

PROPOSED BYLAW AMENDMENTS
Friends of Lower Suwannee and Cedar Keys National Wildlife Refuges, Inc.
February 3, 2020

At the annual meeting of the membership of the Friends of Refuges coming up on February 29, the Board of Directors will be proposing a set of amendments to the corporate bylaws. Most of the amendments are housekeeping in nature and will not substantially change the way the corporation is run. The membership will be asked to approve the changes at the annual meeting.

The proposed bylaw amendments are attached with changes shown by underlining indicating new language and ~~strike-out~~ indicating language to be deleted. Questions about these changes may be directed to John McPherson, President, 352-317-7431, jkmcpherson@att.net.

A summary of the proposed changes:

- Art. I, Section 3: Corrects the mailing address for the corporation.
- Art. I, Section 8: Adds a statement of non-discrimination.
- Art. III, Section 1: Non-discrimination language deleted in favor of new language at Article I, Section 8.
- Art. III, Section 3: Changes the period of annual membership to work better with our current membership software.
- Art. III, Section 4: Adds requirement that a member of corporation can be removed by the Board only for good cause.
- Art. V, Section 1: Clarifies the make-up of the Board of Directors and the minimum and maximum number of Board members.
- Art. V, Section 8: Clarifies that in the absence of the President and President-Elect the Secretary shall chair a meeting of the Board of Directors, and that in the absence of all three, the Treasurer shall chair the meeting.
- Art. V, Section 12: Deletes language relating to Standing Committees, in deference to actual practice of the Board creating committees as needed for as long as needed.
- Art. VI, Section 3: Changes the time-line for the nominating committee's work to make it more realistic and consistent with actual practice.
- Art. VI, Section 4: Deletes redundant language.
- Art. VIII, Section 1: Adds clarifying language relating to allowable use of Corporate funds.
- Art. VIII, Section 3: Deletes redundant language.
- Art. IX: Adds a new article adding conflict of interest policies as required by state and federal law.
- Art. X: Adds a new article adding procedures relating to electronic security.

BY-LAWS

FRIENDS OF THE LOWER SUWANNEE AND CEDAR KEYS NATIONAL WILDLIFE REFUGES, INC.

A NOT-FOR-PROFIT CORPORATION

Initial Adoption: February 1, 2001

Revisions: 2002, 2004, 2008, 2010, 2013, 2020

Reorganization: February 21, 2012

ARTICLE I: GENERAL

1. The Corporation shall be a not-for-profit organization known as Friends of the Lower Suwannee and Cedar Keys National Wildlife Refuges, Inc.
2. This Corporation is organized exclusively for charitable purposes, as a not-for-profit organization. Its activities shall be conducted in such a manner that no part of its funds shall inure to the benefit of any member. In addition, the Corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617, Florida Statutes: provided, however, that the Corporation exercising any one or more of its powers, shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501 (c) (3) of the Internal Revenue Code or any amendments or additions thereto.
3. The Corporation shall be located at the Lower Suwannee National Wildlife Refuge Headquarters with a mailing address of P.O. Box 1306, ~~Chiefland,~~ FL 32644 532, Cedar Key, FL 32625.
4. The annual fiscal year shall begin on the first day of January and end on the 31st of December.
5. The Corporation shall develop and adhere to a code of ethics that supports the conservation mission of the National Wildlife Refuges.
6. These By-Laws may be altered, amended or repealed, in whole or in part, at a general meeting by the affirmative vote of a majority of the general membership when there is a quorum, provided that the notice of the meeting contains a statement of the proposed alteration or amendment. The Board may propose alterations, amendments for the general membership approval.

7. Whenever “written” notice is required by these bylaws, such notice may be provided by U.S. Mail or by e-mail.
8. The Corporation does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. The Corporation is an equal opportunity employer.

