

BY-LAWS OF THE ARIZONA WILDLIFE FEDERATION
as amended June 2, 2007 (amendment highlighted)

ARTICLE I - MEMBERSHIP

SECTION 1 - FULL AFFILIATE

Any organized group of ten (10) or more persons in the State of Arizona whose purposes are consistent with the purposes and objectives of the Arizona Wildlife Federation (hereinafter referred to as the AWF), and whose entire membership are active AWF members, may become or remain affiliated with the AWF upon submission of and approval of the Affiliate's bylaws by the AWF Board of Directors and payment of the annual fees as determined by the Board of Directors.

A. VOTING RIGHTS

Each Full Affiliate of the AWF shall be entitled to voting rights as provided in Article II, Section 3.

B. REPORTS

Each Full Affiliate shall keep the AWF advised, in writing, of the names, addresses and phone numbers of its officers and the names and addresses of all its members. Each Full Affiliate shall also notify the AWF, in writing, of the address where notices and other official correspondence shall be sent. Membership lists shall be forwarded to the AWF on a quarterly basis each year on or near January 2, April 1, July 1 and October 1. Each Full Affiliate shall provide such additional information as the AWF Board of Directors may from time to time request.

SECTION 2 - ASSOCIATE AFFILIATE

Any organized group of ten (10) or more persons in the State of Arizona, whose purposes are consistent with the purposes and objectives of the AWF may become or remain affiliated with the AWF upon submission and approval of the Associate-Affiliate's by-laws by the Board of Directors and payment of the annual fees as determined by the Board of Directors.

A. VOTING RIGHTS

Each Associate-Affiliate of the AWF shall be entitled to voting rights as provided in Article II, Section 3.

B. REPORTS

Each Associate-Affiliate shall keep the AWF advised, in writing, of the names, addresses, and phone numbers of its officers. Each Associate-Affiliate shall also notify the AWF, in writing, of the address where notices and other official correspondence shall be sent. Membership lists shall be forwarded with their annual membership renewal each year. Each Associate-Affiliate shall provide such additional information as the AWF Board of Directors may from time to time request.

SECTION 3 - COOPERATIVE ORGANIZATION

Any organization formed for the purposes consistent with those of the AWF may be accepted for membership as a Cooperative Organization. Members of Cooperative Organizations shall have no voting rights unless they are also active AWF members as provided herein.

SECTION 4 - ACTIVE MEMBER

An individual or entity may become an active member by submitting the appropriate fees for Individual, Sponsor, Life, Benefactor or other such membership class as may be established by the AWF Board of Directors. Active Individual Members shall be entitled to hold office and to vote at the annual meeting or any special meeting of the AWF as provided herein. Member-ship, or the holding of office, shall not be restricted by race, religion, creed or gender.

A. VOTING RIGHTS

Active Members, as provided herein, shall be entitled to voting rights at the annual meeting or any special meeting of the AWF.

SECTION 5 - OTHER MEMBERSHIPS

The Board of Directors of the AWF shall be empowered to create such membership classes as deemed advisable. Such additional membership classes may have voting rights as the Board designates, provided, however, such rights shall not exceed the voting rights of an Active Member; except that honorary members shall have no voting rights nor pay any fees.

SECTION 6 - MEMBERSHIP CRITERIA AND AWF PLEDGE

A. MEMBERSHIP CRITERIA

Unless otherwise specified in these by-laws, any organization or individual desiring to become a member of the AWF in any category shall submit any and all required applications, bylaws, articles of incorporation and any applicable fees. All membership categories require the approval of the AWF Board of Directors.

B. AWF PLEDGE

Each organization or individual desiring to become a member of the AWF in any category must subscribe to the following pledge: "We, the members of --- (or I), give our (my) pledge to save and faithfully defend from waste the natural resources of America, its soil and minerals, its forests, water, air and wildlife. We (I) further pledge to support the Arizona Wildlife Federation, to abide by its by-laws and to abide by the wildlife laws of the State of Arizona and the United States."

