

BY-LAWS
OF THE
ST. MARKS REFUGE ASSOCIATION, INC

ARTICLE I
NAME AND LOCATION

The organization shall be a non-profit, 501(c)(3) corporation, known as St. Marks Refuge Association, Inc., doing business as Friends of St. Marks Wildlife Refuge, 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, cultural history and natural environment of the St. Marks National Wildlife Refuge, hereafter referred to as the 'Refuge.'

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 support 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 dependent recreation, education, interpretation, and scientific research.

ARTICLE III
MEMBERSHIP

1. Any individual or organization accepting the purpose of the Association and who pays membership dues when owed shall be a member. Classes (levels) of membership, name of class and associated dues shall be proposed by the Membership Committee and approved by the Board of Directors.
2. 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 from date dues are paid to that date of the following calendar year, except for the Life Membership, which shall not expire.
3. A member is considered to be in good standing if all dues owed by the member to the Association have been paid. 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 elected or appointed positions.

4. 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 by U.S. mail or electronically 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.

ARTICLE V BOARD OF DIRECTORS

1. There shall be a Board of Directors, which shall consist of at least nine and up to fifteen members, who shall be referred to as Directors. Each Director will serve a term of three years. Directors may be re-elected one time to serve for up to two terms consecutively. After one year off the Board the individual may run for election again. If a board member resigns before their term is up, the board may appoint someone to fill the term until the next annual meeting, and that person may run for election and will be eligible for two three-year terms. It shall be the responsibility of the Board Secretary to maintain a record of the terms of each Board member and the year of term expiration.

2. The Executive Committee 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 prior to voting, but after the committee presents its list. All Director candidates must be Association members in good standing.

3. 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.

4. The Board of Directors shall:

- a) Determine the objectives, policies and procedures of the Association, and transact the necessary business to accomplish those objectives;
- b) Control the property and other assets of the Association;
- c) Oversee the Association's financial stability and accountability by establishing procedures to insure that the Association operates in a fiscally responsible manner and monitor Association financial operations to insure accurate records of all income, expenditures and transactions are kept;
- d) Establish an annual budget, authorize spending and require reporting for expenditures;
- e) Oversee the operation of the Nature Store, consistent with the Friends Partnership Agreement between the U. S. Fish and Wildlife Service, United States Department of the Interior and the St. Marks Refuge Association, Inc., and Article VII (Staff) of these Bylaws; and,
- f) Perform other duties expressed or implied in these articles.

5. 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 (a minimum of three (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 in the Board minutes, including the names of all the Board members contacted, the date contacted and how they voted.

6. 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.

7. Any Director may be removed for cause at any time at a duly convened meeting of the Board of Directors of the Association called for such purpose, by the affirmative vote of a majority of the members present and voting. The affected Director shall be afforded an opportunity to represent himself/herself at that meeting.

8. Any Director who missed three (3) consecutive regular or special Board meetings in any fiscal year, without benefit of prior approval by the President, shall be deemed to have resigned from the Board.

9. 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 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 nominated by the Board of Directors and elected by the membership at the annual meeting. Officers shall serve until their successors are appointed, or until their term as director expires. Vacancies in any office shall be filled by the Board 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 Board members as he/she may choose; and,
- c. 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. Coordinate Board orientation and development activities; and,
- d. Carry out any additional duties designated by the Board of Directors or usual to that office.

4. Duties of the Secretary:

- a. Maintain written and electronic copies of appropriate documents at the Association's principal place of business, including the following:
 1. A copy of the current version of the Bylaws with Articles and all current amendments;
 2. The minutes of all meetings, as well as a record of any formal action taken outside a meeting, within the last three years; and,
 3. A list of the names and addresses of current directors, their dates of Board appointment, and the year of their term expiration.
- 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 paying for other expenses approved by the Board of Directors. In the Treasurer's absence, payments will be made by the President or Vice-President and reported at the next regular Board meeting;
 - d. Deliver the most recent annual report to the Florida Department of State;
 - e. Provide the accountant with the materials needed to complete IRS returns; and,
 - 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. 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.
2. All checks and drafts drawn on banks or other depositories of 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

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

a. Membership - To recruit new and retain current Association members, and maintain an active membership base for the Association, including but not limited to, renewal and reminder information, membership literature, annual membership identification items, and planning and conducting member-only events.

b. Communications - To use appropriate media to improve awareness of the Association and the Refuge and their missions and goals to the general public, stakeholders, potential partners, funders, donors, members and potential members.

c. Fundraising - To develop and implement a plan to raise funds to accomplish the Association's mission of support to the St. Marks National Wildlife Refuge. The Fundraising Committee shall include such subcommittees as may be necessary to facilitate its work, such as Major Gifts, Endowments, Annual Giving, Lighthouse, Grants and Other Fundraising.

d. Nature Store - To recruit and appoint the store manager; advise and assist the manager in the operation of the store; and establish store policies and procedures.

e. Finance - To advise and assist the Treasurer, to oversee the budgeting process and financial planning, develop useful and readable financial reports, establish internal controls and accountability policies, oversee audit and IRS 990, and oversee cash management and investment practices.

f. Executive - The duly elected officers of the board shall constitute an Executive Committee with the authority to take action on matters in which a delay until the next scheduled board meeting could present a hardship or loss of opportunity in the event of delay. These decisions could include emergency expenditures or contractual agreements. Such decisions would be reported at the next scheduled board meeting.

2. The President and Board may from time to time establish ad hoc committees to accomplish such work and for such periods as determined necessary by the Board of Directors.

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 have received the proposed revisions or amendments at least thirty (30) days prior to such meeting.

These amended By-Laws were adopted by membership vote on _____, 2016.

President
Mary Smallwood

Secretary
Melissa C. Jacoby

CORPORATE SEAL



SMRA Bylaws
Revised as of April 16, 2016 and adopted _____, 2016