

# **FRIENDS OF BOMBAY HOOK, INCORPORATED BY-LAWS**

## **Article I – Name**

The name of this organization shall be Friends of Bombay Hook, Incorporated.

## **Article II – Definition and Location**

The Friends of Bombay Hook (Friends) shall operate in conjunction with the Bombay Hook National Wildlife Refuge (hereinafter designated as BHNWR) and under a Memorandum of Agreement with the U.S. Fish and Wildlife Service. Friends shall be based in the Visitor’s Center, Bombay Hook National Wildlife Refuge, 2591 Whitehall Neck Road, Smyrna, Delaware, 19977.

The fiscal year of the Friends of Bombay Hook is October 1 through September 30.

## **Article III – Purposes**

The primary purposes of Friends shall be to support and to enhance the educational and recreational programs at BHNWR, to assist BHNWR by providing volunteer services and financial support, and to serve as a link between the public and BHNWR.

Friends shall assist with promoting the objectives of BHNWR, the National Wildlife Refuge System, and the U.S. Fish and Wildlife Service by supporting public educational and recreational uses of BHNWR and by supporting protection of indigenous wildlife and the maintenance of natural habitats. Additionally Friends shall assist BHNWR with the maintenance and exhibition of the Allee House, a National Historic Landmark, located on BHNWR.

Financial and material contributions to BHNWR shall be derived from the organization’s membership dues, from income generated by the Refuge Store located in the Visitor’s Center, from grant and gift income generated by Friends, and from corporate and individual sponsors of Friends activities.

## **Article IV – Refuge Store**

The Refuge Store, managed and operated by Friends, shall be located in the Visitor’s Center. The Refuge Store shall sell to the public such merchandise as recommended by the Refuge Store Manager and approved by Friends Board of Directors. The Friends Board of Directors shall establish pricing policies for merchandise sold in the Refuge Store or delegate that responsibility to the Refuge Store Manager.

## **Article VI – Members**

Either upon payment of dues as required herein or upon election by the Friends Board of Directors as a nonvoting honorary member, any individual or organization that approves of the purposes of Friends and is willing to assist in attaining its objectives may be a member, regardless of race, creed, ethnic background, disability, sex, or national origin.

### **A. Membership Dues**

The membership dues for each class of membership shall be paid annually except for Life Memberships. The Friends Board of Directors shall establish the dues for each class of membership and any adjustments to such dues shall be reported by notice to the entire membership, but shall not require

approval by vote of the entire membership.

Payment of dues shall be made to the Treasurer of Friends, to the Friends Membership Chair, or to such duly authorized representative as shall be determined by the Friends Board of Directors.

### **B. Membership Termination**

Any membership may be terminated by unanimous vote of the Board of Directors for conduct unbecoming a member or for other justifiable cause. The member in question shall be given full opportunity to hear and reply to charges and reasons for such action.

Any member whose dues are more than ninety (90) days in arrears, shall have his/her membership rescinded automatically. In such case no notice of the termination is required.

### **Article VII – Membership Meetings**

Friends shall hold a general meeting of the membership each year for the purpose of reporting to the membership actions taken by the Friends Board of Directors in the preceding year and for the election of officers and at-large members of Friends Board of Directors. The Friends Board of Directors may call, at its discretion, additional general meetings of the membership.

Special meetings of the membership shall be held at the call of the President of Friends or at the signed written request by a majority of Friends Board of Directors.

The membership whose dues are current at the time of a meeting announcement shall be provided notice of all general and special meetings of the membership, to be mailed, emailed or posted on the Friends web site at least fourteen (14) days prior to the date of such meeting. In the event of special meetings, the notice shall contain a statement specifying the purpose(s) of said meeting. No action may be taken at such special meeting on any matter not specified in the notice for the special meeting.

Those voting members present at a special or general meeting of the membership shall be sufficient to constitute a quorum for the conduct of any business that may come to a vote at that meeting.

### **Article VIII – Board of Directors and Officers of the Corporation**

Friends shall be governed by a Board of Directors that shall consist of four (4) members at large, the Immediate Past President, and the following Officers: President, Vice President, Secretary, Treasurer, Development Chair, and Membership Chair.

Members of Friends Board of Directors must be voting members in good standing of Friends.

The Board of Directors may adopt policies and programs designating certain donors or volunteers “members” with certain privileges, but governance of the corporation rests exclusively with the Board of Directors.

