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

ARTICLE 1 - NAME

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

ARTICLE 2 - GOALS

The goals of the I.W.F. 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 I.W.F.
- 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 3 - MEMBERS AND DUES

SECTION 1. MEMBERSHIP

Membership in the I.W.F. is open to, but not limited to, conservation clubs, individuals, organizations, associations and businesses that adhere to the goals of the I.W.F. as stated in Article 2, hereof.

SECTION 2. CLASSIFICATION

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

SECTION 3. PRIVILEGES

- A. A member in good standing of the I.W.F. is defined as a conservation club/organization and an individual that has paid the required dues and adheres to the goals of the I.W.F., as stated in Article 2, hereof.

- B. A member in good standing of the I.W.F. shall have the privilege of the floor at the Annual Meeting of the I.W.F.
- C. The Board of Directors of the I.W.F. shall have the power to determine a member in good standing as set forth in the I.W.F. Policy Book

SECTION 4. CENSURE AND SUSPENSION

- A. Any member charged with conduct harmful or prejudicial to the goals of the I.W.F. as stated in Article 2, hereof, or its members, or who causes or may tend to cause injury or embarrassment to the I.W.F. or one of its members, shall be subject to citation to appear before the Board of Directors of the I.W.F.
- B. Upon the matter being referred to the Board of Directors of the I.W.F., 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 I.W.F. to answer thereto.
- C. If, upon hearing, the Board of Directors of the I.W.F. shall be satisfied of the truth of the charge or complaint, the Board of Directors of the I.W.F. may censure or suspend such member if, in its judgement, the interests of the I.W.F. demand such action.
- D. The Board of Directors of the I.W.F. may ask such member to resign or the Board of Directors of the I.W.F. may expel said member of the I.W.F.
- E. An affirmative vote of two-thirds (2/3) of the members of the Board of Directors of the I.W.F. shall be necessary for the expulsion or suspension of a member of the I.W.F.
- F. The action of the Board of Directors of the I.W.F. shall be final and conclusive.
 - 1. Any member expelled or suspended from the I.W.F. may be reinstated by a majority vote of the Board of Directors of the I.W.F.
 - 2. Terms and conditions of reinstatement will be determined by the Board of Directors of the I.W.F. as set forth in the I.W.F. Policy Book.

SECTION 5. DUES

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

ARTICLE 4 - MEETINGS AND VOTING

SECTION 1. ANNUAL MEETING

There shall be not less than one (1) Annual Meeting of the I.W.F.

SECTION 2. BOARD OF DIRECTORS

- A. The Board of Directors of the I.W.F. shall hold a minimum of four (4) meetings per year.
- B. The first meeting of the Board of Directors of the I.W.F. shall be held within sixty (60) days following the Annual Meeting of the I.W.F. This meeting shall serve as the organizational meeting.

SECTION 3. SPECIAL MEETINGS

- A. Special meetings of the members may be called by the President, by a majority of the Board of Directors of the I.W.F., 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 I.W.F. Policy Book.
- B. Special meetings of the Board of Directors of the I.W.F. may be called by the President or any three (3) members of the Board of Directors of the I.W.F.
- 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 (10) days prior to a special meeting.

SECTION 4. MEETINGS

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

SECTION 5. VOTING

A. All IWF Affiliated Conservation Club/Organization and Individual members, who are Members in Good Standing, are entitled to one (1) vote per each person who attends the Annual Meeting.

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

B. Any business membership in the I.W.F. does not have voting privileges.

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

SECTION 6. QUORUM

The majority of the members present and authorized to vote shall constitute a quorum at all meetings unless otherwise specified within these By-Laws.

ARTICLE 5 - OFFICERS AND BOARD OF DIRECTORS

SECTION 1. OFFICERS

The I.W.F. shall have six (6) officers who shall carry out the affairs of the I.W.F. at the direction of the Board of Directors of the I.W.F.

The officers shall be:

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

SECTION 2. ELECTION AND TERMS

The officers, except the Immediate Past President, shall be elected at the Annual Meeting of the I.W.F. by a majority of the delegates present and authorized to vote.

Such officers shall be installed at the Annual Meeting of the I.W.F. following their election.

The terms of the officers shall be staggered.

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

The officers shall serve a term of two (2) years, commencing at the adjournment of the Annual Meeting.

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 six (6) officers and the National Wildlife Federation Representative.

