

**By-Laws
of
Friends of Sherburne
National Wildlife Refuge**

ARTICLE I

Name and Location

The organization shall be a nonprofit corporation known as Friends of Sherburne National Wildlife Refuge, Inc. located in Sherburne County, Minnesota.

ARTICLE II

Purpose

The purpose of this Corporation is to promote a better understanding and appreciation of the natural environment of the Sherburne National Wildlife 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.
- B. There will be one class of membership. The Board of Directors may from time to time elect continuing Honorary Members.
- C. The membership year shall commence on January 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 by payment of dues.
- D. 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 three (3) months shall be dropped from the rolls.
- E. Members age 18 or older shall each be entitled to one (1) vote.

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- 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. A member may be suspended, terminated or expelled by vote of a majority of the members of the Board of Directors following a minimum of 15 days' prior written notice to the affected member and an opportunity for the affected member to be heard at the affected member's request: (a) in private at a special meeting to be held by the board of directors at least five days prior to the effective date of the suspension or expulsion; or (2) in writing. Members may be suspended, terminated or expelled for good cause, which includes, but is not limited to: (i) breach of fiduciary duty; (ii) acting, corresponding, or otherwise communicating with third parties in the name of the Corporation or of the Sherburne National Wildlife Refuge without actual authority to do so; (iii) conduct that reflects negatively on the reputation of the Corporation or the Sherburne National Wildlife Refuge; (iv) intentional breach of or disregard to the Bylaws, Articles of Incorporation or other act of the Company; (v) intentional breach or violation of the laws, rules or other guidelines affecting or pertaining to the corporation or the Sherburne National Wildlife Refuge; (vi) repeated conduct which is disruptive to the Corporation or its members, employees or members of the Board of Directors or the Sherburne National Wildlife Refuge or its employees; or acting as an agent of the Corporation or of the Sherburne National Wildlife Refuge without actual or implied authority to do so.

ARTICLE IV

Meetings

- A. The annual meeting of the Corporation shall be held in January at a date, time and place to be designated by the Board of Directors with written notice to each member at least thirty (30) days prior to the meeting. Written notice shall be by US Postal Service unless the member requests notice by email by providing the Corporation a valid email address.

- B. Special membership meetings may be called by the Board of Directors with at least thirty (30) days prior written notice to the members, stating the purpose of the meeting. Written notice shall be by US Postal Service unless the member requests notice by email by providing the Corporation a valid email address.

ARTICLE V

Board of Directors

- A. The Board of Directors shall consist of at least seven (7) members who shall be elected for a three (3) year term 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.

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- B. 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.
 5. To accept resignations of members of the Corporation and members of the Board of directors, and as appropriate, to suspend or terminate members of the Corporation or of the Board of Directors.
- C. The Board of Directors shall meet at least once each year or as mutually agreed by the Board members. Forty percent (40%), but in no case less than four (4), 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.
- D. Members of the Board of Directors can be removed upon majority vote of the remaining members of the Board of Directors in accordance with Minn. Stat. § 317A.223 or any successor statute.

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.
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.

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- 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 of 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, or immediately with cause. Staff relieved of

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responsibilities with cause shall be allowed to meet 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 Sherburne National Wildlife Refuge.
2. The members of this committee shall be appointed by the President with the approval of the Board.
3. This committee shall be appointed no later than the September meeting of the Board.
4. This committee shall be responsible for presenting a slate of Directors no later than the November 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, Memorial, and Scholarship.

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.

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ARTICLE IX

Amendments

These by-laws may be amended by a majority vote of the members of the Board of Directors at any meeting of the Board of Directors, subject to the power of the members of the Corporation with voting rights to adopt, amend or repeal bylaws adopted, amended or repealed by the board as set forth in Minn. Stat. § 317A.181, Subd. 2.

ARTICLE X

Miscellaneous Provisions

- A. The corporation shall pay no dividends to members.
- B. 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.

President: Myrna Krueger Date: OCTOBER 20, 2018
Myrna Krueger

Secretary: Steven Chesney Date: 20 October, 2018
Steven Chesney

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Original: July 1, 1993 by Alice Schroeder
Amended: June 8, 1998 by Sandy Connell
Amended: January 27, 2003 by David Martin
Amended: January 11, 2005, by Susan Hix
Amended: January 24, 2012, by Susan Hix
Amended: January 15, 2013, by Susan Hix
Amended: August 9, 2018, by Myrna Krueger