SECTION 7 - MEMBERSHIP FEES

The Board of Directors of the AWF shall, from time to time, establish membership fees to be paid by Affiliates and other membership classes.

SECTION 8 - TERMS OF MEMBERSHIP

The term of membership of each Full Affiliate, Associate-Affiliate and Active Member in all membership classes shall be on a yearly basis beginning upon the date of acceptance by the AWF Board of Directors or office of the AWF, whichever is appropriate; except that Life and Honorary members shall have continuous membership.

SECTION 9 - SUSPENSION AND EXPULSION

A. NON-PAYMENT OF ANNUAL FEE

All rights of membership of any Full Affiliate, Associate-Affiliate and Active Member of the AWF shall be automatically suspended for non-payment of the applicable annual fee, but such rights shall automatically be reinstated if such payment is received within thirty (30) days of such due date.

B. OTHER CAUSE

The Board of Directors of the AWF may suspend or expel any person, entity or organization from membership in the AWF. Suspension or expulsion shall be by a vote of two-thirds (2/3) of a quorum of the Board of Directors then holding office, at any meeting called for this purpose. Such action shall result in forfeiture of all membership privileges.

ARTICLE II - MEETINGS OF THE FEDERATION

SECTION 1 - ANNUAL MEETING

A. PURPOSE

The AWF shall meet annually for the purpose of electing Officers, Directors, the National Wildlife Federation Representative and Alternate Representatives and other such offices as may be determined in these bylaws; adoption of resolutions and for the transaction of other business brought before the AWF.

B. TIME AND PLACE

The annual meeting of the AWF shall be held in the State of Arizona each year on a date and at a site as determined by the Board of Directors of the AWF. Notice of the date and site shall be made public to all affiliates, organizations and members at least three (3) months prior to the date set for the annual meeting.

C. RESOLUTIONS COMMITTEE

The President of the AWF shall annually appoint a Resolutions Committee of Active Members in good standing with the AWF. It shall be the duty of the Committee to review all properly submitted resolutions and submit a report at the annual meeting setting forth a recommendation of: "do pass as submitted," "do pass as amended," or "do not pass," for each proposed resolution.

D. RESOLUTIONS

To express the consensus of the AWF on issues and matters of concern to the AWF, proposed resolutions may be submitted and shall be acted upon by the delegates at the annual convention in the following manner:

1. Any Full or Associate-Affiliate or Active Member, including the Board of Directors or Executive Committee, of the AWF may submit resolutions to the AWF office not later than forty-five (45) days prior to the annual meeting. The proposed resolutions shall be forwarded to affiliate organizations, agencies and other entities as appropriate not later than thirty (30) days prior to the annual meeting.

2. Late resolutions (those submitted less than 45 days prior to the annual meeting) may be submitted to the Resolutions Committee by a two-thirds (2/3) vote of the Board of Directors or during the annual meeting by a two-thirds (2/3) vote of the delegates.

E. NOMINATING COMMITTEE

The President of the AWF shall annually appoint a Nominating Committee of active members of the AWF. The Nominating Committee shall nominate one or more candidates for each elective office. The report of such nominations shall be mailed to all affiliates entitled to vote not later than thirty (30) days before the annual meeting. Such report shall in no way preclude nominations from the floor at the annual meeting.

F. ELECTIONS

The order of elections at the annual meeting shall be elective offices first, then Directors, then the Affiliate Representative and Alternate Affiliate Representative(s) to the National Wildlife Federation and finally, any other elections to be conducted at the annual meeting. The counting of ballots shall be by three (3) tellers appointed by the President of the AWF and who shall be active members in good standing.

1. Offices and Directors elected at the annual meeting shall be by written ballot, or, at the Chair's direction, by acclamation. Each delegate may cast one (1) vote for the candidate of choice. Ballots marked with more than one nominee (except those offices requiring more than one person), shall be deemed invalid.

