

FRIENDS OF HAGERMAN NATIONAL WILDLIFE REFUGE FOUNDATION

BYLAWS

ARTICLE I: INCORPORATION & OPERATION

Section 1: Incorporation

The Friends of Hagerman National Wildlife Refuge Foundation (hereafter referred to as Friends of Hagerman) was incorporated in the State of Texas on August 19, 2005, at Hagerman National Wildlife Refuge, Sherman, Texas. , to promote appreciation and conservation of wildlife and habitat through environmental education and natural history experiences

Section 2: Operation

- A. The Friends of Hagerman will comply with the laws of the State of Texas.
- B. Maintain a relationship with Hagerman National Wildlife Refuge in accordance with the United States Fish and Wildlife Service rules and regulations as outlined in the USF&WS Refuge Manual.

ARTICLE II: PURPOSE

Section 1: Mission

- A. The mission of the Friends of Hagerman is to instill reverence, respect and conservation of our wild creatures and habitats through supporting environmental education, recreational activities, and programs of Hagerman National Wildlife Refuge, Sherman, Texas, and the U.S. Fish and Wildlife Service.
- B. The Corporation is organized for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). In particular the Corporation shall provide a vehicle for public participation and support for preserving and improving habitat for wildlife within the Hagerman National Wildlife Refuge by educational and conservation directed activities of any legal means.

Section 2: Property

- A. The property, assets, profits and net income are dedicated irrevocably to the purposes set forth in Article II, Section 1, above. No part of the profits or net earnings of this Corporation shall ever inure to the benefit of any of its Directors, Trustees, Officers, Members, Employees (if any) or to the private benefit of any private individual.
- B. The corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments or distributions in furtherance of the purposes set forth in the Bylaws of the Friends of Hagerman NWR Foundation, hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise trying to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

Section 3: Dissolution

This organization may be dissolved at any time by a vote of 2/3 of the members present at a special meeting of the Friends of Hagerman NWR Foundation, called for that purpose. Upon the dissolution of

the Corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the corporation, the remaining assets of this Corporation shall be donated to Hagerman National Wildlife Refuge, Sherman, Texas, for the purpose of preservation and maintenance of said Refuge.

ARTICLE III: MEMBERSHIP

Section 1: Eligibility

All persons interested in the aims of the Friends of Hagerman and of the United States Fish and wildlife Service shall be eligible for membership.

Section 2: Regular Membership

- A. Upon application and payment of the annual membership fee (as prescribed in Section 8 below) to an authorized agent of the Friends, a person or family eligible for membership shall become a regular member. Regular members shall have voting rights as provided in Section 7 below and other privileges as established by the Board of directors.
- B. The Board may establish separately –named categories of Regular Membership to honor members who contribute annual dues in excess of the basic Regular Membership Fee.

Section 3: Life Membership:

- A. Upon application for membership accompanied by a payment of \$1000 or more in a lump sum to an authorized agent of the Friends, a person qualified for membership shall become a Life Member.
- B. An existing member making a lump sum payment of \$1000 or more as a contribution to the Friends to any authorized activity of the Friends shall become eligible for Life Membership, and shall be enrolled as a Life Member upon verification by the Corresponding Secretary that he or she desires to be so designated.
- C. A person may be nominated by a board member to be granted Life Membership in recognition of consistent outstanding service to the Friends of Hagerman or to Hagerman National Wildlife Refuge. In that case, Life Membership may be awarded by a majority vote of the Board of Directors.
- D. A Life Member shall not be required to pay annual dues but shall retain all rights and privileges applicable to Regular Members.

Section 4: Business Sponsorship

- A. Upon application and payment of the annual Business Sponsorship fee to an authorized agent of the Friends, a business shall become a business sponsor.
- B. Business Sponsor in good standing is entitled to such privileges as established by the Board of Directors as well as all rights and privileges applicable to a Regular Member, including the right to one vote as specified in Section 7 below.

Section 5: Complimentary Membership

- A. A nonmember of the Friends, such as a local or state officeholder, may be designated a Complimentary Member by a majority vote of the Board.
- B. A Complimentary Member shall receive Friends' communications but does not have the right to vote.

