

**BY-LAWS
OF
TAMARAC INTERPRETIVE ASSOCIATION, INC.**

ARTICLE I.
Name and Location

The organization shall be a not-for-profit corporation known as Tamarac Interpretive Association, Inc., located in Becker County, Minnesota.

ARTICLE II.
Mission/Purpose

Section 1: The mission of Tamarac Interpretive Association, Inc. is to facilitate activities and programs that interpret, protect and restore the natural and cultural resources of Tamarac National Wildlife Refuge.

Section 2: The purpose of this corporation is to promote a better understanding and appreciation of the natural and cultural history, natural environment and wildlife management of the Tamarac National Wildlife Refuge. In this connection, the corporation will enter into an agreement with the U.S. Fish and Wildlife Service to:

2.1: Produce and make available to refuge visitors, by sales or free distribution, suitable interpretive and educational materials such as books, pamphlets, posters, photographs, drawings, maps and other items of interest, to increase the visitors' understanding of the natural history of their surrounding environment.

2.2: Sell products and handcrafts which interpret or symbolize the significance of events, cultural development and personage associated with the refuge and to stimulate public interest in our nation's natural history, natural resource management, culture, heritage and history.

2.3: Acquire objects and materials pertaining to the natural history of the refuge for the purpose of adding them to the visitor center collections.

2.4: Aid in development of suitable educational facilities, equipment, library of educational materials and visitor center exhibits when aid is requested by refuge management.

2.5: Aid and improve refuge volunteer program when aid is requested by refuge management.

2.6: Aid and improve refuge research programs when aid is requested by refuge management.

2.7: Assist the refuge in starting innovative programs in interpretation, cultural demonstrations, open houses or other activities requested by refuge management.

2.8: To take and hold by purchase, gift, devise or bequest, real or personal property and/or to carry out the obligations or provisions of any trust, imposed by will, deed, trust or otherwise, where created for any charitable or public purpose, and where the same is not repugnant to any law of the State in which located, and to use and dispose of any property of any kind only for the purpose for which this corporation was formed.

ARTICLE III. Membership

3.1: Any individual or organization approving of the objectives of the corporation and who is willing to assist the corporation in its activities shall be eligible for membership.

3.2: The membership year shall commence on October 1st. Membership dues shall be set by the Board of Directors. Membership shall be effective on receipt of membership application and payment of dues. Renewal of membership shall be payment of dues.

3.3: Only members in good standing shall be eligible to participate in business meetings, or serve in any of the corporation's elective or appointive positions. Members in default of dues payment for more than six months shall be dropped from the rolls.

3.4: Each member shall be entitled to one vote.

3.5: All members in good standing shall be eligible for a ten (10%) percent discount on all books or other items offered for sale by the corporation.

ARTICLE IV. Meetings

4.1: The annual meeting of the Corporation shall be held in June at a date, time and place to be designated by the Board of Directors with written notice to each member at least 10 days prior to the meeting.

4.2: Special membership meetings may be called by the Board of Directors with at least 10 days prior written notice to the members, stating the purpose of the meeting.

4.3: Special member meetings may be called by the membership with at least 10 days prior written notice. Notification must include all members in good standing. A quorum for a meeting of members is 25% of the members entitled to vote.

ARTICLE V.
Board of Directors

5.1: The first Board of Directors shall consist of four members selected by the incorporators and who agree to serve on the Board. One member shall be a designated U.S. Fish & Wildlife Service Representative who shall serve as an ex-officio member without voting privileges.

5.2: The Board of Directors shall serve staggered terms of three years each so that one position will be open each year. Directors may be re-elected. Seats on the first Board of Directors will be one, two and three years to initiate staggered terms. Individuals who serve three consecutive terms are required to take a minimum of one year off before being eligible for re-election to the Board of Directors.

5.3: The Board of Directors shall include no less than six (6) voting members and no more than twelve (12) voting members.

5.4: Duties of the Board of Directors shall be:

5.4.1: To transact all necessary business for the Corporation at annual meetings.

5.4.2: To control the property and other assets of the Corporation.

5.4.3: To determine the policies and objectives of the Corporation.

5.4.4: To appoint an independent auditor, who is not a member of the Board of Directors, at least two weeks prior to the annual meeting to audit the Corporation's accounts and to report at the annual meeting. A copy of the audit shall be filed in the permanent records of the Corporation.

5.4.5: To fill vacancies on the Board of Directors until the next annual meeting.

5.4.6: All Board of Directors must maintain current paid dues. Board members with Honorary Member status are considered current on dues for the purpose of this criteria.

5.5: The Board of Directors shall meet at least twice each year or as mutually agreed upon by the Board members. A majority of the Board members shall constitute a quorum. Special meetings may be called by any two members of the Board when deemed necessary with adequate notice to the other Board members. Affirmative agreement of a majority of Board members by phone or other personal contact may also constitute Board approval, with the item approved to be suitably described and recorded as a Board minute including the names of all Board members contacted, the date contacted and how they vote.

5.6: Director Conflicts of Interest: The Board of Directors shall establish a conflict of interest policy regarding board, staff, volunteers, contractors, and organizational partners or allies and adhere to these policies in all dealings. The Conflict of Interest Policy shall include an obligation of each board member to disclose all material facts and relationships and refrain from voting on any matter when there is a conflict of interest.

5.7: Resignation, Removal, Vacancies:

5.7.1: Resignation: An officer may resign by giving written notice to the Corporation. The resignation is effective without acceptance when notice is given the Corporation, unless a later effective date is named in the notice.

