

**ARTICLES OF INCORPORATION
OF THE
PROFESSIONAL BOWHUNTERS SOCIETY, INC.
As Amended 1986**

Pursuant to the West Virginia Non-Profit Corporation Act:

ARTICLE I

The name of the corporation is the Professional Bowhunters Society, Inc. (hereinafter referred to as the "Society").

ARTICLE II

The principal and objectives of the Society are as follow:

- (1) To promote and maintain fellowship among persons who have a primary interest in maintaining professionalism in the field of bowhunting.
- (2) To encourage and promote the taking of wild game by means of bow and arrow in a humane and sportsmanlike manner.
- (3) To share with others the experience, knowledge and skills gained through application of proper shooting skills and hunting techniques.
- (4) To practice and promote good and safe sportsmanship in the art of bowhunting.
- (5) To encourage and support sound bowhunting legislation and to oppose legislation which is not consistent with its purposes.
- (6) To develop and maintain an educational forum to teach and promote the wise and safe use of our natural resources, the conservation of wild game, and the preservation of its natural habitat.

ARTICLE IV

The Professional Bowhunters Society, Inc. shall have all powers that are or may be conferred upon corporations formed under the West Virginia Non-Profit Corporation Law. In addition to being a non-profit corporation, the Professional Bowhunters Society, Inc. shall not pursue any purposes or carry on any activities not permitted to be pursued or carried on under the West Virginia Non-Profit Corporation Law or by a corporation described in Section 501 (c)(7) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future West Virginia of United State Internal Revenue Law. No part of the net earnings of the Professional Bowhunters Society, Inc. may inure to the benefit of any individual in ay way that is contrary to the provisions of Section 501 (c)(7) of the Internal Revenue code of 1954, as amended, or the West Virginia Non-Profit corporation Law or the corresponding provisions of any future code of act.

ARTICLE V

The governing power of this corporation shall be vested in the Executive Council consisting of the President, Vice President, and three (3) Councilmen. The Executive Council shall have such power as provided for non-profit corporations by the laws of West Virginia, except as limited by these articles of incorporation or by-laws adopted by the Society.

ARTICLE VI

Upon the dissolution of the Society, the Executive Council shall, after paying or making provisions for payment of liabilities of the Society, dispose of the assets of the Society exclusively for purposes of the Society to such organization or organizations organized and operating exclusively for one or more exempt purposes provided for under Section 501 (c)(7) of the Internal Revenue Code of 1954 (or the corresponding of any future U.S. Internal Revenue Law), as the Executive Council shall determine. Any assets not so disposed of shall be disposed of according to the applicable provisions of State law.

ARTICLE VII

Membership, classes, dues, and rights and privileges of the members of the Society shall be governed by the by-laws adopted by the Society.

ARTICLE VIII

The existence of this corporation is to be perpetual.

ARTICLE IX

The articles may be amended by the adoption by members entitled to vote of a resolution previously adopted by the Executive Council setting forth the proposed amendment and directing it to be submitted to a vote at a regular or special meeting. The purposed amendment shall be adopted upon receiving a majority of votes, which members present at such meeting. Notice of said meeting to consider proposed amendments shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail by or at the direction of the President, Secretary, or the officer of person calling the meeting.

ARTICLE X

The names and addresses of the incorporations of the Professional Bowhunters Society, Inc. are as follows:

A. Lee Maynard
116-A Snowhill Drive
Charleston, WV

Dayle W. Smith
408 May Street
Charleston, WV

Charles R. Crouch
Poca, WV

Walter H. Riffie
1318 Stuart Street
Charleston, WV

Donald L. Thompson
309 Monogalia Street
Charleston, WV

**CONSTITUTION AND BY-LAWS
OF THE
PROFESSIONAL BOWHUNTERS SOCIETY**

ARTICLE I - Name

Section 1. The name of this organization shall be the Professional Bowhunters Society, Inc. It may be abbreviated and referred to as the P.B.S.

