

**INDIANA WILDLIFE FEDERATION, INC.
BY-LAWS**

ARTICLE 1 - NAME

The name of this organization is the Indiana Wildlife Federation, Incorporated, (hereinafter known as the IWF).

ARTICLE 2 – VISION

The IWF advocates for a future with sustainable wildlife and wildlife habitats based on a tradition of common sense conservation.

ARTICLE 3 – MISSION

The IWF's mission is to promote the conservation, sound management, and sustainable use of Indiana's wildlife and wildlife habitat through education, advocacy, and action.

ARTICLE 4 - GOALS

The goals of the IWF are:

- A. To affiliate with the National Wildlife Federation.
- B. To encourage protection and restoration of air, waters, wildlife, forest and field; to safeguard public health and recreation by eliminating pollution in all forms; discourage unwise drainage of wetlands, seek wise land and water use in the broad public interest; nurture and improve wildlife stocks; restore and rehabilitate wildlife environment.
- C. To seek more intensive public conservation - education, youth and adult, in recognizing resource conservation as vital to the American way of life; to emphasize the parallel between economic prosperity and the maintenance of an adequate resource base, and emphasize the role of ecology in the total environment to insure the high quality of life for future generations.
- D. To seek an end to methods and activities destructive to natural resources and to institute methods to replenish and renew a sound resource economy.
- E. To cooperate with county, state, federal, and private agencies of resource management, in improving and strengthening basic resources and in conserving them through wise utilization.
- F. To improve highest standards of sportsmanship and to strengthen farmer-sportsman understanding in problems of common concern.
- G. To develop and seek to improve a state-wide long-range program to stimulate and encourage greater public interest in resource conservation, hunting, trapping, and fishing.
- H. To develop greater outdoor opportunity for all, as essential to character-building and to the physical and spiritual welfare of the people.
- I. To assist, counsel, and support organizations of city, county, state, region, and community on projects to further the goals of the IWF.
- J. To support and defend the Constitution and Bill of Rights of the United States of America, its amendments and rights as given to the people of said country, states, counties, regions, cities, and communities.
- K. To protect our outdoor sporting heritage and the wise use of our natural resources.

ARTICLE 5 - MEMBERS AND DUES

SECTION 1. MEMBERSHIP

Membership in the IWF is open to, but not limited to, conservation clubs, individuals, organizations, associations and businesses that adhere to the goals of the IWF as stated in Article 4, hereof.

SECTION 2. CLASSIFICATION

- A. Affiliated Conservation Clubs/Organizations.
- B. Individuals.
- C. Businesses. Any business that makes a contribution to the IWF.

SECTION 3. PRIVILEGES

- A. A member in good standing of the IWF is defined as a conservation club/organization or an individual that has paid the required dues and adheres to the goals of the IWF, as stated in Article 2, hereof.
- B. A member in good standing of the IWF shall have the privilege of the floor at the Annual Meeting of the IWF.
- C. The Board of Directors of the IWF shall have the power to determine a member in good standing as set forth in the IWF Administrative Policy Book.

SECTION 4. CENSURE AND SUSPENSION

- A. Any member charged with conduct harmful or prejudicial to the goals of the IWF as stated in Article 2, hereof, or its members, or who causes or may tend to cause injury or embarrassment to the IWF or one of its members, shall be subject to citation to appear before the Board of Directors of the IWF.
- B. Upon the matter being referred to the Board of Directors of the IWF, it shall inform such member, in writing, of the nature of the complaint, giving not less than thirty (30) days notice to appear before the Board of Directors of the IWF to answer thereto.
- C. If, upon hearing, the Board of Directors of the IWF shall be satisfied of the truth of the charge or complaint, the Board of Directors of the IWF may censure or suspend such member if, in its judgment, the interests of the IWF demand such action.
- D. The Board of Directors of the IWF may ask such member to resign or the Board of Directors of the IWF. may expel said member of the IWF.
- E. An affirmative vote of two-thirds (2/3) of the members of the Board of Directors of the IWF shall be necessary for the expulsion or suspension of a member of the IWF.
- F. The action of the Board of Directors of the IWF shall be final and conclusive.
 - 1. Any member expelled or suspended from the IWF may be reinstated by a majority vote of the Board of Directors of the IWF.
 - 2. Terms and conditions of reinstatement will be determined by the Board of Directors of the IWF as set forth in the IWF Administrative Policy Book.

