

**By-Laws  
of  
Friends of the Refuge Headwaters**

**ARTICLE I  
NAME AND LOCATION**

The organization shall be a nonprofit corporation known as Friends of the Refuge Headwaters, Inc. located in Winona County, Minnesota. It shall be incorporated under the laws of the State of Minnesota.

**ARTICLE II  
PURPOSE**

The Corporation is organized and shall be operated exclusively for charitable, informational, educational and scientific purposes within the meaning of section 501(c) (3) of the Internal Revenue Code. The mission of the Friends of the Refuge Headwaters is to promote a better understanding and appreciation of the natural environment of the Upper Mississippi River National Wildlife and Fish Refuge and the surrounding area. This will be accomplished by advocating the purpose for which the Refuge was established, the Refuge System Mission Statement, and the Refuge goals and objectives. In this connection, the Corporation will enter into an agreement with the U.S. Fish and Wildlife Service to:

- A. Produce and make available to Refuge visitors by placement, sale, or free distribution of suitable interpretive and educational materials such as books, leaflets, posters, maps, kiosks, observation decks, and other items of interest, to increase visitors understanding of natural history and their surrounding environment.
- B. Acquire books, films, recordings and other materials for the use in interpretive programs which may be donated to the Service, and assist in carrying out such programs as may be agreed to by the Service representatives.

**ARTICLE III  
MEMBERSHIP**

- A. 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.

Member defined. A member is any person, organization, partnership, corporation, company or other entity, which has made an initial (annual) contribution and retained membership eligibility in accordance with membership qualifications adopted by the Board of Directors. The Board of Directors reserves the right to raise, lower, or waive the initial minimum contribution required for membership without need for amendment of this subsection.

- B. Classes on annual membership are as follows:  
Student, Individual, Family, Supporter, Corporate
- C. The membership year shall commence on May 1<sup>st</sup>. 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 by payment of dues.

- D. Only members in good standing shall be eligible to vote in business meetings or serve in any of the Corporation's elective or appointive positions.
- E. Each member, age 18 or older shall each be entitled to one (1) vote. For a Family membership, each adult member up to two (2) shall be allowed one (1) vote.
- F. All members in good standing shall be eligible for a ten (10%) percent discount on all books and other items offered for sale by the Corporation.
- G. Property -No member shall have any right, title or interest in or to the property of the corporation.

## **ARTICLE IV MEETINGS**

- A. The annual meeting of the Corporation shall be held in May at a date, time and place to be designated by the Board of Directors with written notice to each member.
- B. Special membership meetings may be called by the Board of Directors with at least ten (10) days prior written notice to the members, stating the purpose of the meeting.
- C. Five (5) voting members shall constitute a quorum.
- D. When a quorum is represented at any meeting, a majority of the vote shall decide any question brought before the meeting. The vote of each member may be cast in person or by absentee ballot.

## **ARTICLE V BOARD OF DIRECTORS**

The Board of Directors shall consist of at least three (3) members who shall be elected for a three (3) year term, with the exception of the first annual election of Directors where Directors shall be elected to staggered terms of one, two and three years. The Directors will be elected at the annual meeting by a majority vote of the voting members present. Directors may be re-elected. Designated representatives of the U.S. Fish and Wildlife Service may serve as ex-officio members of the Board, without a vote.

- A. Duties of the Board of Directors shall be:
  - 1. To transact all necessary business between the Corporation's annual meetings.
  - 2. To control the property and other assets of the Corporation.
  - 3. To determine the policies and objectives of the Corporation.
  - 4. To fill vacancies on the Board of Directors until the next annual meeting.

- B. The Board of Directors shall meet at least once each year or as mutually agreed by the Board members. A majority of the Board members shall constitute a quorum. Special meetings may be called by any two (2) members of the Board when deemed necessary with adequate notice to the other Board members. Phone contact or other personal contact shall constitute Board approval, with the item approved to be suitably described and recorded as a Board minute including the names of all the Board members contacted, the date contacted, and how they voted.
- C. Any Director may resign at any time by giving written notice to the President or Secretary of the Corporation. The resignation shall be effective upon receipt unless it is specified to be effective at some later time.
- D. Any vacancy on the Board of Directors caused by death, resignation, disqualification or any other cause may be filled for the unexpired term by a vote of the remaining Director(s) (though less than a quorum) and each Director so chosen shall hold office until the expiration of the unexpired term for which his or her successor shall have been duly elected and shall qualify.
- E. No Director shall receive any compensation for any service that he or she may render to the corporation in his or her capacity as such Director.

