



CONSTITUTION

AND

BYLAWS

JUNE 2020

ONTARIO FEDERATION OF ANGLERS AND HUNTERS

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CONSTITUTION

For the purposes of the interpretation and application of the Constitution and Bylaws, the singular includes the plural, and the masculine includes the feminine where the context permits, or requires.

The following is an extract from the Letters Patent, showing the Purposes and Objects, etc., of the Ontario Federation of Anglers and Hunters:

- a) To promote the formation of associations of anglers and hunters and to coordinate and further the effects of such associations toward the conservation of fish and game;
- b) To promote and support scientific research and general investigation of problems relating to fish and game and their conservation;
- c) To promote and support proper measures for the conservation of game and fish and for the regulation of the taking and hunting of fish and game in a sportsmanlike manner;
- d) To cooperate with other societies or individuals in the conservation of all wildlife; and
- e) To do all such other things as are incidental or conducive to the attainment of the above objects.

AND IT IS HEREBY ORDAINED AND DECLARED THAT:

1. The subscribers to the Memorandum of Agreement of the Federation/Corporation shall be the first members, and the Federation/Corporation shall consist of the subscribers and of those who shall hereafter be duly elected as members of the Federation/Corporation in accordance with the bylaws and regulations from time to time in force;
2. The interest of a member in the Federation/Corporation shall not be transferable, and shall lapse and cease to exist upon the death of such member or when such member shall cease to be a member by resignation or otherwise in accordance with the bylaws and regulations from time to time in force;
3. The Directors of the Federation/Corporation shall constitute the Committee of Management of the Federation/Corporation;
4. The Directors may, from time to time, make bylaws and regulations, not contrary to law or any provision of the Letters Patent, supplementary Letters Patent, if any, applicable law and, from time to time, amend, vary or repeal the same, respecting:
 - a) The admission, renewal or suspension of members and the election, appointment, or removal of Directors, Trustees, and Officers;
 - b) The time and place of holding and the calling of meetings of Members, Trustees, and Directors, and the requirements as to proxies and the procedure at and the conduct of such meetings;
 - c) The payment of Officers and Employees; and
 - d) The control, management, and conduct of the affairs of the organization.
5. Every bylaw and regulation and every repeal, amendment, modification and variation shall replace, exclude, and modify the regulations set out in Form 4 in the Schedule to the Companies Act, save that in any matters covered by such Form 4 and not provided for in the Federation/Corporation's bylaws, regulations and amendments, the regulations and provisions of the said Form 4 shall apply and be in force, but all such matters which, after the passing of the Federation/Corporation's first bylaws and regulations, may be left to be governed by such Form 4, may be varied, amended, excluded, or modified by any bylaws or regulations;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that the said Federation/Corporation shall be carried on without the purpose of gain for its members, and that any profits or other accretions to the Federation/Corporation shall be used in promoting its objects.

BYLAWS

- 1) The Ontario Federation of Anglers and Hunters (hereinafter called the Federation/Corporation) will be an organization of anglers, hunters, and conservationists who support its aims and objectives as set out in the Constitution. Membership or other fees will be set from time to time by the Board of Directors of the Federation/Corporation.
- 2) **HEAD OFFICE OF THE FEDERATION/CORPORATION**
The Federation/Corporation will maintain an office in the Province of Ontario.
- 3) **SEAL**
The Seal, an impression of which is affixed hereto, shall be the Seal of the Federation/Corporation.
- 4) **FEDERATION/CORPORATION**
 - a) The affairs of the Federation/Corporation shall be conducted by a Board of Directors consisting of the President and not more than 41 Directors, all of whom must be members in good standing of the Federation/Corporation, duly elected as hereinafter set forth. (Members in good standing must have twelve (12) months of consecutive membership, and be 18 years of age and older, according to the records held at the Federation/Corporation's head office);
 - b) Each member of the Board of Directors shall have one (1) vote on each and every item of business coming before the Board, according to Robert's Rules of Order;
 - c) The President of the Federation/Corporation shall act as Chair of all meetings of the Board of Directors and of the Annual General Meeting and of all other General or Special Meetings of the Federation/Corporation;
 - d) All motions, resolutions, and other business of the Federation/Corporation to be adopted or decided by the Board of Directors, shall be deemed carried or determined when supported by not less than two-thirds (2/3) of the Directors lawfully present and otherwise entitled to vote upon the question at any meeting of the said Board. Elections shall be deemed carried or determined when supported by the majority of the Directors lawfully present and otherwise entitled to vote;
 - e) The Officers of the Federation/Corporation shall be elected by the Board of Directors from among those duly nominated for each such office at the Annual Board of Directors' Meeting;
 - f) Questions of procedure at any meeting of the Federation/Corporation, its Board of Directors, its Zones, or Committees shall be settled in accordance with the procedures prescribed by Robert's Rules of Order;
 - g) The Board of Directors shall include three (3) Directors from each Zone, duly elected by the members of each of the nine (9) Zones of the Federation/Corporation as hereinafter provided, together with the President, First Vice President, Second Vice President, Treasurer, the two immediate Past Presidents, and not more than four (4) Directors-at-Large and five (5) Provincial Directors-at-Large, elected as hereinafter provided;
 - h) Each Zone shall, at its Annual Zone Meeting, elect five (5) Officers (using either MODEL 1 or MODEL 2, below), three (3) of whom shall be designated as Directors of the Federation/Corporation. The said Directors shall serve for a term of one (1) year or until their successors are duly elected. The Zone elections shall be undertaken in accordance with the sequence and process specified in Appendix B, which is adopted hereto as part of the subject Bylaws.

The positions shall be as follows:

MODEL 1 – Zone Officers (to be elected):

1. Chair (and Director);
2. 1st Vice Chair (and Director);
3. 2nd Vice Chair (and 1st Alternate Director);
4. Secretary/Treasurer (and Director);
5. 2nd Alternate Director.

MODEL 2 – Zone Officers (to be elected):

1. Chair (and Director);
2. 1st Vice Chair (and Director);
3. 2nd Vice Chair (and 1st Alternate Director);
4. 3rd Director;
5. Secretary/Treasurer (and 2nd Alternate Director).

Each Zone is to select which model will be adopted and implemented for that specific Zone. The members of each Zone shall make such determination, by vote, immediately prior to the election process. (Ontario resident members shall become eligible to be elected as a Director, Alternate Director, Zone Officer, or Provincial Director-at-Large after completion of at least twelve (12) consecutive months of membership in the Federation/Corporation, which membership must occur immediately prior to and at the time of election. Such Ontario resident member must be a member in good standing at the time of the actual election.)

- i) Directors-at-Large, not exceeding four (4) in number at any one time, shall each be nominated by an Officer or Director of the Federation/Corporation by delivering such nomination, in writing, to the head office of the Federation/Corporation not less than thirty (30) days prior to the Annual scheduled meeting of the Board of Directors, said time to run from the date of actual receipt of such nomination at said head office, and said Directors-at-Large shall then be elected by a majority vote of the Directors at the Annual meeting of the Board of Directors (see 4 d), page 2), to serve a two-year term until the next Annual General Meeting of the Board of Directors two years hence;
- j) From among the duly elected members of the Board of Directors, the Directors shall, at the Annual Meeting of the Board of Directors of the Federation/Corporation, by secret ballot, elect the Officers of the Federation/Corporation. A person holding the position of President, 1st Vice President or Treasurer shall be deemed to be a Director for the purposes of this process and eligible for election or reelection to any of these posts. To be eligible for nomination as President, 1st Vice President or 2nd Vice President, the candidate must have attained a minimum of 12 (twelve) consecutive months of service on the Board of Directors immediately prior to the nomination. To be eligible for nomination as Treasurer of the Corporation, the Board member must have served at least 60 (sixty) consecutive months as a member of the Board immediately prior to his/her nomination;
- k) In the event the Director elected by the Board of Directors to serve as President, 1st Vice President, or Treasurer of the Federation/Corporation is a Director duly elected by a Zone at its Annual Meeting, then immediately upon such Director assuming the office of President, 1st Vice President, or Treasurer, the vacant Zone position shall be filled according to bylaw section “Vacancies: Zone Directors” (page 4);

- l) The Board of Directors may, at a regularly scheduled or specially called meeting of the said Board, remove or suspend a Director of the Federation/Corporation from office if, after due and careful consideration, it is the decision of the said Board that the said Director acted in a manner contrary to the Constitution, bylaws, objectives, and/or policies of the Federation/Corporation. The determination shall be in conformity with the process prescribed in the bylaws of the Federation/Corporation, as per Schedule B, *the Code of Conduct for Board of Directors, Past Presidents and Advisory Committee Members*. The Board shall, prior to any decision or resolution or motion dealing with the removal of such Director, provide to such person a reasonable opportunity to show cause why the said Director should not be removed from office. Any decision may be subject to reconsideration if any new evidence, information, or material is provided and/or the circumstances merit such reconsideration. The Board of Directors is granted the authority and power to suspend a Director, for such periods of time as the Board determines and said authority includes the right and ability to impose an interim suspension, as the Board determines in its discretion;
- m) Provincial Directors-at-Large not exceeding five (5) in number at any one time, may each be nominated by a nominating committee, or by twenty-five (25) members in good standing, in writing. The deadline for such nominations shall be established by the Board of Directors from time to time. Election shall be by mail-in ballot or online, by a deadline, and in a method prescribed by the Board of Directors. The President shall appoint the nominating committee Chair from the Board of Directors; the Chair shall then select from other Directors to round out the five-person nominating committee.

The term of office for Provincial Directors-at-Large shall be two years, and run from the Annual General Meeting to the Annual General Meeting two years hence.

Not more than two residents of any one Zone may be elected at any given time for Provincial Directors-at-Large.

5) VACANCIES: PROVINCIAL DIRECTORS-AT-LARGE

Should any vacancy occur in the Board of Directors by reason of death, resignation, disqualification, retirement, or from any other cause, of a Provincial Director-at-Large, the next eligible nominee, based on the order of the election results, shall fill the vacancy.

VACANCIES: DIRECTOR-AT-LARGE

Should any vacancy occur in relation to a Director-at-Large, arising from reason of death, resignation, disqualification, retirement, or for any other cause, the vacant position can be filled by nomination of a candidate by an Officer or Director of the Federation/Corporation, in writing, to the head office of the Federation/Corporation not less than thirty (30) days prior to a regular scheduled or Annual meeting of the Board of Directors. Said candidate shall then be elected by a majority vote of the Directors at the regular scheduled or Annual meeting of the Board of Directors (see 4d), page 2), to serve for the remainder of the two-year term. In the event a majority vote is not achieved on two consecutive attempts, then the said candidate is disqualified from the election process for the period of twelve (12) months.

6) VACANCIES: ZONE DIRECTORS

Should any vacancy occur in relation to a Zone Director, arising from reason of death, resignation, disqualification, retirement, or for any other cause, the vacant position shall be filled, dependent on the Model adopted by the said Zone. If the vacant position(s) are not filled, and no one within the existing Zone Executive agrees to accept the vacant position, the Zone Executive may appoint a replacement from any member in good standing of the said Zone. An appointee shall retain the office for the balance of the term of the subject position. If no replacement can be found or located (within 60 [sixty] days of the vacancy being created) within the subject Zone, the Board of Directors has the authority to then name a replacement member of the subject Board of Directors for that specific Zone.

MODEL 1:

If Zone Chair (& Director) position vacant:

1st Vice Chair (& Director) moves to Chair (& Director);
2nd Vice Chair (& 1st Alt. Director) moves to 1st Vice Chair (& Director);
2nd Alt. Director moves to 2nd Vice Chair (& 1st Alt. Director);
Zone Executive appoints new 2nd Alt. Director;
Secretary/Treasurer (& Director) remains as is.

If Zone 1st Vice Chair (& Director) position vacant:

2nd Vice Chair (& 1st Alt. Director) moves to 1st Vice Chair (& Director);
2nd Alt. Director moves to 2nd Vice Chair (& 1st Alt. Director);
Zone Executive appoints new 2nd Alt. Director;
Secretary/Treasurer (& Director) remains as is.

If Zone 2nd Vice Chair (& 1st Alternate Director) position vacant:

2nd Alt. Director moves to 2nd Vice Chair (& 1st Alt. Director);
Zone Executive appoints new 2nd Alt. Director;
Secretary/Treasurer (& Director) remains as is.