ARTICLE II: PURPOSES

The purposes of the Corporation are to:

1. Be an advocate for the Lower Suwannee and Cedar Keys NWR and for the National Wildlife Refuge system.
2. Provide support of scientific projects of the Lower Suwannee and Cedar Keys National Wildlife Refuges, hereinafter referred to as Refuges.
3. Conserve, protect and enhance fish and wildlife and their habitats for the continuing benefit of the American people.
4. Support the stewardship of the National Wildlife Refuge System.
5. Promote a better awareness, appreciation, conservation and responsible utilization of the Refuges which also includes collaboration with other National Wildlife Refuges.
6. Whenever possible, provide assistance to the Refuges as requested and directed by the Refuge manager and staff.
7. Produce and make available to visitors of the Refuges, by sales or free distribution, suitable:
 - Interpretative and educational events and materials to increase the visitors’ understanding of the Refuges, wildlife, and the environment of Central Florida’s coastal area.
 - Special materials and memorabilia of the Refuges and the Corporation that will enhance visitors’ appreciation and understanding of the conservation importance of the Refuges.
8. Acquire materials, supplies, equipment and/or labor which may be retained by the Corporation, or donated to the Service or Refuges to support operational, educational and maintenance projects as agreed with the Refuges’ representatives.

9. Notwithstanding any other provision of these Bylaws, the purposes for which this Corporation is formed are exclusively charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE III: MEMBERSHIP

1. Any individual or organization approving of the purposes of the Corporation and willing to assist the Corporation in its activities shall be eligible for membership. ~~Membership shall be open to all persons regardless of race, creed, age, sex or nationality.~~
2. There shall be several classes of memberships as determined by the Board of Directors. The Board of Directors may elect continuing Honorary Members.
3. ~~The membership year shall commence on January 1. Membership shall be annual, commencing on the date of the receipt of application and payment of dues, and due for renewal on the anniversary of this date.~~ The Board of Directors shall determine membership dues. ~~Membership shall be effective on receipt of membership application and payment of dues.~~
4. 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. Any member may resign by filing a written resignation with the Secretary. The Board of Directors, by affirmative vote of 2/3 of all members of the Board, may suspend or expel a member for good cause.
5. Each member shall be entitled to one vote.

ARTICLE IV: MEMBERSHIP MEETINGS

1. The annual meeting of the Corporation shall be held in the 1st quarter of the year at a time and place to be designated by the Board of Directors for the purpose of electing Officers and a Board of Directors and for the transaction of such other business as may come before the meeting. Written notice shall be sent to each member at least 30 days prior to the meeting.
2. The President of the Corporation may call a special membership meeting at any time. By written notice, a special membership meeting can also be called by at least 3 board members or at least 10 general members not less than 10 nor more than 45 days before the date of such meeting.
3. Eleven members shall constitute a quorum provided that this includes at least five members of the Board of Directors. When a quorum is present at the meeting, the vote of a majority of the members shall, except where a larger vote may be required by law or these Bylaws, decide any question brought

before the meeting. The vote of each member must be cast in person. There shall be no voting by proxy.

ARTICLE V: BOARD OF DIRECTORS AND OFFICERS

1. Candidates for the Board of Directors shall be members in good standing of the Corporation. The Board shall consist of the officers, ~~the immediate past President~~, and at least 3 additional Directors ~~but no more than 15~~. The maximum number of Board members shall be 17. The President-Elect and the President shall be elected for one year. The President-Elect shall assume the President position the following year. The Past President shall also serve for one year. Other officers and Directors shall be elected for two years but may be re-elected. To avoid a complete turnover of the Board, the Board may stagger the terms. Designated representative of the U.S. Fish and Wildlife Service may serve as liaison to the Corporation and its Board as non-voting members of the Board.
2. Duties of the Board of Directors shall be to:
 - Transact all necessary business of the Corporation.
 - Control the property and other assets of the Corporation.
 - Determine the policies and objectives of the Corporation.
 - Fill vacancies on the Board of Directors until the next annual meeting.
 - Establish and approve an annual budget.
3. The Board of Directors shall meet at least four times per year. Four Board members in attendance shall constitute a quorum. Special Board meetings may be called by any three members of the Board upon 48 hours notice to the other Board members.
4. Emergency items requiring Board approval may be handled by email/phone vote with the President logging the responses. The final vote shall then be recorded in the minutes of the next Board meeting.
5. Any Board member may resign by delivering a written letter of resignation to the Corporation at its mailing address or to the President or Secretary. Unless specified to be effective at a later date, such resignation shall be effective upon receipt. Any Board member may be removed from office with cause by the affirmative vote of 2/3 of the Board. An officer or director who ceases to be a member of the Corporation shall thereupon cease to be a director.
6. The Officers of the Corporation shall consist of a President, a President-Elect, a Secretary, a Treasurer, and such other officers as the Board of Directors may deem necessary. The same person may hold any two or more offices, except that the President and Secretary may not hold additional offices.

