

# COALITION OF REFUGE FRIENDS AND ADVOCATES BYLAWS

## ARTICLE I – NAME

- 1.1 Name: The name of the organization is: Coalition of Refuge Friends and Advocates, also known as CORFA. CORFA is a corporation, incorporated in the State of Virginia.

## ARTICLE II – PURPOSE & MISSION

- 2.1 Purpose: The purpose of CORFA is to foster a network of nonprofit organizations supporting the National Wildlife Refuge System and the National Fish Hatchery System. These non-profit organizations are often known as Friends.
- 2.2 Nonprofit: CORFA shall at all times be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise shall be devoted to said purposes.
- 2.3 Mission: CORFA is a grassroots organization whose mission is to foster a network of Friends organizations supporting each other and the National Wildlife Refuge System.

## ARTICLE III – MEMBERSHIP

- 3.1 Membership: Membership shall consist of the Board of Directors.

## ARTICLE IV – DIRECTORS

- 4.1 Governance: The governance of CORFA is and shall be entrusted to the Board of Directors that shall define the policies and monitor their implementation. In addition to the power and authority expressly conferred upon it by these bylaws, the Board of Directors shall take all such actions as necessary for nonprofit organizations under applicable laws: but subject, nevertheless, to the laws of the State of Virginia.
- 4.2 Board Size: The number of directors of the organization shall not be less than 5 nor more than 15.
- 4.3 Initial Board of Directors Terms of Office: At the first annual meeting following the adoption of the bylaws the members of the Board of Directors shall be divided into three (3) classes as nearly equal as possible - 1/3 of the directors shall hold a term of one year, 1/3 for two years, and 1/3 for three years, to be determined by the directors.

- 4.4** Election of Directors: The Board of Directors are responsible for the selection of candidates for election to the Board of Directors. The election of candidates to the Board of Directors shall normally take place at the annual board meeting, as established by the Board of Directors, but may be elected at any regular meeting. Election of a director shall require the affirmative vote of a majority of the entire Board. A director shall take office at the close of the meeting at which he or she was elected.
- 4.5** Terms of Office:
- 4.5.1** Each director shall be elected to a term of three years. A director's term shall expire: (a) at the close of the third annual meeting after his or her election, if he or she was elected at an annual meeting; or (b) at the close of the next annual or regular meeting, whichever occurs first, that closes on or after the third anniversary of his or her taking office, if he or she was elected other than at an annual meeting. A director elected to fill a vacancy resulting from a resignation or death shall serve until the end of the predecessor's term.
- 4.5.2** No director shall serve more than two (2) consecutive terms as a member of the Board of Directors with the exception of a director serving on the Executive Committee, whose term may be extended by a majority vote of the Board. After a one-year absence from the Board a former director may be considered for re-election to the Board.
- 4.6** Resignation: Any director may resign at any time by delivering written notice to the President or the Secretary.
- 4.7** Vacancies: Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the remainder of the unexpired term of their predecessor. Any director appointed by reason of an increase in the number of directors shall have their initial term determined by the Board of Directors.
- 4.8** Removal: The Board of Directors by a simple majority of the board may remove a board member with or without cause. Specific notice of the meeting for possible removal of a board member shall be stated in the agenda sent to all members of the Board of Directors not less than ten (10) days prior. All board removal actions shall take place at a regular or special meeting of the Board of Directors.
- 4.9** Compensation: Directors shall not receive any compensation for their services except to pay actual expenses incurred in the performance of their duties.
- 4.10** Policies: At a minimum directors shall be bound by the following policies as approved by the Board of Directors: Code of Conduct Policy, Conflict of Interest Policy, Policy Against Harassment, Whistle Blower Policy, Document Retention Policy.

## ARTICLE V – MEETINGS

- 5.1 Annual Meeting: The Board of Directors shall hold an annual meeting for the purpose of electing directors, reviewing past operations, approving the next year's program, and conducting such other business as shall come before the Board of Directors. The annual meeting shall be held in January at such date and time, as shall be decided by the Board and set forth in the notice of the meeting.
- 5.2 Regular Meetings: The Board of Directors meetings shall take place on a regular, bi-weekly basis, or as determined by the Board of Directors.
- 5.3 Special Meetings: Special meetings of the Board of Directors may be called at the request of the President and any two (2) directors. All board members shall be given notice of the special meeting no less than ten (10) days prior. Notice of a special meeting shall state the purpose or purposes of the meeting, and shall include the date, the time and the place.
- 5.4 Virtual Meetings: Members of the Board of Directors may participate in any meeting of the board in person, by means of a conference telephone call or via the internet in which all persons participating in the meeting can hear or otherwise communicate with each other. Participation in a meeting pursuant to the provisions of this subsection shall constitute presence in person at the meeting.
- 5.5 Agendas: The purpose of each meeting of the Board of Directors shall be stated in an agenda that will either be sent to each director prior to the meeting date or posted on a digital site accessible by the board members.
- 5.6 Quorum: A quorum for the transaction of business at any meeting of the Board of Directors shall consist of a simple majority of the current board members. All action taken at any meeting of the Board of Directors shall be determined by a majority vote of those present.

## ARTICLE VI – OFFICERS

- 6.1 Officers: The officers of CORFA shall include the President, Vice President, Treasurer and Secretary. In order to hold office candidates must be a current member of the Board of Directors.
- 6.2 Election and Term of Office: All officers shall be elected at the first properly convened meeting, whether regular or special, of the Board of Directors after the annual meeting, and will serve for a term of one year. Election of an officer shall require the affirmative vote of a majority of the entire Board. Directors shall normally serve no more than two (2) consecutive terms in any one office. The Board may appoint such other officers and agents as it may deem advisable. Despite the expiration of an officer's term as a director, an officer shall continue to serve until his successor is duly elected.

