

Minutes of the May 15, 2016 meeting of the Board of Directors of the Friends of Brazoria Wildlife Refuges.

Location: Texas Mid-coast National Wildlife Refuge Complex

Board members present: Ed Barrios, Ron Bisbee, Marty Cornell, Phil Huxford, Jeannie Manry, David Plunkett, Kim Richardson, Dick Schaffhausen, Torry Tvedt

Board members absent: Mickey Dufilho, Neal McLain,

Refuge Staff in Attendance: Jennifer Sanchez

Guests in attendance: Mike Lange, Tom Smith, Oron Atkins

Start 1:03

The draft of the **minutes** of the February 7, 2016 meeting of the board were reviewed and minor revisions were proposed. Marty Cornell moved and Ron Bisbee seconded the motion to accept the minutes as revised. The motion was approved with no objections. The approved minutes from this board meeting are below as attachment 1.

E-mail activity of **motions** made between the February 7, 2016 board meeting and this meeting of the board were not provided. This activity is to be reported at the next board meeting.

President Barrios led a review of the **Action Register**; comments and/or status changes are noted below:

Friends of Brazoria Wildlife Refuge Board Action Register Updated 2/7/16				
Action Item	Who?	Due Date?	Status	Comments
Internal Audit - Mickey and Jeanne	Mickey and Jeanne	O/B next board meeting	Audit proposal approved	Earl Allen, CPA, has been approved by the board; see below.
Partnership Agreement - reconcile agreement and send draft	Ed Barrios	O/B next board meeting	On Going	Issues with USFWS-approved content were identified by Kim Richardson and Jennifer Sanchez. Jennifer is in discussion with Regional Friends Coordinator Nancy Brown for revisions acceptable to the FOBWR.
Movie on BNWR, highlighting EE opportunities	Tom Schneider, Torry Tvedt	O/B next board meeting	On Going	Needs closed caption, credits and titles. Torry has programs that will enable insertion of captions, credits and titles and volunteered to edit the master in possession of Tom.

Spec out Rollup shutters for Cross Trails shelters	Marty Cornell	Tabled	On Hold	Looking for a supplier 3 shelters/ 2 sides each- No progress since Sept meeting. Action tabled until a later date
Develop a New Outdoor Environmental Education Display for our canopy	David/Tom	No target deadline	On Going	See on Heritage Day if we need to work on this. Flip book with pictures
Design Podium for Discovery Center	Ron Bisbee, Dick Schaffhausen	No target deadline	On Going	Measurements and design agreed to by Ron and Dick. Dick thinks he will be able to construct the podium.
Activate new website	Ed	TBD	On hold	No action taken. Noted that a successor for Neal is needed.
Draft a revision of the Bylaws to add restrictions to discretionary spending by board members, adding timing limitations	Ed Barrios	2-Feb-16	On Going	Kim Richardson has developed a draft of changes that was approved by the board for submission to the general membership.
Need new projecting microscope for DEEP	Ed	September, 2016?	On Going	The Microscope Guy repaired one of our projecting microscopes. HDMI connections still need to be installed.
Check to see if the Trull Foundation \$10,000 can be used for another property	Marty Cornell	O/B next board meeting	In Progress	Mike Lange and Tom Smith agreed to meet with the Trull Foundation, explain the difficulties in getting clear title, and propose other land purchases that the grant could be used for.
Approach Kim Richardson about becoming a board member	David	Done		Kim is now an active member of the FOBWR board of directors
Approach Jim Clim about	Ron	TBD		Jim is an accountant. No action to date.

becoming a board member				
-------------------------	--	--	--	--

Guest Mike Lange gave a verbal update on **land acquisition activities**.

Previously, FOBWR had authorized the expenditure of up to \$16,000 from our Houston Endowment grant for pre-purchase discovery work on Follets Island between Surfside (Sea House Estates) and San Luis Pass. The target is 441 acres to be purchased by the Texas Parks and Wildlife Department. Our \$16,000 has been matched with a grant from the Gulf Coast Partnership.

Many of the tracks of land are beach-to-bay, bisected by the Blue Water Highway and run about seven miles along the beach. Currently two owners of 230 acres are under contract, subject to appraisal conformity. There is a good chance that the purchase can be made using NFWF Deep Water Horizon funds. Without acquisition, this land is subject to development; such development has been retarded because these lands are excluded from government insurance coverage, but the recent availability of private insurance puts their preservation in jeopardy.

