

# **ARTICLES OF INCORPORATION**

## **Association for Conservation Information**

Association for Conservation Information. We, the undersigned persons, acting as incorporators of a nonprofit educational corporation under the provisions of Wyoming Statutes 17-6-1 01 and 17-7-1 01, et seq, execute these ARTICLES and CERTIFICATE OF INCORPORATION this 10th day of April, 1984.

### **ARTICLE 1 – Name**

The name of this corporation shall be “The Association for Conservation Information” (ACI), and shall hereafter be referred to as the “Association.”

### **ARTICLE 2 – Term**

The term of existence of this corporation is perpetual.

### **ARTICLE 3 – Purposes of Association**

The Association is organized exclusively for educational and scientific purposes, including, for such purposes:

- a. The promotion and facilitation of free exchange of ideas, materials, techniques, experiences, research and educational procedures regarding conservation of natural resources and wildlife, and to establish means and media furthering such exchange;
- b. Promotion of public understanding and acceptance of the basic conservation principles;
- c. Encouragement of Members, member and non-member agencies which do not have conservation education programs to adopt such programs;
- d. Assistance and encouragement of member and non-member agencies which do not have conservation education and information programs;
- e. Providing a medium for continuing education and training of Members and personnel of member agencies, including the publication and distribution of “The Balance Wheel,” the Association’s regular publication.

### **ARTICLE 4 – Powers**

The Association may receive and accept property and funds by way of gift, reimbursement for services, membership fee, bequest or devise, from any person, corporation or public entity to be held, administered and disposed of in accordance with and pursuant to these articles, but no gift, bequest or devise of property shall be accepted if it is conditioned or limited in such a

manner as to require its use or disposition for any purpose other than is stated in Article 3 herein, or for the private benefit of any person, other than in payment of reasonable compensation for services rendered or distributions in furtherance of the purpose stated in Article 3. The Board of Directors of the Association shall have the following discretionary powers:

- a. To borrow money upon such terms as they consider advisable and to give such security for such debts as is reasonable and prudent;
- b. To execute and deliver deeds, contracts, leases, notes and other instruments incidental to any transactions in which they engage;
- c. To invest and reinvest the funds of the Association, to accept, buy, sell, lease and manage real and personal property in furtherance of the purpose of the Association, but no funds of the Association shall be loaned to any officer, director or member of or contributor to the Association, nor to any person except on the basis of an adequate interest charge and with adequate security;
- d. To employ attorneys, accountants, consultants and banks to advise and assist in managing the Association's affairs, and to pay reasonable compensation therefore;
- e. To accept contributions and compensation for services extended to any conservation, education or information agency or organization, including member organizations and agencies;
- f. To authorize expenditure of the Association's funds for projects and activities in furtherance of the stated purposes of the Association;
- g. To designate, in the event of dissolution of the Association and after payment of all debts and liabilities of the Association, organizations qualified as exempt under Section 501 (c)(3) of the Internal Revenue Code of 1954, to which all remaining assets of the Association shall be distributed;
- h. To sue and be sued in the name of the Association, to protect the assets and the proper activities of the Association and:
- i. To promote and assist in scientific research regarding natural resource conservation and management and public attitude/public relations research, to disseminate the results of such research sponsored by the Association to the public on a nondiscriminatory basis, and to coordinate dissemination of research results from Members and member agencies and exercise such other authority as is lawfully devised to it by the members of the Association.

## **ARTICLE 5 – Assets**

The assets of the Association, including all funds and property and net earnings, shall be held and managed in a manner in furtherance of the stated purposes of the Association. No part of the net earning of the Association shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that the Association is authorized to pay reasonable compensation for services rendered and goods purchased and to make

advancements, payments and distributions in furtherance of the stated purposes of the Association. Upon dissolution or termination of the Association, all assets remaining after payment of all debts and liabilities of the Association shall be distributed to organizations qualified as exempt under Section 501 (c)(3) of the Internal Revenue Code of 1954. The Association shall not pay a salary or an honorarium to any officer or director.

#### **ARTICLE 6 – Limitations of Activities ACI**

No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Association shall not participate in, nor intervene in (including the publication or distribution of statements) any campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles the Association shall not engage in any activities not permitted to be engaged in (a) by a corporation or an association exempt from taxation under Section 501 (c) or (b) by a corporation or an association, contributions to which are deductible under Section 170 (c) of the Internal Revenue Code of 1954.

