

BYLAWS
OF THE
Friends of the Caddo Lake NWR, INC.

Article I. Name, Location, and Fiscal Year

1. The organization shall be a non-profit corporation known as Friends of the Caddo Lake NWR, Inc. and hereinafter called "Friends Group" ("Corporation").
2. The Corporation shall have a post office box in Karnack Texas. It shall conduct business and meet at places within Harrison County, Texas, or elsewhere as determined by the Board of Directors ("Board").
3. The fiscal year of the Corporation shall begin on the first (1st) day of October and end on the last day of September in each year unless otherwise designated by the Board of Directors.

Article II. Purpose

The purpose of the Friends Group is to promote awareness and appreciation of the National Wildlife Refuge System, and, in particular, the Caddo Lake National Wildlife Refuge. The mission of the Friends Group is to work with the community to conserve, protect, and enhance native fish, wildlife, and plants and their habitats within the Caddo Lake NWR for the continuing benefit of the American people.

The mission will be accomplished by supporting the "Purposes" for which the Refuge was established, the Refuge System Mission statement, and the Caddo Lake NWR goals and objectives.

Notwithstanding any other provision of these Bylaws, said Corporation is organized exclusively for charitable, educational, and scientific purposes, 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, or the corresponding section of any future federal tax code.

Article III. Membership

1. Membership shall be open to any individual or organization approving of the objectives of the Corporation and who is willing to assist the corporation in its activities.
2. There shall be several levels of membership including Individual, Family, Senior (60+), Student, Business, Organizational, Reciprocal and Life. Board may expand membership levels as deemed necessary to further the goals of the organization.
3. Membership dues shall be set by the Board. Membership shall be effective on receipt of membership application and payment of dues. Renewal of membership shall be by payment of dues.
4. The Board may extend Honorary memberships to entities that warrant recognizing for their service to the organization or to the interests of the organization. Board may also offer Reciprocal memberships with other not for profit organizations whose mission and

or interests are complimentary to those of the Friends Group. Memberships based on a reciprocal exchange of memberships between organizations, are not voting members of the organization, unless they are actually dues paying members.

5. Only members in good standing (dues are current) shall be eligible to participate in business meetings or serve in any of the organization's elective or appointive positions.
6. Individual members in good standing shall each be eligible for one (1) vote, family memberships shall have up to two (2) adult voting members, and an Organizational/Business memberships are entitled to one (1) vote. An Organizational or Business membership vote shall be made by the person named in the Organization/Business's application for membership unless the Organization/Business designates another individual by written proxy.
7. All members in good standing shall be eligible for a purchase discount on all items offered for sale by the Corporation. The Board shall determine the amount of purchase discount for all members.
8. Any member may be removed from membership by a two-thirds (2/3) majority vote of the Board for conduct detrimental to the interests of the Corporation. Any member may resign by filing a written resignation.

Article IV. Meetings

1. A general membership meeting shall be held at least annually. The Annual Meeting of the members shall be held in October of each year at such time and place as the Board of Directors may select for the purpose of electing a Board of Directors and for the transaction of such other business as may come before the meeting.
2. Written notice stating the date, time, place and purpose of any meeting shall be sent to the members not less than fifteen (15) days before the date of such meeting.
3. Ten (10) members shall constitute a quorum. When a quorum is present at any meeting, the vote of a majority of the members shall, except where a larger vote may be required by law or by these Bylaws, decide any question brought before the meeting. The vote of each member may be cast in person, by written proxy or by absentee ballot.
4. For the initial Annual Meeting of the Corporation, under these bylaws, the founding members may set the date for the first general membership meeting at a date other than October.

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Article V. Directors

1. The control and conduct of the property and business of the Corporation shall be vested in the Board, all of whom shall be members in good standing. The Board shall also decide the policies of the organization. The Board shall consist of fifteen (15) elected members. Members of the Board shall be elected at the Annual Meeting of the Corporation by a vote of the members to serve for a period of two (2) years. Directors may be re-elected. Vacancies occurring on the Board may be temporarily filled by the Board until the next annual meeting. Designated representatives of the U.S. Fish and Wildlife Service and Texas Parks and Wildlife may serve as ex-officio members of the Board without a vote.