SECTION 5. DUES

The IWF shall have the power to assess and collect dues as determined by the Board of Directors of the IWF as set forth in the IWF Administrative Policy Book.

ARTICLE 6 - MEETINGS AND VOTING

SECTION 1. ANNUAL MEETING

There shall be not less than one (1) Annual Meeting of the IWF.

SECTION 2. BOARD OF DIRECTORS

- A. The Board of Directors of the IWF shall endeavor to hold a minimum of ten (10) meetings per year.
- B. The first meeting of the Board of Directors of the IWF shall be held within sixty (60) days following the Annual Meeting of the IWF. This meeting shall serve as the organizational meeting.

SECTION 3. SPECIAL MEETINGS AND SPECIAL VOTES

- A. Special meetings of the members may be called by the President, by a majority of the Board of Directors of the IWF, or by a written petition signed by not less than one-tenth (1/10) of the members authorized to vote as prescribed in Section 5 hereof and in the IWF Administrative Policy Book.
- B. Special meetings of the Board of Directors of the IWF may be called by the President or any three (3) members of the Board of Directors of the IWF.
- C. Only the topic of business for which the meeting was called may be considered at a special meeting.
- D. Notice shall be deemed given by notifying each member involved in the special meeting by telephone, mail or e-mail at least ~~ten five (5+0)~~ days prior to a special meeting: any motion or other action approved at a special meeting convened on less than five (5) days' notice shall only be valid and effective if (1) a quorum of Directors participated in said meeting and (2) such motion or action is later ratified by all the Directors who did not participate in said meeting.-
- E. Special votes of the Board of Directors of the IWF may be conducted by e-mail or other electronic means as follows:
 - 1. "Special votes" are different from votes taken in a "special meeting" in the process set out above.
 - 2. Only an "urgent" issue -- one that likely cannot practicably be addressed at the next regular Board meeting -- shall be the subject of a special vote.
 - 3. A special vote on a proposed position of IWF on an urgent public policy issue may be initiated by the President and the Chair of the Program Committee acting jointly. The issue shall be decided if and when a majority of the Board of Directors votes (1) for against the proposed position or (2) to defer a decision until the next Board meeting.

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D.4. A special vote on any other (non-public-policy) urgent issue may be initiated by a Director's motion seconded by another Director with the approval of a majority of the Executive Committee. The urgent issue shall be decided if and when (1) more than 75% of the Board of Directors votes for the motion, (2) more than 50% of the Board votes against the motion, or (3) 25% or more of the Board votes to defer a decision until the next Board meeting.

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SECTION 4. MEETINGS

Meetings conducted in a physical place, by video conference, by tele-conference, and/or by e-mail will be legal and binding meetings of the IWF.

SECTION 5. VOTING

A. All IWF Affiliated Conservation Club/Affiliate and individual members, who are Members in Good Standing, and in attendance at the Annual Meeting are entitled to vote according to the voting rules as follows:

All individual members get one vote. Included in this membership:

Individual paid – not a member of an affiliate

Individual paid – member of an affiliate

Individual complimentary- not a member of an affiliate

Individual complimentary- member of an affiliate

Family paid - up to two (2) votes per family.

