

BYLAWS OF FRIENDS OF WILLAPA NATIONAL WILDLIFE REFUGE

04/16/2020 Revised and Board Approved

ARTICLE I

Section 1: The name of the corporation/organization shall be Friends of Willapa National Wildlife Refuge, (herein, the Friends). It is organized and exists under the laws of the State of Washington.

Section 2: Friends shall conduct business and meet at locations within or outside of Pacific County, WA, as determined by the Board of Directors.

Section 3: The Friends shall begin its fiscal year the first day of January and end on the last day of December, or another fiscal year as approved by the Board.

ARTICLE II: MISSION AND PURPOSE

Section 1: The mission of Friends is to support refuge programs and enhance awareness and appreciation of Willapa National Wildlife Refuge, (herein, the Refuge).

Section 2: The Friends shall promote the management of the natural and historical resources of the Refuge, foster its use and enjoyment by the public consistent with the protection and conservation of its environment, and engage in related educational, scientific, and public activities.

Section 3: To accomplish these purposes, the Friends may solicit, receive, purchase, and borrow, with or without security, real and personal property, including funds by way of gifts, contributions and subscriptions; administer, own, hold, convert, transfer, and disburse land; and sell the same for such charitable, scientific, and educational purposes as permitted by section 501(c)(3) of the Internal Revenue Code of the United States as it now exists and as is hereafter amended. No assets of the Friends shall inure to the benefit of any private individual.

ARTICLE III: MEMBERSHIP AND GOVERNANCE

Section 1: All interested persons subscribing to the purposes of the Friends may become members upon payment of annual dues in an amount established by the Board of Directors.

Section 2: Member dues are payable during the month of their anniversary.

Section 3: The Friends is built upon the support and involvement of the members, volunteers, and donors who work together to achieve our shared mission.

Section 4: Members do not have voting or other decision-making privileges.

Section 5: Governance of Friends is and shall be entrusted to the Board of Directors who shall set policies and monitor their implementation.

Section 6: In addition to the power and authority expressly conferred upon it by these Bylaws, the Board of Directors shall take all such actions as necessary for nonprofit organizations under applicable federal laws, the laws of the State of Washington, and the provisions of the Articles of Incorporation of the Friends.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: The Board of Directors (herein, the Board) shall consist of no less than five (5) and no more than thirteen (13) members.

Section 2: The Board shall have the responsibility and the authority to manage the affairs of the Friends directly and/or by delegation.

Section 3: Board members may submit to the Board nominations for new Board members at any time prior to a Board meeting.

Section 4: A member elected to serve on the Board must be a member in good standing.

Section 5: Board members shall serve without pay.

Section 6: A Board member is elected upon a majority vote of the quorum at a regular or special Board meeting.

Section 7: Members of the Board shall serve two-year (2-year) terms commencing in January. No person shall serve for more than three (3) consecutive full terms. Terms shall begin on the first day of January and end on the last day of December.

Section 8: Board members elected mid-year will begin their first full term in January of the following year, provided they are re-elected by the Board.

Section 9: Board members may be elected again after sitting out for one (1) year.

Section 10: Any Board member may resign by submitting a written resignation to the Board. Such resignation shall be effective upon receipt, unless it is specified to be effective at some future date.

Section 11: Any vacancy on the Board caused by death, resignation, disqualification, or any other cause may be filled for the unexpired term by a vote of the remaining Board members.

Section 12: The Board of Directors shall have the power to remove a Board member from the Board by a two-thirds (2/3) majority vote at the next meeting following a motion of termination.

Section 13: A Board member may be removed only after reasonable notice and an opportunity to be heard by the Board. Such notice shall contain a statement of the causes assigned for the proposed removal.

Section 14: The Board shall be aware of the Conflict of Interest policy as referenced in the Board Book.

ARTICLE V: BOARD MEETINGS

Section 1: The Board shall meet regularly as mutually agreed upon by the Board members.

- **REGULAR MEETINGS** - Shall be held at such places and times as the Board may determine, provided that any Board member who is absent when such determination is made shall be given notice thereof.
- **SPECIAL MEETINGS** - Shall be held at any time and place designated in a call by the President **OR** any three (3) Board members. All written notices of a Special Meeting

shall state the date, time, place, and purpose and shall be provided to all Board members no less than seven (7) days prior to the meeting.

Section 2: Notice of any meeting by the Board may be given by any one or more of the following means:

- By phone facsimile, electronically by email, or by future communication devices.
- By the United States Postal Service mail.

Section 3: A simple majority of all Board members shall constitute a quorum allowing for business to be conducted.

Section 4: A vote on any Friends' question may be initiated by the President or a designee between meetings, collecting votes by telephone or electronic mail.