Section 6: Staff Membership

Employees of the United States Fish and Wildlife Service actively serving at Hagerman NWR and on-site Resident Volunteers are automatically considered non-voting members of the Friends until termination of their service at Hagerman NWR and eligible for such privileges as established by the Board. They are exempt from payment of dues.

Section 7: Voting Rights

Each Regular and Life Member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 8: Dues

The Board of Directors shall have the power to prescribe annual dues for each category of member. Dues are payable annually except for Life Memberships.

Section 9: Termination of Membership

- A. Upon submission of a resignation to the Board of Directors, and upon the Board's acceptance of it, a membership shall be duly terminated.
- B. Any member whose annual dues remain unpaid for 120 days shall be deemed to have resigned upon the due date.
- C. The Board of Directors may expel any member from the Friends of Hagerman for good cause. The member shall first be notified at least thirty (30) days before the intent to expel, and be offered an opportunity to address the hearing of the Board of Directors. A two-thirds vote of the Board of Directors is required for expulsion.

ARTICLE IV: MEETINGS

Section 1: Annual Meeting

The annual meeting shall be held upon call of the Board President in order to transact such business as can lawfully come before the Membership.

Section 2: Special Meetings

Special meetings of the Membership may be called by the Board President or upon the written request of any three (3) members of the Board of Directors, or of 30 members.

Section 3: Business Meetings

The Board of Directors shall meet regularly, but no less than every other month, for the purpose of conducting routine business of the Friends of Hagerman.

Section 4: Place of Meetings

All meetings of the Friends of shall be at a place designated by the Board of Directors.

Section 5: Notice

Time, date and place of annual or special meeting shall be announced by written notice to the Membership. Notice of every special meeting shall briefly indicate its purpose.

Section 6: Quorum

Those present shall constitute a quorum at an annual meeting. Thirty (30) members shall constitute a quorum at special meetings.

Section 7: Procedure:

The procedure at all meetings shall be governed by *Robert's Rules of Order* except when superseded by Bylaws.

ARTICLE V: BOARD OF DIRECTORS

Section 1: Corporate Powers

The powers, business and property of the Friends of Hagerman shall be vested in, exercised, conducted and controlled by the Board of Directors. As used herein, "Board" means the Board of Directors. The board will formulate the policy of the Friends of Hagerman and will direct its activities as documented in the minutes of each meeting recorded by the Secretary.

Section 2: Title and Management of Property

All property, funds, and assets received or acquired by the Friends of Hagerman will be taken, held, managed, and expended in such a manner as directed by the Board. Title to all the property, funds and assets of the Friends of Hagerman shall at all times be and remain vested in the Board.

Section 3: Composition of the Board

- A. To serve on the Board, a person must be a member in good standing of Friends of Hagerman National Wildlife Refuge Foundation.
- B. The Board shall be representative of various segments of the community. The Board shall consist of four (4) Officers, up to twelve (12) Members-at-Large for a total of up to sixteen (16), plus one (1) non-voting honorary Board member representing the USF&WS, who will serve as Advisor and Liaison between the Refuge and the Friends.
- C. Elected Board Member positions are President, Vice-President, Secretary, Treasurer, and up to twelve (12) Members-at-Large. All Board Members must be available to attend general, special, and business meetings unless excused absences are submitted in writing or by phone to the Secretary or President prior to the scheduled meeting.

Section 4: Terms of Office

- A. Board members shall be elected at the annual meeting, and shall serve for a term of two (2) years or until their successors have been duly elected. All Board Members may be reelected for one additional term or until a successor is elected. The two-year terms of Board Members shall be staggered, half to be elected each year in order to establish and maintain continuity.
- B. Officers shall be elected by the Board following the annual meeting. Officers shall be elected for a period of 1 year.
- C. Board Members shall submit to the Board a written letter of resignation for approval if the need to resign from Board duties should occur before the expiration of the Member's term.

Section 5: Duties

- A. 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 incidental to such office and as may be vested in him/her by these Bylaws or by the Directors.