B. The number of Regional Directors and the Expectations of the Members of the Board of Directors shall be outlined in the I.W.F. Policy Book.

SECTION 4. BOARD OF DIRECTORS ELECTIONS

A. Regional Directors shall be elected by the majority of delegates at the Annual Meeting. Members of each region will be responsible for submitting qualified nominees to the Nominating Committee at least thirty (30) days prior to the Annual Meeting to be included on the ballot. If suggestions are not received in this time period, the Nominating Committee is responsible for finding qualified nominees for as many Regional Director positions as needed.

B. At-Large Directors and any unfilled Regional Directors positions shall be filled at a Board of Directors meeting by a majority vote of the officers and directors present.

C. The National Wildlife Federation Representative shall be elected by the majority of the delegates present at the Annual Meeting.

~~D. At Large and Regional Directors may be nominated by any member in good standing in the I.W.F.~~

SECTION 5. TERMS

- A. The terms of the At-Large **and Regional** Directors shall be staggered. A maximum of three (3) At-Large Directors may be elected in each year, and shall serve a term of ~~two (2)~~ **three (3)** years.
- B. The National Wildlife Federation Representative shall be elected for a term of two (2) years. And shall be elected in the odd number years.
- C. **After an individual serves two (2) consecutive terms on the Board of Directors, he or she will become eligible for a third term after leaving the board for one (1) year.**

SECTION 6. POWERS

- A. President. The President shall be the chief executive officer of the I.W.F. and shall have general supervision, direction, and control of the affairs and officers of the I.W.F. Shall preside at all meetings of the Board of Directors. 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. The President will serve as the Alternate National Wildlife Federation Representative.
- B. First Vice-President. In the absence or disability of the President, the First 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 First 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.
- C. Second Vice-President. In the absence or disability of the President and the First Vice-President, the Second 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 Second 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.
- D. Regional Directors and At-Large Directors. The primary duties will be to help develop club interest in the I.W.F. and to help improve communications between the I.W.F. and its membership.
- E. Secretary. The Secretary shall keep or cause to be kept a book of minutes of all meetings of the I.W.F.
- F. Treasurer. The Treasurer shall, with the information given from the office of the I.W.F., give to the Board of Directors an account of all financial transactions and of the financial condition of the I.W.F.
- G. National Wildlife Federation Representative. The National Wildlife Federation Representative shall act as a direct liaison between the I.W.F. and the National Wildlife Federation. The representative shall represent the I.W.F. at the Annual Meeting of the National Wildlife Federation.
 - 1. 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 I.W.F.

SECTION 7. DUTIES

The duties of the Board of Directors shall be the ad interim administrative body of the I.W.F.

- A. It shall be empowered to do all business, manage all property and funds, and supervise all activities of the I.W.F.
- B. It shall be empowered to hire all personnel of the I.W.F., 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 I.W.F.
- D. The Board of Directors of the I.W.F. may hire an Executive Director and approve a salary.
 - 1. The Executive Director shall prepare a report, covering the year immediately past, 60 days prior to the Annual Meeting of the I.W.F. and present the report to the Board of Directors at the next Board of Directors meeting of the I.W.F. for approval.
 - 2. Upon approval of said report, the report will be included in the Annual Meeting Packet to all delegates at the Annual Meeting of the I.W.F.

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.

- A. An officer or Board of Director may be reimbursed the actual expenses upon presentation and acceptance to the Board of Directors.
- B. The Editor, Layout, and Production persons of the HOOSIER CONSERVATION may receive wages upon a majority vote of the Board of Directors. An officer or Board of Director may hold the position of Editor, Layout and Production person of the HOOSIER CONSERVATION.

SECTION 9. QUALIFICATIONS

Any officer elected must have been a member in good standing of the I.W.F. 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 of the I.W.F. 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 I.W.F. Policy Book

ARTICLE 6 - PARLIMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the I.W.F. 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 I.W.F. may adopt.

ARTICLE 7 - PUBLICATION

The "Hoosier Conservation" is hereby designated as the official publication of the I.W.F.

ARTICLE 8 - STANDING COMMITTEES

The President shall appoint members of all Standing Committees as required at the Annual Meeting of the I.W.F.

