



## **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 501 c3 of the Internal Revenue Code as it exists now and is hereinafter amended.

### **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. The Board of Directors may adopt policies and programs designating certain donors or volunteers as “members” with certain privileges, but governance of the Corporation shall rest exclusively with the Board of Directors, who shall set the policies and monitor their implementation. In addition to the power and authority expressly conferred upon said Board by these bylaws, the Board shall take all such actions as necessary for non-profit organizations under applicable federal laws, the laws of the State of Florida, and provisions of the Articles of Incorporation of the Friends of the Arthur R. Marshall Loxahatchee National Wildlife Refuge.

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 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 the Annual meeting or a general special meeting called by the Board for amendments to these bylaws or Articles of Incorporation or to serve in any of the Corporation's elective positions. Only members in good standing shall have voting rights at the Annual meeting to vote on the nominated candidates for the slate of Board candidates nominated for election. Members in good standing shall be at least eighteen years of age. Members in default of dues payment for more than six months shall be deemed members no longer in good standing and dropped from the membership rolls and further have no voting rights. The Board of Directors must review all requests for reinstatement. Such requests must be submitted in writing to the President no later than seven days prior to the next Board meeting. The request will be placed on the agenda for the next Board meeting.
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. A quorum at the annual meeting shall be a simple majority of members in good standing in attendance at said 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 Bylaws are silent as to the governance of any Board or membership meeting, Robert's Rules of Order shall apply.
4. Members of the Board of Directors may attend any meeting in person, by means of a conference telephone call or via the Internet in which all persons participating in the meeting can hear or otherwise communicate with each other. Participation in a meeting pursuant to the provisions of this section shall constitute presence at the meeting.
5. The annual meeting or any other special meeting called by the Board of Directors may include the membership in person, by means of a conference telephone call or via the Internet in which all persons participating in the meeting can hear or otherwise communicate with each other.

#### **Article V – Board of Directors**

1. The Board of Directors shall consist of not less than 9 elected members not more than 19 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.
  - e. To attend and participate in Board meetings: Board members shall notify the President prior to meetings if they cannot attend said meeting. Board members shall be removed from the Board for not attending three or more Board meetings in a consecutive 12-month period for unexcused absences.
  - f. To serve on at least one Board committee in good faith and in support of the Friends of the A.R.M. Loxahatchee National Wildlife Refuge.
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.
4. Board members who resign should send a letter of resignation in writing to the President. Vacancies shall be referred to the Nominating Committee to seek new candidates for the Board to fill any vacant positions. The Nominating Committee shall present their recommendations to the Board and the Board shall fill the vacant position(s) until the candidate is elected for the remaining term at the next annual meeting.

## **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 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.
  - b. To report on the accounts at all regular Board meetings.
  - c. To approve and pay expenditures for the normal conduct of business, including but not limited to:
    - 1) Administrative costs such as insurance bills, cash register expenses, accountant charges, license and credit card fees
    - 2) Office supplies
    - 3) Store inventory billsIn 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.
  - d. To file all corporate reports required by the State of Florida, the Internal Revenue service, and any other government agency.
  - e. To obtain third party financial professional services when needed in assisting and recommending financial services of the Corporation.
  - f. Carry out any additional duties as designated by the Board of Directors.

## **Article VII – Committees**

1. Nominating Committee:
  - a. The nominating committee chair, who shall be a Director of the Corporation, shall be appointed by the President and approved by the Board, not less than 90 days prior to the annual

membership meeting. The committee chair shall appoint two other members for the committee, both of whom shall be committee chairpersons of other committees or officers.

b. All candidates shall be interviewed by the nominating committee. 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. Standing Committees:

At its discretion, the Board of Directors may establish Standing Committees to make recommendations to the Board of Directors on all matters referred to them. Standing Committees act only with the authority of the full Board.

The President shall annually in January and at other times as necessary appoint the chair and members of the Standing Committees. Such appointments will be recorded in the minutes of the Board of Directors meetings. All Standing Committees shall be chaired by a member of the Board of Directors and may include volunteers who are not Directors. Special or *Ad Hoc* committees may be created and appointed by the Board of Directors as it deems necessary. Such committees shall have their full purpose and scope of authority designated in policy adopted by the Board.

## **Article VIII – Fiscal Policies**

The fiscal year of the Board shall be October 1 through September 30.

Prior to October 1 of each year, a budget of estimated revenues and expense for the coming year shall be approved and adopted by the Board of Directors.

## **Article IX – Indemnification and Insurance**

The Corporation shall indemnify its officers, directors, employees, and volunteers, including previous officers, directors, employees and volunteers for defense and settlement expenses and liabilities, including counsel fees, resulting from lawsuits related to service to the Corporation, provided that the covered person was not guilty of criminal activity.

## **Article X – Nondiscrimination**

The Corporation does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are

committed to providing an inclusive and welcoming environment for all members, clients, volunteers, vendors, and visitors.

#### **Article XI – Dissolution**

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

#### **Article XII – Amendments**

These Bylaws may be amended by the Board after such time the general membership has received notice of proposed amendments at least 14 consecutive days before a scheduled Board vote to amend these bylaws. During this 14 day period, the membership may provide comments to any Board member in order to have such information prior to a scheduled Board vote to amend these bylaws. Information published in the Corporation newsletter or via Internet mail shall be considered official written notice of any proposed amendments to these Bylaws.

Any amendment submitted to the Secretary in writing at least three days prior to the Board vote to amend and signed by at least three members shall be considered.

Amendments to Bylaws revised on June 7, 2021.