7. 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 as are usually incident to such office and as may vest duties in him/her by these By-Laws or by the Directors.
8. The President-Elect shall perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act, and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. In the absence of both the President and President-Elect, the Secretary shall chair a meeting of the Board of Directors, and in the Secretary's absence, the Treasurer shall chair a meeting.
9. 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 shall keep full and accurate books of account in accordance with such standard as the Directors may from time to time determine. The Treasurer shall render a report of financial affairs of the Corporation at each annual meeting of the members 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 have such other powers and duties as are usually incident to the office and as may be vested in her/him by these By-Laws or from time to time designated by the Directors.
10. The Secretary shall give such notices of meetings to members and Directors as are required by these By-Laws and shall keep a record of all the meetings of the members and Directors. The Secretary shall have such other powers and duties as are usually incident to the office and as may be vested in him/her by these By-Laws or by the Directors. In the absence of the Secretary from any meeting of members or Directors, a temporary secretary designated by the person presiding at the meeting, shall perform the duties of the Secretary.
11. Elected officers and Directors shall not receive any salary for their services to the Corporation, but may be reimbursed for out-of-pocket expenses in accordance with procedures on this subject contained in Board policies.
12. ~~Standing committees may include, but not be limited to Budget, Membership, Volunteers, Newsletter, Publicity, Fund Raising, Education, Grants, and Sales. The Chairpersons of the Standing Committees shall be recommended by the President and approved by the Board and serve for a term of one year. Standing Committee Chairpersons shall report to the Board and communicate with the Board and Officers as required.~~

12. Ad hoc and standing committees may be appointed by the President with the approval of the Board and shall serve until their charge is completed.
13. There shall be an annual financial review and report as required by State and Federal agencies, and at each change of Treasurer. A Financial Review Committee of three shall be selected by the Board to help conduct the review. The Review shall include, but not be limited to, the following:
 - Adequacy of internal controls
 - Accuracy of the financial records and reports to the board of directors
 - Proper accounting for membership dues
 - Proper authorization of expenditures
 - Ascertaining that any taxes and corporate reports are properly filed in a timely manner.

ARTICLE VI: ELECTIONS AND TERMS OF OFFICERS AND DIRECTORS

1. The Officers and Directors shall be elected at the Annual Meeting by the general membership. Each officer shall hold office until his or her term expires, or until a successor shall have been elected and qualified. An Officer or Director may serve more than one term.
2. A vacancy in any office because of death, resignation, disqualification or otherwise may be filled by the Board of Directors for the un-expired portion of the term of said office.
3. There shall be an Officers and Directors nominating committee which shall be composed of two current Board members and one non-Board member, appointed by the President and approved by the Board of Directors. The nominating committee shall ~~be constituted no later than September of each year, and shall present a slate of Officers and Directors to the Board for approval no later than November at the January Board meeting. The Slate shall be presented to published for the general membership at the annual meeting no later than January of the next year.~~
4. ~~The nominating committee shall present its slate to the annual meeting.~~ Additional nominations may be made by the general membership with the consent of the person being nominated. Members in good standing may vote either by acclamation or by ballot.

