

BYLAWS
of
THE IOWA DIVISION OF THE
IZAAK WALTON LEAGUE OF AMERICA, INC.

Last amended April 23, 2022

Proposed Bylaws January 31, 2026 – change By-Laws to Bylaws throughout.

Using Article and Number for sections. Anything in blue font is new, red strike through get rid of or change.

1. NAME

ARTICLE 1 - Name

1.1 The name of this organization shall be The Iowa Division of the Izaak Walton League of America, Inc.

1.2 Throughout this document, The Iowa Division of the Izaak Walton League of America, may also be recognized simply as the Iowa Division.

2. OBJECTIVES

ARTICLE 2 - Objectives

The general objects of this organization are those set out in the Bylaws of The Izaak Walton League of America, Inc. The Iowa Division's special objective shall be the preservation and restoration of the natural resources across the State of Iowa and to promote, directly and through Chapters, true sportsmanship, community and the broad principles of practical conservation.

3. MEMBERSHIP

ARTICLE 3 – Membership

(Please also refer to Section 4 Members of the National Bylaws)

3.1 Section 1: Membership is open to any and all individuals who support the goals, policies and bylaws of The Izaak Walton League of America and the Iowa Division.

3.2 No person shall, on the grounds of race, color, gender, religion, national origin, age or handicap, be excluded from participation in, or be subject to discrimination in any program or activity.

3.3 Section 2: Every chapter of the Izaak Walton League of America in the State of Iowa shall be eligible to membership in the Iowa Division upon compliance with provisions of these Bylaws herein provided for or hereafter adopted and with those of The Izaak Walton League of America.

3.4 Section 3: The qualification for membership of the chapters in this Division shall be that each chapter shall be organized under and governed by the Bylaws of this Division, and of the Izaak Walton League of America, Inc, and shall be incorporated as an Iowa

corporation not for profit, and its members shall annually pay the dues fixed by the Bylaws.

Section 4 - **Chapter Dissolution:** Whenever a chapter becomes inactive or ceases to operate and function as a chapter of the Izaak Walton League of America, all funds' cash and property, real or personal, of such chapter shall be applied and transferred in accordance with the Articles of Incorporation and Bylaws of the Izaak Walton League of America, Inc. now in effect or as they may be amended,

Section 5: A chapter may dissolve and wind up its affairs upon the adoption of a resolution to dissolve and finalize its affairs at a meeting duly called and held by which a 2/3 vote of the chapters' membership present at said 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 and prior to any duly called meeting for adopting of a resolution for dissolution the Iowa Division shall be notified. Upon approval, all Chapter assets will be disposed of in accordance with Article **III 3** Section 4.

4. MEETINGS

ARTICLE 4 - Meetings

Section 1: The legislative body of the Iowa Division shall be those members who are authorized to vote at the State Convention collectively referred to as the "Convention". The Convention shall convene annually during the month of June or some other date mutually agreed to and voted on by the Convention, in such place as may be designated by the Convention or the Iowa Division Board of Directors in the event the Convention fails to act.

Section 2: Special meetings may be called by the President or shall be called upon by the written request of five (5) members of the Board of Directors and shall be held after not less than five (5) days written notice.

Section 3: Each chapter shall be entitled to representation at all meetings of the division by delegates from its members upon the following basis: any chapter having one (1) or more members in good standing shall be entitled to one (1) delegate and one (1) additional provided it has not less than fifty-one (51) such members, and one (1) additional delegate for each hundred (100) additional such members for the purpose of determining the number of such delegates only those members shall be counted who were in good standing on the 31st day of December immediately prior to said convention, whichever is the greater numbers. Each chapter shall be entitled to one (1) alternate for each delegate it is entitled to but the alternate will be ineligible to vote except in the absence of a voting delegate.

Section 4: Delegates to be entitled to recognition in any annual or special meeting of this division must have been notified as such to the Secretary of the Division by the Chapter Secretary not less than Five (5) days before the date of such meeting.

Section 5: Accredited delegates representing each chapter who are present at any meeting of a convention shall have the power to cast the full vote to which their chapter is entitled. There shall be no voting by proxy.

Section 6: A roll call on any question before the convention shall be taken upon request of one or more delegates from five (5) chapters. Fifteen duly accredited delegates shall constitute a quorum at annual or special meetings, provided not less than five (5) chapters are represented.

Section 7: **State and National** Directors who are not delegates of a chapter will have one vote as a delegate at the state convention; they must be present.

