

BYLAWS OF FRIENDS OF WILLAPA
NATIONAL WILDLIFE REFUGE

ARTICLE I (Revised Dec. 3, 2005)

Section 1. Name – The name of the corporation shall be Friends of Willapa National Wildlife Refuge.

Section 2. Location – The corporation shall use the mailing address of Willapa National Wildlife Refuge. It shall conduct business and meet at places within Pacific County or elsewhere as determined by the Board of Directors.

Section 3. Fiscal Year – The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year unless otherwise designated by the Board of Directors.

ARTICLE II

Purpose

Friends of Willapa National Wildlife Refuge is an independent, non-profit corporation dedicated to provide support and assistance to refuge programs and to enhance awareness and appreciation of the Willapa National Wildlife Refuge.

The corporation shall promote the preservation of the natural and historical resources of the Refuge, foster its use and enjoyment by the public consistent with the protection and preservation of its environment, and engage in such educational, scientific and civic activities as will assist the management of the Refuge in carrying out its mandates. To accomplish these purposes, the corporation may solicit, receive, purchase and borrow, with or without security, real and personal property, including funds by way of gifts, contributions and subscriptions, and administer, own, hold, convey, transfer, disburse, lend and sell the same for such charitable, scientific, and educational purposes as are permitted by section 501 (c) (3) of the Internal Revenue code of the United States as it now exists and as hereafter amended and no assets of this corporation shall inure to the benefit of any private individual. Upon dissolution and winding up of this corporation, any remaining assets shall be transferred only to an organization having like charitable, scientific, and educational purposes as are permitted by section 501 (c) (3) of the Internal Revenue Code of the United States. No assets shall be conveyed or distributed to any individual or any organization created or operated for profit. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall this corporation take part in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the purposes for which this corporation is formed are exclusively charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954. 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 the 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 the corresponding section of any future federal tax code.

ARTICLE III (Revised Nov. 16, 2002)

Members (Revised Nov. 2009)

There shall be one class of members. All interested persons subscribing to the purposes of the corporation may become members upon payment of annual dues in the amount established from time to time by the Board of Directors. Each member shall be entitled to one vote on each matter submitted to a vote of the members. Dues are payable in July for all members. Any member whose annual dues remain unpaid for 90 days after the due date shall be deemed to have resigned upon the due date thereof. Any member may resign by filing a written resignation with the Secretary. The Board of Directors, by affirmative vote of a majority of all Members of the Board may suspend or expel a member for cause.

ARTICLE IV

Meeting of Members (Revised Dec. 3, 2005)

Section 1. Annual Meeting – The annual meeting of the members shall be held in October, November, or December of each year at such time and place in Pacific County, WA or such other place as the Board of Directors may select for the purpose of electing the Board of Directors and Officers and for the transaction of such other business as may come before the meeting. Newly elected Directors and Officers will begin their term at the subsequent January meeting.

The offices of President, Vice-President, Secretary, and Treasurer, as well as three other Board Members will be presented in the ballot at this meeting. The ballot will include a write-in process for runoffs for specific seats.

Section 2. Special Meetings – Special meetings of the members may be called at any time by the President of the corporation and shall be called upon written

request by any three (3) members of the Board of Directors or not less than ten (10) members of the corporation.

Section 3. Notice – Written notice stating the date, time, place and purpose of any meeting shall be sent to the members not less than ten (10) nor more than forty-five (45) days before the date of such meeting.

Section 4. Voting – Ten members shall constitute a quorum. When a quorum is present at any meeting, the vote of a majority of the members shall, except where a larger vote may be required by law, or these bylaws, decide any question brought before the meeting. The vote of each member must be cast in person. There shall be no voting by proxy.

ARTICLE V

Board of Directors and Committees (Revised Nov. 14, 2009, Revised Dec. 3, 2005)

Section 1. General – The property, business and affairs of the corporation shall be managed by a Board of Directors. Directors shall be members of the corporation.