Director removal. A director may be removed by majority vote of members present at an annual or special meeting of the membership of the corporation.

## **ARTICLE VI OFFICERS**

- A. Officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer/Business Manager who shall be appointed by majority vote of the newly elected Board of Directors following election of new Members of the Board of Directors at the annual meeting and acceptance by such Directors. Officers shall serve until their successors are chosen or until their term as Directors expires. Vacancies in any office shall be filled at the next board meeting.
  - B. No two (2) offices may be held by the same person.
  - C. Resignation. Any Officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, to the President or to the Secretary of the corporation. Any such resignation shall take effect upon receipt unless it is specified to be effective at some later time.
  - D. Any Officer may be removed by a vote of the majority of the Directors at a meeting called for that purpose.
  - E. Vacancies. A vacancy in any office because of death, resignation, disqualification or any other cause may be filled by the Board of Directors for the unexpired portion of the term.
- 1. Duties of the President
    - a. Preside at all meetings of the membership and the Board of Directors.
    - b. Assign specific responsibilities to other Board members as he/she may choose.
    - c. Carry out any additional duties designated by the Board of Directors or usual to that office.

2. Duties of the Vice-President
  - a. Assume the duties of the President in his/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.
  
3. Duties of the Secretary
  - a. Keep a record of the proceedings of meetings of the Corporation and the Board of Directors.
  - b. Be responsible for handling and reporting correspondence.
  - c. Be responsible for keeping the membership rolls and sending notices of the annual meeting or special membership meetings.
  - d. Carry out any additional duties designated by the Board of Directors or usual to that office.
  
4. Duties of the Treasurer/Business Manager
  - a. Receive and be custodian of all monies of the Corporation and deposit in the name of the Corporation the same, intact in a timely manner in such bank as the Board may select, except for such cash on hand as may be necessary for carrying on the Corporation business.
  - b. Report on the accounts at all regular meetings of the Board of Directors.
  - c. Approve and pay expenditures for the normal conduct of providing and selling books and other materials, as described in Article II (a), and amounting to five hundred (\$500.00) dollars or less each. In the Treasurer's absence, one or two (2) directors, to be appointed by majority vote of the board and recorded in the corporate minutes, shall approve and pay these expenditures. Expenditures for material to be donated to the U.S. Fish and Wildlife Service, as described in Article II (b), and any single expenditure in excess of five hundred (\$500.00) dollars shall be authorized by the Board of Directors.
  - d. Carry out any additional duties designated by the Board of Directors or usual to that office.

**ARTICLE VII**  
**OPERATING STAFF**

- A. The Board of Directors may appoint such operating staff as it deems desirable. These appointees may or may not be members of the Corporation and may be compensated or serve voluntarily.
- B. The Board of Directors may assign specific responsibilities to any operating staff as the Board may so decide, including, but not limited to, assisting the Secretary, Treasurer and Membership Chairperson in any of their duties as described in Article VI.
- C. The Board of Directors may relieve any operating staff of responsibilities without cause on thirty (30) days notice.
- D. The Board of Directors may relieve any operating staff of responsibilities immediately with cause. Staff relieved of responsibilities can mediate with the Board of Directors within ten (10) days of such discharge to respond to charges.

**ARTICLE VIII  
COMMITTEES**

A. Nominating Committee for Directors

1. This committee shall be composed of two current Directors and one non-director member of the Friends of the Refuge Headwaters.
2. The members of this committee shall be appointed by the President with the approval of the Board.
3. This committee shall be appointed at least 60 days prior to the annual meeting.
4. This committee shall be responsible for presenting a slate of Directors at least 30 days prior to the annual meeting. This committee shall maintain confidentiality throughout the process.
5. The nominating committee shall present to the annual meeting its slate for the number of Directors to be elected at that meeting. Nominations may also be made from the floor of the meeting with prior consent of the person being nominated.