Another target for land acquisition are 1,030 acres of the Sargent Ranch along the Intracoastal Waterway, adjoining the San Bernard NWR. Migratory bird fund money might be used for purchase of this land.

The Willie Tract, 80 acres of mature bottomland forest on a bend of the Brazos River, is another target for acquisition. It is next to three adjoining tracts of the SBNWR.

The Poole Tract, about ten acres at the corner of FM2918 and CR306, remains in title limbo because of back taxes owed by the estate of one of the eight owners. We have thus been unable to spend our \$10,000 grant from the Trull Foundation dedicated to the purchase of this property. It was decided that Mike Lange and Tom Smith will visit with the foundation to explain the situation and to suggest other lands that could, in part, be purchased with this grant, such as the above Willie Tract.

Woody Woodrow is interested in the Texas Mid-coast National Wildlife Refuge Complex acquiring about 300 acres of tidewater flats at the inflow of the gulf into Cedar Lakes. This land is a preferred rookery for many birds including the reddish egret and Piping, Wilson's, and Snowy plovers. In total, 73 species of waterbirds use this site, with many in significant numbers. Toward this end, he would like the FOBWR to request a \$30,000 grant, to be used for pre-purchase discovery, from the USFWS. Because the property is in Matagorda County, funds from our Houston Endowment grant may not be used for this purpose. The board agreed that Marty Cornell should pursue this potential grant.

Treasurer Jeanne Manry presented the FOBWR **Financial Statement**, noting that spending continued on items for the Houston Urban Nature Garden despite the closing of the grant on 15Nov15. The excess spending of \$1,096.64 will come from our General Funds and is considered to be in-kind support. The learning is that those authorized to spend on a grant need to know and adhere to grant expiration deadlines.

Since the last board meeting, FOBWR officially was granted \$300,000 from our third pre-acquisition discovery grant from Houston Endowment. We have been given a copy of a five year Memorandum of Agreement between the Texas Mid-Coast National Wildlife Refuge Complex and the National Fish

and Wildlife Foundation that authorizes Tom Smith of NFWF to act on behalf of the Service in the process of land acquisition. Pre-acquisition expenses incurred by Tom will thus continue to be paid from this Houston Endowment Grant.

Marty Cornell moved and Ron Bisbee seconded the motion to accept the financial report below without modification; the motion passed unanimously.

FOBWR FINANCIAL STATEMENT					
As of May 15, 2016					
ACCOUNT BALANCE				\$628,172.97	
GRANT No. & Name					
	Grantor	Total Awarded	Amount Spent	Amt Available	
Funded Grants & Allocated Funds					
20131230	McGovern Brazoria Refuge	Kathrine McGovern	\$122,000.00	\$44,057.30	\$77,942.70
20131220	McGovern San Bernard Refuge	Kathrine McGovern	\$77,000.00	\$7,255.02	\$69,744.98
20070803	Revolving Reimbursement, base acct	Houston Endowment	n/a	n/a	\$20,000.00
20130919	Poole Track Land Acquisition	Trull Foundation	\$10,000.00	\$0.00	\$10,000.00
20160219	Houston Endowment Land Acquisition	Houston Endowment	\$300,000.00	\$0.00	\$300,000.00
TOTAL ALLOCATED FUNDS					\$477,687.68
REIMBURSABLE GRANTS					
	Grantor/Amount	Amt. Received	Amount Spent	Amt Available	
20140901	Houston Urban Nature Garden **	USFWS- \$18,000.	\$18,000.00	\$14,894.91	\$0.00
FOBWR PROJECTS					
		Allocated	Spent	Balance	
46400	Birds of Prey as of 5/15/16	FOBWR	\$20,873.00	\$16,476.27	\$4,396.73
760300	Jr. Naturalist Program	FOBWR	\$1,500.00	\$1,000.00	\$500.00
20151200	San Bernard Oak Trail Gate	FOBWR	\$9,500.00	\$0.00	\$9,500.00
20151204	Wolfweed Reservoir Lift Pump	FOBWR	\$10,000.00	\$0.00	\$10,000.00
FOBWR ANTICIPATED GRANTS/PROJECTS					
	Repair & Expand Bobcat Woods Trail	FOBWR	\$53,640.98	\$0.00	\$53,640.98
TOTAL GRANTS & SPECIAL PROJECTS					\$555,725.39
NON ALLOCATED FUNDS					
20140403	Law Enforcement Restitution	Federal Court Fines	\$3,610.11	\$0.00	\$3,610.11
Non Allocated Funds					\$68,837.47
TOTAL NON ALLOCATED FUNDS					\$72,447.58
TOTAL OF GRANTS & NON ALLOCATED FUNDS					\$628,172.97

