

**ARTICLES OF INCORPORATION  
of the  
ALLEGHENY COUNTY CHAPTER  
of  
THE IZAAK WALTON LEAGUE OF AMERICA**

As organized in Pittsburgh, Pennsylvania, on the 21st day of August, 2018.

**ARTICLE I – NAME**

The name of this organization shall be the Allegheny County Chapter of The Izaak Walton League of America.

**ARTICLE II – COORDINATION**

This organization shall be a chapter of The Izaak Walton League of America; and the Articles of Incorporation and Bylaws of this Chapter shall at all times in principle and purpose be in strict accordance with the Articles of Incorporation and Bylaws of The Izaak Walton League of America (the “National Articles” and “National Bylaws,” respectively). Chapters shall comply with the National Bylaws. In the event of inconsistencies between the Articles of Incorporation or Bylaws of this Chapter and the National Articles or National Bylaws, the National Articles and National Bylaws shall control.

**ARTICLE III – OBJECTIVE**

The objectives of this organization are substantially similar to the objectives of the Izaak Walton League of America and are:

- Section 1. To conserve, maintain, protect and restore the natural resources of the United States of America, including particularly, but not exclusively, soil, air, woods, waters and wildlife.
- Section 2. To promote means and opportunities for the education of the public with respect to such resources and the enjoyment and wholesome utilization thereof.

**ARTICLE IV – POWERS**

The powers of the Allegheny County Chapter of The Izaak Walton League of America are substantially similar to powers of the Izaak Walton League of America and shall be to perform such acts as may be necessary or proper to carry out the objectives of this Chapter.

No part of the assets of this Chapter shall inure to the benefit of any member, officer or director of the Chapter. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Chapter shall be limited to reasonable amounts.

No transfer of the assets of the Chapter to any other entity, in excess of ten percent of the Chapter's total assets, shall be effective or valid unless approved in advance of such transfer by a two-thirds vote of the Executive Board of The Izaak Walton League of America ("National Executive Board") and by a two-thirds vote of the Chapter's membership present at a meeting, provided that all members of the chapter were notified of the meeting twice in writing, once at least 30 days but no more than 60 days in advance, and again at least 10 days but not more than 30 days in advance of the meeting.

### **ARTICLE V – MEMBERSHIP**

Membership in this Chapter shall be open to any person who supports the goals and policies of the Chapter. No person shall, on grounds of race, color, gender, religion, national origin, age, or handicap, be excluded from participation in or be subject to discrimination in any program or activity of the Chapter.

### **ARTICLE VI – CESSATION OF OPERATIONS**

In the event the Allegheny County Chapter becomes inactive, dissolves, withdraws, has its charter revoked, or otherwise ceases to operate and function as a chapter of The Izaak Walton League of America, all assets of the Chapter shall be applied and distributed in accordance with the National Bylaws, as follows:

1. All liabilities and obligations shall be paid and satisfactorily discharged.
2. All assets held by the Chapter requiring return, transfer, or conveyance shall be returned, transferred, or conveyed in accordance with such requirements.
3. The remaining assets shall be transferred or conveyed to the State Division of such Chapter, if such division exists, or if such State Division does not exist, then the remaining assets shall be transferred and conveyed by the Chapter Treasurer to The Izaak Walton League of America, National Office.
4. No part of the assets of the Chapter shall be distributed to or inure to the benefit of any other individual or entity except as herein provided.

### **ARTICLE VII – BOARD OF DIRECTORS**

Section 1. The management of this Chapter shall be vested in a Board of Directors, consisting of 6 members.

- Section 2. The Board of Directors shall be elected by the members of the Chapter and shall hold office for one year and until their respective successors are elected and shall have qualified.
- Section 3. In case of any vacancy among the directors for any reason, the remaining directors, by vote of a majority thereof, may elect a successor to hold office for the unexpired portion of the term.
- Section 4. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

### **ARTICLE VIII – OFFICERS**

- Section 1. The officers shall be a President, Vice-President, Secretary, Treasurer and such others as the Board of Directors shall from time to time determine.
- Section 2. The duties of the officers shall be declared in the Bylaws.
- Section 3. The local Chapter shall elect their officers at such times, that such officers so elected shall begin their term of office on the first of September, following such election.

### **ARTICLE IX – BYLAWS**

Bylaws, not inconsistent with these Articles of Incorporation, shall be enacted by the members.

### **ARTICLE X – AMENDMENTS**

- Section 1. These Articles of Incorporation may be amended at any regular meeting of the members, or special meeting called for that purpose, by a two-thirds vote of the total authorized vote thereat, provided written notice setting forth the proposed amendment has been mailed to each member at least one week before such meeting.
- Section 2. The Bylaws may be altered, amended or repealed at any regular or special meeting of the members called for that purpose, by a majority vote of the total authorized vote thereat.
- Section 3. No amendment to the Articles of Incorporation or Bylaws of the Chapter that would violate the National Articles or National Bylaws shall be effective unless The Izaak Walton League of America amends its National Articles or National Bylaws as necessary to incorporate or permit any such amendment by the Chapter.