

BY-LAWS
OF
ST. MARKS REFUGE ASSOCIATION, INC

ARTICLE I
NAME AND LOCATION

The organization shall be a non-profit corporation known as St. Marks Refuge Association, Inc., hereafter referred to as the “Association,” located in Wakulla County, Florida

ARTICLE II
PURPOSE

The purposes for which the Association is organized are to promote better understanding, appreciation, and conservation of the natural history and natural environment of the St. Marks National Wildlife Refuge, hereafter referred to as the ‘Refuge’, and surrounding ecosystems.

The Association will cooperate with the U. S. Fish and Wildlife Service, hereafter referred to as the “Service,” to:

1. Foster educational, interpretive, scientific and other activities consistent with the vision, goals and objectives of the St. Marks National Wildlife Refuge for the benefit of the public and wildlife resources.
2. The Association shall advocate for the goals of the St. Marks National Wildlife Refuge to preserve, protect, and restore biological diversity and historical resources of the refuge landscape while providing opportunities for wildlife dependant recreation, education, interpretation, and scientific research.

ARTICLE III
MEMBERSHIP

1. Any individual or organization approving of the vision of the Association and who pays membership dues when owed shall be a member. Dues shall be in amounts established by the Board of Directors.

2. Classes of membership are as follows:

Individual----- issued to an individual who does not qualify for any other class and entitling the member to one vote.

Family----- issued to a family, which may consist of up to two adult individuals (over 18 years of age) who shall each be voting members, and up to four other individuals residing in the same household who shall be considered non-voting members.

Organization ----- issued to a Member-Organization. The Member-Organization is entitled to one vote to be cast by the person being named on the Organization’s application for membership. An Organization may vote by designating a proxy, if different than on their membership application. This proxy designation must be received,

in writing, by the Association a minimum of 3 days in advance of any membership meeting.

Senior (>62)----- issued to an individual member over 62 years of age and entitling the member to one vote.

Supporting ----- issued to an individual member recognizing that member's additional financial contribution and entitling the member to one vote.

Student (<16) ----- issued to an individual member under 18 years of age and entitling member to one vote.

Class ----- issued to any class of a regional public or private school. Notices and newsletters are issued to the instructor.

Life ----- issued to an individual or family. If issued to an individual, that individual is entitled to one vote. If issued to a family, the individual first listed on the application is a voting member and the individuals within the immediate family are non-voting members.

3. Membership shall be effective on receipt of membership application and payment of dues. Renewal of an expiring and expired membership shall be by payment of dues. Membership year is concurrent with fiscal year (June 1- May 31) with all memberships expiring on May 31st of each year, regardless of when dues are paid except for the Life membership, which shall not expire.

4. A member is considered to be in good standing if all dues owed by the member to the Association have been paid by June 30th. Only members in good standing shall be eligible to participate in membership meetings, vote on any matter put before the membership, or serve in any of the Association's elective or appointive positions.

5. All members in good standing shall be eligible for a purchase discount, as determined by the Board of Directors, on all items offered for sale by the Association.

ARTICLE IV MEMBERSHIP MEETINGS

1. There shall be at least one membership meeting held each year, which shall be referred to as the annual meeting. The annual meeting of the Association shall be held once each calendar year, prior to the start of the fiscal year, at a date, time and place to be designated by the Board of Directors with written notice to each member at least 30, but no more than 60, days prior to the meeting.

2. Additional membership meetings may be called by the Board of Directors or by a petition signed by 25% of the members in good standing, with written notice to members at least 30 days prior to the meeting stating the purpose of that meeting.

3. Except for voting by Member-Organizations as allowed in clause 2 of Article III, voting by proxy shall not be allowed.

ARTICLE V
BOARD OF DIRECTORS

1. There shall be a Board of Directors, which shall consist of at least nine and up to twelve members, who shall be referred to as Directors. At each annual meeting, one-third of the Directors will be up for election. Each Director will serve a term of three years. Directors may be re-elected for subsequent terms.