#### **ARTICLE 7 – Membership and Classes of Members**

a. Agency membership. Any formal national or international agency or organization engaged in fish, wildlife, and/or conservation information and educational efforts shall be eligible for membership in the Association, with the approval of the Board of Directors. Information and education departments of private organizations, federal and state agencies and Canadian provincial and territorial agencies with natural resources management responsibilities shall be eligible to join.

b. Honorary Life membership. Honorary Life memberships may be conferred upon individuals by a simple majority vote of the member agencies at the annual conference. The purpose of Honorary Life membership is to honor individuals who have devoted their lives to the field of conservation information and education in accord with the declared purposes and objectives of the Association. Honorary Life memberships are available only to individuals who have been associated with active Association member agencies. Nominations for Honorary Life membership, including a list of qualifications, shall be submitted in writing to the Board of Directors prior to an annual business meeting.

c. Associate membership. Associate membership may be granted to organizations or individuals less directly engaged in conservation education and/or information work, but which wish to support and further the aim of the Association, with the approval of the Board of Directors.

d. Individual membership. Individuals who are engaged in conservation education and information activities, but who are not employed by a member agency, may be eligible for membership, subject to Board approval. Dues for individual memberships shall be set at a level designed to encourage membership by representatives and employees of public agencies, nonprofit conservation organizations, and interested members of the public.

e. Sponsor membership. Organizations interested in supporting and furthering the cause of conservation information and education and the goals of the Association may join as sponsor members with the approval of the Board of Directors.

f. For the purposes of the Articles, "Members" refers to those individuals, agencies and organizations which have Honorary Life membership, Associate membership, Individual membership and/or Sponsor membership, as defined respectively in sections b, c, d and e of this article; "agency members" or "member agencies" refers to those agencies and organizations which have agency membership, as defined in section a of the article. (1989)

## **ARTICLE 8 – Voting**

a. Each member agency in good standing will be granted one vote in all internal business affairs conducted during the annual conference. Each member agency, regardless of size or number and location of offices, will be allowed one vote. At regular business meetings, one agency will choose one voting delegate from its members in attendance.

b. All Members in good standing will be considered collectively as a single group comparable in voting status to one member agency. At regular business meetings where more than one Member is present, they will choose one voting delegate from those Members in attendance. This Member Delegate will be granted one vote in all internal business affairs conducted during the annual conference. (1989)

c. An Individual member has voting privileges only if he or she represents an agency member or is the Member Delegate. d. Proxies may not be delegated and shall not be accepted in the conduct of membership votes.

## **ARTICLE 9 – Election of Directors and Officers**

a. Directors of the Association shall include the Immediate Past President, the President, the Vice President, the Secretary, the Treasurer and nine Board members. Board members other than officers shall be elected to serve three-year terms. The election of Directors shall follow the election of officers at each annual conference. Individuals who are Honorary Life, Associate, and/or Individual members and/or who represent Sponsor members, Individual members and Sponsor members cannot be elected to serve as officers and/or as members of the Board of Directors. A Board member may not be elected for a second consecutive term, but may be re-elected after a one-year absence from the board. The terms of the Board members shall be staggered so that only three positions need be filled at each annual conference. (1999)

b. Election of Officers. The Officers of the Association shall be President, Vice President, Secretary and Treasurer. Officers shall be elected at each annual conference, with each member casting one vote in the election of each officer. The order of the election shall be as follows: First, the President shall be elected; second, the Vice President shall be elected; third, the Secretary shall be elected; fourth, the Treasurer shall be elected. Officers may be re-elected for second consecutive terms.

c. Salary of Officers. No honoraria or salaries shall be paid to any officer or Director unless such payment is for services rendered by an officer or Director. (Amended 1993, 1997, 2013, 2023.)

d. Replacement of Officers. In the event the President becomes ineligible or unable to perform his or her duties, the Secretary shall be immediately informed. The Secretary shall thereafter immediately notify the Vice President, who shall thereupon assume the full duties of the President. If the Vice President shall decline to assume the duties of the President, the Secretary shall notify the Immediate Past President, who shall select an interim President from among themselves. The same procedure shall be followed in the event that any other officer becomes ineligible or unable to perform the duties of his or her office. Such elections may be held by use of the telephone or the mails. In the event that the elected President is incompetent or purposely violates these Articles or the Bylaws of the Association, or causes the Association to violate these Articles or its Bylaws, the Immediate Past President is authorized to call an emergency meeting of the Board of Directors. The Immediate Past President shall preside over such a meeting, shall detail the reasons for the meeting and may request an ouster vote. A vote to oust the President must be unanimous. A lack of response from a Board member or an abstention shall be considered a vote against the ouster. This procedure may be followed for the ouster of an elected officer of the Association. If an officer is ousted, the procedure outlined in this paragraph shall be followed to select a successor. Any officer may be elected to two successive terms in office, but no officer shall serve more than two consecutive years in office, excepting the Treasurer, whose length of service may be specified by the Board of Directors. (1989)

## **ARTICLE 10 – Officers and Duties**

a. Officers of the Association shall be President, Vice President, Secretary and Treasurer.