Lifetime member

All affiliates get a number of votes based on the affiliates total paid affiliate membership, whether those members are IWF members or not:

1-25 members = 1 vote

26-50 members = 2 votes

51-100 members = 3 votes

101-200 members = 4 votes

Over 200 = 5 votes

The Affiliate Representative attending the voting meeting must present a written proxy of the affiliate's desired vote and proxy authority for any changes made at the meeting. The written proxy must be on affiliate letterhead, state the number of paid members in the affiliate organization and how they are voting on the issue. The proxy must include the representative's right to vote should there be amendments to the proposal, and be signed by the affiliate's President. Such a proxy would be required for each issue voted on, i.e., resolution, by-laws change, policy change, etc.

B. All Members in Good Standing of the IWF must have been a member 60 days prior to the Annual Meeting.

C. Any business membership in the IWF does not have voting privileges

D. Votes cast by electronic media will be considered legal and binding votes of the IWF.

SECTION 6. QUORUMS

- A. Fifteen (15) individual members present and authorized to vote shall constitute a quorum at the Annual Meeting of members or at any special meeting of members, provided that IWF's members have been given at least fifteen days' notice of such Annual Meeting or special meeting.
- B. Half of the members of the Board of Directors of the IWF present (in person or by teleconference) and authorized to vote shall constitute a quorum at all meetings of the Board of Directors unless otherwise specified within these By-Laws.

ARTICLE 7 – OFFICERS, BOARD OF DIRECTORS, AND EXECUTIVE DIRECTOR

SECTION 1. OFFICERS

The IWF shall have five officers who shall carry out the affairs of the IWF at the direction of the Board of Directors of the IWF. No person shall serve more than three (3) consecutive two-year terms in the same office.

The officers shall be:

- A. President
- B. Vice-President
- C. Secretary
- D. Treasurer
- E. Immediate Past President

SECTION 2. ELECTION AND TERMS

The officers, except the Immediate Past President, shall be elected at the last meeting of the calendar year by a majority of the members of the Board of Directors of the IWF present and authorized to vote.

The terms of the offices shall be staggered.

- 1. The President and Treasurer shall be elected in the even numbered years.
- 2. The Vice-President and Secretary shall be elected in the odd numbered years.

The officers shall serve a term of two (2) years, commencing January 1 of the year following their election.

SECTION 3. BOARD OF DIRECTORS

- A. The Board of Directors shall consist of a minimum of 13 and a maximum of 19 members in good standing, including the five officers and the National Wildlife Federation Representative.
- B. The Roles and Responsibilities of the Members of the Board of Directors shall be outlined in the IWF Administrative Policy Book.

SECTION 4. BOARD OF DIRECTORS ELECTIONS

- A. At-Large Director positions shall be filled at a Board of Directors meeting by a majority vote of the officers and directors present.
- B. The National Wildlife Federation Representative shall be elected by the majority of the delegates present at the Annual Meeting.
- C. The National Wildlife Federation Representative shall be elected for a term of two (2) years, and shall be elected in the odd number years.

SECTION 5. TERM

- A. The terms of the At-Large Directors shall be staggered. A maximum of three (3) At-Large Directors may be elected in each year, and shall serve a term of three (3) years.
- B. No person shall serve more than four (4) consecutive three-year terms on the Board of Directors; provided, however, that any person who is a director as of December 7, 2019 shall be eligible to be re-elected to at least one additional term after expiration of his/her present term.

SECTION 6. POWERS

- A. President. The President shall be the chief executive officer of the IWF and shall have general supervision, direction, and control of the affairs and officers of the IWF. The President shall preside at all meetings of the Board of Directors. The President shall have the general powers and duties of management usually vested in the office of President of a corporation and such other powers and duties as may be prescribed by the Board of Directors or outlined in the IWF Administrative Policy Book. The President will serve as the Alternate National Wildlife Federation Representative.
- B. Vice-President. In the absence or disability of the President, the Vice-President shall perform all duties of the President and when so acting shall have all the powers of and be subject to all restrictions upon the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for by the Board of Directors or outlined in the IWF Administrative Policy Book.
- C. At-Large Directors. The primary duties will be to help develop club interest in the IWF and to help improve communications between the IWF and its membership.
- D. Secretary. The Secretary shall keep or cause to be kept a book of minutes of all meetings of the IWF as well as perform other support roles and responsibilities as outlined in the IWF Administrative Policy Book.
- E. Treasurer. The Treasurer shall, with the information provided from the office of the IWF, report to the Board of Directors an account of all financial transactions and of the financial condition of the IWF as well as perform other roles and responsibilities as outlined in the IWF Administrative Policy Book.
- F. National Wildlife Federation Representative. The National Wildlife Federation Representative shall act as a direct liaison between the IWF and the National Wildlife Federation. The representative shall represent the IWF at the Annual Meeting of the National Wildlife Federation.