ARTICLE II - Purposes and Objectives

Section 1. It shall be the purpose and objective of the Professional Bowhunters Society to:

- A. Promote and maintain fellowship among persons who have a primary interest in maintaining professionalism in the field of bowhunting;
- B. Encourage and promote the taking of wild game by means of bow and arrow in humane and sportsmanlike manner;
- C. Share with others the experience, knowledge and skills gained through application of proper shooting skills and hunting techniques;
- D. Practice and promote good and safe sportsmanship in the art of bowhunting,
- E. Encourage and support sound bowhunting legislation and to oppose legislation which is not consistent with its purposes;
- F. Develop and maintain an educational forum to teach and promote the wise and safe use of our natural resources, the conservation of wild game and the preservation of its natural habitat.

ARTICLE III - Membership

Section 1. There shall be two classes of membership in the Society as follows.

- A. Regular Member - Any individual who
 1. Has been an Associate Member in good standing of the P.B.S. for a period of at least two years;
 2. Has satisfactorily completed a membership application;
 3. Has had the application approved by the Executive Council of P.B.S.;
 4. Has made full payment to the Society of the required membership fee;
 5. Has stated that he/she is in full agreement with Article II of these By-Laws;
 6. Further, the applicant shall meet the following minimum requirements:
 - a. Have attained the age of 21;
 - b. Have a minimum of three years of bowhunting experience;
 - c. Be of good moral character;
 - d. Have taken by bow and arrow, in a loyal and sportsmanship manner, a minimum number of big game and small game species as designated by the Executive Council as follows:
 1. Eight (8) game animals plus a substantial number of small game animals and/or varmints;
 2. Big game animals taken on commercial hunting preserves do not qualify, although they must be listed on a prospective Regular Member membership application.

7. Regular membership shall be open to those Associate Members who make application, qualify and are accepted by the Executive Council.
 8. There will be one (1) year probationary period for anyone acquiring Regular membership status.
- B. Associate Member - Any individual who is interested in the participation and promotion of the sport of bowhunting, who vows to uphold and support the purposes and objectives of the Professional Bowhunters Society; and who has agreed to take the sport seriously enough to insure proper behavior, proper equipment and proper attitude and to always strive to improve the overall image of the bowhunter.
- C. Life Members are Regular Members who are exempt from annual membership fees. All rules and regulations pertaining to a Regular Member apply to a Life Member.

Section 2. The annual membership fee for ALL MEMBERS shall be fixed and stated from time to time by the Executive Council. This fee may be changed by the Executive Council at the beginning of any fiscal year.

- A. The annual fee shall be paid within thirty (30) days from date of notice of payment.
- B. Any Regular Member failing to pay the annual fee at the prescribed time shall cease to hold membership until the fee is paid.
- C. Any Regular Member who has let his membership lapse one year or longer will be required to pay a reinstatement fee often dollars (\$25.00) which will be addition to the payment of the membership for the coming year.

Section 3. There shall be initiation fee of twenty-five dollars (\$25.00) payable to any person who applies for and is accepted into Regular membership. This initiation fee is in addition to the first year membership fee and is payable at the time.

ARTICLE - Officers

Section I. The officers of the society shall be a President, Vice-President, Secretary-Treasurer, Councilman at Large, and three (3) Councilmen.

These officers shall perform the duties prescribed by the By-Laws and by the parliamentary authority adopted by the Society.

Section 2. No later than July 1 of each year, the Executive Council shall appoint a nominating committee consisting of five (5) Regular Members of the Society. It shall be the duty of this committee to nominate and approve candidates for the office of President, Vice-President and three (3) Councilmen as appropriate. There shall be a minimum of two (2) nominations for each elective office.

The nominating committee shall make known, to the members entitled to vote, their list of candidates by publication in the fourth quarter newsletter.

No person shall be nominated for office until that person is a Regular Member in good standing.

No later than January 15th of each year, the Secretary-Treasurer shall mail an official ballot to each Regular Member of the Society containing the office and respective nominees. All ballots shall be returned no later than twenty (20) days from date of mailing.

Official results of the election shall be determined by a count of all returned ballots by the Secretary-Treasurer and verified by the Executive Committee.

Duly elected officers shall take office and assume their duties on March 1 following the election.