** not reimbursed \$1,096.64

Jeanne has been informed by USFWS officer Michal Edwards that we should be receiving \$1,600 in restitution from Robert Thomson in monthly payments over 72 months. To date, no such payments have been received.

Treasurer Manry noted that no dues were received in 2015 and that year-to-date five people have paid individual or family membership dues, including Kim Richardson who became a life member.

Jeanne Manry expressed concern that our assets in our one and only bank account exceed the maximum \$250,000 that is insured by the FDIC. Her research of options revealed the IBC has four separate charters in Texas, which would allow us to open up to four separate accounts, each insured up to \$250,000, with no service charges if a minimum minor balance is maintained. Dick Schaffhausen moved and Phil Huxford seconded the motion that we transfer our bank account to the IBC using separate accounts as needed to maximize insurance coverage. This motion passed unanimously.

Jeanne has received a contract proposal from Earl E. Allen, CPA to **review our financial records**. Specifically, the proposal is that Mr. Allen will prepare the annual financial position of FOBWR as of December 31, 2015, and the related statements of activities, functional expenses, and cash flows for the year then ended. The fees for these services will be up to \$3,250 plus out-of-pocket expenses estimated to be \$250. The board has previously approved the expenditure of up to \$5,000 for this purpose. Jeanne moved, and Ron Bisbee seconded the motion to accept the Allen contract. The motion passed unanimously.

The National Wildlife Refuge Association has asked us for a **donation** to support their work. Phil Huxford moved, and Ron Bisbee seconded the motion to donate \$1,000 to the NWRA. The motion passed unanimously.

Kim Richardson proposed **revisions to the Bylaws** of the FOBWR, including clarification and/or additions covering removal of board members, conflict of interest, Duties of the President and Treasurer, and budgets. A motion was made by Phil to accept these changes as presented for submittal to the General Membership for approval. The motion was seconded by Ron. After discussion the motion passed with one nay objection. The revised Bylaws is Attachment 2 of this report.

Marty Cornell reported that, since the last board meeting, little progress has been made with our **active grants**.

Our \$160,000 grant to repair and extend the **Bobcat Woods Trail**, funded from the Texas Parks and Wildlife Commission National Recreational Trails funds, still has not been released. Since notification of this award on June 15, 2015, processing of this grant has been buried in the bureaucracy of the Texas Department of Transportation (TDOT). Per Trey Cooksy of the Texas Parks and Wildlife Department on 26Apr16, TDOT insertion into the grant process is an artifact of a pilot program between TDOT and the U.S. Federal Highway Administration to move the administration of highway funds and environmental impact reviews from federal to state oversight. In this process, the ~\$3.89million of trail funding got lost in the orders of magnitude larger funding of Texas road and bridge projects. While progress is being made, Cooksy noted that he has been unsuccessful in getting the financial folks at TDOT to attend to trail grants. Marty suggested that he could approach Denis Bonnen, our local State congressional representative, to intercede with TDOT, but Cooksy asked for another few weeks to deal with TDOT before exercising this option. Mid-June, the anniversary of the grant award, is targeted to pursue other options to get the grant funds released.

Leon Skeet memorial Donation.....E. Barrios

Succession Planning.....E. Barrios

Refuge Update.....J. Sanchez

- Strategic Planning Session Projects

Friends General Meeting Agenda – May 15th, 4:00-5:30 pm, Mid-coast Headquarters

Financial Update.....J. Manry

Refuge Update.....J. Sanchez

Grant Update.....M. Cornell

Migration Celebration & Outreach Update.....D. Plunkett

Field Trip to The Little Slough Trail

This trail is just south of the Mid-coast Headquarters across CR316. It's ½ mile long, one way, to an elevated overlook over a bayou that has been widened into a lake. It's a great property that the refuge has plans to enhance even more.