Section 5: In the absence of a quorum, no formal action shall be taken, except to adjourn the meeting to a subsequent date.

Section 6: The President will vote to break a tie. Refer to Robert's Rules of Order for further discussion.

ARTICLE VI: OFFICERS

Section 1: The officers shall be nominated and elected by a simple majority vote of the Board members.

Section 2: The officers of the Friends shall be President, Vice President, Secretary, and Treasurer.

Section 3: A member may not hold two offices at the same time.

Section 4: Refer to the Friends' Board Book for a complete description of duties for each officer.

PRESIDENT - The President shall be the principal executive officer of the Friends and shall be subject to the direction of the Board to supervise and control all the business and affairs of the Friends.

- The President shall preside at all meetings of the Board, except when, at the request of the President, the Vice President or another Board member may preside Pro Tem.
- The President shall have such other powers and duties as are usually incident to such office and as may be vested by these Bylaws or by the Board.

VICE PRESIDENT - The Vice President shall be responsible for performing the duties of the President in the event of his/her absence, and assist the President with the performance of his/her duties.

TREASURER - The Treasurer shall be responsible for conducting the Friends financial affairs, as directed by the Board, and shall prepare and present reports regarding the Friends' finances as required. The Treasurer shall maintain custody of all funds, securities, and valuable documents. The Treasurer is responsible for the preparation and submission of applicable tax reports and license registrations.

SECRETARY - The Secretary shall provide notice of any and all meetings to the Board, keep an updated list of Board members, keep and organize minutes for all regular and special

meetings to be kept in a Minutes Book, and certify and arrange the official records of Friends. The Secretary shall send copies of approved minutes to all Board members. In the absence of the Secretary from any meeting of the Board of Directors, a temporary secretary, designated by the Board member presiding at the meeting, shall perform the duties of the Secretary.

ARTICLE VII: COMMITTEES

Section 1: The Board may establish **Standing Committees**.

Section 2: Special or Ad Hoc committees may be created and appointed by the Board as it deems necessary.

Section 3: The Board shall annually in January, and at other times as necessary, appoint a Chair and members of the Standing Committees.

Section 4: All Standing Committees shall be chaired by a Board member.

Section 5: Such appointments will be recorded in the minutes of the Board meeting.

ARTICLE VIII: BOOKS AND RECORDS

Section 1: The Friends shall keep correct and complete books and records of account to include the minutes of Board and committee meetings.

Section 2: Books and records of the Friends may be inspected by any member for any proper purpose at any reasonable time.

Section 3: The Board may authorize any Board member(s) or agent(s) of the Friends, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Friends. Such authority may be general or may be limited to specific instances.

Section 4: All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Friends shall be signed by such Board member(s) or agent(s) of the Friends, and in such a manner, as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer.

Section 5: All funds of the Friends shall be deposited to the credit of the Friends in such banks, trust companies, or other depositories as the Board may select. The Board may accept any contribution, gift, bequest, or devices on behalf of the Friends, for the general purposes of Friends, or for any specific purpose of the Friends.

Section 6: Fiscal Policies

- The fiscal year of the Board shall begin January 1 and end December 31.
- On or before January 15 of each year, a budget of estimated revenues and expenses for the coming year shall be approved and adopted by the Board.
- An annual fiscal review shall be conducted by the Board.
- Any expenditure/checks of one thousand dollars (\$1,000) or greater shall require the approval of the President and the electronic notification of all Board members.

ARTICLE IX: INDEMNIFICATION AND INSURANCE

Section 1: Any Board member, committee or advisory board members, employees, or volunteers, including previous members, shall be indemnified/insured for defense and settlement expenses and liability, including counsel fees resulting from lawsuits related to service for the Friends, provided that the covered member was not guilty of criminal activity.

Section 2: The Friends shall not indemnify a director, officer, committee or advisory board member, employee or volunteer, including previous members, found by the court to be liable to the Friends for acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law or for any transaction from the person who derived an improper personal benefit. Refer to Conflict of Interest in the Board Book

ARTICLE X: NONDISCRIMINATION

Friends does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), 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. The Friends is committed to providing an inclusive and welcoming environment for all members, clients, volunteers, vendors, and visitors.

ARTICLE XI: DISSOLUTION

Upon dissolution of the Friends, 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 to any organization created or operated for profit.

ARTICLE XII: AMENDMENT OF BYLAWS

Amendments to the Friends' Articles of Incorporation or the Bylaws may be proposed by any Board member and shall be adopted by a vote of two-thirds (2/3) of the Board present at any meeting provided that a quorum is present. A copy of the proposed amendment(s) shall be provided to each Board member at least one (1) week prior to the meeting at which the amendment is to be discussed.

Date revised by vote of the Board: