 Annual Meeting

The annual meeting of the Corporate Board shall be on a Saturday during the month of February at a time and place set by the Executive Board.

7.4 Special Meetings

A special meeting of the Corporate Board may be called by the president or shall be called by the Secretary upon a request signed by not less than ten percent (10%) of the membership of MDHA. Such call or proper request for call stating the location, time, and purpose must be received in the MDHA Office at least sixty (60) days prior to the meeting. The office shall mail/email or phone a notification at least forty-five (45) days in advance of the meeting to each chapter President, Corporate Director, and Executive Board member.

7.5 Voting

Each Corporate Director or Alternate, at the annual meeting, shall have one (1) vote for each fifty (50) members or major portion thereof in his/her Chapter. The number of votes per chapter being based on the number of members in the Chapter just prior to Corporate Board meeting. The number of votes assigned to each Chapter/Corporate Director shall be determined by the Secretary or other such person as might be authorized by the Executive Board.

Each member of the Executive Board shall have one (1) vote on all matters that require Corporate Board action.

7.6 Quorum

A quorum for all meetings of the Corporate Board shall consist of thirty percent (30%) of the Corporate Board total membership.

7.7 Proxy

A proxy may be appointed to represent a chapter at the Corporate Board Meeting if the Corporate Director and Alternate Corporate Director cannot attend. The proxy must be a member in good standing of the Chapter making the appointment, must be in writing, signed and dated by two Chapter Officers, sent to MDHA State Office or presented at the Corporate Board Meeting.

7.8 Electronic Meetings

If deemed necessary by vote of the Executive Board, the Corporate Board may meet by means of a conference telephone, video conferencing technology, or similar communication equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in such a manner shall constitute presence in person at such meeting. Such meetings may be partially or wholly "virtual" meetings. Prior to the commencement of any such electronic meeting, the President, on behalf of the Executive Board, shall set forth procedures for the meeting including those for voting and how voting shall be recorded.

ARTICLE VIII - EXECUTIVE BOARD AND COMMITTEE

8.1 Executive Board Attendance

Any Executive Board member who is absent from two (2) consecutive Executive Board meetings shall be informed by letter that an absence from a third consecutive meeting shall enable the Executive Committee to appoint a replacement unless prior approval for absence is granted by the president.

8.2 Executive Board Membership

The Executive Board shall consist of the Executive Committee and the Regional Directors.

8.3 Executive Board Duties

The Executive Board is authorized to handle the affairs of the Corporation between the annual Corporate Board meetings. Specific duties include but are not limited to:

1. Supervising all matters pertaining to the welfare and administration of the corporation
2. Selecting and employing an Executive Director
3. Establishing reimbursement policies for lodging, meals, mileage, and other expenses.

8.4 Executive Board Regular Meetings

The Executive Board shall meet at least quarterly and at other times when deemed necessary by the president or upon written request of fifty percent (50%) of the Executive Board's total membership.

8.5 Executive Board Special Meetings

Special meetings of the Executive Board may be called by the President, Secretary or any three members of the Executive Committee upon at least forty-eight (48) hours written or verbal notice of the time and place of each meeting, as well as a list of the item to discuss. In addition, new business may be brought up, discussed and acted upon.

8.6 Executive Board Quorum

A quorum for all meetings of the Executive Board shall consist of fifty percent (50%) of the total membership of the Executive Board.

8.7 Executive Committee

The Executive Committee shall consist of the President who shall serve as Chairman, Vice-President, Secretary, Treasurer and one (1) other member, who shall be either a Past President, or a past or current member of the Executive Board, as elected by the Executive Board. This committee shall meet at the call of the President to act for and with full authority of the Board in the transaction of business, as long as it does not affect policy, when it is not feasible to call a meeting of the entire Executive Board. The Executive Director is a non-voting member of the Executive Committee. The committee shall act on subjects requested by the Executive Director.

8.8 Electronic Meetings

When called by the President, members of the Executive Board may participate in a meeting of the Board by means of a conference telephone, video conferencing technology, or similar communication equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in such a manner shall constitute presence in person at such meeting. Such meetings may be partially or wholly "virtual" meetings. Prior to the commencement of any such electronic meeting, the President, on behalf of the Executive Board, shall set forth procedures for the meeting including those for voting and how voting shall be recorded.

ARTICLE IX - FINANCIAL PROCEDURES

9.1 Fiscal Year

The fiscal year of this Corporation shall begin on July 1 of each year and end on June 30 of the following year.

9.2 Reimbursement of Expenses

Lodging, meals, mileage, and other expenses shall be established by the Executive Board. The Executive Director may reject expenses not within the guidelines or deemed not reimbursable.

ARTICLE X - COMMITTEES

10.1 Standing Committees

The Standing Committees shall be: Executive, Finance, Nominating, Strategic Planning and Ethics.

10.2 Selection of Standing Committee Members

The President shall appoint all standing committee chairs. The president, with input from the executive board, may appoint members to standing committees.

10.3 Special Committees

The president may designate special committees and appoint chair.

10.4 Oversight, Duties, Function

The chair of each committee shall have the authority to call a committee meeting when he/she deems necessary to carry out the duties of the committee.

10.5 Committee Reports

All committees shall submit reports for board meetings

ARTICLE XI - CONFLICT OF INTEREST POLICY

11.1 Conflict Defined

A conflict of interest may exist when the interests or activities of any director, officer or staff member may be seen as competing with the interests or activities of this corporation, or the director, officer or staff member derives a financial or other material gain as a result of a direct or indirect relationship. (NOTE: For example, landlord, attorney, auditor, etc.)

11.2 Disclosure Required

Any possible conflict of interest shall be disclosed to the board of directors by the person concerned, if that person is a director the president of the corporation, or to the president, or to such person or persons as he or she may designate, if the person is a member of the staff.

11.3 Abstinance from Vote

When any conflict of interest is relevant to a matter requiring action by the board of directors, the interested person shall call it to the attention of the board of directors or its appropriate committee and such person shall not vote on the matter; provided however, any director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof.

11.4 Absence from Discussion

Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the board or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the board or committee with any or all relevant information.

11.5 Minutes

The minutes of the meeting of the board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the board of directors or its committee, excluding the person concerning whose situation the doubt has arisen.

11.6 Annual Review

A copy of this conflict of interest by-law shall be furnished to each director, officer and senior staff member who is presently serving MDHA, or who may hereafter become associated with MDHA. This policy shall be reviewed annually for the information and guidance of directors, officers and staff members. Any new directors, officers or staff members shall be advised of this policy upon undertaking the duties of such office.

ARTICLE XII - ETHICS POLICY

12.1 Ethics

It shall be the obligation of all employees, members, officers and Chapters to comply with the Articles of Incorporation, Bylaws of the Minnesota Deer Hunters Association and the Chapter Bylaws.

The President shall appoint three (3) members to comprise the Ethics Committee. The term of each appointment shall be for two (2) years. The Ethics Committee shall administer the following disciplinary procedures:

A. Complaint Procedures:

Complaints alleging a violation of the established missions, goals, purpose and code of ethics of the MDHA as stated in Article 1, Section 2 of the Bylaws shall:

1. Be submitted to the Chair of the Ethics Committee
2. Be in writing and signed by the complainant
3. State fully the specific facts relied upon in making the complaint
4. Include any written documents which support the allegations of the complaint
5. Include the article and bylaw provisions that are violated

B. Processing of Complaints

Copies of a complaint with any enclosed documents shall be sent by the Chair of the Ethics Committee to all members of the Ethics Committee who shall, under the direction of the Chair:

1. Review the complaint
2. Shall decide by majority vote one the following:
 - a. That the complaint shall be dismissed as inconsequential or frivolous because it fails to comply with the rules in the Complaint Procedure or is without merit; no further action is taken by the committee other than to notify the complainant of the decision.
 - b. That efforts shall be made to resolve the alleged violation without the necessity of a formal hearing as provided in paragraph #C herein
 - c. That the accused shall be afforded a hearing on charges in the complaint as provided in paragraph #D herein