1. The Alternate Representative to the National Wildlife Federation. Shall act in the representative's place upon request of the representative or in the event that the representative becomes incapacitated.
- H. The Immediate Past President. The Immediate Past President shall have the responsibility to advise the current President and Board of Directors in all matters of the IWF as well as perform other roles and responsibilities as outlined in the IWF Administrative Policy Book.

SECTION 7. DUTIES

The Board of Directors shall be the ad interim administrative body of the IWF.

- A. The Board of Directors shall be empowered to do all business, manage all property and funds, and supervise all activities of the IWF.
- B. The Board of Directors shall be empowered to hire all personnel of the IWF, define their term, duties and salary.
- C. The Board of Directors has the power to establish Policy and Procedure and to interpret Resolutions of the IWF.
- D. The Board of Directors of the IWF may hire an Executive Director and approve a salary.
- E. Other duties, roles and responsibilities of the Board of Directors will be outlined in the IWF Administrative Policy Book.

SECTION 8. COMPENSATION

No officer or Board of Director shall receive any fees, salaries or other remuneration except as prescribed in A and B of this section. An officer or Board of Director may be reimbursed the actual expenses upon presentation and acceptance to the Board of Directors.

SECTION 9. QUALIFICATIONS

Any officer elected must have been a member in good standing of the IWF for one (1) year preceding the election to the office and maintain membership in good standing during said term.

SECTION 10. VACANCIES

- A. Should an officer or Board of Director at-large member of the IWF miss two (2) consecutive called executive committee or Board of Director meetings, without legitimate reason, the office or directorship may be declared vacant by a majority vote of the Board of Directors present. In the event of such vacancy, or death of such officer or director, the Board of Directors shall elect a replacement by a majority vote of the Board of Directors present.
- B. The terms and conditions governing any vacancies will be prescribed in the IWF Administrative Policy Book.

SECTION 11. EXECUTIVE DIRECTOR

- A. The Executive Director is responsible for the overall operation of the IWF and is guided by the Board of Directors, the By-Laws, Administrative Policies, Resolutions, Conservation Policy Statements and the Strategic Plan. The Executive Director is also responsible for the direct supervision of all staff. The Executive Director reports to and is supervised by the President of the Board of Directors.
- B. The Executive Director shall prepare an annual report. The report shall be submitted to the Board for approval 60 days prior to the Annual Meeting.
- C. Upon approval, the report will be included in the Annual Meeting Packet to all delegates at the Annual Meeting of the IWF.
- D. The Executive Director, the Conservation Policy Director and the President of the Board of Directors have the responsibility of speaking to the media and community on behalf of the organization.
- E. Other duties, roles and responsibilities of the Executive Director will be outlined in the IWF Administrative Policy Book.

ARTICLE 8 - PARLIMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the IWF in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the IWF may adopt.

ARTICLE 9 - PUBLICATION

The “Hoosier Conservation” is hereby designated as the official publication of the IWF.

ARTICLE 10 - STANDING COMMITTEES

Unless provided for in the By-Laws, the President, with the consultation of the Executive Committee, shall appoint the Chair Persons of all Standing Committees. Unless provided for in the By-Laws, other Standing Committee members shall be recommended by the Chair Persons and approved by the Board of Directors.