2. The President of the AWF shall be elected by the delegates at the annual meeting of the AWF. In the event Arizona law requires such office to be elected by a Board of Directors, the selection of a President by the delegates shall require the Board to elect such person as President.

SECTION 2 - SPECIAL MEETINGS

Special meetings of the AWF membership may be called by the President of the AWF or by petition. Such petition shall be signed by a majority of the Board of Directors, a majority of the Full and Associate-Affiliates or by a majority of the Active Members stating the purposes of the proposed meeting.

A. DATE AND SITE

Upon call of a special meeting, the President of the AWF shall set the date for said meeting to occur within sixty (60) days after the date of said call and determine the site of the meeting.

B. NOTICE

Notice of the date, site and purpose of the special meeting shall be given to Full and Associate-Affiliates and Active Members of the AWF not less than thirty (30) days prior to such meeting.

C. PURPOSE

The business that may be brought before the meeting shall be limited to the purposes stated in the notice. The President may designate other business to come before the meeting in addition to that stated in the petition if the meeting is called by members of the Board of Directors.

SECTION 3 - DELEGATES

A. FULL AFFILIATE DELEGATES

1. At any meeting of the AWF, each Full Affiliate shall be entitled to voting members based on the membership as follows: Full Affiliates with 10 through 99 members shall be entitled to four (4) voting delegates; Full Affiliates with 100 through 199 members shall be entitled to five (5) voting delegates; Full Affiliates with 200 or more members shall be entitled to six (6) voting delegates. Full Affiliates may submit credentials for any number of alternate delegates.

2. The membership records of the AWF shall be conclusive as to the determination that a person is or is not an Active Member of the AWF.

3. Only Active Members of the AWF registered at the convention, who are also members of the Full Affiliate, may serve as Full Affiliate delegates.

4. Each Full Affiliate entitled to delegates shall notify the AWF prior to or at the annual meeting, or other meeting, if the names and addresses of its delegates and alternate delegates.

B. ASSOCIATE-AFFILIATE DELEGATES

1. At any meeting of the AWF, each Associate-Affiliate shall be entitled to voting members based on their membership as follows: Associate-Affiliates with 10 through 200 members shall be entitled to two (2) voting delegates; Associate-Affiliates with 200 or more members shall be entitled to three (3) voting delegates. Associate-Affiliates may submit credentials for any number of alternate delegates.

2. The membership records of the AWF shall be conclusive as to the determination that a person is or is not an Active Member of the AWF.

3. Only active Individual members of the AWF registered at the convention, who are also members of the Associate-Affiliate, may serve as Associate-Affiliate delegates.

4. Each Associate-Affiliate entitled to delegates shall notify the AWF office prior to or at the annual meeting, or other meeting, of the names and addresses of its delegates and alternate delegates.

C. ACTIVE MEMBER DELEGATES

1. At a caucus scheduled for the purpose of delegates selection immediately prior to the annual meeting, Director delegates and active members shall select voting and alternate delegates to serve at the annual meeting or other meeting of the AWF. The number of voting delegates shall not exceed fifty percent (50%) of the number of delegates representing Full and Associate-Affiliates who are registered at the convention.

2. The membership records of the AWF shall be conclusive as to the determination that a person is or is not an Active Member in good standing with the AWF.

3. Only Active Members of the AWF registered at the convention may serve as Active Member delegates.

4. The AWF officer responsible for conducting the caucus shall notify the Credentials Committee of the names and other documentation regarding delegates prior to seating of any delegates for business.

5. The Board of Directors shall establish the procedures for conducting the caucus.

D. DIRECTOR DELEGATES

The Regional Directors and Directors-at-Large shall serve as delegates to the annual meeting or special meetings.

