

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. Attend a majority of all Board meetings and general membership meetings.
- D. 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.
- E. 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 14 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. 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, and
- 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. Schedule an annual audit or financial review of FOBWR financial records and provide a copy of the 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 1<sup>st</sup> day of January and it shall end on the 31<sup>st</sup> day of December of each year. The Board shall approve budgets as needed for general operation, Migration Celebration or special projects.

## 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: \_\_\_\_\_