

**BY-LAWS**  
**Of**  
**Friends of Iroquois National Wildlife Refuge, Inc.**

**Article I**  
**PURPOSE OF THE CORPORATION**

The Corporation is a not-for-profit organization dedicated to educating the public about the Iroquois National Wildlife Refuge and the plants and animals found therein, and to advocating for the refuge and its programs and needs. The Corporation will seek to support the mission of the National Wildlife Refuge System, which is "...to administer a national network of lands and waters for the conservation, management and where appropriate, restoration of the fish, wildlife, and plant resources and their habitats within the United States for the benefit of present and future generations of Americans.

**Article II**  
**Membership and Meetings**

Section 1 There shall be a single class of membership. Membership in the Corporation shall be those who have paid annual dues, the amount of which shall be determined by the Board of Directors.

Section 2 Members may be dropped from membership if dues are not paid within six months from the time they are payable.

Section 3 The annual meeting of the membership shall be held during the month of November. The membership shall meet to elect Directors and Officers, and to transact such other business as may properly come before the meeting. Notice of the date of such meeting and of the slate of Officers and Directors nominated for the coming year shall be given to all members at least 10 days prior to such annual meeting. Other regular meetings may be established from time to time at the discretion of the Board of Directors (Board).

Section 4 Special meetings of the membership may be called by the Board or by the president and shall be called by the president or secretary at the request in writing of five or more members. Such meeting shall be scheduled within thirty (30) days of the date of the request. Business transacted at a special meeting shall be confined to the purposes stated in the notice.

Section 5 Written notice of each special meeting of the Corporation shall be given to all members stating the purpose(s) for which the meeting is called, the place, date and hour of the meeting. Notice shall be given personally or by first class mail not less than (10) days before the date of the meeting.

Section 6 A quorum of any meeting of the Corporation members shall consist of not less than one-tenth (1/10) of the total membership entitled to cast votes, and in no event shall be less than five (5) members. Every member entitled to vote may authorize another person to act for him/her by proxy.

Approved 11/14/2009

## **Article III**

### **Board of Directors**

Section 1 The general management of the affairs of the Corporation and of the administration of its funds, properties, and programs shall be vested in the Board, which shall be elected as provided in these by-laws. The Board shall determine the policies of the Corporation and approve its annual budget. The President of the Corporation shall assume the Chairmanship of the Board of Directors. The Secretary of the Corporation shall assume the role of the Secretary of the Board of Directors.

Section 2 The Board shall be composed of not fewer than three (3) no more than eighteen (18) Directors. The Directors shall be elected at the annual meeting by a majority vote of the then existing quorum of the membership. These Directors shall hold office until the next annual meeting. The initial Directors shall serve individual terms of three (3), two (2) and one (1) year. Thereafter, each year Directors shall be elected to fill vacancies and to serve terms of office of three (3) years. No more than two (2) consecutive terms (either partial or full) may be served. A Director must have a one (1) year absence before serving another term if two (2) terms have been served. Any Director may be removed for cause including failure to attend three (3) consecutive regular meetings of the Board without satisfactory reason. This action may be taken upon a majority vote of the other Corporation Directors. Vacancies on the Board of Directors of the Corporation shall be filled as provided in Section 4 of this Article III.

Section 3 Any Director may resign his/her office at any time by written resignation which shall be effective at the time of its receipt by the President of the Corporation.

Section 4 In case, for any reason, vacancies shall occur during the term of one or more Directors, such vacancies shall be filled for the remainder of the term by resolution duly adopted by the Board.

Section 5 The Board of Directors shall meet at least quarterly.

Section 6 A majority of the Board shall constitute a quorum at any meeting. Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 7 Special meetings of the Board may be called by the president or any three (3) Board members upon five (5) days notice.

## **Article IV**

### **Officers**

Section 1 The officers of this organization shall be the President, one or more Vice President(s), a Secretary, and a Treasurer. The President shall hold office for a two year term and shall not serve more than two consecutive terms. All other officers shall serve one year terms.