Attachment 1

Minutes Board of Directors Meeting
Friends of the Brazoria Wildlife Refuges
February 7, 2016

Minutes by Mickey Dufilho

Meeting called to order by Ed Barrios, President, at 12:00 PM, Discovery Center

Attendees:

- Board Members present: Ed Barrios, Mickey Dufilho, Phil Huxford, David Plunkett, Torry Tvedt, Marty Cornell, Neal McLain, Ron Bisbee, Dick Schaffhausen
- Board Members Absent: Jeanne Manry, Tom Morris.
- Refuge Staff: Jennifer Sanchez
- Guest: Krissy Plunkett

Minutes – Mickey Dufilho

- Minutes from 12/4/15 were reviewed. Motion to accept minutes was made by Ron and seconded by Phil. Motion passed unanimously
- Reviewed Action Register – **See Attachment A**

Financial Update – Ed Barrios – Attachment B

- Jeanne submitted the financial report for year end 12/31/15 by email and was reviewed by the board.
- Discussion included researching to see if the \$10,000 from the Trull Foundation could be used for other properties since the Poole Track is on hold due to some back taxes. Marty will get with Tom Smith to see if we can shift the money to other projects.
- Marty moved to approve the year end financials. Second by Ron. Motion passed unanimously.

Refuge Update – Jennifer Sanchez

- Refuge partnered with GCA and Galveston Bay Foundation to put Rock Rip Rap in west Bay.
- Public use audit. The Refuge wants to replace Jennifer Brown and in order to do that will undergo a public use audit on Feb. 8 – 12.
- Pipeline Project in Brazoria Wildlife Refuge update. 12-inch ethane line is being laid. As part of his personal contract with the TMCNWRC, Ron Bisbee will oversee Troy Construction as they lay pipe from 20014 to Austin Bayou.
- Praxair wants to lay a hydrogen and nitrogen pipeline in pipeline corridor. Notice will be posted in the Federal Register.
- Students will come from Wisconsin for two weeks to build trail and observation deck across from Headquarters office.
- Invasive species project list was submitted for \$100,000 to control invasive species on the refuge. Crew from ACE will be here for 4 weeks to treat Chinese Tallow. Other areas to be

treated are cattails on Otter Slough, mesquite in Sargent area, and Huisache on 306. Also looking at invasives in Eagle Nest Lake area.

- A family is interested in selling about 400 acres on CR2918 which is adjacent to the refuge.

Migration Celebration

- Marty gave out ticket packets for Migration Celebration dinner along with a list of previous attendees to use as contacts.
- David moved to accept the Migration Celebration spending plan of \$22,000. Motion seconded by Ron. Motion passed unanimously.
- Phil moved to accept the Birds of Prey spending plan of \$25,000. Motion was seconded by Mickey. Motion passed unanimously.
- Dick has done some publicity in the newspaper and will do a press release on the photo contest.

Nominations to the board

- David will contact Kim Richardson about the possibility of her coming onto the board.
- Ron will talk to Jim Clim about becoming a board member. He is an accountant.

Email Votes from 12/7/15 board meeting

- None

Adjourn: 2:01 PM

Attachment A

Friends of Brazoria Wildlife Refuge Board Action Register Updated 2/7/16				
Action Item	Who?	Due Date?	Status	Comments
Internal Audit - Mickey and Jeanne	Mickey and Jeanne	1-Apr-16	Deferred to 2016	Still looking for auditor - Mickey will ask her CPA firm
Partnership Agreement - reconcile agreement and send draft	Ed Barrios	31-Mar-16	On Going	Dec 15 messages sent by EB to DM for update.
Movie on BNWR, highlighting EE opportunities	Tom Schneider	31-Jan-16	On Going	Needs closing caption, credits and titles

