

CONSERVATION FEDERATION OF MISSOURI

CONSTITUTION  
(Articles of Agreement)  
(Pro Forma Decree of Incorporation)  
March 7, 1938  
(As amended through July 1, 1990)  
(As amended through March, 2005)

STATE OF MISSOURI

Department of State

TO ALL TO WHOM THESE PRESENTS SHALL COME:

I, DWIGHT H. BROWN, Secretary of the State of Missouri, and Keeper of the Great Seal thereof, hereby certify that the annexed pages contain a full, true and complete copy of Pro Forma Decree of Incorporation of CONSERVATION FEDERATION OF MISSOURI as the same appears on file in this office.

(SEAL)

In Testimony Whereof, I hereunto set my hand and affix the Great Seal of the State of Missouri, done at the City of Jefferson, this eighth day of April, A. D., Nineteen Hundred and Thirty-eight.

BROWN

DWIGHT H.  
Secretary of State  
J. C. Holman  
Chief Clerk

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IN THE CIRCUIT COURT OF COLE COUNTY, MISSOURI

FEBRUARY TERM, 1938  
Monday, March 7, 1938

IN THE MATTER OF APPLICATION OF CONSERVATION FEDERATION OF MISSOURI  
FOR A PRO FORMA DECREE OF INCORPORATION

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DECREE OF INCORPORATION

Now, on this day, come J. T. Montgomery, as president, and Lon S. Haymes, as secretary, and Lon S. Haymes, as treasurer, of the Conservation Federation of Missouri, by their attorneys, Nick T. Cave and Curtis J. Quimby, and submit to the Court the Articles of Agreement of said association together with a petition praying for a pro forma decree thereon, in manner provided by law, and it appearing to the Court that said petition has remained on file in the clerk's office of this Court for at least three days since the same was first presented to the Court, and the Court having duly examined said Articles of Agreement and being duly advised in the premises and Charles Seibold, having been appointed by the Court amicus curiae and now reporting that the purposes of the association as expressed in its said Articles of Agreement come properly within the purview of Article 10 of Chapter 32, Revised Statutes of Missouri, 1929, and are not inconsistent with the constitution or laws of the United States or the State of Missouri, the Court does now consider, adjudge and determine that said Articles of Agreement and the purposes of the association as therein expressed do come properly within the purview of said statutes and are not inconsistent with the constitution or laws of the United States or of the State of Missouri.



## ARTICLE IV

This corporation is organized and operated exclusively for charitable and educational purposes, section 501(c)(3) of the Internal Revenue Code of 1986. This corporation is formed for the following purposes:

- (a) To do any and all things deemed necessary or advisable to bring about the full fruition and purposes of the Constitutional Amendment adopted November 3, 1936, relating to wildlife; to restore, preserve, develop and increase the birds, fish, game, forestry, wild flowers, and all other wildlife resources of the State of Missouri, extending to and including all matters which in the judgment of the Board of Directors, or of the Body itself, through law may become of public use, benefit or enjoyment to the people of Missouri.
- (b) To coordinate all agencies, societies, clubs and individuals which are or should be interested in the restoration, wise use, conservation and scientific management of wildlife and other natural resources into a permanent, unified, active agency for the purpose of securing adequate public recognition of the needs and values of wildlife resources and other natural resources.
- (c) To develop, promote and support a comprehensive educational program based upon scientific study and technical research for the advancement, restoration, wise use, management and conservation of wildlife and other natural resources.
- (d) To inform and educate the public through the dissemination of pertinent facts, scientific and research discoveries and information that may contribute to the solution of the problem involved in the restoration, wise use and conservation of wildlife and other natural resources.
- (e) To stimulate a proper public attitude and appreciation regarding the use and management of all natural resources, enabling our people to appraise the esthetic value and importance of all resources.
- (f) To cooperate with other conservation and wildlife organizations and to promote improved educational methods by encouraging the training of teachers and providing educational materials for the enlightened understanding of resource management.

In furtherance of the foregoing purposes, the corporation in an ever-expanding educational program is empowered to take such steps, engage in such activities and cooperate with the national and state governments and such other agencies, including scientific and technical research societies, as may be helpful or necessary to these aims. It may, for the development and furtherance of its program and activities thereunder, accept donations of real estate and interests therein, funds and other aids, and it may hold title to property both real and personal.