E. CREDENTIALS COMMITTEE

The President of the AWF shall annually appoint a Credentials Committee consisting of active members of the AWF. It shall be the duty of the Committee to certify the delegates and alternate delegates to the annual or other meetings of the AWF.

F. SEATING OF DELEGATES

Delegates or alternate delegates, after certification by the Credentials Committee, shall be seated at the annual or other meetings of the AWF.

G. DISPUTES

Disputes as to the qualifications of a person to sit as a delegate shall be resolved by the delegates who have been seated.

SECTION 4 - QUORUM

A majority of the delegates seated at a meeting of the AWF shall constitute a quorum for the transaction of any business that may be properly brought before the meeting. Any meeting of the AWF may be recessed or adjourned by a two-thirds (2/3) vote of the delegates present.

SECTION 5 - VOTING

Each delegate seated by the Credentials Committee shall be entitled to one (1) vote on any matter or issue brought before any meeting of the AWF. A majority vote of the delegates present, unless otherwise specified in these bylaws, shall be required to take any action.

ARTICLE III BOARD OF DIRECTORS

SECTION 1 - MEMBERSHIP

The Board of Directors of the AWF consists of not more than twenty-six (26) elected or appointed members as follows: President, Vice President of Operations, Vice President of Conservation, National Wildlife Federation Affiliate Representative, Secretary, Treasurer, Legislative Liaison, State Agency Liaison, Federal Agency Liaison, six (6) Regional Directors, ten (10) Directors-at-Large and the Immediate Past President. The Executive Director serves on the Board of Directors in an advisory position.

A. ELECTED POSITIONS

The President, two (2) Vice Presidents, the NWF Affiliate Representative, NWF Alternate Representative(s), Legislative Liaison, State Agency Liaison, Federal Agency Liaison, six (6) Regional Directors and eight (8) Directors-at-Large are elected positions.

B. APPOINTED POSITIONS

The President of the AWF may, subject to approval of the Board of Directors, appoint the following positions: Secretary, Treasurer, and two (2) Directors-at-Large. In addition, the President may, subject to approval of the Board of Directors, fill vacancies in any board position.

C. TERMS OF OFFICE

The terms of office for the President, Vice President of Operations, Vice President of Conservation, Secretary, Treasurer, NWF Representative, NWF Alternate Representative(s) and appointed Directors-at-Large shall be one (1) year. The terms of office for all Regional Directors, the Directors-at-Large elected at the annual meeting, the State Agency Liaison, Federal Agency Liaison and the Legislative Liaison shall be for two (2) years. An individual may serve as a Board Member of the Arizona Wildlife Federation for not more than a total of seventeen years, either served consecutively or intermittently. This does not limit the individual's eligibility to serve on committees or accept key assignments.

D. ELECTIONS

The President, Vice President of Operations, Vice President of Conservation, NWF Representative and NWF Alternate Representative(s) shall be elected at each annual meeting. Regional Directors for Regions 1, 3 and 5 shall be elected in each odd numbered year and the Regional Directors for Regions 2, 4 and 6 shall be elected in each even numbered year. Four (4) Directors-at-Large shall be elected each odd numbered year and four (4) Directors-at-Large shall be elected each even numbered year. In addition, each year any elected Board position which has been filled by a person appointed because of a vacancy in that position shall be subject to an election to fill the unexpired term of the person who vacated the position.

E. REGIONAL DIRECTORS

There shall be six (6) Regional Directors. The boundaries for each region and its number shall correspond to the six (6) existing regions of the Arizona Game and Fish Department. Each Regional Director shall reside in the region which they represent.

F. DUTIES

The Board of Directors shall be responsible for the general management of the business and affairs of the AWF. The Board may employ personnel and authorize the payment of appropriate compensation. The Board, on or before July 1 of each year, shall adopt a budget for the succeeding fiscal year.

G. QUALIFICATION FOR HOLDING OFFICE

Individual Members in good standing in any membership class may be elected or appointed to serve on the AWF Board of Directors.

