

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. The leadership of the Association hereafter are referred to as the "Board" or the "Board of Directors." Individual members of the Board of Directors are referred to as "Director." Contributors to the Association are referred to as "Members".

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 and
2. 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

FRIENDS

1. Any individual or organization accepting the purpose of the Association, and who donates \$10 dollars or more in a 12-month period, are considered a Member. Additional donation levels and group names may be proposed by the Membership Communications Committee and voted on by the Board of Directors. Previous Life Memberships shall not expire.
2. Any Member who has made a donation of \$10 dollars or more within the fiscal year is considered to be in good standing and will be eligible to participate in the Annual Meeting and to vote on any matter put before them at that meeting. Members may serve on any of the Association's elected or appointed positions.

ARTICLE IV

ANNUAL MEETING

1. There will be at least one Annual Meeting of the Association held 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 either by U.S. mail or electronically to each member at least 15, but no more than 30, days prior to the meeting. The Annual Meeting may be held virtually.
2. Additional Association meetings may be called by the Board of Directors or by a petition signed by 25% of the Members in good standing, with written or electronic notice to Members at least 15 days prior to the meeting stating the purpose of that meeting.

ARTICLE V

BOARD OF DIRECTORS

1. A governing board, referred to as the Board of Directors, will consist of at least five and up to fifteen Directors. Each Director will serve a term of three years. Directors may be re-elected one time to serve up to two consecutive terms for a total of 6 years. After one year off the Board the individual may run for election again. If a Director resigns before their term is up, the Board may appoint someone to fill the term. That person will be part of the slate of Directors to be confirmed by the Members at the next Annual Meeting. That person will be eligible for two three-year terms. It is the responsibility of the Board Secretary to maintain a record of the terms of each Director and the year of term expiration. Whenever possible terms for Directors should be staggered.

2. The Executive Committee, the make-up of which is set out in Article IX of these By-Laws, will present to the Members in attendance at the Annual Meeting its list of Directors for confirmation. Additional candidates may declare themselves from the floor of the Annual Meeting prior to voting, but after the Board presents its list. All Directors presented for confirmation must be Association members.
3. Directors will be confirmed by a simple majority of Members in attendance at the Annual Meeting. In addition to Directors, designated representatives of the U. S. Fish and Wildlife Service, the Manager of the Nature Store, and the Immediate Past President may serve as ex-officio (non-voting) members of the Board.
4. The Board of Directors will:
 - 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 ensure the Association operates in a fiscally responsible manner.
 - d) Monitor Association financial operations to ensure accurate records of all income, expenditures and transactions are kept.
 - e) Establish an annual budget, authorize spending, and require reporting for expenditures.
 - f) Oversee the operation of the Nature Store, consistent with the Association's 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 by-laws; and;
 - g) Perform other duties expressed or implied in these articles.
5. The Board of Directors shall meet at least quarterly each year. If a majority of the Directors present, it shall constitute a quorum. All Board meetings are open to all Association Members. Special meetings may be called by any two Directors with at least 3 working days electronic notice to the other Directors. Affirmative agreement of a majority of the Directors, contacted by the President via phone, email, or other personal contact, may also constitute approval to schedule a meeting. Official minutes shall be recorded for all such meetings.
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 the Standard Code of Parliamentary Procedure. 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 Directors present and voting. The affected Director shall be afforded an opportunity to represent himself/herself at that meeting.

8. Any Director who has missed 3 regular or special Board meetings in any fiscal year, without prior approval or notification will be determined to have resigned from the Board, following consultation with the President

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 and voted upon 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 by the Board at the earliest possible opportunity.

2. Duties of the President:

- a. Preside at all meetings of the Association;
- b. Assign specific responsibilities to Directors; and,
- c. Carry out any additional duties designated by the Board of Directors usual to that office.

3. Duties of the Vice-President:

- a. Assume the duties of the President in their absence;
- b. Assist the President when requested;
- c. Coordinate Board orientation, training, Board review activities; and,
- d. Carry out any additional duties designated by the Board of Directors usual to that office.

4. Duties of the Secretary:

- a. Maintain electronic copies of appropriate documents including the following:
 1. A copy of the current version of the By-laws with Articles and all current amendments,
 2. The minutes of all meetings and 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 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. Establish internal controls and accountability policies, oversee financial reviews and audits and the preparation of the IRS 990, and oversee cash management and investment practices;
 - c. Ensure accurate reporting on the financial status of the organization at all regular Board of Directors meetings and at the Annual Meeting;
 - d. 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 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. If with cause, 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 including but not be limited to:
 - a. Communications/Friends Support Committee responsibilities include but are not limited to using appropriate media to improve awareness of the mission and goals of the Association and the Refuge through contact with the general public, stakeholders, potential partners, funders, donors, and current and potential Members; recruiting new, and retaining current Members through renewal and reminder information, annual identification items, planning; and conducting events and other activities to expand the number of Members.
 - b. Development Committee responsibilities include but are not limited to developing a plan to raise funds to accomplish the Association's mission in support of the St. Marks National Wildlife Refuge. The Development Committee may include but not be limited to subcommittees as may be necessary to facilitate its work, such as Major Gifts, Endowments, Annual Giving, Lighthouse, and Grants.
 - c. Nature Store Committee responsibilities include but are not limited to recruiting and appointing the store manager; advising and assisting the manager in the operation of the store; establishing store policies and procedures; and advising on items sold in the Nature Store.
 - d. Finance Committee responsibilities include but are not limited to advising and assisting the Treasurer to oversee the budgeting process and financial planning; developing useful and understandable financial reports; establishing internal controls and accountability policies; overseeing audit and IRS 990 preparation and submission;

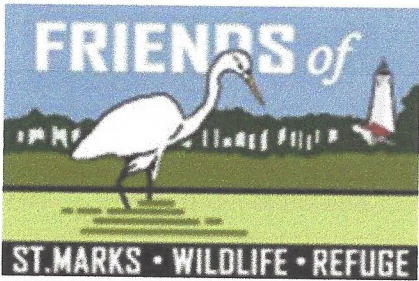
- and, overseeing cash management and investment practices.
- e. Executive Committee consists of the officers of the Board who shall have the authority to act on matters in which a delay, until the next scheduled Board meeting, could present a hardship or loss of opportunity. These decisions could include emergency expenditures or contractual agreements. Such decisions shall be reported at the next scheduled Board meeting.
- f. Governance Committee responsibilities include but are not limited to reviewing the quality of performance of the Board as a whole and of individual Board members; cultivating, vetting, and recommending prospective Board members as candidates for election by the Board; assessing training needs; reviewing and recommending changes to the By-Laws or policies; and, providing orientation to new Board members. At least half of the Governance Committee should be members of the Board of Directors.
- g. The President and Board may from time to time establish ad hoc committees to accomplish such work and for periods as determined necessary by the Board of Directors.
- h. Each committee, whenever possible, shall be chaired by a Director.

ARTICLE X
AMENDMENTS

These By-Laws may be amended by the Board of Directors who shall have received the proposed revisions or amendments electronically at least 15 days prior to that meeting. If unforeseen events prevent holding a physical meeting, voting can be held virtually with Directors provided at least 15 days electronic notification.


 _____ President

CORPORATE SEAL



SMRA Bylaws, Revised and adopted _____