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## ARTICLE V

The business of the corporation shall be conducted and managed by a Board of thirty-four (34) Directors, consisting of one Director from each Senatorial District within the State; except that in all cities and counties now having, or which may hereafter have, a population of four hundred thousand or more, such Directors shall be elected at large. That each out-going president shall serve as an ex-officio member of the Board of Directors for as long as his successor is in office, at which time he in turn will become an ex-officio member.

The Bylaws shall prescribe the method of election, appointment and tenure of Directors, and may from time to time provide for both changes in the number of Directors and the method of election, appointment and tenure of office. The Bylaws may provide for the establishment of an Executive Committee and may prescribe the size of the committee, eligibility for membership on the committee, method of selection of members of the committee, and the powers, duties and functions of such Executive Committee.

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ARTICLE VI

Conditions under which membership in the corporation may be obtained and retained shall be prescribed by the Bylaws of the corporation.

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ARTICLE VII

The Bylaws of the corporation may be altered, amended or repealed in two ways:

- (a) By a majority vote of the members of the corporation who are present in person or who are represented by a duly qualified delegate or proxy at any Annual Meeting of the corporation or any special meeting of the corporation called for that purpose.
- (b) By majority vote of the Board of Directors at any regular meeting or special meeting called for that purpose, provided a quorum is present. Such action of the Board of Directors shall be made known to the membership by notification to the presidents and secretaries of affiliated clubs within thirty (30) days after such Board action. The action of the Board of Directors shall be effective and remain effective unless rescinded or rejected by the membership at its next regular or special meeting.

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ARTICLE VIII

The following named persons have been selected as the first Board of Directors and shall serve for the terms in this Article set out:

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NAME	SENATORIAL DISTRICT
CHESTER C. HITZ-----	3
DWIGHT SCHOENE-----	6
JAMES DEWITT-----	9
L. V. COCKRUM-----	12
J. T. MONTGOMERY-----	15
ED JOHNSON-----	18
E. C. GRAHAM-----	21
C. D. VIA-----	24
CURTIS J. QUIMBY-----	27
WILLIAM F. FAHEY-----	30
EDWARD K. LOVE-----	33

who shall serve as Directors for the term of one year and until their successors are elected and qualify.

NAME	SENATORIAL DISTRICT
CLAYTON O. JUDSON-----	2
F. C. HOOSE-----	5
EDWIN F. GATES-----	8
WALLACE G. GRAY-----	11
R. A. JOHNSON-----	14
J. J. HEARRINGTON-----	17
LON S. HAYMES-----	20
L. D. JOSLYN-----	23
FRED L. HILL-----	26
LOUIS E. DENNIG-----	29
C. H. HIKLER-----	32

who shall serve as Directors for the term of two years and until their successors are elected and qualify

NAME	SENATORIAL DISTRICT
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M. E. MORRIS-----	4
OSCAR T. COOK-----	7
NICK T. CAVE-----	10
E. B. RILEY-----	13
J. W. BAER-----	16
FRED LIVINGSTON-----	19
DEAN W. DAVIS-----	22
CHARLEY SMITH-----	25
L. W. VAUGHAN-----	28
ROLAND M. HOERR-----	31
ALFRED D. LUEHRMANN-----	34

who shall serve as Directors for a term of three years and until their successors are elected and qualify.

Upon the expiration of the terms of office of each of said Directors, their successors shall be elected for a term of three years and until their successors are elected, or appointed, and qualify, in accordance with the provision of the Bylaws.

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 ARTICLE IX

The officers of the corporation shall be a President, one or more Vice-Presidents, a Chairman of the Board, a Secretary and a Treasurer. The President and Vice-President(s) need not be directors. The Treasurer and Secretary need not be directors. The offices of the Secretary and Treasurer may be held by the same person. The Treasurer shall give bond for the faithful performance of the duties of his office as may be required by the Directors.

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 ARTICLE X

This corporation through its Board of Directors shall have the power and authority to issue a charter to one or more auxiliary organizations in each County of the State, including the City of St. Louis, as may be provided by the Bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names and affixed their seals this 19th day of January, 1938.

H. T. MONTGOMERY  
(SEAL) President  
LON S. HAYMES  
(SEAL) Secretary  
LON S. HAYMES  
(SEAL) Treasurer

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ARTICLE XI

Said corporation, the CONSERVATION FEDERATION OF MISSOURI, is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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ARTICLE XII

No part of the net earnings of the CONSERVATION FEDERATION OF MISSOURI shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article XI hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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ARTICLE XIII

Upon the dissolution of the CONSERVATION FEDERATION OF MISSOURI, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