2. A nominating committee appointed by the President each year shall present to the members in attendance at the annual meeting its list of candidates for Director, if any seats are due for election. Additional candidates may declare themselves from the floor of the annual meeting after the committee presents its list, but prior to voting. All Director candidates must be Association members in good standing.

2. Directors shall be elected by a simple majority of members in attendance at the annual meeting. Directors-elect shall take office at the beginning of the next fiscal year. Vacancies shall be filled by the Board until the next annual meeting. A board member whose term has expired may serve until replaced. In addition to the elected or appointed Directors, designated representatives of the U. S. Fish and Wildlife Service may serve as ex-officio members of the Board without a vote.

3. Duties of the Board of Directors shall be:

- a) To determine the policies and objectives of the Association, and to transact the necessary business to accomplish those objectives;
- b) To control the property and other assets of the Association;
- c) To retain the services of a certified public accountant to audit the Association account and to report their findings to the members at the annual meeting. A copy of the review shall be filed in the permanent records of the Association.
- d) To appoint members to fill vacancies on the Board of Directors until the next annual meeting. Within 90 days of receiving a Director's resignation, the President shall submit one or more candidates for consideration by the Board for appointment. Appointments will be decided by Board vote. Replacement directors shall serve out the original term of the seat they are filling.
- e) Other duties expressed or implied in these articles.

4. The Board of Directors shall meet at least once each year. A majority of the Board members shall constitute a quorum. All Board meetings are open to all Association members. Special meetings may be called by any two members of the Board when deemed necessary with adequate notice (minimum 3 working days) to the other Board members. Affirmative agreement of a majority of Board members, conducted by the President via phone, email or other personal contact, may also constitute Board approval. The item approved is 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.

5. Except as otherwise provided, the parliamentary law and procedures for meetings of the Board of Directors shall conform to that prescribed in the most current version of Robert's Rules of Order. However, the Board of Directors, in its discretion, may waive any such rule or ratify any action taken in violation of any such rule.

6. Any Director may be removed for cause at any time at a duly convened meeting of the membership of the Association called for such purpose, by the affirmative vote of a majority of the membership present and voting, at which meeting the affected Director shall be afforded an opportunity to represent himself/herself. Further, the Board may also remove any Director who missed three (3) regular or special Board meetings in any fiscal year, without benefit of prior excuse approved by the President.

ARTICLE VI OFFICERS

1. The officers of the Association shall be Directors duly elected and consist of a President, a Vice-President, a Secretary, and a Treasurer who shall be appointed by the Board of Directors. Officers shall serve until their successors are appointed, or until their term as director expires. Vacancies in any office shall be filled at the next Board meeting.

2. Duties of the President:

- a. Preside at all meetings of the membership and Board of Directors;
- b. Assign specific responsibilities to the other Board members as he/she may choose;
- c. Appoint a nominating committee each year;
- d. In the case of great urgency, authorize the Treasurer's expenditure of funds necessary for the continued operation of the Association;
- e. Carry out any additional duties designated by the Board of Directors or usual to that office;

3. Duties of the Vice-President:

- a. Assume the duties of the President in his /her absence.
- b. Assist the President when requested.
- c. Carry out any additional duties designated by the Board of Directors or usual to that office.

4. Duties of the Secretary:

- a. Maintain copies of appropriate documents at the Association's principal place of business, including the following:
 1. A copy of the current version of the Articles and all current amendments,
 2. A copy of the current version of the Bylaws and all current amendments,
 3. The minutes of all meetings, as well as a record of any formal action taken outside a meeting, within the last three years,
 4. A list of the names and addresses of current directors, and
 5. A list of the names and addresses of all members in alphabetical order.