Section 3. The President and Vice-President shall be elected by ballot to serve for two years or until their successors are elected.

Section 4. The three Councilmen shall be elected by ballot to serve for a term of three (3) years.

Section 5. The Secretary-Treasurer shall be employed by the Executive Council at a fair wage and shall serve in that capacity until otherwise designated by the Executive Council. The Secretary-Treasurer shall have no vote on the Executive Council.

Section 6. The Councilman at Large will be the immediate past President and will serve for a term of two (2) years or for as long as he is the immediate past president.

Section 7. No elected officer shall hold continuous office for more than one consecutive term except the President or Vice President who can serve a maximum of two (2) consecutive terms.

Section 8. The duties of the officers shall be as follows:

- A. The President shall be the chief officer of the Society. He shall preside at all the meetings and serve as Chairman of the Executive Council. He shall conduct all affairs in accordance with the Constitution and By-Laws. He shall hold meetings of the Executive Council and instruct officers of their duties as described in the Constitution and By-Laws. Upon taking office, he shall appoint committees.
- B. The Vice President shall succeed the President in case of an absence or vacancy.
- C. The Councilmen shall act in behalf of the Society in providing liaison and coordination in the promotion and execution of the purposes and objectives of the Society.
- D. The Secretary-Treasurer shall have charge of and maintain all books, records and papers of the Society; issue notice of all meetings of the Society and the Executive Council and attend and keep minutes of the same. He shall keep regular books of account and shall submit them, together with all vouchers, receipts, records and other papers, to the President or Executive Council for their examination and approval as often as they may require. He shall perform all other duties as may be incident to the office and required by the Executive Council.
- E. The Councilman at Large shall act in behalf of the Society and in like duties of the Councilmen. His primary purpose will be as advisory to the Executive Council. He will not have a vote on the Council.

ARTICLE V - Executive Council

The governing power of this corporation shall be vested in the Executive Council consisting of the President, Vice President, Councilman at Large and three (3) Councilmen. The Executive Council shall have such powers as provided for nonprofit corporations by the laws of West Virginia, except as limited by these articles of incorporation or By-Laws adopted by the Society.

Section 1. The Executive Council shall consist of the President, Vice President, Councilman at Large and three (3) Councilmen.

Section 2. The Executive Council shall manage the affairs of the Society while the Society is not in regular business session and otherwise carry out the duties that may be assigned to it by the Society. It shall be governed by the spirit and purpose of the Constitution and By-Laws and none of its action shall conflict with action taken by the Society.

Section 3. The Executive Council shall be charged with the responsibility of membership acceptance. It is also the duty of the Executive Council to preserve and maintain a membership of professional bowhunters.

Section 4. For any infraction of the Society's By-Laws or any act which tends unqualifiedly to lower the reputation of the Society, to retard its progress, or to defeat its ends, the same shall be considered good cause for expulsion of membership and the Executive Council shall have the authority to demand any member's written resignation by certified mail, return receipt requested, postage prepaid, from the Society and upon that member's refusal to give the resignation, the Executive Council shall have the authority to expel such person by a majority vote of a quorum of the Executive Council, notice having been given to all members of the Executive Council

and the accused member and pursuant to the following procedure.

- A. The charges against any member must be in writing and signed by the complainant or complainants, stating the time, place and nature of the charges.
- B. The accused member shall have the right to examine and cross-examine witnesses and to address the Executive Council in person or by counsel.
- C. The demand shall state that the accused member shall have twenty (20) days after receipt of the Society's demand for his written resignation to send in a written resignation or a written request for a hearing on the complaint. An accused member who requests a hearing will be given notice of the hearing at least twenty (20) days prior to the hearing by notice sent certified mail, return receipt requested, postage prepaid, the notice being effected upon receipt.
- D. Said notice shall state the name or names of the complainants against the accused member, the nature, dates and places of the charges, the time, date and place of the hearing, and shall also state that the accused member shall have the right to examine and cross-examine witnesses and to address the Executive Council in person or by counsel.
- E. An accused member who does not send in his resignation or request a hearing within twenty (20) days after receipt of the Executive Council's demand for his written resignation shall be deemed to have tacitly resigned his membership and waived his right to a hearing, and a quorum of the majority of the Executive Council shall have the authority to expel the accused member upon the tacit resignation and the complaint.

Section 5. Meetings of the Executive Council shall be called by the President. The meeting shall be called at such times and places where attendance of a quorum can be secured without undue expense or inconvenience to the officers. At all other times, such business, which may be required of the Executive Council may be conducted in a manner similar to that of the voting and as provided by these By-Laws.

Section 6. A quorum for any meeting of the Executive Council shall consist of four (4) officers/councilmen thereof present and empowered to vote.

Section 7. In case of resignation of an officer of the Society, or if for any other reason an officer is unable to complete the term, the Nominating Committee shall present a candidate for consideration by the Executive Council. The Executive Council shall elect a successor to complete the unexpired term.

Section 8. Funds derived from Life Membership dues are to be invested per the authority given to the investment committee by Council. These funds can in no way be used by the organization for any general expenses, collateral assignment or other purpose. Only interest earned from these invested funds can be used by the organization.

ARTICLE VI - Meetings

Section 1. The regular meeting of the Society shall be held every other year beginning 1986 unless otherwise ordered by the Executive Council. Members shall be informed of the date, time and place of the semiannual meeting no less than sixty (60) days prior to the date of the meeting.

Section 2. Special meetings of the membership may be called by the President with approval of the Executive Council at any time. Notice of special meetings of the membership shall be mailed or delivered no less than thirty (30) days prior to the meeting.

Section 3. Quorum - Two thirds (2/3) of the Regular members entitled to vote, present or by proxy, shall constitute a quorum at a membership meeting. Action of the Society shall be official when approved by a major present at a regular or special meeting.

ARTICLE VII - Committees

Section 1. The President shall appoint standing committees as necessary to carry out the activities and responsi-

bilities of the Society, including a Conservation Committee, Legislative Committee, Publicity Committee, Nominating Committee and any other committee established by the Society.

Section 2. The duties of the standing committees are as follows but are not limited to:

- A. Conservation Committee - The Conservation Committee shall act to carry out the Society's objective to improve the quality of education in the field of bowhunting, through the collection and distribution of funds to be used for grants to eligible persons pursuing educational activities which are aimed at benefiting and conserving the art of bowhunting and conservation of our natural resources.
- B. Legislative Committee - The Legislative Committee shall formulate and promote the enactment of legislation of concern to the Society; review and advise the Executive Council on legislative proposals and actions of interest to the Society.
- C. Publicity Committee - The Publicity Committee shall develop and carry out a program of publicity and public relations consistent with the purpose and objectives of the Society. They shall also be responsible for other duties as assigned by the Executive Council.

ARTICLE VIII - Code of Ethics

All members of the Professional Bowhunters Society shall observe and adhere to the Code of Ethics as adopted and amended by the Society.

ARTICLE IX - Fiduciary Responsibilities

The Society shall use its funds only to accomplish the objectives and purposes specified in the By-Laws, and no part of the earnings, gains, or assets of the Chapter shall inure to the benefit or be distributed to its officers, councilmen, other private individuals or organizations organized and operating for profit, except that the Society is authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE X - Parliamentary Authority

Unless otherwise provided by the By-Laws, parliamentary rules, as stated in the most recent edition of Robert's Rules of Order, shall govern the procedures at all meetings of the Society.

ARTICLE XI - Amendments

These By-Laws may be amended, revised, or altered by an affirmative vote of two-thirds (2/3) of the Regular members.

Proposed amendments may be submitted by the Executive Council upon an affirmative vote of two-thirds (2/3) of its Regular members.

Proposed amendments, so submitted, along with an appropriate ballot shall be mailed to the Regular Membership by the Secretary-Treasurer at least thirty (30) days prior to the date on which the returned ballots are to be officially counted.

Acceptance or refusal of the proposed changes shall be determined by a count of the returned ballots by the Secretary-Treasurer and confirmed by the Executive Council. All ballots so cast shall be retained by the Secretary-Treasurer for a period of two (2) years.

Fiscal year of the Society shall begin January 1st of each year.