***BY-LAWS***

***OF***

***FRIENDS OF TAMARAC NATIONAL WILDLIFE REFUGE, INC.***

***Revised January 2021***

ARTICLE I

Name and Location

The organization shall be a not-for-profit corporation known as **Friends of Tamarac National Wildlife Refuge, Inc.** (hereinafter Friends of Tamarac or Corporation) located in Becker County, Minnesota.

ARTICLE II

Mission/Purpose

**Section 1:** Support Tamarac National Wildlife Refuge through education, conservation, and advocacy to provide the foundation for a community bond that values the outdoors and the natural environment.

## Section 2: The purpose of this corporation is to promote a better understanding and appreciation of the natural and cultural history, natural ecological systems and support wildlife management activities 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: Engage in environmental education activities that reach a variety of youth organizations, local school districts, colleges and universities. These education programs aim to foster environmental stewardship and lifelong connections to nature.

## 2.2: Assist the refuge in organizing innovative programs in interpretation, cultural demonstrations, special events or other activities requested by refuge management.

## 2.3: Operate a nature store that features products that enhance visitor means to learn more about the local natural and cultural history of the refuge and surrounding area.

## 2.4: Engage in fundraising, pursue grants, and other solicitation of donations to support projects that enhance refuge activities in education, outreach, recreation and habitat conservation projects.

## 2.5: Acquire objects and educational materials pertaining to the natural history of the refuge for the purpose of adding them to the visitor center exhibits, historical collections, and educational supplies.

## 2.6: Support and enhance the refuge volunteer program.

2.7: Aid in the wildlife habitat conservation programs when requested by the refuge management by assisting with the development of partnerships, internships, and other community or organizational connections.

ARTICLE III

Membership

**3.1:**  Any individual, business corporation 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 annual dues will be granted a 6 month grace period to qualify for continued membership. Reasonable efforts will be made to contact past due members and if the member fails to pay dues within the 6 month grace period their status will be changed to inactive and they will 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 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, and specifically include the Friends of Tamarac office manager and all current board members. A quorum for a meeting called by members is ten percent (10%) of the full membership entitled to vote.

ARTICLE V

Board of Directors

**5.1:** The Board of Directors shall be elected by the members at the annual meeting and shall serve staggered terms of three years each so that one-third of the positions will be open each year. Directors may be re-elected. 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. Appointment of a Director by the Board pursuant to 5.4.5 does not count as a term for the purpose of this paragraph. Terms of elected directors shall begin in January of the year following election.

**5.2:** The Board of Directors shall include no less than ten (10) and no more than eighteen (18) voting members. In addition, the board shall include a minimum of one designated U.S Fish & Wildlife Service employee, the office manager and, if willing to serve, the Friends of Tamarac past board president, all of whom shall serve in an ex-officio capacity and shall not have voting privileges. The past president will have voting privileges if he or she has not served three consecutive terms pursuant to Article 5.1.

**5.3:** Duties of the Board of Directors shall be:

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

**5.3.2:** To control the property and other assets of the Corporation.

**5.3.3:** To determine the policies and objectives of the Corporation.

**5.3.4:** To review the internal audit of the corporate financial records and to arrange for an external audit when recommended or required by a grant application or deemed necessary by the Board of Directors.

**5.3.5:** The Board may fill a vacated and unexpired term on the Board of Directors by a majority vote of the Board at any regular or special meeting of the Board of Directors.

**5.3.6:** To individually maintain current paid dues.

**5.3.7** To appoint ex-officio members to the Board as deemed necessary to accomplish the Corporation’s mission. These ex-officio members have the right to speak at meetings, but would not have authority to vote as a director.

**5.4:** The Board of Directors shall meet monthly or as mutually agreed upon by the Board members. Each board member shall attend a simple majority, greater than 50%, of the scheduled meetings each year. A simple 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 voted. Board agenda procedure is noted in Addendum One.