2. Regular meetings of the Board shall be held monthly. Additional meetings may also be held as deemed by the President, an officer or five (5) or more Directors.
3. Items to be placed on the regular or special meeting agenda may be submitted to the President in advance by any board member.
4. At all meetings of the Board, seven Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present (including participation electronically) at any meeting at which there is a quorum shall be considered the act of the Board.
5. At the option of the President, the question of removal or retention of any Director who has missed five (5) Board meetings within a fiscal year may be placed on a meeting agenda.

Article VI. Officers

1. The Officers shall consist of a President, a Vice President, a Treasurer, and a Secretary who shall be elected by the Board from within its membership at the Annual Meeting of the Board of Directors. The officers shall serve as an Executive Committee and meet as necessary to discuss general business of the organization that does not require a quorum.
2. Term of office shall be for one (1) year, with no limits on reelection eligibility.
3. Duties of the President
 - A. Presides at all meetings of the general membership and the Board.
 - B. Assigns or delegates specific responsibilities to other Directors.
 - C. Acts as liaison between the Corporation and the Refuge Manager.
 - D. Prepares and adheres to an agenda furnished to the Board prior to the Board meeting.
 - E. Carries out additional duties designated by the Board or usual to that office.
4. Duties of the Vice President
 - A. Assumes the duties of the President in his/her absence.
 - B. Facilitates the work of the committee chairs by attending their meetings when appropriate.
 - C. Acts as heir to the President.
 - D. Receives and reviews all bank statements prior to forwarding to the Treasurer.
 - E. Carries out any additional duties designated by the Board or usual to that office.
5. Duties of the Treasurer
 - A. Receives and is custodian of all monies of the Corporation and deposits in the name of the Friends of the Caddo Lake National Wildlife Refuge, Inc., the same intact in such bank as the Board may select, except for such cash on hand as may be necessary for carrying on the Corporation's business.
 - B. Reports on the accounts at all regular Board meetings.

- C. Approves and pays expenditures for the normal conduct of business and reports on such expenditures at the next regular Board meeting.
- D. Presents an Annual Report of accounts at the annual meeting.
- E. Carries out any additional duties designated by the Board or usual to that office.

6. Duties of the Secretary

- A. Keeps a record of the proceedings of meetings of the Corporation and the Board.
- B. May be responsible for handling and reporting correspondence.
- C. May be responsible for sending notices of the annual meeting, special membership meetings, or Board meetings.
- D. Carries out any additional duties designated by the Board or usual to that office.

Article VII. Standing Committees

The Board may provide for the establishment of any standing or ad hoc committees it deems necessary for the execution of the purposes, objective, and policies of the Corporation. All members in good standing of the Corporation shall be eligible for membership upon all committees so established.. Committee chairs shall be appointed by the President with the approval of the Board. Standing Committees include:

1. Nominating Committee

The committee shall be responsible for presenting a slate of Directors to the membership prior to the scheduled election and for presenting a slate of Officers to the Board prior to the scheduled election. Nominations for Directors may also be taken from the floor at the Annual Meeting. The Committee may also recommend to the Board candidates for Advisory Board Committee.

For the initial Annual Meeting, the Committee shall provide to the membership a slate of fifteen directors and a slate of Officers to the Board prior to the scheduled election.

2. Outreach and Education Committee

The committee shall be responsible for the Corporation's promotion of awareness and understanding of the natural world.

3. Finance Committee

The committee shall conduct fundraising events for the Corporation's projects and develop an annual budget.

4. Advocacy Committee

The committee shall bring action needs to members' attention, network with other conservation groups on mutual subjects of interest, and advocate for public and private land habitat stewardship.

5. Membership Committee

The committee shall recruit new members, handle activities related to membership, and keep organized mailing lists of members and of interested people.

6. Publicity Committee

The committee shall secure through newspaper, radio, TV, and other media the maximum of publicity covering the activities and objectives of the organization.

7. Strategic Planning Committee

The committee shall define the Corporation's long-term goals, develop objectives, and develop a plan of action in accordance with the Corporations mission.