- B. The Vice-President shall perform the President's duties and powers when the President is absent, or in the event of the of the President's inability to act, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. The Vice-President shall perform such other duties as may be assigned from time to time to him/her by the President or by the board of Directors.
- C. The Secretary shall record the votes; keep the minutes of all meetings and proceedings of the Members and the Board of Directors. The Secretary shall also serve notice of meetings, maintain record of Directors' attendance and be responsible for Board correspondence not related to Membership records. 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.
- D. 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 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 at each Annual Meeting of the members, at each Board meeting, 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 shall prepare an annual budget for approval by the Board of Directors and 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 Board of Directors.
- E. The Past President, as President Emeritus shall serve as an Honorary Member of the Board in a non-voting advisory capacity.

Section 6: Removal

- A. Any Officer or Board Member may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.
- B. Three (3) unexcused absences in a row, or six (6) excused or unexcused absences out of twelve consecutive Board meetings will be considered grounds for removal from office.
- C. Refusal to perform duties will be considered grounds for removal from office.

Section 7: Vacancy

Any vacancy on the Board shall be filled by an appointee recommended by the Nominating Committee and confirmed by a majority of the remaining Members of the Board. The appointee shall hold office for the unexpired term of the predecessor. If the unexpired term is greater than one year, the appointee will be eligible to serve one additional term. If the unexpired term is one year or less, the appointee will be eligible to serve two additional terms.

Section 8: Meetings

Meetings shall be scheduled and conducted per Article IV, except that special Board Meetings may be called upon written or spoken notification by the President to all Board members.

Section 9: Quorum

At all meetings of the Board, a simple majority of the voting Directors shall constitute a quorum.

Section 10: Liability and Indemnification

The Corporation shall indemnify and advance expenses to the full extent permitted by Article 1396-2.22A of the Texas Non-Profit Corporation Act and other applicable law, present and former directors, officers, employees, and agents of the Corporation and persons serving or formerly serving at the request of the Corporation as directors, officers, partners, venturers, proprietors, trustees, employees, agents or similar functionaries of another foreign or domestic corporation, employee benefit plan, other enterprise or entity against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such action, suit or proceeding and any inquiry or investigation that could lead to such an action suit or proceeding, because the person is or was acting in one of the capacities set forth above.

ARTICLE VI: COMMITTEES

Section 1:

- A. The Friends of Hagerman shall have such Committees as the Board shall from time to time deem necessary and advisable to assist it with its work.
- B. There shall be an **Executive Committee** consisting of the Officers of the Corporation. The creation of this Committee is for the purpose of focusing on problems within the organization and recommending solutions to the Board for its approval and subsequent action. Minutes of this Committee shall be made available to Board members on a timely basis.
- C. There shall be a **Nominating Committee** consisting of three (3) members appointed by the president and approved by the Board of Directors. The terms of the members of the Nominating Committee shall be two (2) year terms, which are staggered so that the term of at least one member shall expire each year. The Nominating Committee shall propose candidates for the Board of Directors and Officers for election at the Annual Meeting of Members.
- D. There shall be a **Membership Committee**. The Membership Committee shall keep appropriate current records of the addresses of all Members, be responsible for correspondence such as Renewal Notices, Acknowledgments of Membership, Thank-you's for donations and such other duties as serves the membership.
- E. There shall be a **Program Committee** with responsibility for planning programs relevant to the mission of the Friends.
- F. There shall be a **Finance Committee** consisting of three (3) members of the Board of Directors appointed by the president and chaired by the treasurer. The Finance committee shall assist in preparation of the budget and establish fiscal operating procedures.
- G. There shall be a **Communications Committee** to direct publicity, public relations, marketing, and other communications as needed to benefit the organization and its activities.

Section 2: Appointment of Committees

- A. The President shall establish all other Committees and appoint associated Committee Chairs, with the concurrence of the Board. Such concurrence shall take place no later than the next regularly scheduled business meeting. Committees shall terminate upon completion of the project or at the direction of the President, with the concurrence of a majority of the Board.
- B. All Board Members shall serve on at least one committee.
- C. All committee chairs shall submit their resignations for consideration by a newly elected President.
- D. The President or his Designee shall serve as an Ex-Officio member of all committees.