If Zone Secretary/Treasurer (& Director) position vacant:

2nd Vice Chair (& 1st Alt. Director) moves to Secretary/Treasurer (& Director);
2nd Alt. Director moves to 2nd Vice Chair (& 1st Alt. Director);
Zone Executive appoints new 2nd Alt. Director.

If Zone 2nd Alternate Director position vacant:

Zone Executive appoints new 2nd Alt. Director.

MODEL 2:

If Zone Chair (& Director) position vacant:

1st Vice Chair (& Director) moves to Chair (& Director);
2nd Vice Chair (& 1st Alt. Director) moves to 1st Vice Chair (& Director);
3rd Director remains as is;
Zone Executive appoints new 2nd Vice Chair (& 1st Alt. Director);
Secretary/Treasurer (& 2nd Alt. Director) remains as is.

If Zone 1st Vice Chair (& Director) position vacant:

2nd Vice Chair (& 1st Alt. Director) moves to 1st Vice Chair (& Director);
3rd Director remains as is;
Zone Executive appoints new 2nd Vice Chair (& 1st Alt. Director);
Secretary/Treasurer (& 2nd Alt. Director) remains as is.

If Zone 2nd Vice Chair (& 1st Alternate Director) position vacant:

Zone Executive appoints new 2nd Vice Chair (& 1st Alt. Director);
3rd Director remains as is;
Secretary/Treasurer (& 2nd Alt. Director) remains as is.

If Zone 3rd Director position vacant:

2nd Vice Chair (& 1st Alt. Director) moves to 3rd Director;
Zone Executive appoints new 2nd Vice Chair (& 1st Alt. Director);
Secretary/Treasurer (& 2nd Alt. Director) remains as is.

If Zone Secretary/Treasurer (& 2nd Alternate Director) position vacant:

Zone Executive appoints new Secretary/Treasurer (& 2nd Alt. Director).

7) POWER TO MAKE APPOINTMENTS

The Board of Directors shall reaffirm, modify, or endorse the actions of the Executive Committee. The Executive Committee has the power to appoint, hire, or replace the Executive Director/Secretary as it deems necessary in order to properly conduct the business of the Federation/Corporation.

8) DIRECTORS' ANNUAL MEETINGS

The Directors shall meet at least three (3) times a year, exclusive of any Annual Directors' Meeting, at such time and place as may be decided from time to time.

The Directors shall meet annually, preceding or in conjunction with the Annual General Meeting and Conference, to elect Officers, make appointments, and to generally handle all other necessary business.

9) DIRECTORS' POWER

The Directors shall exercise all of the powers of the Federation/Corporation, as prescribed herein or required to be exercised by the Federation/Corporation endorsed in general meeting, or otherwise as expressly directed by Statute.

10) DIRECTORS' QUORUM

Twenty-one (21) Directors of the Federation/Corporation present shall form a quorum for the transaction of business at Directors' meetings.

11) ANNUAL GENERAL MEETING & CONFERENCE

The Annual General Meeting and Conference of the Federation/Corporation shall be held between March 1 and the end of May in each year, at such time and place as the Directors may decide, provided herein that the subject Annual General Meeting shall be undertaken with at least thirty (30) days' written notice provided thereto to the members of the subject Federation/Corporation.

For the purpose of providing any notice to any member, Director or Officer for any meetings or otherwise, the address of the member, Director or Officer shall be their last address shown as recorded on the books of the Federation/Corporation. Mailing to such address as recorded on the books of the Federation/Corporation shall be deemed to be effective notice of any meeting of the subject Federation/Corporation. No error or omission in providing notice of any annual or general meeting shall deem such meeting to be invalid. Any member at any time may waive notice of any meeting and may proceed to ratify, approve, or confirm any resolution taken at such meeting.

12) FISCAL YEAR

The fiscal year of the Federation/Corporation shall terminate on the 31st day of December in each and every year.

13) PROTECTION OF DIRECTORS AND OFFICERS

i) Limitation of Liability

No Director or Officer of the Federation/Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for any loss, damage, or expense happening to the Federation/Corporation through the insufficiency or deficiency of Title to any property acquired by order of the Board for or on behalf of the said Federation/Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Federation/Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or negligent act of any person with whom any of the monies, securities, or effects of the Federation/Corporation shall be deposited, or for any loss arising by any error of judgment or oversight on his or her part, or for any loss, damage, or misfortune whatsoever which shall happen in the execution of the duties of his or her office in or in relation thereto unless the same occur by his or her own willful default and liability as otherwise prescribed by Applicable Statute or otherwise in accordance with Applicable Law.

- ii) **Indemnity**
Subject to the Corporations Act (Ontario), every Director and Officer of the Federation/Corporation and his or her heirs, executors and administrators and his or her estate shall be indemnified and saved harmless out of the funds of the said Federation/Corporation in relation to and against:
 - a) All costs, charges, and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit, legal proceeding, or arbitration, administrative tribunal proceedings, or otherwise that is brought, commenced, or persecuted against him or her in respect of any act, deed, error, or omission, or any matter, or thing whatsoever undertaken by him or her within the context of the execution of the duties of their office provided same are undertaken in good faith, and do not constitute a violation of any applicable law; and
 - b) All other costs, charges and expenses that may be sustained or are sustained or incurred in or about or in relation to the affairs of the Federation/Corporation except such costs, charges, or expenses which are specifically identified by Statute to be his or her individual liability.
- iii) **Validity of Actions**
No act or proceeding of any Director or member of the Board of Directors, or of the Board collectively, shall be deemed invalid or ineffective by reason of the subsequent determination of any irregularity, error, or omission, in regard to any act or proceeding in relation to the Board of Directors, if undertaken in good faith and in the ordinary course of business of the said Federation/Corporation.
- iv) Subject to the Corporations Act, the Federation/Corporation may purchase and maintain such insurance for the benefit of any person entitled to be indemnified by the Federation/Corporation pursuant to the provisions herein and the Board may purchase such insurance with appropriate coverage from time to time as the Board of Directors deems appropriate.
- v) The Federation/Corporation is granted the authority and allowed to enter into any indemnity Agreement with any specific Director or Officer in order to give full force and effect to the terms and provisions in relation to protection and indemnity as specified herein.
- vi) **Directors Reliance**
Directors may rely upon the accuracy of any statement found in any report prepared by the auditors of the Federation/Corporation and shall not be responsible or held liable for any loss or damage arising from any matter in relation to such statement or report, and may prima facie rely upon such information within the context of the conduct of their duties.

14) QUORUM AT ANNUAL GENERAL MEETING

The Quorum for the transaction of business at all Annual General Meetings of the Federation/Corporation shall consist of not less than thirty (30) members.

15) VOTING AT ANNUAL GENERAL MEETING

Voting at all Annual General Meetings shall be by paid-up members in good standing and Honorary Life Members.

EXECUTIVE COMMITTEE

An Executive Committee shall be composed of the following members:

The President of the Federation/Corporation	1
Both Vice Presidents	2
Two Immediate Past Presidents	2
Treasurer	1
Executive Director/Secretary (nonvoting)	1

The Executive Committee shall meet when deemed necessary by the President, or otherwise requested, in writing, by at least two (2) or more other members of the Executive Committee, with such notification to be provided at least twenty (20) days in advance of the proposed meeting (save and except on any emergency notice, as prescribed by both the President, and at least one [1] Vice President). Emergency meetings may be convened with at least twenty-four (24) hours written notice or communication by email or fax to other members of the Executive Committee. Furthermore, emergency meetings may be conducted by teleconference, provided that the meeting is properly recorded by the Executive Director/Secretary of the subject Committee.

The two immediate Past Presidents and the Treasurer shall automatically be voting members of the Executive Committee.

All decisions of the Executive Committee shall thereafter be considered by the Board of Directors, at such times, and upon such terms, as the Board determines appropriate. The Executive Committee decisions shall be affirmed, modified, or otherwise dealt with in order to facilitate the efficient and proper conduct of affairs of the Federation/Corporation.

DUTIES OF THE EXECUTIVE COMMITTEE

The duties of the Executive Committee shall include, but not be limited to:

- The hiring and replacement of the Executive Director/Secretary and establishment of his/her salary;
- Policy planning;
- Recommendation of the Auditors;
- Ratification approval of the Annual Budget for presentation to the Board of Directors; and
- The authority to borrow monies for Federation/Corporation business, if deemed necessary.

PRESIDENT

The President shall preside at all General Meetings of the Federation/Corporation and of the Board of Directors. The President shall be an ex-officio member of all Committees, except any Nomination Committee, and has the ability to appoint all Chairs of any Standing or Special Committee. The President may initiate all communications among members of the subject Board, including the provision of notice of Special Meetings of the Board (emergency or otherwise). The President shall coordinate all statements published or emanating from the Board of Directors as “communications from the Board.”

1ST VICE PRESIDENT

The 1st Vice President shall act in the absence of the President.

2ND VICE PRESIDENT

The 2nd Vice President shall act in the absence of the President and the 1st Vice President, and shall undertake such powers as may be assigned by the Board of Directors.

TREASURER

The Treasurer shall ensure that full and accurate records are kept of the accounts of the Federation/Corporation, and shall report to the Board of Directors thereto, and shall submit an Annual Report to the Annual General Meeting.

EXECUTIVE DIRECTOR/SECRETARY

The Executive Director/Secretary is a nonvoting member of the Executive Committee. The Executive Committee, may from time to time, prescribe the duties and functions of the Executive Director/Secretary. The Executive Director/Secretary is responsible for the administration of the day-to-day business of the Corporation. Furthermore, the Executive Director/Secretary shall act as an advisor to the Executive Committee and to the Board of Directors, and to any other Committee of the Federation/Corporation. The Executive Director/Secretary may undertake such actions to implement an efficient management of the Federation/Corporation, and for the achievement of the Federation/ Corporation’s mission and objectives. The Executive Director/Secretary is also Secretary of the Board of Directors. The Executive Director/Secretary shall maintain appropriate documents and records of the Federation/Corporation as prescribed pursuant to applicable law, including the *Corporations Act* (Ontario), and as otherwise directed by the Board.

MEMBERSHIP

Honorary Membership and Honorary Life Membership will be bestowed under the authority of the Federation/Corporation’s Board of Directors. Past Presidents of the Federation/Corporation shall automatically become Honorary Life Members. Other membership categories will be approved on an annual basis by the Federation/Corporation’s Board of Directors.

Exception: All members shall be designated as probationary members for the first twelve (12) months of membership. Probationary members shall not be entitled to vote at any meeting of members, and may not run for any office of the Federation/Corporation’s Board of Directors or its Zones.

LOSS OF MEMBERSHIP

The Board of Directors may suspend the membership of any member convicted of an offence under any conservation law for such period of time as the Federation/Corporation’s Board of Directors determines, unless the member shows cause to the Board why his/her membership should not be suspended.

The Federation/Corporation’s Board of Directors may similarly cancel or suspend the membership of any member deemed to be in violation of the Federation/Corporation’s purposes or objects, or philosophies as outlined on the Federation/Corporation’s membership card.

If a membership is cancelled or suspended, there shall be no refund of any membership fees.

ZONES

The Federation/Corporation shall be divided into nine (9) Zones. The areas shall be as defined in Appendix A attached hereto:

- | | | |
|-------------|-------------|-------------|
| OFAH Zone A | OFAH Zone D | OFAH Zone G |
| OFAH Zone B | OFAH Zone E | OFAH Zone H |
| OFAH Zone C | OFAH Zone F | OFAH Zone J |

The affairs of each Zone will be carried out by a Zone Executive Committee. They will operate within the Constitution and Bylaws of the Federation/Corporation and will not have their own Constitution. Their operation will be carried on under the guidance of the Executive Committee of the Federation/Corporation.

Zones may pass supplementary Zone bylaws for use within their own Zone. Supplementary Zone bylaws may only be complementary to those of the Federation/Corporation, but must be approved by the Federation/Corporation’s Executive Committee and ratified by the Board of Directors, and may be repealed by the Board at any time.

As integral parts of the Federation/Corporation, its Zones may not join other coalitions, groups or associations without the express consent of the Federation/Corporation's Board of Directors.

Zone Executive Committees will be made up as either MODEL 1 or MODEL 2, as follows:

MODEL 1:

Chair (and Director);
1st Vice Chair (and Director);
2nd Vice Chair (and 1st Alternate Director);
Secretary/Treasurer (and Director);
2nd Alternate Director;
Immediate Past Chair.

MODEL 2:

Chair (and Director);
1st Vice Chair (and Director);
2nd Vice Chair (and 1st Alternate Director);
3rd Director;
Secretary/Treasurer (and 2nd Alternate Director);
Immediate Past Chair.

The Officers will be elected by and from the voting members whose residences are geographically located in the Zone, except in cases where, by reason of superior access to another Zone, the club or association has been permitted by the Federation/Corporation's Directors to ally itself thereto. Their election will be on an annual basis and will occur at the Annual General Meeting of the Zone. Elections shall be deemed carried or determined when supported by a majority of the members lawfully present and otherwise entitled to vote.

Each Zone should have at least two (2) meetings annually, and these meetings should be held prior to the meetings of the Board of Directors of the Federation/Corporation.

ZONE FINANCING

The general and business activities of each Zone will be financed by a flat rate payment of \$3,000 paid in three (3) installments of \$1,000 each, every February, May and September; plus a percentage (7.5% on the first 7,500 members; 3.75% on the next 7,500 members; 1.875% on the next 5,000 members; 0.75% on members over 20,000) of the basic dues of the members in the Zone, paid each month, provided the Zone submits Zone financial statements to the Head Office of the Federation/Corporation at least two (2) times each year.

Options will remain for each Zone to conduct and fund special projects of their own and to arrange the funding of these events separate and apart from the approved Budget of the Federation/Corporation. However, appropriate accounts shall be undertaken and completed for all such projects and financial matters, and reports thereto provided to the Board (or Auditor) as required by the Board.

RESOLUTIONS TO ZONE

Each Zone shall consider any resolution complete with supporting information from a Club/Chapter Member or Individual Member within its jurisdiction before submission to the Federation/Corporation's Directors. Resolutions adopted by the Zone must be in the hands of the Federation/Corporation's Executive Director/Secretary on or before such a date as may be set by the Federation/Corporation's Directors.

RESOLUTIONS TO BE DEALT WITH BY DIRECTORS

The Federation/Corporation's Directors shall receive and consider all resolutions complete with supporting information approved by the Zones which are to be adopted, or if not adopted, returned to the Zone with an explanation as to the reason for not being adopted.

All resolutions which are adopted by the Federation/Corporation's Directors by a two-thirds (2/3) vote of those Directors present, in person, at the voting, shall be presented complete with supporting information forthwith, by the President or his/her appointee to the proper authorities.

EXECUTIVE DIRECTOR/SECRETARY

This person is to be hired by the Executive Committee and shall report to the President of the Federation/Corporation. He/she will be paid an annual salary that will be established by the Executive Committee annually. He/she will not receive commission on funds that the Federation/Corporation may receive through the exercise of the duties of his/her office.

The Executive Committee may, from time to time, prescribe the duties and functions of the Executive Director/Secretary. In general, the Executive Director/Secretary shall manage and administer the day-to-day business of the Federation/Corporation. Furthermore, the Executive Director/Secretary shall act as an advisor to the Executive Committee and to the Board of Directors, and to any other Committee of the Federation/Corporation, and is ex-officio on all committees. The Executive Director/Secretary shall undertake such actions to implement an efficient management of the Federation/Corporation, and for the achievement of the Federation/Corporation's Mission and Objectives.

The Executive Director/Secretary shall maintain a record of all Minutes of the meetings of the Board of Directors, and maintain copies of all and any such associated Minutes or Resolutions of the Board. The Executive Director/Secretary shall notify the Officers and the Board of Directors of the Federation/Corporation of such matters as prescribed by the Board. The Executive Director/Secretary is authorized to send to the membership a notice of each General Meeting, or ensure its publication in accordance with the bylaws of the subject Federation/Corporation. The Executive Director/Secretary shall send to the Board of Directors notices of each meeting, except as prescribed herein.

CONSERVATION PLEDGE

The Official Pledge of the Federation/Corporation shall be:

I give my pledge, as a Canadian,
To save and faithfully defend from waste,
The natural resources of my Country,
Its soils and minerals,
Its air, water, forests and wildlife.

NOTICE OF GENERAL MEETINGS

In the interest of economy, and since every member of the Federation/Corporation receives the Federation/Corporation's Official Publication directly at his/her home, notice of all General Meetings or Annual Meetings will be published in the aforementioned publication, at least thirty (30) calendar days prior to holding such meeting, and the foregoing shall be deemed to be sufficient notice of such meeting(s).

NOTICE OF DIRECTORS' MEETINGS

A notice giving the date, time and place of all Directors' Meetings shall be mailed to each Director at least fifteen (15) calendar days before the holding of such meeting. Such notice shall be deemed to be received on the day it is posted.

ADVISORY COMMITTEES

The President may, from time to time, either from among the Directors or from any members of the Federation/Corporation in good standing, create, or constitute advisory committees and appoint advisory committee Chairs to perform such business on behalf of the Federation/Corporation as may be decided by the Directors, at their discretion. The advisory committee Chairs will appoint members to their advisory committee; these committee members are not required to hold a membership in the Federation/Corporation. The President and Executive Director/Secretary shall act ex-officio on all advisory committees.

VOTING AT ADVISORY COMMITTEE MEETINGS

An advisory committee may meet and adjourn as it thinks proper. Any questions arising at any meeting shall be determined by a two-thirds vote by the members present according to Robert's Rules of Order.

PAYMENT OF DUES TO FEDERATION/CORPORATION HEAD OFFICE

Per capita membership fees shall be determined for each succeeding year by ratification of a properly prepared budget presented to a Directors' Meeting not later than the last Directors' Meeting in the preceding fiscal year. Said fees shall be forwarded to the Federation/Corporation's Executive Director/Secretary by the member or his/her agent, and said fees shall be deemed to be paid in full when appropriately receipted and shown as such in the books of account of the said Federation/ Corporation.

FEES RETAINED BY THE FEDERATION/CORPORATION

Sustaining membership fees shall be retained in full by the Federation/Corporation.