SECTION 2 - DUTIES OF DIRECTORS AND LIAISONS

A. REGIONAL DIRECTORS

Regional Directors shall act as a liaison between the AWF's Officers, Committee Chairpersons, Liaison Officers and Executive Director and the governmental agencies and other organizations in their respective regions. Regional Directors shall serve on at least one (1) standing committee and they shall perform such other duties as directed.

B. LEGISLATIVE LIAISON

The Legislative Liaison shall perform those duties as enumerated in Article V, Section 2,(E), of these bylaws and such other duties as directed.

C. FEDERAL AGENCY LIAISON

The Federal Agency Liaison shall coordinate the conservation activities of the AWF with all federal agencies when directed, perform those duties enumerated in Article V, Section 2, (D), of these bylaws and such other duties as directed.

D. STATE AGENCY LIAISON

The State Agency Liaison shall coordinate the conservation activities of the AWF with all state agencies when directed, perform those duties enumerated in Article V, Section 2,(D), of these bylaws and such other duties as directed.

E. DIRECTORS-AT-LARGE

The Directors-at-Large shall perform duties relating to the direction of the business of the AWF and assisting other officers and directors in the performance of their duties. Directors shall be assigned to serve on at least one standing committee and shall perform such other duties as directed.

SECTION 3 - DUTIES OF OFFICERS

A. DUTIES OF PRESIDENT

1. GENERAL DUTIES - The President shall be Chief Executive Officer of the AWF, serve as Chairperson over all meetings of the Board of Directors and Executive Committee; be responsible for the conduct of the affairs of the AWF subject to approval and direction of the Board of Directors and the Executive Committee. The President may appoint committees from time to time to assist in the conduct of the affairs of the AWF and shall serve as an ex-official member of all committees.

2. BUDGET - The President shall cause a budget to be prepared for the fiscal year, annually, commencing July 1 and ending June 30. The budget shall be submitted to the Board of Directors for approval.

3. REPORTS - The President shall cause a complete report of the actions of the AWF to be presented at the AWF's annual meeting. The President shall make any reports required or requested by the Board of Directors or Executive Committee.

B. VICE PRESIDENT OF OPERATIONS

The Vice President of Operations shall manage the affairs of the AWF office staff, including the Executive Director, and coordinate the duties of the Treasurer, Secretary and the conduct of the Financial, Membership and Internal Affairs Committees. He/she shall perform the duties of the President in the absence of the President or in case of a vacancy in that office. He/she shall serve as a member of the Executive Committee and such other committees as he/she is appointed to serve on. He/she shall perform such other duties as directed.

C. VICE PRESIDENT OF CONSERVATION

The Vice President of Conservation shall manage the conservation affairs of the AWF and coordinate the duties of the Legislative, Federal and State Liaisons and the conduct of the Conservation and Legislative Committees and other committees or programs dealing with projects. When required, the Vice President of Conservation may perform any or all of the duties of the Vice President of Operations or the President. He/she shall serve as a member of the Executive Committee and such other committees as he/she is appointed to serve on. He/she shall perform such other duties as directed.

D. SECRETARY

The Secretary of the AWF shall record the minutes of all meetings of the Board of Directors and the Executive Committee and maintain the official records of the AWF.

The Secretary shall serve as a member of the Executive Committee, chair the Membership Committee and perform other duties as directed.

E. TREASURER

The Treasurer, under the supervision of the Vice President of Operations, shall manage the financial affairs of the AWF. The Treasurer shall serve as a member of the Executive Committee. The Treasurer shall keep an accurate record of all receipts and disbursements of the AWF, prepare the annual budget and monthly financial reports, submit a financial report at the annual meeting and disburse AWF monies as required, subject to the approval of the Board of Directors and Executive Committee. The Treasurer shall chair the Financial Committee and perform such other duties as directed.

