

National Taxidermists Association Bylaws

As amended Nov 22, 2025

The National Taxidermists Association is a non-profit corporation exempt from income tax as an organization described in Section 501(c)(6) of the Internal Revenue Code of the United States of America

Mission Statement - The mission of the NTA is to advance, promote, and provide education in the art of taxidermy.

ARTICLE I – NAME & ORGANIZATION SECTION

Section 1. Corporate Name and Acronym

1. The name of this non-profit Corporation is the National Taxidermists Association Inc., an international organization, referred to as its own unique acronym as the NTA.

Section 2. Official Corporation

1. The NTA is organized as a Non-Profit Organization in Section 501(C) (6) of the Internal Revenue Code.

Section 3. State of Incorporation

1. The Articles of Incorporation show New York as the State of Corporation as of November 11, 2015, the date of incorporation.

Section 4. Use of Emblems and other Intellectual Property

1. Authorization Required

(A) The corporate seal, emblem, name, logo, trademark, member lists, donor lists, mailing lists or other intellectual property too which NTA or the NTA has the rights (collectively, “Intellectual Property”) may not be used by any person or entity unless otherwise authorized in writing by the Board of Directors. Except for use by State Associations or NTA members which shall be governed by policy approved by the Board, authority to authorize use of Intellectual Property shall be as follows: (a) The Board of Directors may authorize any use. (b) The President may authorize uses, which are not exclusive in nature. An exclusive use would be where a maker of certain goods was granted a right to use the Intellectual Property exclusive of all others who make similar or identical goods.

2. Restrictions on Use

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- (A) The Intellectual Property shall not be used for marketing or other purposes having financial implications without the express written permission of the NTA, which permission shall include terms and conditions of such use in the form of a legally binding licensing agreement. The NTA shall protect the use of Intellectual Property and, where appropriate, shall take actions reasonably necessary to restrict its use to authorized purposes only.

ARTICLE II – CORPORATE OFFICES

SECTION 1. Location Corporate Offices

1. The principal offices and place of business of the NTA shall be located at 2601 Spears Road, Scottsville, KY 42164. The Corporation may also have offices in other places, as deemed by the Board of Directors.

ARTICLE III – PURPOSE

SECTION 1. Purpose of the NTA

1. To promote education dedicated to taxidermy and the conservation of wildlife through taxidermy
2. Protect Rights of Taxidermists and unite into one organization all interested taxidermists, taxidermy suppliers, and sportsmen.
3. Engage in Advocacy within the limits imposed by law and regulation, to monitor, support, educate or otherwise take positions on local, national and international legislative, executive, judicial or organizational endeavors that foster and support the purposes of taxidermists and sportsman.
4. To establish an NTA Code of Ethics and operate under the same.

ARTICLE IV – MEMBERSHIP

SECTION 1. Open Membership

1. Any individual, family or business subscribing to the missions, objectives, purposes and policies of this Corporation, of good moral character, and demonstrating an active interest in taxidermy and in wildlife conservation may be admitted to membership in the Corporation subject to the terms of these Bylaws

SECTION 2. Membership Guidelines

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1. The NTA shall, through an automated computer system, electronically notify members on an annual basis for annual member dues. Annual member dues become delinquent when unpaid for thirty (30) days.
2. Membership in the NTA is individual, nontransferable, or assignable.
3. Membership dues will be renewed annually from the date of purchase.
4. Members which have not renewed are considered lapsed and are granted a 30-day grace period to bring their membership into compliance. Members shall retain all benefits of privileges during this 30-day grace period.
5. Any member that has not paid their membership by the end of the 30-day grace period shall have their membership terminated and shall lose all membership benefits and privileges and will no longer be considered a member in good standing.
6. Members wishing to pay for a NTA Life Membership will be considered a member in good standing, for that member's lifetime. They will be exempt from further annual membership dues.
7. Every member of the NTA shall be bound to adhere to the NTA Code of Ethics and shall be held accountable under disciplinary procedures authorized under these Bylaws for infractions to such Code of Ethics or conduct unbecoming a member of the NTA that jeopardizes both the credibility and pose a potential liability to the organization.
8. Any person, company, or firm expelled/resigned pursuant to the current by-laws, ethics, or protocols, must petition the current Board of Directors a minimum of two (2) years from the date of expulsion for reinstatement into the NTA and must receive a majority affirmative vote of the board.
9. If any member withdraws or resigns from their membership, it must be done in writing via mail or email and sent to NTA Headquarters. At that time, the resignation/withdrawal will be accepted, and the said member will lose all membership benefits and rights (effective on the date it was received). All dues paid by said member or on his or her behalf, in advance shall be forfeited without recourse and shall neither be refunded nor prorated. Such resignation shall not relieve such a member from the obligation to pay dues, fees, or special assessments, which have accrued to the date unpaid.

