

# **BYLAWS OF THE FRIENDS OF THE SAN LUIS VALLEY NATIONAL WILDLIFE REFUGES CORP**

## **ARTICLE I**

Section 1. Name – The name of the corporation shall be Friends of the San Luis Valley National Wildlife Refuges Corp (Friends).

Section 2. Location – The corporation shall have a post office box at the Monte Vista, CO Post Office. It shall conduct business and meet at places within the San Luis Valley, or elsewhere as determined by the Board of Directors.

Section 3. Fiscal Year – The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year unless otherwise designated by the Board of Directors.

## **ARTICLE II**

Friends is an independent, non-profit corporation dedicated to supporting the primary purpose for which the San Luis Valley Wildlife Refuges (Refuges) were established: For use as an inviolate sanctuary for migratory birds; for the protection of natural resources; for the development of incidental wildlife-oriented recreation where it does not interfere with the primary purposes of the Refuges.

The corporation shall promote the preservation of the natural and historical resources of the Refuges, foster their use and enjoyment by the public consistent with the protection and preservation of its environment, and engage in such educational, scientific and civic activities as will assist the management of the refuge in carrying out its mandates. To accomplish these purposes, the corporation may solicit, receive, purchase, and borrow, with or without security, real and personal property, including funds by way of gifts, contributions and subscriptions, and administer, own, hold, convey, transfer, disburse, lend and sell the same for such charitable, scientific, literary and educational purposes as are permitted by section 501 (c) (3) of the Internal Revenue Code of the United States of America. No assets shall be conveyed or distributed to any individual or substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall this corporation take part in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these By-Laws, 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. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are tax deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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ARTICLE III

Members

All interested persons subscribing to the purposes of the corporation may become members upon payment of annual dues in the amount established by the Board of Directors. The Board of Directors, by an affirmative vote of a majority of all Members of the Board, may suspend or expel a member for cause.

ARTICLE IV

Meeting of Members

Section 1. Annual Meeting – The annual meeting of the Board and contributing Members shall be held yearly at such date, time and place as the Board of Directors may select for the purposes of electing a Board of Directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings – Special meetings of the Members may be called at any time by the President of the corporation and shall be called upon written request of any 3 member of the Board of Directors.

Section 3. Notice – Email notice stating the date, time, place and purpose of any meeting shall be sent to the Members not less than 10 nor more than 45 days before the date of such meeting.

Section 4 Voting –At all meetings of the Board, a simple majority of the directors shall constitute a quorum for the transaction of business. When a quorum is present at any meeting, the vote of the majority of the Directors shall, except where a larger vote may be required by law, or these by-laws, decide any question brought before the meeting. The vote of each Director must be cast in person, via email or Zoom call. There shall be no voting by proxy. (Note: Simple majority is half of the current directors plus one, if there are a total of 6 directors then an simple majority would be half=3 plus 1 = 4 )

ARTICLE V

Board of Directors and Committees

Section 1. General – The property, business and affairs of the corporation shall be managed by a Board of Directors. Directors shall be members of the corporation. The President, Vice-President, Secretary and Treasurer shall be elected from among the Board of Directors.

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Section 2. Number and Election – There shall be no less than **seven, and no more than fifteen** Directors, who shall be elected at the Annual Meeting of the corporation by a vote of the Current Board of Directors, to serve for a period of one year, or until their successors shall qualify. General members will be contributing members only, and will not have voting rights.

Section 3. Resignation and Removal – Any Director may resign by delivering his/her resignation to the corporation at its mailing address or to the President or Secretary of the corporation. Such resignation shall be effective upon receipt unless it is with or without cause by the affirmative vote of a majority of the members present at any annual or special meeting of the members at which a quorum of the members entitled to a vote is present. A Director who ceases to be a member of the corporation shall thereupon cease to be a director.

Section 4. Vacancies – 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 directors (though less than a quorum), and each director so chosen shall hold office until the expiration of the unexpired term for which he or she was so chose and until his or her successor shall have been duly elected and shall qualify.

