

**Bylaws of
Friends of the Arthur R. Marshall Loxahatchee National Wildlife Refuge**

Article I – Name and Location

The Corporation known as the Friends of the Arthur R. Marshall Loxahatchee National Wildlife Refuge, Inc. (herein the “Friends of the Loxahatchee Refuge” or “Corporation”), formerly known as the Loxahatchee Natural History Association, Inc., has its principal office located in Palm Beach County, Florida.

Article II – Purpose

The Corporation exists for the purposes of supporting the Arthur R. Marshall Loxahatchee National Wildlife Refuge (herein the “Refuge”) and promoting a better understanding of the natural history and environment of South Florida, the Everglades and, in particular, the Refuge. In this connection, the Corporation (herein the “Friends of the Loxahatchee Refuge”) shall enter into and maintain such agreements with the U.S. Fish and Wildlife Service (herein the “Service”) in order to:

1. Produce and make available to Refuge visitors, by sales or free distribution, suitable interpretive and educational materials such as books, pamphlets, posters, slides, photographs, maps and other items of interest, to increase the visitors’ understanding of natural history and their environment.
2. Acquire books, films, recordings and other materials for use in interpretive programs which may be donated to the Service, and to assist the Service in carrying out such programs as may be mutually agreeable.
3. Promote public awareness of the needs of the Refuge and the Service through advocacy and fundraising.
4. Notwithstanding any other provision of these Articles, the Corporation shall engage solely and exclusively in charitable and educational activities within the meaning of section 501c3 of the Internal Revenue Code of 1954.

Article III – Membership

1. Any individual or organization approving of the objectives of the Friends of the Loxahatchee Refuge and willing to assist in its activities shall be eligible for membership.
2. Classes of annual membership shall be determined by the Board of Directors. The Board may also from time to time elect continuing Honorary Members.
3. The Board shall establish the dues for each class of membership. Initial membership shall become effective on receipt of membership application and payment of dues.
4. Only members in good standing shall be eligible to participate or vote at membership meetings or to serve in any of the Corporation’s elective positions. Members in default of dues payment for more than six months shall be deemed members no longer and dropped from the membership rolls.

5. Each member shall have one vote, except when several members share one membership in a category, in which case they shall collectively have one vote.

Article IV – Meetings

1. The annual meeting of the Corporation shall be held in January at a date, time and place to be designated by the Board of Directors. Written notice of the meeting shall be provided to the members at least 30 days prior to the meeting.
2. A special meeting of the membership may be called by the Board of Directors with at least 10 days' written notice to members, stating the purpose of the meeting. Special membership meetings shall be called by the Board of Directors on the written request of at least 10 members, stating the purpose of such meeting. Ten days' written notice of such meeting, stating the purpose, shall be given to the membership.
3. Whenever this Article or the Bylaws are silent as to the governance of any Board or membership meeting, Robert's Rules of Order shall apply.

Article V – Board of Directors

1. The Board of Directors shall consist of not less than 12 elected members nor more than 15 elected members. Elected members must be members in good standing by payment of standard membership dues to the Friends of the Loxahatchee Refuge. At each annual meeting one-third of the Directors shall be elected to serve a 3-year term.
2. Duties of the Board of Directors shall be:
 - a. To establish and maintain the general policies by which the Corporation may fulfill its mission and to provide such guidance and direction to the corporate officers as it deems appropriate.
 - b. To exercise general oversight of and responsibility for the property, assets and business of the Corporation.
 - c. To appoint an independent auditor who is not a member of the Board of Directors to review the corporate accounts and to prepare a report for the annual membership meeting. A copy of the report shall be filed in the permanent records of the Corporation. The financial reporting of and by the Corporation and its auditor shall conform to any agreement which Friends of the Loxahatchee Refuge may have with the U.S. Fish and Wildlife Service. In accordance with the Refuge Cooperative Agreement with the U.S. Fish and Wildlife Service, an audit, not a review, will be required if the Corporation's sales exceed \$200,000 in any given fiscal year.
 - d. To fill vacancies on the Board of Directors until the next annual meeting.
3. The Board of Directors shall meet at least quarterly each year or as mutually agreed by the Board members. A majority of the Board members shall constitute a quorum. Special meetings of the Board may be called by any three members of the Board when deemed necessary, with adequate notice to the other Board members. Affirmative agreement of a

majority of Board members by phone or other personal contact may also constitute Board approval, with the item approved to be suitably described and recorded in the form of minutes of the special meeting or discussion.

