

FRIENDS OF THE BOSQUE DEL APACHE NATIONAL WILDLIFE REFUGE, INC.

SAN ANTONIO, NEW MEXICO
BYLAWS

ARTICLE I: INCORPORATION & OPERATION

SECTION 1: NAME

The name of the Organization is THE FRIENDS OF THE BOSQUE DEL APACHE, INC., hereafter (Friends).

SECTION 2: INCORPORATION

The Organization was incorporated in the State of New Mexico on November 24, 1993.

SECTION 3: OPERATION

The Organization operates as required by the State of New Mexico and under the authority of the National Wildlife Refuge System Administration Act and the Refuge Recreation Act and maintains a relationship with the Bosque del Apache National Wildlife Refuge in accordance with the United States Fish and Wildlife Service rules and regulations as outlined in the USF&WS Refuge Manual and in the Memorandum of Agreement between itself and the Regional Director, USF&WS, Department of the Interior.

SECTION 4: TAX STATUS

The Friends is organized exclusively for charitable, educational and scientific purposes under Section 501 (c) (3) of the Internal Revenue Code. No part of the net earnings of the Friends shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Friends shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Friends shall be disseminating propaganda, or otherwise attempting to influence legislation, and the Friends shall not participate in, or otherwise intervene in (including the publishing or distribution of statements) any political campaign on behalf of a candidate for public office. Notwithstanding any other provision hereof, the Friends shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section(s) of future Federal Tax Code, or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding sections of future Federal Tax Code.

ARTICLE II: PURPOSE

The purpose of the Organization is to support the Bosque del Apache National Wildlife Refuge, hereafter (Refuge), and to promote appreciation and conservation of wildlife and habitat through environmental education and natural history experiences at the Refuge.

ARTICLE III: MEMBERSHIP

SECTION 1: ELIGIBILITY

All persons interested in the aims of the Friends and of the USF&WS shall be eligible for membership.

SECTION 2: DUES

Members will be considered in good standing upon completion of a membership application and payment of annual dues as set forth from time to time in the Operation Manual by the Board of Directors.

SECTION 3: VOTING

All members in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 4: TERMINATION

PART A: Upon submission of a resignation to the Board of Directors a membership shall be terminated.

PART B: Any member whose annual dues remain unpaid for three months shall be deemed to have resigned upon the due date thereof.

PART C: The Board of Directors may expel any member from the Friends for reasonable cause. The member shall first be notified at least thirty (30) days before the intent to expel, and be offered an opportunity to address the Board of Directors. A two-thirds affirmative vote of the Board of Directors is required for expulsion.

ARTICLE IV: MEETINGS

SECTION 1: ANNUAL MEETING

The annual meeting shall be held upon call of the President in order to elect Directors-at-Large and Officers and to transact such other business as can lawfully come before the Membership.

SECTION 2: SPECIAL MEETINGS

Special meetings of the membership may be called by the President, at the request of a majority of the Board of Directors, or on written application of five percent of the membership. The call for a special meeting shall set forth the purpose of such meeting. Notice thereof shall be given to all members at least ten days prior to the time and place of such meeting and no business shall be transacted except that specified in the notice.

SECTION 3: MEETING LOCATION

All meetings of the Friend shall be at a place designated by the Board of Directors.

SECTION 4: NOTICE

Notice to all meetings shall be given by mail, or with the consent of the intended recipient by electronic or other means.

SECTION 5: QUORUM

The lesser of thirty (30) members or five (5) percent of the membership of the Friends shall constitute a quorum at any annual or special meeting of the Friends.

SECTION 6: PROCEDURE

The procedure at all meetings of the Friends shall be governed by *Robert's Rules of Order*, except where superseded by these Bylaws.

ARTICLE V: BOARD OF DIRECTORS

SECTION 1: COMPOSITION

The Board of Directors, hereafter (Board) shall consist of the officers of the Friends and four (4) to ten (10) Directors-at-Large plus a non-voting representative of the USF&WS, who will serve as Advisor and Liaison between the Refuge and the Friends.

SECTION 2: TERMS

Term of service as a director of the Board is two years. No director of the Board may serve more than two consecutive two year terms, exclusive of terms as an officer of the Board.

SECTION 3: DUTIES

The Board shall have the general management of the affairs, funds records and property of the Friends. It shall act on all matters of policy, may in its discretion, fill vacancies in its membership until the next annual meeting and shall perform such other duties and have such other responsibilities as the members in annual or special meetings may prescribe. The Board, by a vote of not less than two-thirds of its directors voting thereon, shall recommend an annual budget for approval by the membership of the Friends.