Section 3: Committee Chairs

- A. All Committee Chairs shall be Board Members.
- B. Committee members do not have to be Board Members but must be members of the Friends of Hagerman in good standing.
- C. Committee Chairs shall be available to perform all necessary duties of their Committees, including the recruitment of committee members necessary to accomplish the activities of said committees.

Section 4: Function

- A. Committees are the primary method for the Friends of Hagerman to assist the Board in carrying out its activities. They undertake projects, studies, and activities that benefit Hagerman National Wildlife Refuge.
- B. The Committee Chair is supported directly by committee members who serve as coordinators and actors.

ARTICLE VII: FISCAL POLICY

Section 1: Supervision

- A. General supervision of the fiscal policy of the Friends of Hagerman is provided by the Board of Directors.
- B. Immediate supervision of fiscal policy is provided by the Treasurer of the Friends of Hagerman. The Treasurer shall authorize the expenditure of funds as defined by the approved annual budget or by standard operating fiscal procedures.

Section 2: Limitation

Neither the President, Treasurer nor any other Board Member shall authorize an expenditure which is unbudgeted or which has not been approved as a result of standard operating fiscal procedures.

Section 3: Major Activities

Any new venture in the activities of the Friends of Hagerman which incurs a major fiscal obligation shall be approved by the Board. Any expenditure in connection with new ventures shall be specifically authorized by the Board before disbursements may be made.

Section 4: Excess Funds

Whenever the cash balance is deemed to exceed the Friends of Hagerman anticipated needs, the Board may authorize these excess funds to be used by Hagerman National Wildlife Refuge, Sherman, Texas, to meet Refuge needs.

Section 5: Disbursements

- A. The nature of cash disbursements shall be decided from time to time by resolution of the Board of Directors, and as incorporated in the standard operating fiscal procedures. All cash reimbursements must be supported by valid documentation.
- B. Authorization to write Friends of Hagerman checks shall be vested in the President, Treasurer, and such other person as the Board shall decide from time to time by resolution.

Section 6: Annual Audit

The Friends of Hagerman shall require an audit of its accounts as required by law or in furtherance of fund raising.

Section 7: Fiscal Year

The Fiscal Year of the Friends of Hagerman shall commence on the first (1ST) day of January and end on the (31st) day of December each year.

ARTICLE VIII: AMENDMENTS TO BYLAWS

Section 1: Amendments

The Board of Directors may amend or repeal these Bylaws, or adopt new Bylaws, unless the Articles of Incorporation or the Texas Non-Profit Corporation Act limit such powers.

Section 2: Procedures

At the meeting where the Bylaws are to be repealed, amended, or adopted, a majority of those voting members present or by proxy must vote for the change. Such meetings require a quorum to be valid.

ARTICLE IX: APPLICATION

Section 1: Application

The above-described Bylaws apply to the Articles of Incorporation of the Friends of Hagerman National Wildlife Refuge, Inc., which were filed with the Texas State Corporation Commission on August 19, 2005. The Bylaws in this document replace and supersede the bylaws of the Friends of Hagerman which were filed with the Texas State Corporation Commission on August 19, 2005. These Bylaws became effective by proclamation of the Friends of Hagerman NWR, Inc. Board on _____

ARTICLE X -RECORDS

Section 1: Records

A copy of the Articles of Incorporation, the Bylaws, the minutes of official meetings and the financial reports are retained by the corporation, and they are available for perusal by any member.

Richard Malnory, President Date

Lora Philbrick, Secretary Date

Approved by the Board of Directors _____
Date

Amended March 11, 2010, to clarify future terms in office for those serving a partial term, Article V, Section 7, Vacancy.

Dick Malnory, President	Date
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Lora Philbrick, Secretary	Date
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Amended February 12, 2015, to increase the total number of directors from fourteen (14) up to sixteen (16, Article V, Section 3, Composition of the Board.

Sue Malnory, President	Date
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Bert Garcia	Date
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