RECEIVING AND DISPOSING OF MONIES

The Directors shall, from time to time, make rules and regulations for the receiving of and disposing of all monies payable to the Federation/Corporation and for the deposit thereof in a chartered bank and the withdrawal therefrom.

POWER TO CALL GENERAL MEETING

The Directors may, whenever they see fit, and they shall upon a requisition made in writing by ten percent (10%) or more of members in good standing, convene a General Meeting. The requisition shall express the purpose of the meeting proposed to be called, and shall be left at the office of the Federation/Corporation.

FAILURE TO CALL GENERAL MEETING

Upon receipt of such a requisition, the Directors shall forthwith convene a General Meeting, and if they do not convene the same within ninety (90) days of the receipt of the requisition, the requisitionists may themselves convene a General Meeting.

POWER TO CALL DIRECTORS' MEETING

A special meeting of the Directors may be called at any time upon the written request of five (5) Directors stating the purpose of such meeting, and notice of any such special Directors' Meeting shall be mailed to each Director not less than ten (10) days prior to the time of such meeting.

ANNUAL STATEMENT

At the Annual General Meeting of the Federation/Corporation, an audited statement of the Federation/ Corporation's finances, including a statement of Assets and Liabilities and of Profit and Loss, shall be submitted.

AUDITOR HOW APPOINTED

The Auditor shall be appointed by resolution/motion at the Annual General Meeting of the Federation/Corporation and shall remain as auditor until the next Annual General Meeting after being appointed, or until his/her successor is appointed, unless previously removed by resolution/motion in General Meeting or by the Board of Directors.

REMUNERATION

The remuneration of the Auditor shall be approved by the Board of Directors.

AUDITOR'S DUTY

The Auditor shall be supplied with a copy of the balance sheet and it shall be the Auditor's duty to examine the same with the accounts and vouchers relating thereto.

AUDITOR TO HAVE ACCESS TO BOOKS

A list shall be delivered to the Auditor of all books kept by the Federation/Corporation and shall at all reasonable times have access to the books and accounts of the Federation/Corporation.

AUDITOR’S ANNUAL REPORT

The Auditor shall make an annual report to the members upon the balance sheet and accounts at the Annual General Meeting and in every such report, shall state whether, in the Auditor’s opinion, it is a full and fair balance sheet and properly drawn up so as to exhibit a true and correct view of the state of the Federation/Corporation’s affairs.

DISSOLUTION OF THE FEDERATION/CORPORATION

Upon the dissolution of the Federation/Corporation, for any reason in accordance with applicable law, and after the payment of all debts and liabilities, any remaining property or assets of the subject Federation/Corporation shall be distributed or disposed of to one or more qualified donees, pursuant to the provisions of applicable law, including the *Income Tax Act* (Canada). Insofar as the Board has the power and authority to do so, such prescription or distribution may be undertaken or directed by the Board of Directors to the benefit of charitable organizations, the objects of which are beneficial to the conservation of fish and wildlife, and which carry on their work primarily in Ontario, and the same shall be undertaken with such directions as may be provided by any Court of competent jurisdiction.

As approved by the OFAH Board of Directors on the 7th day of September 2019 and ratified by the OFAH Membership this 18th day of June 2020.

PRESIDENT:

Rob Hare

EXECUTIVE DIRECTOR/SECRETARY:

Angelo Lombardo

SCHEDULE A
NONRESIDENT MEMBERS

1. There shall be a separate class of membership in the Federation/Corporation which shall be:
 - a) Described and referenced as a Nonresident Member of the Federation/Corporation;
 - b) The said class of membership described as Nonresident Member shall be determined in accordance with the following criteria:
 - i) Any member 18 years of age or older who is not an elector within the context of the conduct of a Provincial Election within the Province of Ontario shall be deemed to be a Nonresident Member; and
 - ii) Those members who can provide proof of residency by the production of an appropriate and recognized document pursuant to Applicable Law for the Province of Ontario which entitles the specific member to vote in an Ontario Provincial Election shall be deemed to be prima facie proof that such member has resident status incidental to the Province of Ontario, and shall be deemed to be an Ontario Resident Member; and
 - iii) For the purposes of determining such eligibility, the production of documentation provided by a recognized or credited or designated official who is involved within the context of the conduct of Provincial Elections shall be deemed to be prima facie proof of such eligibility, verifying the status of the individual as an elector for such Provincial Election within the Province of Ontario. Furthermore, a Notarized document which provides a sworn confirmation that the individual is qualified as an elector for such Provincial Elections within the Province of Ontario shall also be deemed to be recognized as appropriate proof of such eligibility. The Federation/Corporation, its employees, agents, servants, or officials shall accept such documentation as prima facie evidence of such residency status.
 - iv) For those youth members under 18 years of age, the address as shown on their application for membership shall be deemed to be the criteria utilized to ascertain whether the subject youth member would be recognized as a Nonresident Member. If the resident address of the said youth member is a place other than a residence within the Province of Ontario, such youth member shall be deemed to be a Nonresident Member.
2. All Nonresident Members, as prescribed herein, shall be entitled to vote in any proceedings of the subject Federation/Corporation.
3. There shall be no designated Zone applicable within the context of the conduct of any activities, or undertakings in relation to the same as it might apply to Nonresident Members of the Federation/Corporation.
4. A person who is a Nonresident Member shall not be qualified to hold office in the Federation/Corporation as an Officer or as a Director.
5. The membership fee for a Nonresident Member shall be the same as an Ontario Resident Member.
6. A member has the ability to change his/her class of membership from a Nonresident Member to an Ontario Resident Member by satisfying the criteria herein specified as Schedule A; such change in status shall be confirmed upon production of the documentation specified under Schedule A.
7. If a member shall have his/her class of membership altered by virtue of him/her not being entitled to be qualified as an elector for purposes of Provincial Elections within the Province of Ontario, such member shall disclose to the Federation/Corporation, by notice in writing, of his/her change in status from an Ontario Resident Member to a Nonresident Member and same shall be undertaken and completed within thirty (30) calendar days following change of the status.
8. In all other aspects, a Nonresident Member shall have the same rights and privileges as an Ontario Resident Member of the Federation/Corporation.