Section 2. Number and Election - There shall be seven Directors, who shall be elected at the Annual Meeting of the corporation by a vote of the members to serve for a period of one year, or until their successors shall qualify.

Section 3. Resignation and Removal – Any Director may resign by delivering his/her written resignation to the corporation at its mailing address or to the President or Secretary of the corporation. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any Director may be removed from office with or without cause by the affirmative vote of a majority of the members present at any annual or special meeting of the members at which a quorum of the members entitled to vote is present. A director who ceases to be a member of the corporation shall thereupon cease to be a Director.

Section 4. Vacancies – Any vacancy on the Board of Directors caused by death, resignation, disqualification or any other cause, may be filled for the unexpired term by a vote of the remaining directors (though less than a quorum) and each director so chosen shall hold office until the expiration of the unexpired term for which he or she was so chosen and until his or her successor shall have been duly elected and shall qualify.

Section 5. Meetings – Regular meetings of the Board of Directors may be held without call or notice at such places and times as the Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice thereof. The annual meeting of the directors shall be held at the same place as the annual meeting of the members or the special meeting held in lieu thereof, following or as part of such meeting of the members, or at the same time and place as the next regularly scheduled meeting of the Board of Directors.

Special meetings of the directors may be held at any time and place designated in a call by the chair or the treasurer or two or more directors. All directors shall receive notice of the date, time, place and purpose of any special meetings at least two days in advance of such meeting.

Section 6. Quorum and Action – A majority of the Board of Directors then in office shall constitute a quorum for the transaction of any business at any meeting of the Board. When a quorum is present at any meeting, the vote of a majority of the Directors present may take any action on behalf of the Board, except to the extent that a larger number is required by law, or by any Articles of Organization or by these Bylaws.

Any polling action required or permitted to be taken at any meeting of the Board of Directors may be taken if all of the Directors then in office consent to the action in person, by telephone, mail, electronic mail, fax, or other electronic devices and later file a written consent with the records of the meetings of the Board of Directors.

Section 7. Committees – There shall be a nominating committee consisting of three (3) members elected by the Board of Directors. The nominating committee shall propose for election at the annual meeting of members candidates for the Board of Directors.

The Directors may from time to time establish such other standing or ad/hoc committees as they shall determine to be necessary or appropriate for the conduct of the corporation's activities.

ARTICLE VI

Officers (Revised Nov. 18, 2006)

Section 1. Officers – The officers of the corporation shall be a President, Vice-President, a Treasurer, a Secretary and such other officers as the directors may deem necessary. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 2. Election – The officers of the corporation shall be elected annually by the Directors at the Annual Meeting of the Board of Directors. Each officer shall hold office until the next Annual Meeting of the Board of Directors and until his/her successor shall have been elected and qualified.

Section 3. Vacancies – A vacancy in any office because of death, resignation, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term of said office.

Section 4. Resignation and Removal – Any officer may resign by delivering his/her written resignation to the corporation at its mailing address or to the President or Secretary and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The Directors may remove any officer with or without cause by a vote of a majority of the Directors then in office, provided that an officer may be removed for cause only after reasonable notice and an opportunity to be heard by the Board of Directors, and such notice shall contain a statement of the causes assigned for such proposed removal.

Section 5. President – The President shall be the principal executive officer of the corporation and shall, subject to the direction of the Board of Directors, supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President shall have such other powers and duties as are usually incident to such office and as may be vested in him/her by these Bylaws or by the Directors.

Section 6: Vice-President – In the absence of the President or in the event of the President's inability or refusal to act, a Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. A Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7. Treasurer - The Treasurer shall, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of the

corporation and shall keep full and accurate books of account in accordance with such standards as the Directors may from time to time determine. The Treasurer shall render a report of the financial affairs of the corporation at each Annual Meeting of the members and at such other times as the Directors shall determine. The Treasurer shall maintain custody of all funds, securities and valuable documents of the corporation, except as the Directors may otherwise provide. The Treasurer is responsible for the preparation and submission of applicable tax reports and license registration. The Treasurer shall have such other powers and duties as are usually incident to his/her office and as may be vested in him/her by these Bylaws or from time to time designated by the Directors.