B. Nominating Committee for Officers of the Board

1. This committee shall be composed of at least two (2) Directors of the Board appointed by the President and approved by the Board.
2. This committee should present the proposed slate of officers to the Board of Directors at the meeting of the Board to be held immediately following the annual meeting for purpose of election of officers.

C. Standing Committees may include, but are not limited to, Membership, Sales, Education, and Outreach.

1. The Chairperson of Standing Committees shall be recommended by the President and approved by the Board.
2. The Committee Chairperson shall reconstitute the Committee as soon as feasible for the new membership year, January 1.
3. Standing Committee Chairpersons will report to the Board and communicate between Board meetings with the President and the Vice-President.

D. Ad Hoc Committees

1. Ad Hoc Committees shall be appointed by the President with the approval of the Board when there is a perceived need, and will serve until their charge is completed.
2. Ad Hoc Committee Chairpersons will report to the Board and communicate between Board meetings with the President and the Vice-President.

**ARTICLE IX  
BOOKS AND RECORDS**

Section 1. **Maintenance of Records** – The Corporation shall keep correct and complete books and records of accounts; minutes of the proceedings of its Members, Board, and committees and the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any Member for any proper purpose at any reasonable time after a formal written request approved by the Board.

Section 2. **Execution of Instruments** – The Board may authorize any officer(s) or agent(s) of the Corporation in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or may be limited to specific instances.

All checks, drafts, and orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instrument shall be signed by the Treasurer of the Corporation.

Section 3. **Deposit and Acceptance of Funds** – All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select. The Board may accept any contribution, gift, bequest or device on behalf of the Corporation, to be used for the general purposes of the Corporation or for any specific purpose of the Corporation.

Section 4. **Audit** -The records and books of account of the corporation shall be audited each fiscal year and at such other times as may be deemed necessary or appropriate by the Board of Directors.

Section 5. **Fiscal Year** -The fiscal year of the corporation shall be January 1 – December 31.

## **ARTICLE X LIABILITY**

Officers and Board Members shall not be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as an officer or Board Member notwithstanding any provision of law imposing such liability; except that the liability of an officer or Board Member shall not be limited or eliminated for any breach of the officer's or Board Member's duty or loyalty to the Corporation or its members; for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or for any transaction from which the officer or Board Member derived an improper personal benefit.

## **ARTICLE X AMENDMENTS**

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 at least ten (10) days prior to such meeting have received written notice and opportunity to request copies of the proposed amendment .

## **ARTICLE IX MISCELLANEOUS PROVISIONS**

A. The corporation shall pay no dividends to members.

- E. Membership shall continue so long as dues are paid and the member meets all other eligibility requirements as established and interpreted by the Board.
- C. INDEMNIFICATION CLAUSE: To the extent permitted by law, any former or present director, officer, employee or agent of this corporation who was or is a party or is threatened to be made a party to a proceeding, wherever and by whomever brought, by reason of his or her former or present official capacity as a director or officer of this corporation, or his or her official capacity as a director, officer, employee, partner, trustee or agent of another corporation, partnership, joint venture, trust or other organization, while serving at the request of this corporation shall be indemnified by this corporation against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such proceeding. Such reimbursement shall be made in advance of the final disposition of the proceeding to the extent provided by law. Except as expressly provided herein, no other person shall be indemnified by the corporation for expenses incurred in connection with a proceeding to which such person was or is a party or is threatened to be made a party by reason of the former or present official capacity of such person.
- D. This corporation shall have no corporate seal.
- F. Upon the dissolution of the corporation, assets shall be distributed for one or more purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal Government, or to a state or local government for public purposes.

**CERTIFICATION**

These By-Laws were approved at a meeting of the Board of Directors by a majority vote on April 15, 2009.

President: \_\_\_\_\_ Date: \_\_\_\_\_

Treasurer: \_\_\_\_\_ Date: \_\_\_\_\_