C. Attempting to Resolve the Complaint without the Necessity of a Formal Hearing

1. The accused shall be notified in writing, certified mail return receipt requested with the following information:
 - a. The specific charges that have been filed
 - b. A copy of this complaint procedure
 - c. Be asked whether the accused wishes to contest the complaint
 - d. Other pertinent information
 - e. Be required to respond in writing, certified mail return receipt request within 30 days of the date the letter was mailed
 - f. State that if the accused does not respond that the assumption will be made by the committee that the accused does not contest the charges contained in the complaint and that the committee will act solely on the information contained in the complaint and other information obtained through other committee investigations when preparing the final recommendation.
2. The committee shall review the response, if any, and attempt to resolve the complaint, which may contain specific recommendations including but not limited to requiring a formal apology or resignation from membership by the accused.
3. If the accused contests the complaint as outlined, a formal hearing shall be offered to the accused.

D. Providing for a Hearing

The Ethics Committee shall:

1. Review and provide the accused with specific notice of the charges covering the nature and extent of the alleged violation
2. Provide information regarding the hearing to the complainant, the accused, and all Ethics Committee members
3. Ensure that the accused has a minimum of fifteen days to prepare for the hearing
4. Ensure that the site of the hearing is reasonably accessible to the accused but not necessarily the complainant
5. Conduct the hearing as provided in the current edition of Robert's Rules of Order Newly Revised insofar as possible and provided that the procedures are not in conflict with any state statutes or rules adopted by MDHA
6. Make arrangements, to record the hearing which may include but is not limited to a transcript prepared by a court reporter, audio taping or videotaping the proceedings
7. Notify the accused and the complainant that they may be represented by legal counsel at own expense
8. Emphasize the importance of the confidentiality of all proceedings
9. Have authority to seek legal or parliamentary advice as needed

E. Report of the Committee Following a Hearing

After the hearing, the committee shall, by majority vote, agree to a written report of the findings, conclusions, and decision which may include but is not limited to:

1. Exoneration of the accused
2. Require that the accused take certain remedial action failing which a further penalty will be imposed
3. Censure with or without the requirement that a formal apology be made to an aggrieved party
4. Suspend from membership for a definite period
5. Expulsion from membership

F. The committee decision may be appealed to a three (3) person panel of the Executive Board, appointed by the president.

G. Confidentiality of Proceedings

All proceedings and documents connected with any complaint shall be confidential and remained sealed at MDHA headquarters except:

1. Appropriate officers, members, and employees of MDHA shall be given such information as is necessary to effectively carry out their respective duties
2. The president or other appropriate officer of a chapter shall be notified of any action taken regarding suspension or expulsion. Any individual, including but not limited to the complainant, the accused, witnesses, ethics committee members, and staff who violates the confidentiality of the disciplinary proceedings at any time is subject to disciplinary action.

H. Conflict of Interest

Any member of the Ethics Committee who is involved in any complaint as the complainant, a witness, or the accused shall automatically be removed from the Ethics Committee for the consideration of that complaint only and a replacement shall be selected by majority vote of the remaining members of the committee.

ARTICLE XIII - CORPORATE OFFICE

13.1 Location

MDHA Office shall be located in the state of Minnesota at a place to be selected by the corporate board.

13.2 Selection of Executive Director

The president shall assemble a selection committee to aid in the selection. The Executive Board shall have the authority to select and employ an Executive Director who shall be its direct administrative representative in the management and promotion of MDHA affairs, following the selection by the Executive Board. The Executive Director shall, in the performance of his/her duties, be subject to the policies that may be adopted and the orders that may be issued by the Executive Committee. The Executive Committee shall have the authority to supervise said Executive Director and to discharge that person(s) for just cause.

13.3 Duties of Executive Director

The Executive Director shall:

1. Be responsible for the employment and supervision of personnel as required to carry out the duties of MDHA provided that such employment falls within the constraints established by the annual budget
2. Perform duties as stated in the MDHA bylaws, standing rules, and as directed by the MDHA Executive Board
3. Make available membership lists only with the express approval of the Executive Committee
4. Zealously represent and promote MDHA and its Mission

13.4 Employment Policy

An employment policy shall be established by the Executive committee.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

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

ARTICLE XV - AMENDMENT PROCEDURE

These bylaws shall be amended only at the annual Corporate Board meeting by a two-thirds (2/3) vote, provided the proposed amendment has been received in the MDHA Office no later than the close of Business on the First Monday of December. All Bylaw amendments shall be reviewed by the Executive Board which shall recommend approval or rejection to the Corporate Board, and provide written explanation for its position.