5.7.2: Removal: Except as otherwise provided in the articles or bylaws, an officer may be removed, with or without cause, by a resolution adopted by the board or by the members, whichever elected or appointed the officer. The removal is without prejudice to contractual rights of the officer.

5.7.3: Vacancy: A vacancy in an office because of death, resignation, removal, disqualification, or other cause may, or in the case of a vacancy in the office of president or treasurer must, be filled for the unexpired part of the term in the manner provided in the articles or bylaws, or as determined by the board.

ARTICLE VI. Officers

6.1: The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer, who shall be elected, as terms expire, at the annual membership meetings. Officers shall serve until their successors are chosen or until their term as director expires. Unexpected vacancies in any office shall be filled by a vote of the Board of Directors at the next Board meeting.

6.1.1: Duties of the President: a) preside at all meetings of the membership and attend all Board of Director meetings; b) Assign specific responsibilities to other Board members as he or she may choose; c) Carry out any additional duties designated by the Board of Directors or usual to that office.

6.1.2: Duties of the Vice-President: a) Assume the duties of the President in his or her absence; b) Act as an aide to the President; c) Carry out any additional duties designated by the Board of Directors or usual to that office; d) Serve as purchasing coordinator for bookshop.

6.1.3: Duties of the Secretary: a) Keep a record of the proceedings of meetings of the Corporation and Board of Directors; b) Be responsible for handling and reporting correspondence; c) Carry out any additional duties designated by the Board of Directors or usual to that office.

6.1.4: Duties of the Treasurer: a) Receive and be custodian of all monies of the Corporation and shall deposit in the name of the Corporation the same intact at least bi-weekly in such cash on hand as may be necessary for carrying on the Corporation business; b) Report on the accounts at all regular Board of Director meetings, with the auditor's report to be given at the annual meeting; c) Expenditures for the normal conduct of providing and selling books and other materials as described in Article II, Section 1, and amounting to two hundred (\$1500.00) dollars or less each shall be approved and paid by the Treasurer, or in his or her absence, by the President or Vice-President or Secretary and reported at the next regular meeting of the Board. Expenditures for materials to be donated to the U.S. Fish and Wildlife Service, as described in Article II.2., and any single expenditure in excess of two hundred (\$200.00) shall be authorized by the Board of Directors or, in the case of great urgency, countersigned by the President or Vice President or Secretary and justified at the next Board meeting.

6.1.5: Duties of the U.S.F.W.S. Representative: a) Serve as the liaison between Tamarac National Wildlife Refuge and the Corporation. Oversee the day-to-day operations of the sales outlet without compensation by the Corporation; b) The Board of Directors may assign other specific responsibilities, including, but not limited to, assisting the Vice-President, Secretary or Treasurer in any of their duties as described in Article VI, Sections 1.2, 1.3 and 1.4; c) The Refuge Manager of Tamarac National Wildlife Refuge assigns the position of U.S.F.W.S. Representative to the Corporation as an ex officio member. The U.S.F.W.S. Representative serves until the Refuge Manager indicates a replacement. Because this is an ex officio position, without voting privileges, the requirement of paid dues is not applicable; d) Conflicts or issues between the U.S.F.W.S. Representative and the Board of Directors of the Corporation shall be addressed formally in a meeting with the Refuge Manager and the Board of Directors.

ARTICLE VII.
Committees

7.1: The Board of Directors may establish standing committees and assign the duties normal to that committee as it deems appropriate to do the work of the Corporation. The Corporation shall have the following standing committees:

- 7.1.1: Nominations Committee responsible for presenting potential Board of Directors or Officers of the Corporation to the Board for their consideration.
- 7.1.2: Membership Committee responsible for reviewing membership criteria and making recommendations to the full board for any changes to the criteria. Also responsible for developing membership campaign, incentives, protocols in accordance with the wishes of the Board of Directors.
- 7.1.3: Publicity Committee responsible for promoting the events and activities of the Corporation and creating awareness throughout the community.
- 7.1.4: Education Committee responsible for developing and facilitating educational programs, events or projects that support the mission of Corporation.

ARTICLE VIII.
Amendments

8.1: These By-Laws may be amended at the annual meeting, or at a special meeting called for the purpose, by two thirds of those members present and voting, provided that the members shall have received the proposed amendment in writing at least ten (10) days prior to such meeting.

8.2: Any amendment submitted to the Secretary in writing and signed by at least three members shall be considered.

ARTICLE IX
Dissolving the Corporation/Distribution of Assets

9.1: In performing their duties, the board, or the officers acting under the direction of the board, shall distribute the assets of the corporation in the following order of priority:

- 9.1.1: Distribution of assets received and held for a special use or purpose: Assets of the corporation may not be diverted from the uses and Purposes for which the assets have been received and held, or from the uses and purposes expressed or intended by the original donor.

- 9.1.2: Articles, bylaws, or another organization: Where the articles or bylaws of the dissolving organization, or the rules or canons of another organization by which the dissolving corporation is bound, provide for a particular distribution of the assets of the dissolving corporation, the assets must be distributed accordingly.

- 9.1.3: Remainder: The distribution of assets held for or devoted to charitable or public use or purpose.

These By-Laws were adopted by Tamarac Interpretive Association, Inc., a Corporation not-for-profit under the Laws of the State of Minnesota, at its Board of Directors meeting, held on the 20th day of January, 2005 and supercede any previously adopted By-Laws or Amendments.

_____ President
_____ Vice President
_____ Secretary
_____ Treasurer