Spec out Rollup shutters for Cross Trails shelters	Marty Cornell	31-Mar-16	On Hold	Looking for a supplier 3 shelters/ 2 sides each- No progress since Sept meeting. Action tabled until a later date
Develop a New Outdoor Environmental Education Display for our canopy	David/Tom	15-May-15	On Going	See on Heritage Day if we need to work on this. Flip book with pictures
Design Podium for Discovery Center	Ron Bisbee/Dick	4/31/16	On Going	Original builder moved, looking for others.
Activate new website	Ed	TBD	On hold	David will check with Krissy on this item
Draft a revision of the Bylaws to add restrictions to discretionary spending by board members, adding timing limitations	Ed Barrios	2-Feb-16	On Going	Bring in conflict of interest wording
Need new projecting microscope for DEEP	Ed	4/1/2016		Ed will spec out a projecting microscope with an HDMI outlet
Check to see if the Trull Foundation \$10,000 can be used for another property	Marty Cornell			Marty will get with Tom Smith to see if money can be shifted to other projects
Approach Kim Richardson about becoming a board member	David			Kim is a retired lawyer
Approach Jim Clim about	Ron			Jim is an accountant

becoming a board member				

Attachment B – Financial

FOBWR FINANCIAL STATEMENT	-			
December 4, 2015 Board Meeting				
ACCOUNT BALANCE	-			\$279,224.36
-	-			
GRANT No. & Name	Grantor	Total Awarded	Amount Spent	Amt Available
Funded Grants & Allocated Funds				
20131230 McGovern Brazoria Refuge	Kathrine McGovern	\$97,000.00	\$44,057.30	\$52,942.70
20131220 McGovern San Bernard Refuge	Kathrine McGovern	\$67,000.00	\$7,255.02	\$59,744.98
20070803 Revolving Reimbursement, base acct	Houston Endowment	n/a	n/a	\$20,000.00
20130919 Poole Track Land Acquisition	Trull Foundation	\$10,000.00	\$0.00	\$10,000.00
20130927 Land Acquisition Discovery #2	Houston Endowment	\$300,000.00	\$291,171.67	\$8,828.33
TOTAL ALLOCATED FUNDS				\$151,516.01
REIMBURSABLE GRANTS	Grantor/Amount	Amt. Received	Amount Spent	Amt Available
20140901 Houston Urban Nature Garden	USFWS- \$18,000.	\$18,000.00	\$13,411.91	\$4,588.09

FOBWR PROJECTS		Allocated	Spent	Balance
46400 Birds of Prey	FOBWR	\$12,320.00	\$8,454.17	\$3,865.83
760300 Jr. Naturalist Program	FOBWR	\$1,500.00	\$1,000.00	\$500.00
FOBWR ANTICIPATED GRANTS/PROJECTS				
Repair & Expand Bobcat Woods Trail	FOBWR	\$54,000.00	\$0.00	\$54,000.00
TOTAL GRANTS & SPECIAL PROJECTS				\$214,469.93
NON ALLOCATED FUNDS				
20140403 Law Enforcement Restitution	Federal Court Fines	\$1,735.11	\$0.00	\$1,735.11
Non Allocated Funds				\$63,019.32
TOTAL NON ALLOCATED FUNDS				\$64,754.43
TOTAL OF GRANTS & NON ALLOCATED FUNDS				\$279,224.36

Attachment 2 Revised Bylaws pending approval of the General Membership.

FRIENDS OF BRAZORIA WILDLIFE REFUGES

BYLAWS

ARTICLE 1: NAME AND PURPOSE

The name of the corporation shall be "Friends of Brazoria Wildlife Refuges, Inc."

The "Friends of Brazoria Wildlife Refuges, Inc." (hereinafter referred to as FOBWR) shall be organized and operated for charitable, scientific and educational purposes under the authority of the National Wildlife Refuge System Administration Act and the Refuge Recreation Act. In addition, FOBWR will maintain a relationship with the Texas Mid-Coast National Wildlife Refuge Complex in accordance with the Partnership Agreement with the U.S. Fish and Wildlife Service (USFWS).

The FOBWR will promote and administer charitable, scientific and educational activities and projects. The FOBWR will acquire funds and property and dispense funds and property to accomplish the goals of the corporation.

All activities of the FOBWR shall be non-profit 501(c)(3) in accordance with the law and the Articles of Incorporation.

This organization shall not discriminate against any member or applicant for membership or any other person because of race, color, religious creed, ancestry, national origin, age, sex, or sexual orientation.

ARTICLE 2: GENERAL MEMBERSHIP

Membership shall be open to all persons interested in the aims of the FOBWR and of the USFWS.

Membership categories shall be classified as follows:

- I. REGULAR: Annual membership dues paid to treasurer.
- II. FAMILY MEMBERSHIP: Annual membership dues paid to treasurer.
- III. LIFE: A onetime payment of \$250.00 paid to treasurer. Life members shall pay no annual dues.
- IV. HONORARY: Anyone may be designated an honorary Member by a vote of the Board of Directors. Honorary members shall pay no dues.