Section 8. Secretary – The Secretary shall give such notices of meetings of members and Directors as are required by these Bylaws and shall keep a record of all the meetings of members and Directors. The Secretary shall have such other powers and duties as are usually incident to his/her office and as may be vested in him/her by these Bylaws or by the Directors. In the absence of the Secretary from any meeting of members or Directors a temporary secretary, designated by the person presiding at the meeting, shall perform the duties of the Secretary.

ARTICLE VII

Books and Records

Section 1. Maintenance of Records – The corporation shall keep correct and complete books and records of account, minutes of the proceedings of its members, Board of Directors and Committees, and a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member for any proper purpose at any reasonable time.

Section 2. Execution of Instruments – The Board of Directors may authorize any officer(s) or agents(s) of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of an on behalf of the corporation. Such authority may be general or may be limited to specific instances.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer(s) or agent (s)of the corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instrument shall be signed by the Treasurer of the corporation.

Section 3. Deposit and Acceptance of Funds – All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select. The Board of Directors may accept any contribution, gift, bequest or devise on behalf of the corporation, for the general purposes of the corporation or for any specific purpose of the corporation.

ARTICLE VIII

Liability

Officers and Directors shall not be liable to the corporation or its members for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; except that the liability of an officer or director shall not be limited or eliminated for any breach of the officer's or Director's duty or loyalty to the corporation or its members; for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or for any transaction from which the officer or director derived an improper personal benefit.

ARTICLE IX

Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director or officer of the corporation, or in any other capacity thereof, or of any of its subsidiaries, or who at the request of the corporation may serve or has served as a Director, Officer or Trustee of, or in a similar capacity with, another organization, against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon such person in connection with any proceeding in which he may become involved by reason of his serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he is successful on the merits, the proceeding was authorized by a majority of the full Board or the proceeding seeks a declaratory judgment regarding his own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation. Such indemnification may, to the extent authorized by the corporation, include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be

not entitled to indemnification under this Article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization, including an employee benefit plan, shall be deemed to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation if he acted in good faith in the reasonable belief that his action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he has a fiduciary duty.

The payment of any indemnification shall be conclusively deemed authorized by the corporation under this Article, and each Director of the corporation approving such payment shall be wholly protected, if:

- (1) The payment has been approved or ratified (a) by a majority vote of a quorum of the Directors consisting of persons who are at that time parties to the proceeding, (b) by a majority vote of a committee of two or more directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board (in which selection Directors who are parties may participate), or (c) by a majority vote of a quorum of the members or Directors, voting as a single class, which quorum shall consist of members who are not at that time parties to the proceeding; or
- (2) The action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the Directors or in the manner specified in clauses (a), (b) or (c) of subparagraph (1); or
- (3) The Directors have otherwise acted in accordance with the standard of conduct applied under Washington State Laws.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a Director, Officer or other person entitled to indemnification hereunder,

The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which such Director or Officer or other persons may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporation employees or agents, other than Directors and Officers, and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

ARTICLE X

Amendments to Bylaws

These Bylaws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the members present at any meeting of the members at which a quorum is present, provided that the notice of the meeting contains a statement of the proposed alteration or amendment. The Directors may also make, amend or repeal these Bylaws in whole or in part and shall give written notice of such action to the membership not later than the time of giving notice of the next meeting of members. Any such alteration, amendment or repeal by the Directors must then be ratified at the next meeting of members by the affirmative vote of a majority of the members present, provided that a quorum is present at such meeting in order to be valid. Notwithstanding the above provisions of this Article X, any alteration, amendment or repeal of a Bylaw by the Directors as provided for in this Article X shall be valid and given full force and effect until the next meeting of members.