- 6.3** Officers Roles and Responsibilities: Officers of the Board of Directors shall have the following duties. Additional duties of board officers may be specified in further policy documents adopted by the Board of Directors.
- 6.3.1** President: The President shall preside over all meetings of the Board of Directors and is responsible for ensuring the integrity of the board process. The President shall perform all acts incidental to the office of the President, and shall have additional powers and duties as may be assigned by the Board of Directors. The President shall be an ex-officio member of all Standing Committees.
- 6.3.2** Vice President: The Vice President, in the absence of the President, shall have all powers and duties of the President. The Vice President shall perform other such duties as from time to time may be assigned to the Vice President by the Board of Directors.
- 6.3.3** Secretary: The Secretary shall keep minutes of all meetings of the Board of Directors and is responsible for the integrity of corporate records and documents. From time to time the Secretary may conduct official correspondence on behalf of the Board of Directors and shall perform such other duties as may be assigned by the Board of Directors.
- 6.3.4** Treasurer: The Treasurer shall sign checks and other financial instruments and is responsible for the integrity of financial records. The Treasurer shall prepare quarterly financial reports for board review, and annually propose a budget based on estimated revenues and expenditures.
- 6.4** Officer Vacancies: In the case of vacancy in the office of President, the Vice President shall succeed to the office for the unexpired term or until a new President is duly elected by the Board of Directors. In case of a vacancy in the offices of Vice President, Treasurer, or Secretary, the vacancy shall be filled for the unexpired term by the Board of Directors at any properly convened meeting, whether regular or special.

## **ARTICLE VII – COMMITTEES**

- 7.1** Standing/Ad Hoc Committees: At its discretion the Board of Directors may establish Standing or Ad Hoc Committees to make recommendations to the Board of Directors on all matters referred to them. Standing Committees act only with authority of the full board: the area of interest and membership of a Standing Committee shall be spelled out and adopted by the Board of Directors. Ad Hoc Committees may be created and appointed by the Board of Directors as it deems necessary. Such committees shall have their full purpose and scope of authority designated in policy adopted by the board.
- 7.2** Governance Committee: The Governance Committee shall be a Standing Committee and shall consist of at least two (2) members of the Board of Directors, shall be responsible for determining the priorities for board composition, identifying and recruiting potential board candidates, organizing ongoing education for the entire board and overseeing board evaluation activities.

## **ARTICLE VIII – RECORDS & RECORD KEEPING**

- 8.1 Records: The organization shall maintain complete and accurate records and shall keep minutes of the meetings of the Board of Directors. All records of the organization may be inspected by any director.

## **ARTICLE XI – FISCAL YEAR**

- 9.1 Fiscal Year: The fiscal year shall be from January 1 through December 31.

## **ARTICLE X – AMENDMENT OF BYLAWS**

- 10.1 Voting Process: These bylaws or any part of them may be amended, replaced or added to by a simple majority vote of the Board of Directors at any properly convened meeting, whether regular or special, at which a simple majority of the membership of the Board of Directors is present.
- 10.2 Notification: Notice of such intended action shall be stated in an agenda sent to all members of the Board of Directors not less than ten (10) days prior. Amendments shall be read at one meeting and acted on at the next properly convened meeting, whether regular or special.

## **ARTICLE XI – LIMITATIONS & RESTRICTIONS**

- 11.1 Limitation on Political Activities: No substantial part of the activities of CORFA shall consist of carrying on propaganda, or otherwise attempting to influence legislation (exempt as otherwise provided by Section 501(h) of the Internal Revenue Code), and CORFA shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- 11.2 Limitation on Private Inurement: No part of the net earnings of CORFA shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that CORFA 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 these articles.
- 11.3 General Limitation on Activities: Notwithstanding any other provision of these articles, CORFA shall not carry on any activities not permitted to be carried on by a corporation exempt from federal tax under Section 501(c)3 of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

## **ARTICLE XII – INDEMNIFICATION & INSURANCE**

- 12.1 Indemnification: In accordance with and subject to the provisions, limitations and

restrictions set forth by the State of Virginia the Coalition of Refuge Friends and Advocates shall indemnify and agree to indemnify its directors, officers, agents and volunteers, (the “Indemnified Parties”), who were, are or shall become, or are threatened to become a party to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding by virtue of the indemnified parties serving in any capacities for and on behalf of the organization.

- 12.2** Insurance: The Coalition of Refuge Friends and Advocates shall be authorized to purchase and maintain insurance or other security for or on behalf of the Indemnified Parties for any of the indemnification obligations by this Article.

### **ARTICLE XIII – DISSOLUTION CLAUSE**

- 13.1** Upon dissolution of the Coalition of Refuge Friends and Advocates, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses, any remaining assets shall be distributed to the National Wildlife Refuge Association or public agencies, organizations, corporations, trusts or foundations having like purposes and organized and operated exclusively for charitable, scientific, or educational purposes, no part of whose assets, income or earnings may be used for dividends or otherwise withdrawn or distributed to or inure to the benefit of any private individual and the activities of which do not include participation or intervention (including the publication or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c) (1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

**The foregoing Bylaws were adopted by the Coalition of Refuge Friends and Advocates on the \_\_\_\_\_ day of \_\_\_\_\_, 2020**

Signature \_\_\_\_\_ President

Name (Printed) \_\_\_\_\_

Signature \_\_\_\_\_ Secretary

Name (Printed) \_\_\_\_\_