Section 5. Meetings – Regular meetings of the Board of Directors may be held without call or notice at such places and times as the directors may from time to time determine, provided that any director who is absent when such determination is made shall be given notice thereof. The annual meeting of the directors shall be held at the same place as the annual meeting of the members of the special meeting held in lieu thereof, following or as part of such meeting of the members, or at the same time and place as the next regularly scheduled meeting of the Board of Directors.

Special Meetings of the Directors may be held at any time an place designated in a call by the chair or the treasurer or two or more directors. All directors shall receive notice of the date, time, place and purpose of any special meetings at least two days in advance of such meeting.

Section 6. Quorum and Action – A majority of the Board of Directors then in office shall constitute a quorum for the transaction of any business at any meeting of the Board. When a quorum is present at any meeting, the vote of a majority of the Directors present may take any action on behalf of the Board, except to the extent that a larger number is required by law or by and Articles of Organization or by these by-laws.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a vote if all the Directors then in office consent to the action by telephone and later file a written consent with the records of the meeting of the Board of Directors. Such written consent shall be treated, for all purposes, as votes at a duly convened meeting of the Board of Directors.

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Section 7. Committees - There shall be a nominating committee consisting of three (3) members elected by the Board of Directors. The nominating committee shall propose for election at the annual meeting of members candidates for the Board of Directors. The Directors may from time to time establish such other standing or ad/hoc committees, as they shall determine to be necessary or appropriate for the conduct of the corporation's activities.

ARTICLE VI

Officers

Section 1. Officers – The officers of the corporation shall be a President, one Vice President, a Treasurer, a Secretary and such other officers as the directors may deem necessary. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election – The officers of the corporation shall be elected annually by the Directors at the Annual Meeting of the Board of Directors. Each officer shall hold office until the next annual Meeting of the Board of Directors and until his/her successor shall have been elected and qualified.

Section 3. Vacancies – A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term of said office.

Section 4. Resignation and Removal – Any officer may resign by delivering his/her written resignation to the corporation at its mailing address or to the President or Secretary and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The Directors may remove any officer with or without cause by a vote of a majority of the Directors then in office, provided that an officer may be removed for cause only after reasonable notice and an opportunity to be heard by the Board of Directors, and such notice shall contain a statement of the causes assigned for such proposed removal.

Section 5. President – 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 the Board of Directors. The President shall have such other powers and duties as are usually incident to such office and as may be vested in him/her by these By-Laws or by the Directors.

Section 6. Vice President – In the absence of the President or in the event of the President's inability or refusal to act, a Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. A Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

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Section 7. Treasurer – 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 standards as the Directors may from time to time determine. The Treasurer shall render a report of the 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 powers and duties as are usually incident to his/her office and as may be vested in him/her by these bylaws or from time to time designated by the Directors.

Section 8. Secretary – The Secretary shall give such notices of meetings of Members and Directors as are required by these By-Laws and shall keep a record of all the meetings of Members and Directors. The Secretary shall have such other powers and duties as are usually incident to his/her 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.

## ARTICLE VII

### Books and Records

Section 1. Maintenance of Records – The corporation shall keep correct and complete books and records of account, minutes of the proceedings of its Members, Board of Directors and Committees, and a record giving the names and address 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.

Section 2. Execution of Instruments – The Board of Directors may authorize any officer(s) or agent(s) of the corporation, in addition to the officers so authorized by the 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 check, drafts or 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 such manner, as shall from time to time be determined by resolutions of the Board of Directors. In the absence of such determination by the Board, such instrument shall be signed by the Treasurer of the corporation.

Section 3. Deposits and Acceptance of Funds – The corporation shall ensure that all net funds collected on Service-managed property through direct solicitation activities by Friends are deposited into the appropriate Service contributed funds account for which the funds were raised (e.g., Gifts, Community Partnership Enhancement donation receipt

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account) and used exclusively for the benefit of the particular national wildlife refuge or complex of geographically-related refuges for which the funds were generated.