ARTICLE VII: STAFF

1. The Board of Directors may appoint such staff as it deems desirable, who may or may not be members of the Corporation and who may be compensated or serve voluntarily. The Board may, at its discretion, require such staff persons to enter into a written contractual agreement in which

compensation, duties, hours, grievances, and dismissal procedures shall, among other things, be delineated.

2. The Board of Directors may assign specific responsibilities to any staff person as the Board may decide, including but not limited to, assisting the Secretary and/or Treasurer in any of their duties.
3. The Board of Directors may relieve any staff person of his or her responsibilities without cause with 15 days written notice or immediately with cause. In the latter case, the staff person shall be allowed to meet with the Board of Directors within 10 days of such discharge to respond to charges.
4. The Board of Directors may obtain legal, accounting or other professional services as needed.

ARTICLE VIII: DISSOLUTION

1. The Corporation shall use its funds to accomplish only the objectives and purposes specified in Article II of the By-Laws and said funds shall not inure to the benefit of, or be distributed to, any members of the Corporation.
2. On dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or to the Federal Government or to one or more State or local governments as determined by the Board of Directors.
3. ~~The foregoing were adopted as the By-Laws of the Friends of the Lower Suwannee and Cedar Keys National Wildlife Refuges, Inc., a not-for-profit corporation under the laws of the State of Florida at a meeting of the Board of Directors of the Corporation on the 21st day of February, 2001~~ 20th day of February, 2019.

ARTICLE IX: CONFLICT OF INTEREST POLICY

1. The purpose of this conflict of interest policy is to protect the Corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of the Corporation or might result in a possible excess benefit transaction.
2. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

3. This policy is also intended to identify "independent" directors.

4. The following definitions shall apply within this Article:

a. Interested person -- Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial interest -- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

(2) A compensation arrangement with The Corporation or with any entity or individual with which The Corporation has a transaction or arrangement, or

(3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists, in accordance with this Article.

c. Independent Director -- A director shall be considered "independent" for the purposes of this policy if he or she is "independent" as defined in the instructions for the IRS 990 form or, until such definition is available, the director:

(1) is not, and has not been for a period of at least three years, an employee of the Corporation or any entity in which the Corporation has a financial interest;

(2) does not directly or indirectly have a significant business relationship with the Corporation, which might affect independence in decision-making;

(3) is not employed as an executive of another corporation where any of the Corporation's executive officers or

employees serve on that corporation's compensation committee; and

(4) does not have an immediate family member who is an executive officer or employee of the Corporation or who holds a position that has a significant financial relationship with the Corporation.

5. The following procedures shall be followed for determining whether a conflict of interest exists:

a. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board.

b. Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

c. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

6. The following procedures for addressing a conflict of interest shall be followed:

a. An interested person may make a presentation at the Board or Executive Committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The Chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
7. If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, the following procedures shall be followed:
- a. The Board shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
8. The minutes of the Board shall contain:
- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
9. A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
10. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
 - b. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.
11. Each member of the Board shall annually sign a Conflict of Interest Statement in accord with state law.

ARTICLE X: SECURITY

1. In order to protect Friends digital tools and electronic presence from unexpected or unwanted changes and use by unauthorized persons the following procedures shall be followed.
2. Friends digital tools shall be password protected. These tools include:
 - Financial, such as electronic access to bank accounts, PayPal, and Quickbooks.
 - Communication, such as the website platform, email forwarding, domain registrations, electronic newsletter platform, and Facebook page.
 - Membership, primarily Neon.
3. A list of passwords will be kept in a secure place, accessible by the officers and Board members who need them for Board business.
4. Within one month of the Friends Annual Meeting, the incoming President shall assure that all passwords are changed and that the friends@friendsofrefuges.org email address is only being forwarded to current Board members, unless otherwise needed as specified below.
5. On an as-needed basis, to support their volunteer or other work for the corporation, the Board may provide current passwords and access to non-members of the Board.

These Bylaws, as amended, were adopted this _____ day of _____,
2020, at a regular meeting of the membership.

President

Secretary