5. MANAGEMENT

ARTICLE 5 – Management

Section 1: The management of the Iowa Division shall be vested in a Board of Directors consisting of a President, three (3) Vice Presidents, the Secretary, and the Treasurer, the latest retiring Division President, and a minimum maximum of nine (9) District (State) Directors, and all National Directors. All Directors will be assigned Chapters by the State President

Section 2: The Board of Directors shall fill any vacancy that may occur between Conventions in any of the offices of this organization.

Section 3: Terms of Office:

- (a) Officers shall be elected for a term of one (1) year. The maximum duration of office held by any officer is not to exceed three consecutive terms.
- (b) The District (State) Directors shall be elected for terms of two (2) years. Their terms shall be arranged such that as nearly as possible, one-half expire each year.

6. Duties of Board of Directors and officers

ARTICLE 6 - Duties of Board of Directors and Officers

Section 1: The Board of Directors shall constitute the governing body and shall have general control over the management of the affairs and funds of the Iowa Division.

Section 2: Board Meetings:

- (a) The Board of Directors may meet within 30 days after the annual convention for the purpose of transacting such business as may be necessary in preparation for the National Convention.
- (b) The Board of Directors shall meet between each convention on a quarterly basis at a minimum.
- (c) Other meetings may be called by the President on his/her own initiative, or shall be called upon by the request of five (5) members of the Board of Directors, five (5) days' notice of special meetings shall be given.

- (d) Meetings may be conducted in person, via electronic means, or a combination thereof.
- (e) When the Board of Directors cannot meet face-to-face or via electronic means, a vote may be registered via phone call, email, or using on-line meeting services. Such decisions shall be documented by the Secretary and distributed to the Board of Directors and Officers as part of that meetings minutes.
- (f) **A simple majority of Board members is needed for a quorum, in order to conduct official Iowa Division business.**

(President)

Section 3:

- (a) It shall be the duty of the President to preside at meetings of the Board of Directors, the opening of the State Convention and so long as the Convention Rules may require. The President shall be the executive head of the Division with full power to enforce the provisions of the Bylaws and the mandates of the Convention. The President shall appoint all necessary committees not otherwise provided for in the Bylaws and approve current overhead expenditures. The President may at any time appoint any special committees that may be necessary to most advantageously aid in carryout the objectives of the Iowa Division. The President shall serve as a National Director during their term of office as Division President. The President is an ex-officio member of all committees, with the exception of the Nominating Committee.
- (b) The President of the Iowa Division may employ such secretarial help or other employees at such time as funds are available when authorized to do so by the Board of Directors,

(Vice Presidents)

Section 4:

- (a) The First Vice President shall have the duty, in the absence of the President, to preside and perform such duties as ordinarily pertain to the President and other duties as may be prescribed by the Board of Directors and President. In addition, this position is the primary administrator of the Divisions Investment Committee, assisting the Treasurer in that capacity.
- (b) The Second Vice President shall have the duty, in the absence of the First Vice President and the President to preside and perform such duties as ordinarily pertain to the First Vice President and President, and such other duties as may be prescribed by the Board of Directors and President. In addition, this position is the primary administrator of the Division membership, working with the National and Chapter MDR's to provide status and trends by Chapter and providing regular reports to the Board of Directors
- (c) The Third Vice President shall have the duty, in the absence of the First Vice President, Second Vice President and the President to preside and perform such duties as ordinarily pertain to the First Vice President, Second Vice President and President and such other duties as may be prescribed by the Board of Directors and President. In

addition, this position is the primary administrator of Youth Programs (if established) and of the Bylaws of the Iowa Division

(Secretary)

Section 5: The Secretary shall keep an accurate record in permanent form of all business transacted at the annual State Convention and at meetings of the State Division and at all special meetings called by the President or the Board of Directors, and shall serve as coordinator of resolutions passed by delegates at annual State Convention, and such other duties as may be assigned by the President and/or Board of Directors.

(Treasurer)

Section 6: It shall be the duty of the Treasurer to receive all monies accruing to the Division, to deposit such funds as hereinafter prescribed and to account for same to this Division at its annual meeting and at any other time upon request of the President or Board of Directors. The Treasurer shall make all financial records available for audit every year or upon request of the Board of Directors. The Treasurer shall be responsible for paying, from the Division accounts, all monthly recurring expenses in a timely manner. The Treasurer is responsible for paying, from the Division's accounts, all non-recurring expenses, at the direction of the Board of Directors. All disbursements of Division funds shall be signed by the Treasurer or designee or paid by debit cards issued to any Division Officer. The Treasurer shall account for all debit card expenditures. The Treasurer shall be the Chairperson of the Finance Committee if one is established. The Treasurer shall be bonded and const of such bond shall be the responsibility of the Division. Upon the Treasurers retirement from office the Treasurer shall turn over to the new Treasurer or to the President, all funds and property in the Treasurers possession belonging to this Division, and shall perform such other duties as ordinarily pertain to the office, or as further provided herein. The outgoing Treasurer shall remain in office until the Treasurer's successor shall qualify by an approved bond,

(National Directors)

Section 7: National Directors of the Izaak Walton League of America that are entitled to be elected by the Iowa Division shall be in accord with the proper Articles of the National and Iowa Division Bylaws dealing on this subject.