SECTION 3. Member Classification

NTA members are classified into the following categories:

- (A) Active Members. Membership shall include membership classifications of individual, family, or life. The Board of Directors shall determine the benefits for each classification.

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- (B) Business Member. Each business can assign one named representative to receive all the same benefits as any other member.
- (C) Honorary Member. Honorary members shall be determined by the affirmative vote of the Board of Directors. They can receive the same benefits as any other member.

ARTICLE V - OFFICERS AND BOARD OF DIRECTORS ELECTIONS

Section 1. Executive Officers

- 1. The Executive Officers of the NTA shall be President and Vice President, each of which shall be members of the Board of Directors of the NTA.

Section 2. Appointed Officers

- 1. The Appointed Officers of the NTA shall be Secretary, Treasurer, Competition Chairman, and Historian and shall be appointed by the President of the NTA, with approval of the Board of Directors.

Section 3. Board of Directors

- 1. The NTA shall always have a maximum of seven (7) Board of Directors, which shall include the President and Vice President.

Section 4. Terms of Office

- 1. The Executive Officers shall serve a term of three (3) years.
- 2. The Board of Directors shall serve a term of three (3) years.
- 3. Executive Officers and Board of Directors shall not serve no more than six (6) consecutive years.
- 4. The Past President shall serve one (1) year as an advisor to the President upon completion of a full term.

Section 5. Nominations of Executive Officers and the Board of Directors

- 1. Nomination
 - (A) Any member who is in good standing with the NTA may nominate an NTA member in good standing. Members who are nominated will be contacted by the NTA Secretary by phone, email, or letter. Members who are nominated must accept verbally or by writing.
 - (B) To run for an Executive Officer position, you must have served on the Board of Directors for a minimum of two (2) years.
 - (C) To run for a Board of Director position, you must be a member in good standing.
- 2. Nomination Deadline

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(A) Nomination deadline is three (3) months before the annual convention, whatever the date may be.

3. Resume Deadline

(A) All nominees that accept, must have a written resume submitted to the NTA Secretary two (2) months before the annual convention, whatever the date may be.

Section 6. Elections of Executive Officers and Board of Directors

1. The Executive Officers and Board of Directors of the NTA will be elected at the annual convention by a majority vote of the members of the NTA by secret ballot.

(A) Ballots will be counted by the Secretary, Competition Chairman, and a host event staff member. Election results will be announced before the end of the annual convention.

2. Absentee ballots must be requested by members in good standing who are not attending the annual convention and must be returned a week before the start of the annual convention.

3. Ballots will be printed on a separate paper than the competition ballot. All ballots must be turned into a locked box for which the NTA Secretary will have the only key.

Section 7. Installation of Officers

1. Newly elected and appointed officers will take office on October 1 in the year they are elected.

2. Newly elected and appointed officers will take the oath of office from the President at the beginning of the first business meeting.

3. The Past President shall give the oath of office to the incoming President. The President shall give the oath of office to the incoming Vice President and the incoming Board of Directors.

Section 8. Vacancies of Executive Officers and Directors

1. President Vacancy

(A) In the event of a vacancy in the office of President, the Vice President shall assume the Presidency and complete the remainder of that President's term of office. If no officer is able or available to assume the Presidency, the Board of Directors shall appoint an Interim President from their ranks, Article V, Section 5, Paragraph 1B applies. An election to assume the role of President must occur at the next annual convention.