The governance of Friends of Bombay Hook and shall be entrusted to the Board of Directors. The Board of Directors shall define the policies and monitor their implementation. In addition to the power and authority expressly conferred upon it by these Bylaws, the Board shall take all such actions as necessary for nonprofit organizations under applicable laws; but subject, nevertheless, to the laws of the State of Delaware, and the provisions of the Articles of Incorporation of Friends of Bombay Hook.

The Immediate Past President shall serve as a member of the Board of Directors so long as his/her successor continues as President.

The Friends Board of Directors, at its discretion, may combine, delete, or add committees, committee chairs, or such other positions as are deemed necessary to carry out specific functions in order to achieve the objectives of Friends and to carry out its programs.

The Friends Board of Directors shall have responsibility for the general management of the affairs and property of Friends. It shall perform all duties set out in these By-Laws and carry out all other legal duties necessary for the proper functioning of Friends, whether or not specifically identified in these By-Laws.

#### **A. Quorum and Voting – Board of Directors**

At any meeting of Friends Board of Directors, the presence of five members shall constitute a quorum.

Unless stated otherwise in the Articles of Incorporation, the Memorandum of Agreement, or these By-Laws, a simple majority of those present shall be sufficient to approve a motion or take any other action.

#### **B. Empowerment – Board of Directors**

Friends Board of Directors is empowered to promulgate and enforce regulations governing any activity conducted under the direct or implied sponsorship of Friends.

#### **C. Terms of Office – Board of Directors and Officers of the Corporation**

Members of Friends Board of Directors, including officers and at-large board members, shall hold office for terms of two (2) years, beginning immediately following their election at the general meeting of the membership held annually, with the exception of the Refuge Store Manager, who shall be an appointee of the Board of Directors. They shall fill the two-year term of office and shall continue in office if reelected or until their successors have been elected and installed.

Any member of the Friends Board of Directors may be terminated by unanimous vote of the Board of Directors for conduct unbecoming a member or for other justifiable cause. The member in question shall be given full opportunity to hear and reply to charges and reasons for such action.

#### **D. Meetings of the Board of Directors**

Regular meetings of Friends Board of Directors shall be held at the call of the President and shall be announced at the last previous regular meeting of the board.

Regular meetings of Friends Board of Directors are open meetings unless otherwise specified and announced by the President of Friends. All members of Friends are welcome to attend meetings of the Friends Board of Directors but are not permitted to vote.

The Friends Board of Directors can handle business between meetings by communication via email or phone.

Special meetings of the Friends Board of Directors may be called at the discretion of the President of Friends or upon written and signed petition by at least three (3) members of the Friends Board of

Directors. Notice of a special meeting shall be mailed, emailed or posted on the Friends web site to members of the Friends Board of Directors at least fourteen (14) days prior to the date of such meeting unless the board can agree to a shorter term, and shall include a statement of the purpose or purposes of the special meeting. No action may be taken at a special meeting on a matter not designated in the notice without the unanimous approval of the Friends Board of Directors.

A member of the Friends Board of Directors who is absent from three consecutive regular meetings of the Friends Board of Directors without a justifiable excuse that is accepted and approved by the other members of Friends Board of Directors shall be deemed to have abandoned his/her position and shall have his/her membership on the Friends Board of Directors terminated and a replacement elected.

#### **E. Vacancies on the Board of Directors**

Vacancies on the Friends Board of Directors that occur for any reason shall be filled by the Friends Board of Directors at the next regular meeting following the occurrence of the vacancy or at a special meeting called for that purpose.

Those elected to fill such vacancies by the Friends Board of Directors shall complete the remaining term of office of the vacated position.

#### **Article IX – Duties of the Officers of the Corporation**

**President** The President is the chief executive officer of Friends. The President shall preside at all general and special meetings of the membership and at all regular and special meetings of the Friends Board of Directors.

The President shall appoint special and *ad hoc* committees as the need arises. The President may assign duties to standing, special, and *ad hoc* committees and shall give direction to other officers of Friends as necessary to achieve the purposes of Friends and to implement actions approved by the Friends Board of Directors.

The President shall represent Friends and shall act as liaison with BHNWR, the Cooperative Association Coordinator, and the BHNWR Manager, as well as with the Regional Office and other offices of the National Wildlife Refuge System and the U.S. Fish and Wildlife Service, and such other organizations and agencies, public and private, as may be required.

**Vice President** The Vice President shall perform the duties of the President in his/her absence.

The Vice President shall perform such other duties as may be assigned by the President or the Friends Board of Directors.

**Secretary** The Secretary shall keep the minutes of all general and special meetings of the membership and all regular and special meetings of the Friends Board of Directors. The Secretary also shall handle all official correspondence of Friends under the direction of the President.