8. Advisory Board Committee

Members of this committee are appointed by the Board, and selected based upon a given expertise, qualifications, resources or support that may be of service or further the goals of the board and/or corporation. The Board will determine the criteria for appointment to serve in this distinguished capacity.

Article VIII. Books and Records

1. The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of its members and the Board, and a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member for any proper purpose at any reasonable time.
2. The Board may authorize any Officer(s) or Agent(s) of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or may be limited to specific instances. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall require the signatures of two Officers. Those eligible to sign shall be the Treasurer, President, and Secretary.
3. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select. The Board may accept any contribution, gift, bequest, or device on behalf of the Corporation, for the general purposes of the Corporation, or for any specific purpose of the Corporation.

Article IX. Liability

Officers and Directors shall not be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as an Officer or Director notwithstanding any provision of law imposing such liability; except that the liability of an Officer or Director shall not be limited or eliminated for any breach of the Officer's or Director's duty of loyalty to the Corporation or its members; for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or for any transaction from which the Officer or Director derived an improper personal benefit.

Article X. Indemnification

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director or Officer of the Corporation, or in any other capacity

thereof, or of any of its subsidiaries, or who at the request of the Corporation may serve or has served as a Director, Officer, or Trustee of, or in a similar capacity with, another organization, against all expenses and liabilities, including attorney fees reasonably incurred by or imposed upon such person in connection with any proceeding in which he/she may become involved by reason of his/her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he/she is successful on the merits, the proceeding was authorized by a majority of the full Board or the proceeding seeks a declaratory judgment regarding his/her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter unless he/she has acted in good faith with the reasonable belief that his/her action was in the best interests of the Corporation. Such indemnification may, to the extent authorized by the Corporation, include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he/she shall be adjudicated to be not entitled to indemnification under this Article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization, including an employee benefit plan, shall be deemed to have acted in good faith with the reasonable belief that his action as in the best interests of the Corporation if he/she acted in good faith with the reasonable belief that his/her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he/she has a fiduciary duty.

The payment of any indemnification shall be conclusively deemed authorized by the Corporation under this Article, and each Director of the Corporation approving such payment shall be wholly protected, if

1. The payment has been approved or ratified (a) by a majority vote of quorum of the Directors consisting of persons who are at that time parties of the proceeding, (b) by a majority vote of a committee of two or more Directors who are not at that time parties of the proceeding and are selected for this purpose by the full Board (in which selection Directors who are parties may participate), or (c) by a majority vote of a quorum of the members or Directors, which quorum shall consist of members who are not at that time parties to the proceeding; or
2. The action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of the Board or in the manner specified in clauses (a), (b) or (c) of subparagraph (1); or
3. The Directors have otherwise acted in accordance with the standard of conduct applied under Texas Law.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of a Director, Officer, or other person entitled to indemnification hereunder.

The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which such Director or Officer or other persons may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which the Corporation's employees or agents, other than Directors and Officers, and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

Article XI. Amendments

1. Subject to the limitations contained in these Bylaws and any limitations set forth by the laws of the State of Texas, these Bylaws may be made, altered, rescinded, or added to, then the new Bylaws may be adopted either by a resolution of the Directors or by following the procedure set forth in these Bylaws.
2. These Bylaws may also be amended at the annual meeting or at a special meeting of the General Membership called for the purpose by a simple majority of those members present and voting, provided that the members shall have received the proposed amendment in writing at least fifteen (15) days prior to such meeting.
3. Any amendment submitted to the secretary in writing and signed by at least three members shall be considered by the board and ratified at the annual meeting of the membership.

Article XII. Dissolution

Upon dissolution of this Corporation the assets remaining after payment of all debts and liabilities shall be donated to an environmental education or conservation organization as described in section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

The foregoing was adopted as the Bylaws of the Caddo Lake National Wildlife Refuge, Inc., at a meeting of the Directors on the 1st day of September, 2006.

S/s Robert J. Webb
Acting President

S/s Patti Webb
Acting Secretary

On July 26, 2008, the Board of Directors amended and approved the above By-Laws.

Robert J. Webb, President

Mary Jane Sanders, Secretary