SECTION 4: MEETINGS

The Board shall meet at a minimum once every two months. In addition the Board may meet at the call of the President or by petition of four of its directors. Meetings may be conducted electronically.

SECTION 5: QUORUM

A simple majority of the Board shall constitute a quorum.

SECTION 6: VOTING

Each director of the Board shall have only one vote on any matter submitted to a vote of the Board. Directors may vote by electronic means and such votes shall be counted by the Secretary or his designee.

SECTION 7: ABSENCES

The office of any Director who is absent without adequate excuse from three consecutive regular meetings of the Board may be declared vacant by the Board.

ARTICLE VI: OFFICERS

SECTION 1: COMPOSITION

The officers of the Friends shall be President, Vice-President, Secretary, and Treasurer. The immediate Past-President, as President Emeritus, shall serve as an Honorary Director of the Board in a

non-voting, advisory capacity for the two years following the conclusion of his service as President. In addition, during the second year of a President's term, a President-Elect, who may, but need not, concurrently hold another office, shall be an additional officer. Officers may not be elected to more than two consecutive terms.

SECTION 2: ELECTION

The election of officers shall be by plurality vote and each officer shall serve until a successor takes office. Officers of the Friends shall be members of the Friends in good standing.

SECTION 3: TERMS

PART A: Directors-at-Large and Officers shall be elected at the annual meeting and shall serve for a term of two years or until their successors have been duly elected. All Officers and Directors may be re-elected for one additional term, or until a successor is elected. The two year terms of Officers and Directors shall be staggered, half to be elected each year in order to establish and maintain continuity. After serving two consecutive terms, an Officer may be eligible for election as a Director-at-Large.

PART B: A voting Board Director shall submit to the Board a written letter of resignation if his need to resign from Board duties should occur before the expiration of the Director's term.

SECTION 4: DUTIES

PART A: PRESIDENT

The President shall be the principal executive officer of the Friends and shall, subject to the direction of the Board, supervise and control all of the business and affairs of the Friends. The President shall preside at all meetings of the members and of the Board. The President shall have such other powers and duties as are usually incidental to such office, and as may be vested in him by these bylaws, or by the Directors. The President of the Friends shall act as chairperson at all Friends, Board, and Executive Committee meetings, shall appoint chairpersons of committees, and may call special meetings of the Board and the Friends.

PART B: VICE-PRESIDENT

The Vice-President shall perform the President's duties and powers when the President is absent, or in the event of the President's inability to act, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. The Vice-President shall perform such other duties as may be assigned to him from time to time by the President or the Board.

PART C: SECRETARY

The Secretary shall record the votes, keep the minutes of all meetings and proceedings of the Friends and the Board. The Secretary shall keep appropriate records of the status of, and contact information of all Members, be responsible for all correspondence and serve notice of all meetings. The Secretary shall have such other powers and duties as are usually incident to such office, and as may be vested in him by these bylaws, or by the Directors. In the absence of the Secretary a Temporary Secretary, designated by the person presiding at a meeting, shall perform the duties of taking minutes at such meeting.

PART D: TREASURER

The Treasurer shall, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of the Friends, and 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 at each Annual Meeting of the Friends, at each Board meeting, and at such other times as the Directors shall determine. The Treasurer shall maintain custody of all funds, securities and valuable documents of the Friends, except as the Directors may otherwise provide. The Treasurer shall cause an annual audit, review or compilation to be performed by a Certified Public Accountant as required by the U.S. Fish & Wildlife Service (when such audit, review, or compilation is required), prepare an annual budget for approval by the Board of Directors and shall have such other powers and duties as are usually incident to his office, and as may be vested in him by these bylaws or from time to time designated by the Board. The Treasurer shall be responsible for the financial operations of the Friends, including, but not limited to superintending Friend's funds, acting as disbursing agent as authorized by the Board, monitoring budget compliance, implementing audit recommendations, supervising dues collection, developing and supervising financial operating procedures, and preparing financial reports and other duties as requested.

PART E: OTHER MATTERS

The President, with the approval of the Board, may (i) assign additional duties and responsibilities to any officers and (ii) shall determine the duties and responsibilities of the President – Elect. In the event of a vacancy in any office, other than President or President-Elect, the President shall appoint a replacement, with the approval of the Board, to serve until the election of a successor at the next annual meeting. Such appointment shall not be counted in determining the number of terms to which such individual may thereafter be elected under Section 3 of this Article.

PART F: REMOVAL

Any Officer or Director may be removed by the Board whenever in its best judgment the best interests of the Friends would be served thereby, whenever an Officer or Director misses three (3) unexcused Board Meetings in a row, or when any Officer or Director refuses to perform his duties as outlined in these Bylaws.