(Nominations and Elections)

Section 8:

(a) It shall be the duty of the President to appoint a nominating committee, consisting of at least three members, no two of which shall reside in the same (State) Director District, nor be from the same Chapter, at least sixty (60) days prior to the date of the Annual Convention. The duty of such committee shall be to place in nomination candidates for the elective offices of the Iowa Division, including Officers, State Directors and National Directors from Iowa. The committee shall provide a report listing their recommended nominees no later than 30 days prior to the Annual Convention. Members of the nominating committee are not barred from becoming nominees for offices themselves. In doing so, that member must resign from the committee prior to deliberations or votes of the committee.

- (b) Nominations may also be made from the floor at the convention.
- (c) All nominees shall be members in good standing having paid their current chapter, Iowa Division and National dues. Nominees shall have declared their willingness to accept the obligations of the offices for which they are being nominated.
- (d) The election of all Officers and Directors of the Iowa Division shall be a majority vote at the Annual Convention. In the event the Convention fails to nominate or elect a Director or an Officer, the State Board of Directors and Officers shall seek and make the appointment as provided for in Article 5, Section 2.

ARTICLE 7 - Annual Dues

The annual membership dues shall be the total of the dues payable to the National Organization, plus the Division dues in the amount fixed by the Board of Directors of the Iowa Division, plus the Chapter dues as fixed by the local chapter.

ARTICLE 8 - ~~General Rules~~ Financial Rules

Section 1 - **Investment Committee:** All the funds of this Division shall be deposited in the name of the Iowa Division of the Izaak Walton League of America in such bank(s) or institution(s) authorized by the Iowa Division Board of Directors.

An Investment Committee shall be established and its membership to consist of the President, Treasurer, First Vice President and two additional members approved by the Board of Directors. The Investment Committee shall develop an investment policy that shall be reviewed annually with the Board of Directors.

Section 2 - **Audit:** A thorough biennial audit shall be made by a certified independent public accountant retained by the Board of Directors; the cost of which audit will be borne by the Iowa Division. The audit report shall be presented to the Board of Directors.

Section 3- **Disbursement of Funds:** All disbursements of the funds of this Division shall be drawn upon its deposit accounts, after such payments have been approved by the Treasurer and any Officer of this Division whose name is on file at the bank,

Section 4 - **Bond:** Any person having charge or control of the funds of this Division shall give such bond as may be required by the Board of Directors for the safe custody of the funds of this Division, the cost of the bond to be borne by this Division.

Section 5 - **Forfeiture:** Any Chapter whose connections with the Iowa Division shall be severed, or any member whose connections may be severed, or shall terminate by nonpayment of annual dues, shall forfeit all rights to or interest in funds or other property, real or personal, belonging to the Chapter, the Division, and the National Organization.

Section 6 – **Life Members:** National 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.

ARTICLE 9 - General Rules

The proceedings of the Iowa Division, its Board of Directors, and its Committees, shall be governed by and conducted according to the latest edition of Roberts Manual of Parliamentary Rules, except as otherwise provided.

ARTICLE 10 - Amendments

These Bylaws may be amended at any Annual or special Convention of the Iowa Division by a majority of the votes represented at the meeting, provided that notice of such proposed amendment has been given in writing to each Chapter Secretary at least forty-five (45) days prior to said Convention,

ARTICLE 11 - Previsions not otherwise covered

In all cases where subjects are not covered by these Bylaws, the Articles of Incorporation and Bylaws of the National Organization, the Izaak Walton League of America, shall govern.

Previous recorded Constitution amendments:

As Amended: Jan. 29,'62; Jan.17,'65; June 2,'73; June 2,'84; June 4,'88; June3,'89; June 9,'91; June 4,'94; June 1, 2002; June 7, 2003; April 26, 2008; April 25, 2009, April 26, 2014

Previous recorded By-Laws amendments:

As Amended: Jan, 29,'62; Jan, 17,'65; June 2, '73; June 2,'84; June 4,'88; June 3,'89; June 9,'91; June 4,'94; June 1, 2002; June 7, 2003; April 26, 2008; April 25, 2009, April 26, 2014, Constitution and By-Laws combined and amended April 24, 2021, April 23, 2022