2. Vice President Vacancy

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- (A) In the event of a vacancy in the office of Vice President, the President shall appoint a Vice President that meets the requirements in Article V, Section 5, Paragraph 1B.
- 3. Board of Directors Vacancy
 - (A) In the event of a vacancy of a Board of Director, the President shall appoint any NTA member in good standing for the remainder of the term of the vacated position. This appointment is subject to a majority vote of approval of the current Board of Directors.
- 4. Appointed Officer Vacancy
 - (A) In the event of a vacancy or termination of an Appointed Officer, the President shall appoint any NTA member in good standing.

Section 9. Removal from Office

- 1. Any Board of Director and Appointed Officer may be removed from office by a majority vote of the Board of Directors, if it is a just cause, which include, but not limited to criminal action, participation limitation, adverse interference, cheating, and or harmful intention to the association. All charges must be presented before a vote can occur.
- 2. Any Executive Officer, Board of Director, or Appointed Officer may be removed from office by a petition from the membership. Petition must state reasoning why the petition is filed and include names of at least 25 % of the membership that is in good standing. Petition must be submitted in writing to a Board of Director. An emergency meeting must be called, and a vote of confidence for the petitioned office will occur. The Board of Directors will conduct a vote; majority rule applies.

ARTICLE VI – OFFICERS DUTIES

SECTION 1. President

- 1. The President shall:
 - (A) Provide leadership and policy guidance and management direction to the NTA and its members, performing all duties usually incident to the office of President, and shall perform such other duties as may properly be assigned to him by the Board of Directors.
 - (B) The President shall be subject to the authority of the Board of Directors.
 - (C) The President shall be a voting member of the Board of Directors, and he or she has the same rights and privileges as all other members have, except to make motions. The President may entertain motions. The President will only vote in the instance of a tie breaker.

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- (D) The President shall preside as the chair at all meetings of the Board of Directors
- (E) The President shall prepare agendas along with the Secretary for all meetings of the Board of Directors
- (F) The President shall sign official correspondence of the NTA and, unless prohibited or limited by these Bylaws (with respect to any person or Committee) or by the Board of Directors, sign agreements and other documents that legally bind the Corporation, provided that the authority to sign any document hereunder may be delegated by the President in writing to any other officer of the Corporation.
- (G) The President shall officially represent the NTA and speak on its behalf in the public sector.
- (H) The President shall create new Standing or Special Committees and appoint chairmen of all.
- (I) The President shall be an ex-officio member of all Committees, with vote.
- (J) The President shall, along with the NTA Board, authorize the use of outside legal counsel by the Corporation, Directors, and Officers.

SECTION 2. Vice-President

1. Vice Presidents shall: Perform such duties as the President or duties the Board of Directors may assign.

SECTION 3. Secretary

1. The Secretary shall:
 - (A) Ensure that notices of any meetings of the Board of Directors are distributed in accordance with these Bylaws, as may be directed by the Board of Directors or as required by law
 - (B) Keep a permanent record of the minutes of meetings of the Board of Directors. Written minutes shall be kept at all meetings of the Board of Directors. Such minutes may record the matter discussed and the action taken, but not the discussion of the matter. When action of the body is by motion, the minutes may state the name of the maker of a motion and shall contain a statement of the motion. Those who vote against a motion may request to have their name and vote noted in the minutes.
 - (C) Keep a permanent record of the actions of the Board of Directors that are taken without a meeting
 - (D) To the extent possible, ensure that a register of the mail addresses, electronic mail addresses, telephone and telefax or other electronic numbers of each Officer, Director and member of the NTA are maintained on a current basis.

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- (E) Conduct correspondence of NTA with its members and with others, maintaining records of such correspondence.
- (F) Perform such other duties as the President, or the Board of Directors may assign.
- (G) The Secretary does not have a vote with the Board of Directors.

SECTION 4. Treasurer

1. The Treasurer shall:
 - (A) Have charge of the books of account of the Corporation and assist the firm of Certified Public Accountants to prepare a statement of financial condition as of the close of each fiscal year established by the Board of Directors; and furnish a copy of such statement, to each member of the Board of Directors
 - (B) Coordinate with appropriate officials in the placement of funds of the Corporation in such banks as may be designated by the Finance/Investment Committee.
 - (C) Have such other duties as the President, the Board of Directors may assign.
 - (D) The Treasurer does not have a vote with the Board of Directors.
 - (E) The Treasurer and Secretary may be combined into one office.

SECTION 6. Board of Directors

1. The property, affairs, business, and policies of the NTA are managed by the Board of Directors.

SECTION 7. Legal Duties

1. All members of the Board of Directors and Officers owe a duty of loyalty, duty of care, and a duty of good faith and fair dealing to the NTA, as required by law.

SECTION 8. Conflicts of Interest

1. The Board of Directors shall adopt a conflicts of interest policy to protect NTA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of certain individuals, including members of the Board of Directors, Officers, members of Committees, NTA's management staff, personnel and any other interested person.
2. Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board Directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

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SECTION 9. Private Inurement Prohibited

1. All real and personal property belonging to the NTA is to be used only to further the exempt interests, activities and mission of NTA. No Officer, Director, member of a Committee, NTA's management staff, NTA's key personnel, or any other person shall receive at any time any of the net earnings of the NTA. This Section does not prohibit the Board of Directors from authorizing certain transactions between the NTA and such persons, provided that such transactions are consistent with these Bylaws, conflicts of interest policy and any other conditions or limitations adopted by the Board of Directors.
2. No member of the Board of Directors or of any Committee may utilize his membership on such Board or Committee in such a way as to directly or indirectly benefit his personal business interests. There is no prohibition of Board members or Committee members from responding to requests from other members of the Board or Committee or members of the NTA relating to his personal business, but he shall not utilize NTA letterhead or in any other way utilize his position as a member of the Board or Committee to directly pursue or seek business opportunities, within or outside of NTA, so long as he remains a member of the Board or Committee.

SECTION 10. Compensation Prohibited

1. No elected Officer or Director of the NTA shall be entitled to receive any compensation for his or her services to the NTA in such capacity but shall be entitled to reimbursements of expenses as authorized by the Board of Directors. Nothing herein shall prevent any Officer or Director from serving the NTA in any other fully disclosed capacity, and receiving compensation therefore, so long as the conflicts of interest policy have been followed.

ARTICLE VII – PARLIAMENTARY AUTHORITY

SECTION 1. Parliamentary Procedures

1. The procedures set forth in the latest edition of "Robert's Rules of Order Newly Revised" shall govern the meetings of Special and Standing Committees of the NTA. Whether the meetings are held in person, by telephone, conference call, or by other means, unless specific exceptions are otherwise specified in these Bylaws.
2. The President may appoint an official Parliamentarian of the NTA, who shall be a member of the NTA, and who shall serve at the pleasure of the President.
3. Regular session meetings of the Board of Directors may be scheduled at any time and place fixed by the President. A regular session meeting must be held once a month.

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4. Special session meetings of the Board of Directors may be scheduled upon the call of the President, or upon the call of at least three (3) board of directors.
5. All minutes of the immediately preceding regular session and special session meetings of the Board of Directors shall be approved (as corrected) at each regular session meeting of the Board of Directors.
6. At each regular session meeting of the Board of Directors, the Treasurer shall present a report of all receipts, expenditures, and of the current financial condition of the NTA.
7. The NTA Convention Annual Board Meeting shall be open to all members in good standing. The only exception shall be if the President calls for an Executive Session to discuss confidential matters before the Board.

SECTION 2. Notice of Meetings

1. Notice of Board of Directors meetings may be transmitted by telephone, email, or mail to the current address of record for each Board of Directors member. They may also be given orally in any open session of a Board of Directors meeting.
2. The notice shall state the place, date, and time of the meeting.
3. If the notice is sent by telephone or email, it shall be deemed received on the day it is sent; or if by mail, it shall be deemed received five (5) days after the postmark date.
d) Fifteen (15) Day Notice. If Regular or Special meetings of the Board of Directors are not fixed by the President, notice of such meetings shall be given to all Board of Directors members at least fifteen (15) days in advance of the date set for the meeting.
4. Notice is deemed sufficient as to any member of the Board of Directors who submit a signed Waiver of Notice, whether before, during, or after the meeting, or who attends the meeting without protesting lack of notice.

SECTION 3. Quorum of Directors

1. After due notice has been provided to all Directors, one half (1/2) of the Board shall constitute a quorum for the transaction of business. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one (1) or more Directors. In the absence of a quorum at the beginning of the meeting, the President or a majority of Directors present may recess the meeting without notice until a quorum has been obtained, or the President may adjourn the meeting. However, a quorum may be presumed unless the issue of a lack of a quorum is raised on a point of order immediately after the chair has called the meeting to order.

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SECTION 4. Voting without a Meeting Not Allowed Unless Unanimous Written Consent Obtained.

1. Action required to be taken at a Director's meeting may be taken without a meeting if the action is taken by all the Directors. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each Director and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this Section has the effect of a meeting to vote and may be described as such in any document. A Director may revoke a consent by delivering a signed revocation of the consent to the President or Secretary before the date the last Director signs the consent.

SECTION 5. Confidentiality

1. Every member of the Board of Directors, in accordance with his duties to NTA, and any member of a committee has a special responsibility to retain the security, restricted matter and internal confidences of NTA to protect the interests of the Corporation. In particular, but without limitation, confidentiality must be maintained as to matters discussed during executive sessions held pursuant to these Bylaws; member lists; mailing lists; financial matters; State Association matters; any other intellectual property to which the NTA has the rights; advocacy and fundraising plans; and other NTA sensitive matters.

ARTICLE VIII. AMENDMENTS TO THE ARTICLES OF INCORPORATION OR THE BYLAWS

SECTION 1. Amendments by the Board of Directors

1. The Board of Directors is authorized to amend, alter, modify, substitute or otherwise revise or change the Articles of Incorporation and Bylaws of the NTA by a majority vote of Directors present at a regular meeting or special meeting called for such purpose.

SECTION 2. Procedure for Adoption of Amendments to the Articles of Incorporation or the Bylaws

1. The Board of Directors shall consider adopting any proposed amendment, alteration, modification, substitution or other revision or change to the Articles of Incorporation or Bylaws

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2. The consideration by the Board of Directors for adoption, any proposed amendment, alteration, modification, substitution or other revision or change to the Articles of Incorporation or Bylaws must have been approved by the vote of the Board.

ARTICLE IX. INDEMNIFICATION, INSURANCE AND LIMITATION OF LIABILITY

SECTION 1. Protection of Officers, Directors, and Committee Members

1. No Officer, Director, or Committee member of the NTA shall be held legally and personally liable for monetary damages for a breach of fiduciary duty in their individual official capacities, except to the extent that the breach is the result of gross negligence or willful misconduct, unless such exemption for liability or limitation thereof is not permitted under law.

SECTION 2. Indemnification

1. To the fullest extent permitted by law, the NTA shall indemnify and hold harmless each of its Officers, Directors, and Committee members, and any individual that served as an Officer, Director or Committee member of the NTA, that is made or threatened to be made a party to an action, suit or proceeding by reason of the fact that he or she is or was an Officer, Director or Committee member of the NTA. The indemnification provided by this Section shall not be deemed to be exclusive of any other rights to which any person may be entitled apart from this Section.

SECTION 3. Limitation of Liability

1. Notwithstanding any other provision hereof, the debts, obligations and liabilities of the NTA shall be solely the debts, obligations and liabilities of the NTA; and no Officer, Director, or member of any Committee shall be obligated personally for any such debt, obligation or liability of the NTA solely by reason of being or serving as an Officer, Director or Committee member.