**5.5:** 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. The Conflict of Interest disclosure document is due yearly at the end of January, and/or at the time of new board member orientation. It may be submitted electronically or by hard copy. The Conflict of Interest Document is Addendum Three.

**5.6:** Resignation, Removal, Vacancies:

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

**5.6.2:** 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.

**5.6.3:** 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.

**5.7:** U.S. Fish & Wildlife Service Employees: Service employees and their immediate family may be voting members of the general membership. However, they may not hold a position on the Board of Directors nor vote on any motion or issue before the Board of Directors.

ARTICLE VI

Officers

**6.1:** The officers of the corporation shall consist of a president, vice president, secretary and treasurer. The offices of president, vice president, secretary, and treasurer must be filled by board members elected to office during the annual meeting. 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:** President: The president shall be the chief executive officer of the corporation, shall preside at all meetings of the corporation, its board of directors and executive committee (president, vice president, secretary, treasurer, past president), and shall have the general powers and duties of supervising in management usually vested in the office of president of a corporation. The president shall have additional duties and powers as delegated to or required by the executive committee or board of directors, serve as the official spokesperson for Friends of Tamarac, and develop and carry out direct communication with the United States Fish and Wildlife Service (U.S.F.W.S.) representative(s).

**6.1.2:** Vice President: The vice president shall attend all meetings of the corporation, its board of directors and executive committee, preside at those meetings in the absence of the president, and assume such responsibilities and duties as delegated by the president and board of directors. The vice president shall serve as the chair of the nominating committee and develop and carry out direct communication with the U.S.F.W.S. representative(s).

**6.1.3:**  Secretary: The secretary shall attend all meetings of the corporation, the board of directors and the executive committee, document, prepare and distribute all proceedings of those meetings, and carry out additional duties designated by the board of directors or usual to the office.

**6.1.4:** Treasurer: The treasurer shall, subject to the rules and regulations of the corporation, prescribe, receive, keep, disburse and account for all the monetary resources of the corporation, make deposits in the name of the corporation, and maintain cash on hand as necessary to carry out the corporation business. The treasurer shall present monthly financial reports at all regular board of director meetings, an annual financial report at the annual meeting, develop direct communication and accounting measures with the office manager, provide oversight to committees for managing expenditures, revenues and end of project financial reporting, and in general perform all the usual duties of the position.

**6.2**: Pursuant to Article 5.2, ex-officio members will include the Friends of Tamarac office manager and U.S.F.W.S. representative(s). The ex-officio members shall serve until their successors are chosen. They shall participate in a non-voting status at the board of director meetings, annual meetings and any special meetings of the Corporation.

**6.2.1:** Officer Manager: The office manager shall be responsible for the day-to-day operations of the nature store and business office (subject to the policies of the Friends of Tamarac and the signed agreement between the Friends of Tamarac and the U.S.F.W.S.). The office manager shall manage the product request process and receive prior approval when utilizing the checking account and debit card for purchases, research, recommend and apply for grants based on board of directors and U.S.F.W.S. approval, maintain accurate and current membership and business records in approved technology solutions, lead and/or participate in assigned committees, promote the organization’s mission, and strive to increase yearly funding, membership and volunteer levels.

**6.2.2:** U.S.F.W.S. Representative(s); The U.S.F.W.S. representative shall serve as a liaison between the Tamarac National Wildlife Refuge and the corporation, provide reports to the board of directors……………

ARTICLE VII

Committees

**7.1:** The Board of Directors may establish standing committees and assign duties to committees as is appropriate to do the work of the Corporation. Current committees and committee charges are documented in Addendum Two.

**7.2:** Duties of Committee Chairperson: a) call and conduct committee meetings and work groups, as necessary; b) conduct committee business consistent with Friends of Tamarac bylaws; c) prepare annual committee goals and budget; d) prepare expense vouchers and submit to the treasurer for payment; d) assume accountability for and report committee activities.

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 Friends of Tamarac at its Annual Membership meeting, held on the 8th day of December 2021, and they supersede any previously adopted By-Laws or Amendments.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

President Secretary

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Vice President Treasurer