Article VI – Officers and Duties

1. Officers

The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, who shall be elected by the Board of Directors at a meeting to be held as soon as practicable after the annual membership meeting. Officers shall serve until the next annual meeting or until their successors are chosen. A vacancy in any office should be filled at the next Board meeting after the vacancy has occurred.

2. Duties of the President:

- a. Preside at all meetings of the membership and Board of Directors.
- b. Assign specific responsibilities to other Board members as he/she may choose.
- c. Carry out any additional duties designated by the Board of Directors or usual to that office.

3. Duties of the Vice President:

- a. Assume the duties of the President in his/her absence.
- b. Act as an aide to the President.
- c. Carry out any additional duties designated by the Board of Directors or usual to that office.

4. Duties of the Secretary:

- a. Keep a written record of the proceedings of meetings of the Corporation and Board of Directors.
- b. Be responsible for handling and reporting correspondence.
- c. Be responsible for sending notices of the annual meeting or special membership meetings.
- d. Carry out any additional duties designated by the Board of Directors or usual to that office.

5. Duties of the Treasurer:

- a. To receive and be custodian of all monies of the Corporation and to deposit or supervise the same at least biweekly in such bank as the Board may select, except for such cash on hand as may be necessary to carry on the Corporation business.
- b. To report on the accounts at all regular Board meetings and at the annual membership meeting.
- c. To make the financial records readily available to the outside auditor, and to cooperate with such auditor in the performance of his/her audit.

- d. To approve and pay expenditures for the normal conduct of business, including:
 - 1) Administrative costs such as insurance bills, cash register expenses, accountant charges, license and credit card fees
 - 2) Office supplies
 - 3) Store inventory bills

In his/her absence the President or Vice President may pay such expenses and report them to the Board of Directors at the next Board meeting.

Expenditures for material to be donated to the Refuge and any single expenditure greater than \$500 for other than the normal conduct of business as itemized above shall be authorized by the Board of Directors or, in the case of great urgency, countersigned by the President or Vice President and justified at the next Board meeting.

- e. Carry out any additional duties designated by the Board of Directors or usual to that office.

Article VII – Committees

1. Nominating Committee:

- a. A nominating committee chair, who shall be a Director of the Corporation, shall be appointed annually, not less than 90 days prior to the annual membership meeting, by the President and approved by the Board. The committee chair shall appoint two other members for the committee, only one of which may be a Director; the other shall be a member of the Corporation.
- b. The nominating committee shall present to the annual meeting its recommendations for the number of Directors to be elected at that meeting. Nominations may also be made from the floor of the meeting, with the prior consent of the person being nominated. The committee will present names of nominees to the Board whenever a vacancy exists.

2. Membership Committee:

- a. A membership committee chair shall be appointed annually by the President, and approved by the Board, at the first board meeting held after the annual membership meeting.
- b. The committee chair shall appoint other members of the Corporation to assist him/her.
- c. The committee chair shall be responsible for keeping the membership rolls, recruiting new members and revising any membership brochures or literature.

3. Other Committees:

- a. New standing or ad hoc committees shall be created as deemed necessary by the Board.
- b. The committee chair shall be appointed by the President.
- c. The committee chair shall appoint other members of the Corporation to assist him/her.
- d. The committee chair shall be responsible for reporting the activities of the committee to the Board.

Article VIII – Amendments

These Bylaws may be amended at the annual meeting, or at a special meeting called for the purpose, by a majority of those members present and voting, provided that the members shall have received the proposed amendment in writing at least 30 days prior to such meeting. Information published in the Corporation newsletter shall be considered official written notice.

Any amendment submitted to the Secretary in writing and signed by at least three members shall be considered.