ARTICLE XVI –ENDOWMENT FUND

16.1 General Information

The Minnesota Deer Hunters Association has a rich tradition of preserving and promoting good sportsmanship, a healthy deer herd, hunting ethics, and safe hunting practices and strives to educate hunters and the general public on the values of the sport of deer hunting. The Minnesota Deer Hunters Association also strives to educate youth and give them the opportunity to experience the heritage of deer hunting. MDHA's Endowment Fund exists to promote youth education, habitat and wildlife, and the general purposes of the organization, with the principal of the Fund to be retained and the income (interest), to be used to promote those designated purposes. Distribution of interest may only take place when the Fund value exceeds one million dollars. The Fund is to receive and administer gifts, bequests, estates, insurance, memorials and other assets. The Endowment Committee oversees these Endowment Funds. MDHA recognizes that with the passage of time and changing circumstances, there may be a time when it is not feasible to utilize the Endowment Funds as they were intended. Should that situation develop, the Minnesota Deer Hunters Association, or its successors in interest, shall then be free to make such other use of the income and principal as is consistent with the purposes of the Minnesota Deer Hunters Association, in accordance with the provisions of the laws of the State of Minnesota, and, carrying out the donor's wishes. The following defines the details of the Endowment Fund.

16.2 THE COMMITTEE

The Committee shall consist of five members, all of whom shall be members of the Minnesota Deer Hunters Association (herein "MDHA") who shall serve terms of two (2) years. One (1) member of the Committee shall be the State Treasurer of MDHA. Two (2) members of the Committee shall also be Regional Directors. The final two (2) members shall be "at large" members of the general membership of MDHA, and not a member of the Executive Board. The Executive Director of MDHA shall serve as a non-voting member of the Committee.

In the event of a vacancy on the Committee, any vacancy shall be filled by an appointment from the president.

All Endowment Fund Committee members shall endeavor to maintain a high degree of communication with the Executive Board, the Executive Committee, and the members of MDHA in order to promote the purposes of MDHA.

The Committee shall elect from its membership a Recording Secretary.

The Committee shall meet at least two (2) times a year at a time fixed by the Committee, and more frequently as it may be deemed necessary for the best interests of the Endowment Fund. Special meetings may be called on five (5) days written or oral notice to members of the Committee by the Chairperson or by any two members. Each member is charged with knowledge of the contents of the minute book of such meetings. If all members are present, consent in writing to the minutes by a member of the Committee shall constitute his/her approval of the action reflected in the minutes and taken at the meeting and shall have the same force and effect as though he/she had been present and voting at the meeting reflected by the minutes.

A quorum shall consist of three (3) members. The affirmative vote of a majority present and voting shall carry any motion or Resolution.

The Committee may establish written Rules and Regulations as may be necessary for the conduct of its business, consistent with the purposes of the Endowment Fund.

The Committee shall maintain accounts with such financial institutions as it may by Resolution authorize and determine. The Treasurer and either the Chairperson or the Recording Secretary of the Committee shall execute all checks and other documents transferring or expending any funds or assets in the Endowment Fund.

The Committee may ask other members of MDHA to serve as advisory members and may employ, at the expense of the Endowment Fund income, such professional counseling on investments and legal matters as it deems to be for the best interest of the Endowment Fund.

The Committee shall maintain complete and accurate books of accounts and may employ such professional help as it deems necessary in this connection.

The Recording Secretary shall maintain complete and accurate minutes of all meetings of the Committees and supply a copy thereof to all members within 30 days after any meeting. Each Committee member shall keep a complete copy of these minutes and deliver them to his or her successor.

The Chairperson or member designated by the Chairperson shall preside at all committee meetings.

No member of this Committee shall engage in any self-dealing or transactions with the Endowment Fund in which the member of the Committee has direct or indirect financial interest and shall at all times refrain from any conduct in which his/her personal interest would conflict with the interest of the Endowment Fund.

16.3 COMMITTEE DUTIES

The Committee shall investigate ways in which the Endowment Fund income can best be used. The Committee annually at each Corporate Meeting shall render a full and complete account of the administration of the Endowment Fund during the preceding year.