Annual Membership dues and benefits will be specified by the Board of Directors subject to review at the Annual Meeting.

Payment of dues is a prerequisite to qualify as a Member. The Annual Membership term will be January 1 through December 31. Dues paying members are entitled to vote at any general membership meeting or special meetings.

Membership can be terminated at the request of the member or by failure to pay annual dues by January 31. The Board of Directors may expel any member for good cause. The member shall first be notified at least thirty (30) days prior to the intent to expel and be offered an opportunity to address the Board of Directors. A two-thirds vote of the Board is required for expulsion.

ARTICLE 3: BOARD OF DIRECTORS

I. MEMBERSHIP

The Board of Directors shall consist of the Executive Board of Directors: President, Vice President, Secretary and Treasurer (Officers) and at-large Board of Directors. The Board shall consist of a minimum of 5 and a maximum of fifteen 15 members, plus a non-voting USFWS liaison.

II. DUTIES

The duties of the Board of Directors are:

- A. Formulate policies and direct activities of the FOBWR.
- B. Hold and manage property, funds and assets received by the FOBWR.
- C. Have responsibilities assigned by the President.
- D. Attend a majority of all Board meetings and general membership meetings.
- E. At large Board members have a spending approval limit of \$100 without full Board approval. Any such spending authorization must be communicated to the rest of the Board members by e-mail within 5 days. This applies to all spending except grants that have a reimbursement clause and/or a budget. This requirement also applies to all Migration Celebration expenditures not included in a budget.
- F. Ensure that FOBWR complies with applicable laws, adheres to its stated corporate purposes, and exercises due care in the management of property, funds, and assets.

III. MEETINGS

The Board of Directors shall meet at least once each quarter at a time and place designated by the Board. Special Board meetings may be called by notification by the President. A quorum is a majority of the voting Board members. Motions can be made by any Board member (except the President) during regular or special board meeting or by e-mail. The motion must be seconded and followed by a call for discussion which can occur either in person or by e-mail. Since an e-mail motion is normally done due to a timing issue, Board members will respond within 2 days of the motion including discussion and a final vote. Approval of the motion will require an affirmative vote by a majority of the Board members.

IV. ELECTION AND TERM

Directors shall be elected at each annual meeting by the general membership and shall serve for a term of one year. There shall be no limit on the number of terms the Directors may serve.

V. VACANCIES

Any vacancy on the Board shall be filled by an appointee recommended by the President (or the Vice President if the President position is vacated) and confirmed by a majority of the remaining members of the Board. The appointee shall hold office for the un-expired term of the predecessor.

VI. REMOVAL

A. Any Board member may be removed by the Officers whenever the removal is in the best interest of the Corporation. The Board member shall first be notified at least 30 days prior to the intent to expel and be offered an opportunity to address the Officers. A majority vote of the Officers is required for expulsion and the Board member in question does not vote.

B. In addition to the above, a Board Member is automatically removed from the Board if the Board Member fails to physically attend three consecutive Board meetings without excuse. The Board Member shall notify the President of the Board if the Board Member has a justification for not attending a Board meeting, and the President may excuse the Board Member's failure to attend a Board meeting. The President shall report such excused absence to the Board. It is the responsibility of the Board Member to comply with this provision of the bylaws.

VII. Conflict of Interest

In the event that any Board Member has a conflict of interest that might limit or influence the Board Member's fair and impartial participation in Board deliberations or decisions, such Board Member will inform the Board as to the circumstances of such conflict as soon as the Board Member knows of the conflict of interest. The Board shall decide whether the Board Member with the disclosed conflict should be limited in discussion and/or voting on the issue before the Board. The Board may request from the Board Member any appropriate information which might affect its decisions. "Conflict of interest," is defined as any association by a Board Member with any individual, partnership, corporation, organization or business by which the Board Member may be unable to exercise impartial judgment or otherwise act in the best interests of the FOBWR. A Board Member may not receive any private inurement or private benefit as a Board Member, either direct, or indirect.

ARTICLE 4: OFFICERS

I. NUMBER AND ELECTION

The Officers are:

President

Vice-President

Secretary

Treasurer

After the Annual General Membership meeting, the Board of Directors shall elect the Officers by a majority vote.