SECTION 1. DUTIES AND MEMBERSHIP OF STANDING COMMITTEES

- A. Legislative Committee. Shall consist of the Executive Director and members in good standing of the I.W.F. They shall possess and exercise the authority to study and evaluate all legislation.
- B. Conservation Education Committee. Shall consist of members in good standing of the I.W.F. They shall be responsible for developing and/or evaluating a State Conservation Education Program.
- C. Budget and Finance Committee. Shall consist of the First Vice-President, the Treasurer, the Executive Director and two (2) members in good standing who are not an officer or serving on the Board of Directors of the I.W.F. They shall submit a budget for approval at the October meeting of the Board of Directors.
- D. Audit Committee. Shall consist of either an independent auditor or three members in good standing other than officers or directors of the I.W.F. They shall audit the treasurers records immediately following the end of the fiscal year. The committee shall present the audit at the Board of Director's meeting following the completion of the audit, but not later than March following the end of the fiscal year. Upon acceptance by the Board of Directors of the I.W.F., the audit shall be made available to members in good standing for review.

SECTION 2. EXECUTIVE COMMITTEE

- A. Shall consist of the Officers of the I.W.F. They shall possess and exercise the authority to manage the internal affairs of the I.W.F.
- B. An Executive Committee meeting shall be called by the President or by three (3) officers.
- C. Only the topic of business for which the meeting was called may be considered at an Executive Committee Meeting.
- D. Notice shall be deemed given and determined by the expediency of the issue.
- E. Persons pertinent to the business of the Executive Committee meeting shall be included in the meeting.
- F. The Executive Committee may choose to hold an open or closed session in order to conduct business when an issue of a sensitive nature is to be addressed.

SECTION 3. NOMINATING COMMITTEE

A nominating committee shall be appointed by the President of the I.W.F. at the Annual Meeting of the I.W.F. It must be made up of three (3) Directors, at least one (1) of whom must be a past officer of the I.W.F. The Nominating Committee shall serve for one (1) year and the term shall expire following the elections at the next Annual Meeting. They shall exercise the power and duty to develop a slate of officers, At-Large Directors, Regional Directors, and a National Wildlife Federation Representative for election at the Annual Meeting. Any member in good standing in the I.W.F. may suggest nominees to the Nominating Committee, which will present a slate of candidates to the Board of Directors.

SECTION 4. RESOLUTIONS COMMITTEE

- A. The President of the I.W.F., at the Annual Meeting shall appoint the First Vice-President and two (2) members in good standing of the I.W.F.
- B. The members shall solicit and make a thorough investigation of the purpose and effect of resolutions submitted by members in good standing of the I.W.F., and shall possess and exercise the authority to draft, study and evaluate all resolutions.
- C. All resolutions must be in writing and must be transmitted to the Secretary, or the designate, not less than thirty (30) days prior to any meeting of the I.W.F., except the Annual Meeting.
- D. All resolutions shall be in writing and shall be transmitted to the Secretary, or the designate, not less than sixty (60) days prior to the Annual Meeting.
- E. The Secretary, or the designate, shall transmit all resolutions to the Resolutions Committee two (2) days following receipt of resolutions.
- F. The Resolutions Committee shall mail the resolutions with their written recommendations to the voting delegates of the I.W.F. thirty (30) days prior to the Annual Meeting. The proposed Resolutions will be included in the Annual Meeting Packet.
- G. The Resolutions Committee shall present the resolutions to the voting members of the I.W.F. A three-fourths (3/4) majority vote of the voting delegates present at the annual meeting is needed for acceptance.

SECTION 5. BY-LAWS COMMITTEE

- A. The President of the I.W.F. shall appoint one (1) officer, a maximum of two (2) Board of Directors, and a maximum of three (3) members in good standing of the I.W.F.
- B. The members of this committee shall make a thorough investigation of the purpose and effect of amendments submitted in writing by any member of the I.W.F. in good standing.
- C. The By-Laws committee will submit any amendments, with their recommendations, to the Board of Directors for approval and publication in the Hoosier Conservation.
- D. Amendments will be presented to the membership in accordance with Article 11 of these By-Laws.

SECTION 6. AD HOC COMMITTEES

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

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 delegates at the Annual Meeting of the I.W.F.

ARTICLE 9 - POLICIES

- A. The President of the I.W.F. shall appoint the Secretary of the I.W.F., at the organizational meeting of the Board of Directors, to collect and submit all policies to the Board of Directors for their consideration.
- B. Any member in good standing may submit a policy, in written form, for consideration to the Secretary, or the designate, before any meeting of the Board of Directors of the I.W.F.
- C. All policies submitted will be evaluated, and/or amended and voted upon by the Board of Directors of the I.W.F.
- D. Any policy approved by the Board of Directors shall be noted in the next issue of the Hoosier Conservation and filed in the office of the I.W.F.
- E. All approved policies will be added to the Policy Booklet, distributed to all members in attendance at the Annual Meeting of the I.W.F. in the Annual Meeting Packet.
- F. All policies approved will become effective immediately and stay in effect until altered, changed or voided.