The Committee may receive funds through gifts, memorials, bequests, wills, estates, etc. from any individual or corporation or organization or from any other source in cash or in other property acceptable to them. All funds and property shall be maintained separate, distinct and independent from the funds and property otherwise belonging to MDHA.

The Committee may commingle the funds and property of the Endowment Fund, and administer such funds as a single fund

The Committee is to inform the members of MDHA of the purposes of the Endowment Fund and shall promote and educate the members of MDHA on the benefits of the Endowment Fund.

16.4 COMMITTEE POWERS

The Committee is hereby authorized to have and exercise on behalf of MDHA the following:

1. To receive the income, profits, rents, and proceeds of the Endowment Fund and to collect and receipt for the same, and pay all administrative and necessary expenses in connection with it. All such expenses are to be paid from the Endowment Fund income.
2. To purchase, retain, or acquire stocks, bonds, notes or other securities or any other variety of real or personal property for income to the Endowment Fund.
3. To make, execute and deliver all instruments necessary or proper for the accomplishment of the purposes of the Endowment Fund, including deeds, bills of sales, transfers, leases, mortgages, assignments, conveyances, contracts, purchase agreements, waivers, releases and settlements.
4. To determine what is principal and what is income according to generally accepted accounting procedures.
5. To hold investments in the name of the Minnesota Deer Hunters Association Endowment Fund on behalf of MDHA and to sign checks and all other necessary documents on behalf of MDHA and furtherance of the Endowment Fund purposes.

6. To employ and reasonably compensate from the Endowment Fund income, accounts, agents, and attorneys to assist and advise in the execution of the Endowment Fund, without liability for their omissions, or neglect, but reasonable care in their selection, and to rely on the advice of the person so employed.
7. The Committee shall not be liable for any losses that may be incurred upon investments of the Endowment Fund except to the extent that such losses shall have been caused by bad faith or gross negligence of the Committee members. No members shall be personally liable as long as he or she acts in good faith and with ordinary prudence in discharging the duties of the office. Each Committee member shall be liable only for his or her own willful misconduct or omissions in bad faith. No Committee member shall be liable for the acts or omissions of any other Committee member, or of any accountant, agent, attorney or custodian selected with reasonable care.
8. The Committee members shall not receive any compensation, but may be reimbursed from the income of the Endowment Fund for expenses reasonably incurred.

16.5 THE MINNESOTA DEER HUNTERS ASSOCIATION (MDHA)

1. MDHA may, upon recommendation by the Committee, decide when and if any Endowment Fund principal, or corpus, shall be used and then only if voted on and approved by a two-thirds (2/3) majority vote of those present at a legally called meeting of the MDHA, and further only if the corpus or principal is ever needed due to a catastrophe or dire emergency.
2. The Committee shall supply MDHA with sufficient information to make the best use of the Endowment Fund according to its purposes.
3. This Endowment Fund Resolution may not be altered or amended except by a two-thirds (2/3) of the weighted vote of the members present at the Corporate Meeting of MDHA, or at a special meeting called specifically for the purpose of amending this Resolution.

16.6 TAX EXEMPTIONS

1. Any gifts given to the Endowment Fund, as well as all income derived therefrom, shall be exclusively for religious, charitable, and educational purposes within Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

This Endowment Fund is created and shall be operated exclusively for the purposes of MDHA. No part of the income or property of this Endowment Fund shall inure to the benefit of or be distributable to any member, director, or officer of MDHA or to any other private person, except that the Committee is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No part of the activities of the Endowment Fund shall be the carrying on of propaganda or otherwise attempt to influence legislation and it shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the Endowment Fund Committee shall (a) not carry on any activities not permitted to be carried on by an entity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or (b) do any act which would render contributions to the Endowment Fund non-deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

2. This Endowment Fund may be dissolved in accordance with the State of Minnesota. Upon dissolution of this Endowment Fund, and after payment of all liabilities, obligations, costs, and expenses incurred by this Endowment Fund, any remaining assets shall be distributed to such entities organized and operated exclusively for one or more purposes described in Sections 170(c) (2) and 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.