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee includes the elected officers of the Board (President, Vice-President, Treasurer, Secretary, Immediate Past President, and the National Wildlife Federation Representative) and at the behest of the President, the chairs of the other standing committees. The Executive Committee is responsible for the operation and leadership of the Board of Directors. Other duties, roles and responsibilities of the Executive Committee will be outlined in the IWF Administrative Policy Book.

SECTION 2. FINANCE COMMITTEE

The Finance Committee, chaired by the Board's Treasurer, monitors the fiscal health and maintains the financial integrity of the IWF, and provides oversight of the organization's budget. Other duties, roles and responsibilities of the Finance Committee will be outlined in the IWF Administrative Policy Book.

SECTION 3. DEVELOPMENT COMMITTEE

The Development Committee ensures the long-term success of the organization by overseeing the fundraising efforts of the Board and promoting statewide community awareness by guiding public relations for programming, activities and volunteer opportunities. Other duties, roles and responsibilities of the Development Committee will be outlined in the IWF Administrative Policy Book

SECTION 4. GOVERNANCE COMMITTEE

The Governance Committee ensures that the Board fulfills its legal, ethical, and functional responsibilities through adequate governance policy development, recruitment strategies, training programs, monitoring of Board activities, evaluation of Board members' performance, and By-Laws/Administrative Policy updating and maintenance. Other duties, roles and responsibilities of the Governance Committee will be outlined in the IWF Administrative Policy Book.

SECTION 5. PROGRAM COMMITTEE

The Program Committee has the responsibility to develop, guide and ensure timely and effective implementation of programs that advance diverse and sustainable wildlife populations and habitats; and develop educational opportunities for families and individuals. In addition, the Program Committee is responsible for reviewing, revising, developing and recommending Resolutions and Conservation Policy Position Statements to the Board of Directors. The Program Committee is made up of two subcommittees: Public Policy and Habitat Programs. Other duties, roles and responsibilities of the Program Committee will be outlined in the IWF Administrative Policy Book.

SECTION 6. AD HOC COMMITTEES

The President of the IWF may appoint such ad hoc committees as may be necessary to conduct the business of the IWF.

SECTION 7. REPORTS

- A. All committees will submit a written report of the past year's activities at the Board of Directors meeting immediately prior to the Annual Meeting for its approval.
- B. Upon approval all committee reports will be included in the Annual Meeting Packet to all the members at the Annual Meeting of the IWF.

ARTICLE 11 – ADMINISTRATIVE POLICIES

The purpose of the Administrative Policies is to provide operational guidance for carrying out the intent of the By-Laws.

- A. Any member in good standing may submit a proposed change in policy, in written form, for consideration to the Board of Directors of the IWF.
- B. All policies submitted will be initially evaluated by the Governance Committee and then accepted, and/or amended and voted upon by the Board of Directors of the IWF.
- C. Policy changes will be provided to the membership through the web site and at the Annual Meeting.
- D. All policies approved will become effective immediately and stay in effect until altered, changed or voided.

ARTICLE 12 – RESOLUTIONS AND CONSERVATION POLICY STATEMENTS

Resolutions and Conservation Policy Statements provide the basis and guidance for the IWF’s public outreach, positions and advocacy on wildlife management issues for residents, communities, media outlets, the state’s General Assembly, and state and federal governmental units. Resolutions are one form of the IWF’s public statements on major issues that are generally of statewide importance, involve long term wildlife habitat, population management and sustainability issues, are affected by state or federal governmental programs or regulations and can be formulated for approval at the Annual Meeting. Conservation Policy Statements are another form of the IWF’s public issue advocacy for proposed legislation, state program administrative rule input and other issues that require more timely responses.