SCHEDULE B
**CODE OF CONDUCT FOR BOARD OF DIRECTORS,
 PAST PRESIDENTS AND ADVISORY COMMITTEE MEMBERS**

It shall be the duty of each member of the Board of Directors of the Federation/Corporation, including Past Presidents, and Advisory Committee members, during their terms of office, to comply with the Code of Conduct.

General Description of Obligations

It is the responsibility and duty of each member of the Board to:

- Act in good faith in the conduct of the affairs of the Federation/Corporation;
- Not commit a breach of their fiduciary relationship to the Federation/Corporation;
- Not cause harm;
- Not commit a conflict of interest;
- Maintain confidentiality in reference to the conduct of the affairs of the Board and the Federation/Corporation;
- Act with integrity and perform their duties in a manner that would preserve, maintain, and enhance the reputation of the Federation/Corporation;
- Conduct themselves in a manner to enhance and perpetuate the objectives of conservation as identified in the policies and programs of the Federation/Corporation;
- Act in accordance with the charitable objectives of the Federation/Corporation; and
- Fulfill their duties and responsibilities in an active and diligent manner.

Acting in Good Faith

Every Director in exercising their powers and discharging their duties shall:

- a) Act honestly and in good faith with a view to the best interest of the Federation/Corporation;
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- c) Undertake and perform their duties in a manner that perpetuates the objectives of the Federation/ Corporation as reflected in its Letters Patent, Constitution, and Bylaws (as amended from time to time).

Acting as a Good Fiduciary

It is important that each member of the Board recognize that the general interest of the Federation/Corporation is to prevail over any pursuit of individual benefit on the part of a Board member. Board members shall not utilize information acquired during their tenure as a Board member of the Federation/Corporation to achieve, perpetuate, or realize any personal gain. For example, opportunities presented by way of direct involvement as a Board member should not be pursued in any individual capacity. Such opportunities are those to be undertaken exclusively by the Federation/Corporation, as the Board of Directors determines in its collective decisions.

Avoiding Conflicts of Interest

Any Board member shall declare a conflict of interest, either real, perceived, or potential, and refrain from any decision-making in reference to the foregoing. In that regard, a Board member shall remove himself/herself from the Board room while any item representing a conflict of interest is under discussion or consideration. A conflict of interest represents any type of pecuniary gain, whether direct or indirect, that might be obtained by an individual Board member, his/her spouse, or members of his/her immediate family. Board members must exercise their duty to avoid such a conflict of interest. Any potential conflict of interest represents a financial interest which the Board member might have in a corporation, business venture, or partnership which could also be deemed to be of a sufficient nature that represents a conflict of interest.

SCHEDULE B
**CODE OF CONDUCT FOR BOARD OF DIRECTORS,
 PAST PRESIDENTS AND ADVISORY COMMITTEE MEMBERS – (CONTINUED)**

Maintaining Confidentiality

It is important that Board members recognize that information distributed at Board meetings or otherwise as part of the Federation/Corporation's business should be kept confidential, and only disseminated to other members, or the general public, or to others, in accordance with sanctioned policies and directives of the Federation/Corporation. Any information so acquired, should be distributed pursuant to such directives. It should be recognized by each Board member that economic harm could result if information is prematurely provided to other individuals, businesses, or members. The transaction of business is ongoing and appropriate protocol must be followed within the context of the distribution and dissemination of information. It shall be the general direction and practice that any public announcements, disclosure of information, or dissemination of media releases on the part of the Federation/Corporation be undertaken by the Federation/Corporation's staff, pursuant to the direction of the President, Executive Committee, and Board of Directors.

Not Causing Harm

Harm can occur to the Federation/Corporation by:

- a) Causing direct economic loss;
- b) Engaging in conduct which harms the reputation of the Federation/Corporation;
- c) Engaging in actions which are not in accordance with the Constitution and Bylaws of the Federation/Corporation; and
- d) Acting in a manner that causes the Federation/Corporation to be the subject of government audit, or have its charitable status subject to revocation.

Board members should not engage in conduct or omissions that would cause such harm to the Federation/Corporation.

Compliance with Charitable Objectives and Requirements

Board members should understand and recognize that the Federation/Corporation is a registered charity. Specific statutes and regulations govern its activity as a charity. Special requirements apply within the context of its continued operation and existence as a registered charity, and Board members are under an obligation to act in a prudent manner in furtherance of the charitable objectives of the Federation/Corporation. Compliance with all applicable law and regulations pertaining to its registered charitable status should be maintained at all times.

Responsibilities as a Board Member

Each Director shall fulfill their responsibilities in an active and diligent manner, including the following:

- a) Maintain a valid and up-to-date membership with the Federation/Corporation at all times;
- b) Keep oneself informed of all appropriate documents and legislation, including the Constitution and Bylaws of the Federation/Corporation;
- c) Attend on a regular basis and in accordance with the Constitution and Bylaws the subject Board meetings;
- d) If a Board member is requested, and has the appropriate time to commit to committee work, the Board member shall serve actively and diligently on advisory committees of the Board; and
- e) Exercise due diligence, care, and prudence, and provide to other members of the Board their professional, personal, and past experience to the benefit of the conduct of Board meetings.

Compliance with Applicable Law

Each Board member shall:

- a) Comply with all applicable law, including but not limited to those regulations and legislation governing fishing, hunting, and conservation; and
- b) Not engage in conduct that would qualify as harassment, or a violation of human rights legislation.

Policy in Reference to Gifts, Benefits, and Hospitality

Directors shall not directly or indirectly offer, receive, or accept any cash payments, gifts, gratuities, privileges, or personal benefits which are intended to influence the activities of decision-making of such a Board member. However, the foregoing does not preclude Board members from receiving benefits or payments within the context of the undertaking of the Federation/Corporation's activities and business, as sanctioned and prescribed by its Constitution and Bylaws, and specifically approved by the President, Executive Committee, or Board, as evidenced by Resolution or Bylaw.