F. PAST PRESIDENT

The immediate Past President shall serve as a member of the Executive Committee and perform such other duties as directed.

G. NATIONAL WILDLIFE FEDERATION AFFILIATE REPRESENTATIVE

The Affiliate Representative shall serve on the Executive Committee of the AWF, act as liaison to the NWF, represent the AWF at the annual meeting and perform such other duties as directed.

SECTION 4 - MEETINGS

The Board of Directors shall meet a minimum of four (4) times annually other than meetings held immediately prior to or after the annual meeting. The meetings may be called by the President or a majority of the Board of Directors upon appropriate notice.

SECTION 5 - NOTICE

Notice of all meetings of the Board of Directors, except those pertaining to the annual meeting, shall be given in writing of no less than ten (10) days before the meeting. Such notice shall be mailed to the address of each board member and to the office of each affiliate President. Such notice may also be given to other agencies or entities as deemed appropriate. Such notice may be waived by a majority vote of the board.

SECTION 6 - QUORUM

A quorum shall consist of one-third (1/3) of the entire Board of Directors then holding office when a meeting of the Board is called to order. Less than a quorum may recess, reconvene or adjourn a meeting. In the event a quorum is not present when such a meeting is called to order, the President may elect to enter into executive session wherein any and all business may be brought before the Board, and recommendations for action forwarded to the full Board for final approval providing a quorum then exists.

SECTION 7 - VOTING

All action taken by the Board of Directors shall be by a majority vote of those present unless otherwise specified in these bylaws. Proxy votes are prohibited. Directors shall be deemed present and entitled to vote at any meeting where they are in electronic communication with the other directors and the essence of the matter under consideration has been revealed to them.

SECTION 8 - REMOVAL FROM OFFICE

Any officer or director may be removed from office by a two-thirds (2/3) vote of the directors in attendance at the Board of Directors meeting. The person or persons affected by such action shall be notified of the meeting and shall be entitled to appear and be heard at such meeting. Removal may be with or without cause.

SECTION 9 - RESIGNATION

The written or oral resignation of any officer or director may be accepted by the Board of Directors.

SECTION 10 - VACANCIES

The Board of Directors shall fill any vacancy that might occur in the office of the President or any other Board position. The person elected by the Board to fill a vacancy shall serve in that position until the next annual meeting of the AWF.

SECTION 11 - MINUTES

The Secretary of the Board of Directors shall record the minutes of each meeting. The minutes shall be kept in the AWF office and shall be provided to each member of the Board of Directors and to each Affiliate's President.

SECTION 12 - EMPLOYEES

No salaried employee of the AWF may hold any office of the AWF while so employed.

ARTICLE IV - EXECUTIVE COMMITTEE

SECTION 1 - MEMBERS

The Executive Committee shall consist of the President, two (2) Vice Presidents, Treasurer, Secretary, Past President, NWF Representative and two (2) Directors selected by the Board of Directors.

SECTION 2 - DUTIES

The Executive Committee shall conduct the business of the AWF. The Executive Committee shall not reverse or substantially alter any resolution or established policy of the AWF or the Board of Directors.

SECTION 3 - MEETINGS

Meetings of the Executive Committee may be call by the President or by two (2) or more members of the committee.

SECTION 4 - NOTICE

Notice of all such meetings shall be given twenty-four (24) hours prior to such meetings unless such notice is waived by a majority of the members of the Executive Committee.

SECTION 5 - QUORUM

A quorum of the Executive Committee shall consist of a majority of its members, provided that either the President or a Vice President is present.

SECTION 6 - VOTING

All actions taken at meetings of the Executive Committee shall be by majority vote of those present, unless otherwise specified in these bylaws. Proxy votes are prohibited. An Executive Committee member shall be deemed present and entitled to vote at any meeting where they are in electronic communication with the other committee members and the essence of the matter under consideration has been revealed to them.