Section 2 The President shall set the agenda and preside at all meetings of the membership. He/she shall perform such other duties as are directed by the Board and shall have general oversight over the business and affairs of the Corporation. The President shall exercise control over the fiscal affairs of the corporation. Subject to the authority of the Board, the President shall have the power to bind the Corporation to contracts. The President shall be an ex-officio member of all committees, and shall attend all meetings of the Board.

Section 3 The Vice President shall in the absence of or inability of the President to act, perform the usual duties of the President.

Section 4 The Secretary shall be responsible for keeping minutes of all meetings and the names and addresses of the Directors and Members. This office shall be responsible for giving notice of all meetings of the membership as well as assuring a record is kept of the attendance and proceedings of all meetings of the membership.

Section 5 The Treasurer shall be responsible for the care of money, securities and valuable property of the Corporation and shall deposit money and securities belonging to the Corporation in such bank or banks as the Directors may select. The Treasurer shall sign such checks or other orders for the payment of money or delivery of securities belonging to the Corporation as the Board may direct. The Treasurer shall collect the dues of the members. Checks written in the amount of fifteen hundred dollars (\$1500) and over require the signatures of the President and the Treasurer. The Treasurer shall render to the Board at its meeting, or otherwise required, a written account of funds and property received, paid out and remaining, and prior to the annual meeting of the Corporation shall prepare and verify a report showing the various details and information required by the State of New York, the United States of America, or as otherwise required by the Board at its discretion.

## **Article V** **COMMITTEES**

Section 1 Standing or special task committees may be created by the Board of Directors as deemed necessary to carry out the objectives set forth by the Board. Membership on such committees need not be limited to members of the Board of Directors provided that the resolution establishing such committee sets forth membership requirements.

Section 2 The Standing Committees of this Corporation will be: Finance, Strategic Planning, Fundraising, Nominating, Membership, Education and Outreach, and Audit. The mission and goals of the Corporation will be the focus of each of these committees.

*Finance Committee:* This committee shall assist the Treasurer and oversee the financial responsibilities of the Corporation. This committee shall be made up of the Treasurer, President and at least one other Board member.

*Strategic Planning:* This committee shall carry out the task of realistic planning and review the Corporation's mission and goals regularly.

*Fundraising Committee:* This committee shall take on the fund-raising role.

*Nominating Committee:* This committee shall identify and recruit new board members and prepare the slate of officers for election at the annual meeting. The Corporation shall, however, allow nominations from the floor at the annual meeting. This committee shall be composed of three (3) members who are not elected officers of the Corporation. Each shall serve for three (3) years, with one term expiring each year. The vacancy shall be filled by election at the annual meeting. A committee member must have a one (1) year absence before serving another term (either partial or full). The senior member, in terms of consecutive service on the committee, shall act as Chairman.

*Membership Committee:* This committee shall seek new members, recommend dues, prepare and update the membership list.

*Education and Outreach Committee:* This committee shall focus on promoting the Iroquois National Wildlife Refuge's identity and visibility through education and outreach.

*Audit Committee:* This committee shall audit the finances of the Corporation on an annual basis. This committee will be made up of two (2) or three (3) members of the Corporation.

## **Article VI** Fiscal Year

The fiscal year of the Corporation shall begin on the first day of October of each year and end on the last day of September of the following year.

## **Article VII** Amendments

These by-laws will be in effect after they are approved by a majority vote of the members of the Corporation. The bylaws may be amended by a majority vote of members in good standing present at any regular or special business meeting of the Corporation, provided a quorum is present, and subject to the notification provisions of Article II, Section 5.

## **Article VII** Indemnification

Each Officer and Director of the Corporation shall be indemnified by the Corporation, in accordance with and to the fullest extent permitted by the Not-for-Profit Corporation Law of the State of New York or other applicable law, against expenses reasonable incurred and liability imposed in connection with any action, suit or proceeding to which he/she may be made a party by reason of being or having been such Officer or Director, except for matters for which he/she shall be finally adjudged in criminal or grossly negligent violation of the performance of his/her duties of such Officer or Director, and such right indemnification shall not be exclusive of his/her other rights and remedies.

## **Article IX** Other Procedures

In matters of procedure not covered by these by-laws, Robert's Rules of Order shall govern.