The Secretary shall maintain and preserve all records of Friends.

The Secretary shall perform such other duties as may be prescribed by the President or the Friends Board of Directors.

Should the President and Vice President be absent from meetings of the membership or the Friends Board

of Directors, the Immediate Past President shall preside at such meetings.

**Treasurer** The Treasurer shall keep accurate records of the financial transactions of Friends.

The Treasurer shall prepare and render a quarterly financial report and shall make such other reports of the financial standing of Friends, as called upon, at general and special meetings of the Friends membership and Board of Directors.

The Treasurer shall be the custodian of moneys held in Friends accounts; the Treasurer, or his/her designee, shall receive and deposit revenues; the Treasurer, upon proper documentation and confirmation, shall authorize and disburse payments for goods, services and liabilities incurred by Friends. The Treasurer may issue and sign checks in the regular course of business drawn on Friends' accounts in an amount not exceeding five hundred dollars (\$500.00). Checks drawn on Friends' accounts in amounts exceeding five hundred dollars (\$500.00) shall require dual signatures of the Treasurer and a second person who is a member of the Friends Board of Directors.

The Treasurer shall make sure that fiscal operations are in accordance with accepted business practices, utilizing purchase orders, receipts, invoices, and inventory records, and shall determine that Friends is in compliance with the Standard Accounting System for Cooperating Associations, as mandated by the U.S. Fish and Wildlife Service. The Treasurer also shall determine that Friends fiscal practices are in accordance with Internal Revenue Service regulations for not-for-profit organizations. The Treasurer shall advise the Friends Board of Directors on these matters as necessary.

The Treasurer shall file or have filed reports as may be required by the Internal Revenue Service and other government agencies in a timely fashion.

**Membership Chair** The Membership Chair, who is an officer of Friends, shall supervise, produce and edit a membership roster each year and maintain an accurate and current membership list. The Membership Chair shall distribute the membership roster as directed and will provide mailing lists as needed.

The Membership Chair shall serve a two-year term and shall be elected at the annual meeting of the membership unless, at the discretion of the Friends Board of Directors, this position and the associated duties are assigned and combined with those of the Secretary.

**Development Chair** The Development Chair, who is an officer of Friends and serves a two-year term, may head a Development Committee that may be appointed at the discretion of the President. The primary duty and responsibility of the Development Chair and, if appointed, the Development

Committee shall be to plan and implement strategies for fund raising through gifts, grants, and other contributions from corporations, businesses, and individuals.

Additionally, the Friends Board of Directors may assign the Development Chair and his/her committee responsibility for planning and implementation of strategies for (1) increasing membership in Friends and (2) increasing participation by members in the activities of Friends.

**Refuge Store Manager** The Refuge Store Manager shall oversee the operation of The Refuge Store and shall manage order, inventory, and sales records in accordance with accepted business practices; shall research and recommend merchandise for sale in the store; shall make purchases of approved items and maintain adequate inventories; shall implement training of individuals who staff the Refuge Store; and shall deposit store revenues following procedures established by the Treasurer.

## **Article X – Nominations and Elections**

A Nominating Committee shall consist of no fewer than three active members of Friends and shall be appointed by the President. This committee shall present a slate of candidates for positions on Friends Board of Directors, officers and at-large board members, whose terms will expire at the general meeting of the membership.

In addition to candidates placed in nomination by the Nominating Committee, any member of Friends in good standing may make nominations from the floor. All nominations must receive a second by a Friends member in good standing in order to be placed on the ballot.

## **Article XI – Adoption of By-Laws; Amendments to By-Laws**

For adoption, By-Laws require approval by a two-thirds majority of the members of Friends present voting at a general meeting of the membership or a special meeting of the membership.

Amendments to By-Laws can be made at any general meeting of the membership or at a special meeting called for this purpose. Proposals to amend By-Laws must be submitted in writing and signed by three members of Friends at least fourteen (14) days prior to the general or special meeting of the membership at which the proposed amendments are to be considered. A two-thirds majority of those present at the meeting is required for approval of a motion to amend the By-Laws.

### Revision History

3/31/2016

4/25/03

Approved at the Annual Meeting of the Membership, 6/21/03

Revised at the Annual Meeting of the Membership, 6/19/04, to add new membership class

Edited 9/21/07 (JTM)

Approved at the Annual Meeting of Membership, 6/8/13, to make the Refuge Store Manager a voting member of the Board of Directors

Revised at the Annual Meeting of the Membership, 6/11/16