SECTION 7 - MINUTES

Minutes of Executive Committee meetings shall be kept in the AWF office and copies shall be provided to the Board of Directors.

ARTICLE V - STANDING COMMITTEES

SECTION 1 - COMMITTEES

The AWF shall have the following chaired standing committees: Financial, Membership, Internal Affairs, Conservation and Legislative. The President may establish such other committees as he/she deems necessary or as directed by the Board of Directors.

SECTION 2 - DUTIES

A. FINANCIAL - The Financial Committee shall be chaired by the Treasurer and shall be responsible for the preparation of a budget, fund raising, financial affairs and conduct of the AWF.

B. MEMBERSHIP - The Membership Committee shall be chaired by the Secretary and shall be responsible for membership recruitment and retainment. The committee shall also serve as the Credentials Committee for the annual meeting or special meetings of the AWF.

C. INTERNAL AFFAIRS - The Internal Affairs Committee shall be chaired by the NWF Affiliate Representative and shall conduct those activities of the AWF relating to bylaws, personnel policy, job descriptions and job reviews, including reviews of AWF staff and training.

D. CONSERVATION - The Conservation Committee shall be chaired by an agency liaison and shall be responsible for the conduct of the affairs of the AWF relating to conservation issues, programs, resolutions and projects.

E. LEGISLATIVE - The Legislative Committee shall be chaired by the Legislative Liaison and shall be responsible for the conduct of the affairs of the AWF relating to legislation or regulations.

ARTICLE VI - ORGANIZATIONAL BRANCHES

SECTION 1 - TYPE OR FORM

The AWF may, upon approval of the Board of Directors, form Organizational Representatives such as foundations or activist coalitions. The AWF may, upon approval of the Board of Directors, join organizations of similar purposes or align itself with such organizations for common purposes.

ARTICLE VII - EXECUTIVE DIRECTOR

SECTION 1 - SELECTION

The AWF Board of Directors may employ an Executive Director. Employment selection shall conform to all federal and state laws or regulations. The Executive Director may not be an officer or Director of the AWF.

SECTION 2 - DUTIES

The Executive Director may be authorized by the Board of Directors to manage the AWF office and employed personnel. The Executive Director may be directed to administer fund-raising and membership programs in conjunction with appropriate committees and officers; coordinate with other conservation organizations or corporate entities as deemed necessary; oversee the AWF official publications; coordinate with the National Wildlife Federation staff and affiliates as deemed necessary; sit on the Board of Directors in an advisory capacity and perform such other duties as directed.

SECTION 3 - REPORTS

The Executive Director shall submit quarterly written reports to the Board of Directors regarding his/her activities and the activities of the AWF. The Executive Director shall make such other reports as may be directed or requested.

SECTION 4 - COMPENSATION

The Board of Directors shall authorize the payment of reasonable compensation to the Executive Director.

ARTICLE VIII - BYLAWS

SECTION 1 - CONSTRUCTION AND INTERPRETATION

Any question as to the construction or meaning of these bylaws shall be decided by the delegates or Board of Directors, whichever body is sitting when the question is raised, and such decision shall be binding thereafter unless rescinded by vote of the Board or by the delegates.

SECTION 2 - AMENDMENT

These bylaws may be amended by the delegates at an annual meeting or other meeting of the AWF as follows: such amendments may be proposed by any active Affiliate of the AWF, the Board of Directors, Executive Committee, Internal Affairs Committee or any other bylaws committee appointed by the President. Such proposed amendments shall be submitted to the AWF office not less than forty-five (45) days prior to such meeting.

SECTION 3 - NOTICE

Notice of proposed amendments shall be provided to the Active Affiliates of the AWF not less than thirty (30) days prior to such meeting.

ARTICLE IX - RULES OF ORDER

When appropriate the business of the AWF shall be conducted in a parliamentary manner. *Robert's Rules of Order, Revised* should be the primary method adopted. A Parliamentarian may be used to assist in the conduct of meetings.