b. Office of the President. The President shall preside at all meetings of the Association, the Executive Committee and the Board of Directors. The President shall also supervise all committees, and create new committees where appropriate, and shall coordinate with the host agency regarding the program and curriculum of each annual conference and other workshops and regular work sessions.

c. Office of the Vice President. The Vice President shall assist the President in his or her duties and shall preside over all meetings in the absence of the President.

d. Office of the Secretary. The Secretary shall keep a record of all transactions of the general business meetings of the Association as well as meetings of the Board of Directors and Executive Committee. The Secretary shall notify all members of the time and place of meetings; shall annually update a mailing list of all members, Associate members, Honorary Life members, Individual members and Sponsor members. The Secretary shall be responsible for maintaining these Articles and the Association's Bylaws. Whenever changes in the Articles or the Bylaws are made, the Secretary shall summarize them and supply them to the editor of "The Balance Wheel" for publication in the next issue following the meeting when such changes are made. Prior to the next annual meeting, the Secretary shall issue a revised set of Articles and Bylaws to each member agency. The Secretary shall also maintain a permanent and current file of all copies of "The Balance Wheel."

e. Office of the Treasurer. Within 30 days following the annual conference, the newly elected Treasurer shall furnish a surety bond in an amount to be set in the Bylaws, to be paid by the Association and filed with the President. Failure to furnish such a bond shall be grounds for removal of the Treasurer from office. The Treasurer shall issue warrants to pay for expenses incurred by designated members who expend funds with the expressed authorization of the Board of Directors or the Executive Committee. The Treasurer shall prepare an annual budget at the end of his or her year in office, prior to the annual conference, for the next year's operations. The Treasurer shall audit the annual conference and winter workshop books and account, shall deposit any surplus funds above a working account in an amount approved by the Board of Directors into interest bearing accounts, and shall have fund account cards countersigned by the President so that the President can draw funds in the event that the Treasurer is unable to perform his or her duties.

#### **ARTICLE 11 – Duties of the Board of Directors**

a. The Board of Directors shall meet at least annually, at the annual conference, and so often as may be necessary to conduct, supervise and ratify the conduct of the Association's affairs.

b. Executive Committee. The Executive Committee shall consist of the Immediate Past President, the President, the Vice President, the Secretary and the Treasurer. The Executive Committee is authorized to conduct interim business of the Association, subject to approval and ratification of the entire Board of Directors.

c. Quorum. A quorum of eight members of the entire Board of Directors is required to conduct business at a Board meeting. The Executive Committee and the full Board may conduct meetings and approve business by use of the telephone or the mails, or both. The Secretary shall maintain minutes of all such meetings, including a list of all participants sufficient to maintain a quorum.

#### **ARTICLE 12 – Committees**

The President shall appoint committees as necessary to assist with carrying out the business of the Association. The committees shall have authority to spend the funds of the Association only to the extent expressly and annually authorized by the Board of Directors. All committee requests for expenditures shall be communicated to the Treasurer, who shall determine whether such requests are appropriate and authorized. The funds may be disbursed only by the Treasurer, or in the event of his or her inability to perform his or her duties, by the President. The Treasurer shall annually audit the accounts of each committee which is authorized to expend Association funds.

#### **ARTICLE 13 – Amendments**

a. The intent of these Articles is to provide a stable and understandable set of rules for operating this Association. Amendments to these Articles must be carefully considered with an opportunity to be voted upon by all member agencies and the Members' Delegate. Amendments may be proposed by a member agency or Members' Delegate.

b. Proposed amendments to these articles must be published in “The Balance Wheel” prior to the annual business meeting.

c. Absentee ballots must be provided in “The Balance Wheel,” along with each proposed amendment to these Articles, for agencies unable to attend the annual business meeting. Completed absentee ballots must be received by the Secretary at least two weeks prior to the beginning of the annual business meeting.

d. Voting on proposed amendments shall take place during the annual business meeting. A simple majority of all votes, including absentee votes that are received by the Secretary, is required to pass an amendment.

e. A revised and complete set of these Articles shall be issued by the Secretary after each successful amendment, noting the year of change.

#### **ARTICLE 14 – Bylaws**

The initial directors shall adopt a set of Bylaws to govern the Association’s procedures and practices. Following the adoption and ratification of these Articles by the membership of the Association, the power to adopt and amend the Bylaws shall be vested in the Board of Directors, provided that a quorum is present. Bylaws may be adopted or amended at Board meetings conducted by telephone conference calls. Bylaws may not be adopted or amended by use of the mail or emails. (Amended 2005)

#### **ARTICLE 15 – Initial Registered Agent**

The initial registered agent of the Association shall be Randall T. Cox. The initial business office of the Association shall be P.O. Box 982 Cheyenne, Wyoming 82003.

#### **ARTICLE 16 – Stock**

The Association shall not issue nor create shares of capital stock.