- b. Be responsible for handling and reporting correspondence.
 - c. Carry out any additional duties designated by the Board of Directors or usual to that office.
5. Duties of the Treasurer:
- a. Receive and be custodian of all monies of the Association and deposit them in the name of the Association in such bank as the Board may select, except for such cash on hand as may be necessary for carrying out the Association business.
 - b. Ensure accurate reporting on the financial status of the organization at all regular Board of Directors' meetings and at the annual meeting.
 - c. Ensure timely payments for the normal conduct of procuring materials, and other expenses approved by the Board of Directors. In his/her absence, payments will be made by the President or Vice-President and reported at the next regular Board meeting.
 - d. Spending authority and reporting requirements for material shall be authorized by the Board of Directors. In the case of great urgency, the President or the Vice-President may authorize expenditures and report either type of such action at the next Board meeting.
 - e. Deliver the most recent annual report to the Florida Department of State.
 - f. Carry out any additional duties designated by the Board of Directors or usual to that office.

ARTICLE VII STAFF

1. The Board of Directors may appoint or hire such staff as it deems desirable, who may or may not be members of the Association and who may be compensated or serve voluntarily.
2. The Board of directors may relieve any staff of his/her responsibilities on thirty (30) days notice without cause or immediately with cause, except in the latter case, such staff shall be allowed to meet with the Board of Directors within ten(10) days of such discharge to respond to charges.

ARTICLE VIII EXECUTION OF DOCUMENTS

1. The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers or other person/persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided the law, and such execution of signature shall be binding upon the corporation.
2. Unless otherwise specifically designated by a vote of the Board of Directors, the President, and Secretary, upon approval of a specific act by vote of the Board of Directors, shall be the authorized signatories to execute any corporate instrument or document, or to sign the

corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the corporation.

3. All checks and drafts drawn on banks or other depositories on funds to the credit of the Association, or in special accounts of the Association, shall be signed by such person or persons as the Board of Directors or President shall authorize to do so.

ARTICLE IX
COMMITTEES AND PARTNERS
(Support Organizations)

1. The St Marks National Wildlife Refuge Photo Club operates as a Support Organization of the St. Marks National Wildlife Refuge in coordination with the Association by a Memorandum of Understanding. It shall be represented on the Board by an officer of the Photo Club.

2. The Board of Directors recognizes standing committees that shall include but not be limited to:

- a. SMRA Membership - recruit and maintain an active membership base for the Association, including but not limited to member-only events, renewal & reminder information and the annual membership decal.
- b. St. Marks Lighthouse - develop and implement a plan to renovate and maintain the historic St. Marks Lighthouse to the benefit of the refuge, visitors, and the cultural heritage of the area.
- c. SMRA Website - enhance and maintain the Association website, including but not limited to updated information on the refuge, Association, Photo Club, web cams on the refuge, member recruitment, and citizen support news.
- d. SMRA Development - develop and implement a plan to recruit funds to accomplish the Association's mission of support to the St. Marks National Wildlife Refuge.

3. The Board may establish partnerships with other organizations to accomplish the Association's mission of support to the St. Marks National Wildlife Refuge. Partnership confirmation may consist of a letter, Memorandum of Understanding, contractual agreement or other such documentation, as approved by the Board.

4. The Board may from time to time establish ad hoc committees for such periods as determined necessary by the Board of Directors.

5. The Board may establish partnerships with other organizations to accomplish the Association's mission of support to the St. Marks National Wildlife Refuge. Partnership confirmation may consist of a letter, Memorandum of Understanding, contractual agreement or other such documentation, as approved by the Board.

ARTICLE X
AMENDMENTS

These By-Laws may be amended at the annual meeting, or at a special meeting called for the purpose, provided that the members shall have received the proposed amendment in writing, at least thirty (30) days prior to such meeting by two-thirds of those members present and voting.

These amended By-Laws were adopted by membership vote on _____.

Gail Fishman, President

Bruce Ballister, Secretary

CORPORATE SEAL