- A. Any member in good standing may submit proposed Resolutions and Conservation Policy Statements in written form to the Program committee for consideration, evaluation, and recommendation before being submitted to the Board of Directors.
- B. Resolutions must be submitted to the Program Committee not less than ninety (90) days prior to the Annual Meeting. The Program Committee will evaluate proposed resolutions and submit them to the Board of Directors, along with their recommendation(s), not less than (60) days prior to the Annual Meeting.
 - 1. Not less than thirty (30) days prior to the Annual Meeting, proposed resolutions, along with any recommendations from the Program Committee and Board of Directors, will be communicated to all members and be included in the Annual Meeting Packet.
 - 2. A three fourths (3/4) majority vote of the voting members in good standing present at the annual meeting is needed for acceptance.
- C. Proposed Conservation Policy Statements will be accepted and/or revised and voted on by the Board of Directors and be communicated to all members.

ARTICLE 13 - INDIANA WILDLIFE FEDERATION ENDOWMENT

SECTION 1. PURPOSE

- A. The IWF shall have an endowment to administer and manage the Charles Holt Scholarship Fund and any other fund that may be created.

- B. The name of this endowment shall be the Indiana Wildlife Federation Endowment (hereinafter known as the IWFE).

SECTION 2. GOALS

- A. To promote educational opportunities in the fields of natural resources and the environment within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may thereafter be amended.
- B. To receive, accept, hold, administer and manage all assets, real, personal or mixed of every kind and description received by the IWFE for the purpose of investment, management and administration.
- C. To solicit and obtain grant applications from any college student, enrolled as a sophomore, with a major or minor, in a program of training for work with natural resources or the environment.
- D. To provide a grant or grants to a college student or students, enrolled as a sophomore, with a major or minor, in a program of training for work with natural resources or the environment.
- E. To do all acts and things necessary, convenient or expedient to carry out the goals of the IWFE.

SECTION 3. DIRECTORS

The Finance Committee will serve as the Endowment Board of Directors.

SECTION 4. DUTIES

- A. The Directors of the IWFE shall hold a minimum of three (3) meetings during the year.
- B. The Directors shall solicit scholarship applications as provided for in Section 2, C. herein.
- C. The Directors shall review all scholarship applications and make a determination as to the recipient or recipients of a scholarship/s.
- D. The Directors shall submit their findings to the Board of Directors of the IWF at the Board of Directors meeting preceding the IWF Annual Meeting.
- E. The majority of the directors present and voting constitute a quorum at all meetings of the IWFE.

SECTION 5. FUNDING

- A. The funds for IWFE shall be, but not limited to, contributions to the Charles Holt Scholarship Fund and any other fund that may be created.
- B. Other specified donations may also be a part of the IWFE funding. The IWF may also contribute to the IWFE.
- C. The IWF may also contribute to the operating expenses of the IWFE.
- D. The funds of the IWFE shall not be used to pay expenses, debts or other liabilities of the IWF.

ARTICLE 14 - AMENDMENTS

SECTION 1. The IWF By-Laws may be amended in whole or part and a new By-Law/s or an amended By-Law/s may be adopted.

SECTION 2. The IWF By-Law amendments may be proposed by any member in good standing in the IWF by filing the same with the Board of Directors and the Governance Committee for their consideration and/or revision and recommendation not less than sixty (60) days prior to the Annual Meeting.

SECTION 3. All proposed IWF By-Law amendments shall carry the recommendation of the Governance Committee and the Board of Directors.

SECTION 4. Proposed IWF By-Laws amendments shall be communicated to the membership not less than thirty (30) days prior to the Annual Meeting and be included in the Annual Meeting Packet.

SECTION 5. The By-Law amendments may be amended, accepted or rejected at the Annual Meeting of the IWF by a three-fourths (3/4) majority vote of the members in good standing present at the annual meeting .

ARTICLE 15 - INDEMNIFICATION

SECTION 1. DIRECTOR AND OFFICER IDEMNIFICATION

- A. The IWF shall defend, indemnify and hold harmless any director or officer to the full extent permitted by law from any claim, demand, allegation or civil action of any kind arising out of such person's service on the Board of the IWF, the IWFE and any related entities, except in relation to matters as to which he or she shall be finally adjudged in an action, suit or proceeding to be liable for any dishonest, deliberately fraudulent, criminal, or intentionally and knowingly wrongful acts or omissions arising out of or in the course of his or her service with the IWF.
- B. Any officer or director requesting indemnification shall submit such a request to the President of the IWF. The President or any former President requesting indemnification shall submit such request to any Board of Director of the IWF. Any question arising under or out of subpart A of this Article shall be determined by a quorum of the Board of Directors of the IWF consisting of officers and directors who are not parties to or involved in any action, suit or proceeding in which one or more concurrent or former officers or directors is a party, after receipt of the written opinion of independent legal counsel. If a quorum consisting of officers and directors who are not parties to nor involved in an action, suit or proceeding is not obtainable with due diligence, the final determination shall be made by independent legal counsel selected by the affiliate representatives at a special meeting called in whole or in part for that purpose.
- C. Each and every person who is serving or who has served as an officer or director of the IWF or as a director, officer, trustee or partner of any other corporation, trust, partnership, or other enterprise at the request of the IWF, including, but not limited to, a director of the IWFE, shall be deemed to have done so or to be doing so in reliance upon the right of indemnification provided for in subpart A of this Article, though that right shall not be deemed exclusive of any other rights to which such person may be entitled by law other agreement, a vote of a

quorum of disinterested officers and directors, or, if such is not obtainable pursuant to the written opinion of independent legal counsel selected by the affiliate representatives.

SECTION 2. EMPLOYEE INDEMNIFICATION

- A. The IWF shall defend, indemnify and hold harmless any person who is or was an employee of the IWF to the full extent permitted by law from any claim, demand, allegation or civil action of any kind arising out of such person being or having been an employee of the IWF, the IWFE and any related entities, provided that such person acted in the course of his or her employment in good faith and on the basis of a reasonable belief that his or her conduct was in accordance with any and all written guidelines and instructions he or she has been given and in the best interest of the IWF except in relation to matters as to which he or she shall be finally adjudged in an action, suit or proceeding to be liable for any dishonest, deliberately fraudulent, criminal, or intentionally and knowingly wrongful acts or omissions arising out of or in the course of his or her employment with the IWF.
- B. Any employee or former employee requesting indemnification shall submit such a request to the President of the IWF. Any question arising under or out of subpart A of this Article shall be determined by a quorum of the Board of Directors of the IWF who are not parties to or involved in any action, suit or proceeding for which indemnification is sought.

SECTION 3. ADVANCES

Expenses incurred with respect to any action, suit, proceeding, inquiry, or investigation of the character described in Section 1, subpart A and Section 2, subpart A of this Article shall be advanced by the IWF prior to the disposition thereof. Notwithstanding the foregoing, the IWF may refrain from, or suspend, payment of expenses in advance if, at any time before delivery of the final finding described above, the Board, or independent counsel, acting in accordance with the procedures set forth herein, decides that a preponderance of the evidence supports a finding that the person who has requested indemnification has not met the relevant standards of conduct set forth above. Should a final determination be made that such person is not entitled to indemnification under Section 1 & Section 2 of this Article, the IWF shall have the right to indemnity against him or her for all amounts advanced under Section 1 and Section 2 of this Article.

SECTION 4. ADDITIONAL RIGHTS AND INTERPRETATION

- A. The rights of indemnification provided in this Article shall be in addition to any rights to which any such person may otherwise be entitled by law, other agreement, a vote of a quorum of disinterested officers and directors, or, if such is not obtainable, pursuant to the written opinion of independent legal counsel selected by the Board of Directors of the IWF.
- B. This Article shall be interpreted and applied to provide the broadest protection and right of indemnification permitted by law.

ARTICLE 16 - DISSOLUTION

In the event of dissolution of the IWF and the IWFE (hereinafter referred to as the Federation), the Board of Directors shall, after paying or making provision for the payment of all the liabilities of

the Federation, dispose of all the assets of the Federation exclusively for the purposes of the Federation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having jurisdiction thereof exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.