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 of Directors may select. The Board of Directors may accept any contribution, gift, bequest, or device on behalf of the corporation, for the general purpose of the corporation or for any specific purpose of the corporation. The corporation shall conduct its fiscal operations in accordance with applicable State and Federal laws, Generally Accepted Accounting Practices published by the Financial Accounting Standards Board, and the IRS Code, Section 501(c)(3) of Title 26.

ARTICLE VIII

Liability

Officers and directors shall not be liable to the corporation or its members for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; except that the liability of an officer or director shall not be limited or eliminated for any breach or the officer's or director's duty of 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 director derived an improper personal benefit.

ARTICLE IX

Indemnification

The corporation shall indemnify, save, and hold harmless the Department of the Interior, the Service, and its agents and employees from and against any and all liabilities, obligations, losses, damages, judgments, claims, actions, suits, penalties, fines, costs, and expenses (including reasonable attorneys' fees and experts' fees) of any kind and nature arising out of acts or omissions of the corporation, its volunteers, employees, agents, and contractors (including any contractors' subcontractors). This includes injury to people (including injury resulting in death) and damage to property in connection with activities sanctioned by The San Luis Valley Refuge Complex.

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director or officer of the corporation, or in any other capacity thereof, or of any of its subsidiaries, or who at the request of the corporation may serve or has served as a director, officer or trustee of, or in a similar capacity with, another organization, against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon such person in connection with any proceeding in which he may become involved by reason of his serving or having served

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in such capacity (other than a proceeding voluntarily initiated by such person unless he is successful on the merits, the proceeding was authorized by a majority of the full Board or the proceeding seeks a declaratory judgment regarding his own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he has acted in good faith in the reasonable belief that his action was in the best interests of the corporation. Such indemnification may, to the extent authorized by the corporation, include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification under this Article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organizations, including an employee benefit plan, shall be deemed to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation if he acted in good faith in the reasonable belief that his action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interest in, such subsidiary or organization to whom he has a fiduciary duty.

The payment of any indemnification shall be conclusively deemed authorized by the corporation under this Article, and each director of the corporation approving such payments shall be wholly protected, if:

- (1) The payment has been approved or ratified (a) by a majority vote of quorum of the directors consisting of persons who are at that time parties of the proceeding. (b) by a majority vote of a committee of two or more directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board (in which selection Directors who are parties may participate), or (c) by a majority vote of a quorum of the members of directors, voting as a single class, which quorum shall consist of members who are not at that time parties to the proceeding; or
- (2) The action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the directors or in the manner specified in clauses (a), (b), or (c) or subparagraph (1): or
- (3) The directors have otherwise acted in accordance with the standards of conduct applied under the laws of the State of Colorado.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director, officer or other person entitled to indemnification hereunder.

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The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which such director or officer or other persons may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporation employees or agents, other than directors and officers, and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

ARTICLE X

Amendments to By-Laws

These By-Laws may be altered, amended, in whole or in part, by the affirmative vote of a majority of the members present at any Meeting of the Members at which a quorum is present, provided that the notice of the meeting contains a statement of the proposed alteration or amendment. The Directors may also make, amend or repeal these By-Laws in whole or in part and shall give written notice of such action to the membership not later than the time of giving notice of the next Meeting of the Members. Any such alteration, amendment or repeal by the Directors must then be ratified at the next Meeting of Members by the affirmative vote of a majority of the members present, provided that a quorum is present at such meeting in order to be valid. Notwithstanding the above provisions of this Article X, any alteration, amendment or repeal of a By-Law by the directors as provided for in this Article X shall be valid and given full force and effect until the next Meeting of Members.

- (1) Conduct its fiscal operations in accordance with applicable State and Federal laws, Generally Accepted Accounting Practices published by the Financial Accounting Standards Board, and the IRS Code, Section 501(c)(3) of Title 26.
- (2) Ensure that Friends members and their staff, while working on behalf of the Friends organization, do not act in any way that leads to the public perception that they are Service employees or volunteers. Friends members may wear an easily observable and readily identifiable insignia of the Friends organization while working on behalf of the Friends or a Service volunteer uniform while working on behalf of the Service.
- (3) Avoid express or implied Service endorsement for a particular business, brand, product, service, enterprise, or political position.