PART G: LIABILITY AND INDEMNIFICATION INSURANCE

SUBPART 1: Each Director and Officer of the Friends now or hereafter serving as such, shall be indemnified by the Friends against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such Director or Officer; and the Friends shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his own intentional misconduct, knowing violation of law, authorization of illegal distributions or loans to Directors or Officers or any transaction from which a Director or Officer will personally benefit in money, profit or services to which the Director or Officer is not legally entitled. All officers and employees of the Friends shall be covered by a blanket fidelity bond, the cost to be borne by the Friends. The Friends shall also maintain a policy of directors' and officers' liability insurance in such amount as the Board shall approve.

SUBPART 2: The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any Director or Officer of the Board may otherwise be entitled by law.

ARTICLE VII: COMMITTEES

SECTION 1: STANDING COMMITTEES

PART A: EXECUTIVE COMMITTEE

There shall be an Executive Committee consisting of the Officers of the Board. The creation of this Committee is for the purpose of focusing on problems within the Friends and recommending solutions to the Board for its approval and subsequent action. Minutes of this Committee shall be made available to Directors on a timely basis.

PART B: NOMINATING COMMITTEE

There shall be a Nominating Committee consisting of three (3) members elected by the Board. The terms of the member of this Committee shall be two (2) years, which are staggered so that the term of at least one member shall expire each year. The Nominating Committee shall propose candidates for the Board and Officers for election at the Annual Meeting.

SECTION 2: APPOINTED COMMITTEES

PART A: The President shall establish all other committees as he deems necessary, or as recommended by the Board. The President shall appoint the associated Committee Chairpersons, with the concurrence of the Board. Committees shall terminate upon completion of the project or at the direction of the President, with the concurrence of the Board.

PART B: All Committee Chairpersons shall submit their resignations for consideration by a newly elected President.

PART C: The President or his designee shall serve as an Ex-Officio member of all committees.

ARTICLE VIII: AMENDMENTS

Power to repeal or to amend these Bylaws, and to adopt additional bylaws, is vested in the Board. Changes in these Bylaws, or the adoption of additional bylaws, may be made at a regular or at a special meeting of the Board. Repeal or amendment of these Bylaws, or adoption of additional bylaws, requires a simple majority of those Directors voting on the proposed repeal, amendment or adoption of additional bylaws.

ARTICLE IX: CONFLICT OF INTEREST

No Director, officer, employee, or committee member of the Friends of the Bosque del Apache National Wildlife Refuge, Inc. (Friends) shall use his or her position, or the knowledge gained there from, in such a manner that a conflict between the interest of the Organization or any of its affiliates (i.e., the Nature Store and the Festival of the Cranes) and his or her personal interests arises. Each Director, officer, employee, and committee member has a duty to place the interest of the Friends first in any dealings with the Friends, and has a continuing responsibility to comply with the requirements of this policy. The conduct of personal business between any director, officer, employee, or committee member and the Friends and any of its affiliates is prohibited unless first fully disclosed and then only if approved by

the Board. Directors, officers, committee members, or employees may not obtain for themselves, their relatives, or their friends a material interest of any kind from their association with the Friends.

ARTICLE X: DISSOLUTION

Upon the dissolution of the Friends, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code or shall be distributed to the Federal government or to a state or local government for a public purpose.

ARTICLE XI: APPLICATION

SECTION 1: APPLICATION

The above described Bylaws apply to the Articles of Incorporation of the Friends of Bosque del Apache National Wildlife Refuge, Inc., which were filed with the New Mexico State Corporation Commission on November 12, 1993. The Bylaws in this document replace and supersede the amended Bylaws of the Friends of Bosque del Apache national Wildlife Refuge, Inc., which were filed with the New Mexico State Corporation Commission on November 12, 1993. These Bylaws became effective by proclamation of the Friends Board on February 1, 2009.

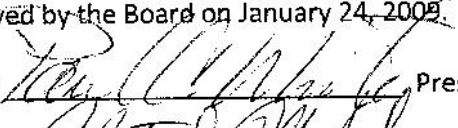
SECTION 2: REFERENCE


Any reference to the male gender included in these Bylaws shall be deemed to apply equally to either the male or female gender.

ARTICLE XII: RECORDS

A copy of the Articles of Incorporation, the Bylaws, the minutes of official meetings and the financial reports are retained by the Friends by the Secretary and they are available for inspection by any member.

Approved by the Board on January 24, 2009.

Signed  President

Signed  Secretary