II. ~~REMOVAL~~

~~Any Board member may be removed by the Officers whenever the removal is in the best interest of the Corporation. The Board member shall first be notified at least 30 days prior to the intent to expel and be offered an opportunity to address the Officers. A majority vote of the Officers is required for expulsion and the Board member in question does not vote.~~

##

II. DUTIES

- A. Have a spending approval limit of \$400 without full Board approval. Any such spending authorization must be communicated to the rest of the Board members by e-mail within 5 days. This applies to all spending except grants that have a reimbursement clause and/or a budget. This requirement also applies to all Migration Celebration expenditures not included in a budget.
- B. Other duties of the officers include the following:

President

- A. Preside at meetings,
- B. Have general management and control of business and property of the Corporation,
- C. Notify the Board of Directors and the General Membership of all meetings,
- D. Appoint Standing and Ad Hoc Committees in accordance with the bylaws,
- E. **Appoint a Board member to be responsible for maintaining a list of the General Membership,**
- F. Recommend members to fill vacancies on the Board.

Vice President

- A. Preside in the absence of the President,
- B. Perform other duties as assigned.

Secretary

- A. Maintain the minutes of all meetings of the Board and General meetings,
- B. Perform other duties as assigned.

Treasurer

- A. Maintain accounts of receipt, deposit and expenditure of funds for **FOBWR and provide account activity and balances at Board meetings,**
- B. Maintain operating and financial records,
- C. Prepare and submit State and Federal tax reports,
- D. ~~Maintain a membership list of paid members~~ **Schedule an annual audit of financial records and provide a copy of the audit results to the Board,**
- E. Require documentation and explanation for any expense and has the right to question any ~~questionable~~ **expense submitted,**
- F. **Maintain a separate accounting of each grant, including deposits, expenditures, and account balances,**
- G. **Seek reimbursement of spent funds from the appropriate entity,**
- H. Perform other duties as assigned.

ARTICLE 5: MEMBERSHIP MEETINGS

I. ANNUAL GENERAL MEMBERSHIP MEETING

The Annual meeting of the FOBWR shall be held in January of each year.

II. GENERAL MEMBERSHIP MEETINGS

There will be a minimum of three general membership meetings held annually in addition to the annual general membership meeting. The time, date and location of such meeting shall be determined by the Board of Directors.

III. SPECIAL MEETINGS

Special meetings of the membership may be called by the President or upon the written request of twenty five (25) percent of the members.

IV. NOTICE

Notice of annual or special meetings shall be communicated by the President to each member's e-mail address at least 7 days before the date of the meeting. Notice of every special meeting shall briefly indicate its purpose.

V. PROCEDURE

Procedures at all meetings shall be governed by *Robert's Rules of Order*. At the Annual, General or Special meetings a majority of the Board of Directors joined by ten (10) percent of the members present in person or by proxy shall constitute a quorum.

ARTICLE 6: COMMITTEES

I. ORGANIZATION

The President shall appoint Standing or Ad Hoc Committees as necessary, with concurrence of the Board.

II. TERM OF OFFICE

The term of office for all Standing Committees shall be for periods specified or until completion of the project.

III. DUTIES

Duties and procedures of the Standing Committees and Ad Hoc Committees shall be specified by the Board of Directors. Committee Chairs shall be approved by the Board.

ARTICLE SEVEN 7: FISCAL POLICY

General and intermediate supervision of the fiscal policy of the FOBWR is provided by the Board of Directors. The Fiscal Year of the FOBWR shall commence on the 1st day of January and it shall end on the 31st day of December of each year. **The Board shall approve budgets as needed for general operation, Migration Celebration or special projects.** ~~Annual budgets for general operation, Migration Celebration and special projects shall be developed in the 4th quarter for the subsequent year.~~

ARTICLE EIGHT 8: AMENDMENTS

I AMENDMENTS

Power to repeal or to amend these bylaws and to adopt additional bylaws is vested in the members.

II. PROCEDURES

- A. A motion to repeal, amend, or adopt bylaws must be made at a General or Special meeting.
- B. A majority of those members present must vote for the change. Such meetings require a quorum to be valid.

Approved by a majority of the voting membership present

on this the ____ day of _____, _____.

Signatures:

President: _____

Secretary: _____