ARTICLE 10 - INDIANA WILDLIFE FEDERATION ENDOWMENT

SECTION 1. PURPOSE

- A. The Indiana Wildlife Federation, Inc. 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 I.W.F.E.).

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 I.W.F.E. 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 I.W.F.E.

SECTION 3. DIRECTORS AND TERM

- A. The President of the Indiana Wildlife Federation, Inc shall appoint four (4) members in good standing to be directors of the I.W.F.E. at the Annual Meeting of the IWF.
- B. The Directors shall serve a term of one (1) year commencing at the Annual Meeting.

SECTION 4. DUTIES

- A. The Directors of the I.W.F.E. shall hold a minimum of three (3) meetings during the year.
- B. The Directors shall solicit scholarship applications as provided for in Section 2, #3 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 I.W.F. Annual Meeting.
- E. The majority of the directors present and voting constitutes a quorum at all meetings of the I.W.F.E.

SECTION 5. FUNDING

- A. The funds for I.W.F.E. 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 I.W.F.E. funding. The Indiana Wildlife Federation, Inc. may also contribute to the I.W.F.E.
- C. The Indiana Wildlife Federation, Inc. may also contribute to the operating expenses of the I.W.F.E.
- D. The funds of the I.W.F.E. shall not be used to pay expenses, debts or other liabilities of the Indiana Wildlife Federation, Inc.

ARTICLE 11 - AMENDMENTS

SECTION 1. The I.W.F. 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. I.W.F. By-Law amendments may be proposed by any member in good standing in the I.W.F. by filing the same with the Secretary, or the designate, not less than ninety-five (95) days prior to the Annual Meeting.

SECTION 3. Proposed I.W.F. By-Law amendments shall be transmitted to the By-Laws Committee by the Secretary, or the designate, for its consideration and/or revision and recommendation not less than ninety (90) days prior to the Annual Meeting or within five (5) days of receiving such amendment(s). All proposed I.W.F. By-Law amendments shall carry the recommendation of the By-Laws Committee.

SECTION 4. Notification of proposed I.W.F. By-Law amendments shall be provided to each voting Affiliated Conservation Club/Organization in good standing of the I.W.F., not less than forty-five (45) days prior to the Annual Meeting. Proposed I.W.F. By-Laws amendments shall be noted in the "Hoosier Conservation" not less than thirty (30) days prior to the Annual Meeting.

SECTION 5. The By-Law amendments may be amended, accepted or rejected at the Annual Meeting of the I.W.F. by a three-fourths (3/4) majority vote of the duly qualified officers, directors and delegates present and voting.

ARTICLE 12 - INDEMNIFICATION

SECTION 1. DIRECTOR AND OFFICER IDEMNIFICATION

- A. The I.W.F. 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 I.W.F., the I.W.F.E. and any related entities.
- B. Any officer or director requesting indemnification shall submit such a request to the President of the I.W.F. The President or any former President requesting indemnification shall submit such request to any Board of Director of the I.W.F. 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 I.W.F. 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 I.W.F. or as a director, officer, trustee or partner of any other corporation, trust, partnership, or other enterprise at the request of the I.W.F. including, but not limited to, a director of the I.W.F.E., 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 I.W.F. shall defend, indemnify and hold harmless any person who is or was an employee of the I.W.F. 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 I.W.F., the I.W.F.E. 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 or instructions he or she has been given and in the best interest of the I.W.F. 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 I.W.F.
- B. Any employee or former employee requesting indemnification shall submit such a request to the President of the I.W.F. 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 I.W.F. who are not parties to or involved in any action, suit or proceeding for which indemnification is sought.

SECTION 3. ADVANCES

- A. 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 I.W.F. prior to the disposition thereof. Notwithstanding the foregoing, the I.W.F. 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 I.W.F. shall have the right to indemnify 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 I.W.F.
- B. This Article shall be interpreted and applied to provide the broadest protection and right of indemnification permitted by law.

ARTICLE 13 - DISSOLUTION

In the event of dissolution of the I.W.F. and the I.W.F.E. (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.