SCHEDULE B
**CODE OF CONDUCT FOR BOARD OF DIRECTORS,
 PAST PRESIDENTS AND ADVISORY COMMITTEE MEMBERS – (CONTINUED)**

PROCEDURES

Procedures Applicable in Reference to the Code of Conduct for the Board of Directors

Directors Agreement and Acknowledgement: Each member of the Board shall, prior to the engagement of their duties and functions, sign an acknowledgement that they have received and reviewed the Code of Conduct and procedures applicable to the Code.

Complaints and Investigations in Reference to the Review of Conduct of Members of the Board

1. Any and all complaints or alleged violations of the Code of Conduct are to be reported immediately to the Executive Director/Secretary and President of the Federation/Corporation. Any member has status to make a complaint.
2. Upon notification of a complaint or alleged violation of the Code of Conduct, the Executive Director/Secretary and President of the Federation/Corporation shall prepare a written brief and submit the same to the full Executive Committee, as soon as is reasonably practicable, providing:
 - a) a description of the nature of the allegations of alleged breach of the Code of Conduct;
 - b) background material including any written submissions as it would relate to the allegations;
 - c) a preliminary report incidental to the investigation pertaining to the alleged violation; and
 - d) any recommendations, commentary, or specific course of action as they deem necessary in relation to and arising out of the complaint.
3. Nothing precludes the full Executive Committee from directing further inquiry or investigation, as it would relate to a complaint.
4. The named Director who is alleged to have violated the Code (hereinafter referenced as Director Respondent) will be provided with notice of the alleged violation and be given an adequate opportunity, as the Executive Committee determines, to make representations as it would pertain to the alleged violation(s), and the Board of Directors notified.
5. In due course, the Director Respondent may be asked to resign or be requested to resign by the Executive Committee. Alternatively, the Director Respondent may request, in writing, an opportunity to make submissions to the full Board of Directors in accordance with Section 4(l) of the Bylaws. Furthermore, the Executive Committee may refer the matter to the full Board of Directors for determination. Proceedings shall then be undertaken in accordance with Section 4(l) of the Bylaws to determine a result arising from the complaint, and the Board of Directors notified.
6. The Board of Directors may, at a regularly scheduled or specially called meeting of the said Board, remove or suspend a Director of the Federation/Corporation from office if, after due and careful consideration it is the decision of the said Board that the said Director acted in a manner contrary to the Constitution, Bylaws, objectives, and/or policies of the Federation/Corporation. The determination shall be in conformity with the process prescribed in the bylaws of the Federation/Corporation, and specifically, item 4(l). The Board shall, prior to any decision or resolution or motion dealing with the removal of such Director, provide to such person a reasonable opportunity to show cause why the said Director should not be removed from office. Any decision may be subject to reconsideration if any new evidence, information, or material is provided and/or the circumstances merit such reconsideration. The Board of Directors is granted the authority and power to suspend a Director, for such periods of time as the Board determines, and said authority includes the right and ability to impose an interim suspension, as the Board determines in its discretion.

APPENDIX B
ELECTION PROCEDURES

This Appendix prescribes the procedure and sequence to be undertaken in reference to all elections of Zone Directors at the Zone's Annual Meeting. Elections shall be deemed carried or determined when supported by a majority of the members lawfully present and otherwise entitled to vote.

PRIOR TO THE ZONE'S ELECTIONS TAKING PLACE, THE ZONE MEMBERS PRESENT MUST DECIDE WHICH OF THE FOLLOWING TWO MODELS THEY WILL FOLLOW:

MODEL 1

- 1) Call for nominations for Zone Chair (and Director)
 - repeat three times after last nomination
 - ask, in reverse order, if they accept the nomination
 - have secret ballot (or acclaim)
 - announce new Zone Chair (and Director)

- 2) Call for nominations for Zone 1st Vice Chair (and Director)
 - repeat three times after last nomination
 - ask, in reverse order, if they accept the nomination
 - have secret ballot (or acclaim)
 - announce new Zone 1st Vice Chair (and Director)

- 3) Call for nominations for Zone 2nd Vice Chair (and 1st Alternate Director)
 - repeat three times after last nomination
 - ask, in reverse order, if they accept the nomination
 - have secret ballot (or acclaim)
 - announce new Zone 2nd Vice Chair (and 1st Alternate Director)

- 4) Call for nominations for Zone Secretary/Treasurer (and Director)
 - repeat three times after last nomination
 - ask, in reverse order, if they accept the nomination
 - have secret ballot (or acclaim)
 - announce new Zone Secretary/Treasurer (and Director)

- 5) Call for nominations for Zone 2nd Alternate Director
 - repeat three times after last nomination
 - ask, in reverse order, if they accept the nomination
 - have secret ballot (or acclaim)
 - announce new Zone 2nd Alternate Director

- 6) Ask for a motion to destroy all ballots. Vote.

- 7) All persons elected take office at end of meeting.

There must be no duplication in positions.

MODEL 2 on following page:

APPENDIX B
ELECTION PROCEDURES - (CONTINUED)

MODEL 2

- 1) Call for nominations for Zone Chair (and Director)
 - repeat three times after last nomination
 - ask, in reverse order, if they accept the nomination
 - have secret ballot (or acclaim)
 - announce new Zone Chair (and Director)

- 2) Call for nominations for Zone 1st Vice Chair (and Director)
 - repeat three times after last nomination
 - ask, in reverse order, if they accept the nomination
 - have secret ballot (or acclaim)
 - announce new Zone 1st Vice Chair (and Director)

- 3) Call for nominations for Zone 2nd Vice Chair (and 1st Alternate Director)
 - repeat three times after last nomination
 - ask, in reverse order, if they accept the nomination
 - have secret ballot (or acclaim)
 - announce new Zone 2nd Vice Chair (and 1st Alternate Director)

- 4) Call for nominations for Zone 3rd Director
 - repeat three times after last nomination
 - ask, in reverse order, if they accept the nomination
 - have secret ballot (or acclaim)
 - announce new Zone 3rd Director

- 5) Call for nominations for Zone Secretary/Treasurer (and 2nd Alternate Director)
 - repeat three times after last nomination
 - ask, in reverse order, if they accept the nomination
 - have secret ballot (or acclaim)
 - announce new Zone Secretary/Treasurer (and 2nd Alternate Director)

- 6) Ask for a motion to destroy all ballots. Vote.

- 7) All persons elected take office at end of meeting.

There must be no duplication in positions.