**BY-LAWS**

**OF**

***Friends of the Refuge - Mississippi River Pools 7 and 8***

***“FOR78”***

Last Modified and Approved - March 8, 2016

**ARTICLE 1 - Name and Location**

The organization shall be a not-for-profit corporation known as Friends of the Refuge - Mississippi River Pools 7 and 8, office at N5727 County Road Z, Onalaska, WI 54650. The corporation’s acronym shall be known as FOR78.

**ARTICLE 2 - Vision and Mission**

**2.1:** Vision: FOR78 is a sustainable, active, well-funded partner to the Upper Mississippi River National Wildlife and Fish Refuge (UMRNW&FR) -La Crosse District, engaged with river communities and organizations supporting refuge stewardship.

**2.2:** Mission: FOR78 serves as a bridge between the UMRNW&FR – La Crosse District and the surrounding communities, dedicated to building awareness, enjoyment and support of the refuge through engagement, environmental experiences, education, research and habitat enhancement.

**ARTICLE 3 - Membership**

Membership shall consist of the Board of Directors. 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.

**ARTICLE 4 - Board of Directors**

**4.1:** Governance: The governance of FOR78 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 shall take all such actions as necessary for nonprofit organizations under applicable laws; but subject, nevertheless, to the laws of the State of Wisconsin, and the provisions of the Articles of Incorporation of FOR78.

**4.2:** Board Size: The number of the directors of the Corporation shall not be less than 7 or more than 15.

**4.3** Initial Board Terms of Office: At the first meeting following the adoption of the By-Laws, the members of the Board of Directors shall be divided into three (3) classes as nearly equal as possible. The term of each director shall be three (3) years except that for the first Board of Directors following the adoption of these by-laws, 1/3 of the directors shall hold a term for one year, 1/3 for two years, and 1/3 for three years, to be determined by the directors. The term of office shall commence on February 1 of the year elected. If a new director is appointed to replace a departing director, that director shall serve out the remainder of the departing director’s term of office and then stand for re-election.

**4.4:** Selection of Directors: The Board Governance Committee is responsible for selection of director candidates for the approval of the Board, as set forth in section 6.2.

**4.5:** Terms of Office:

4.5.1: For those directors whose initial term of office commences on a date other than February 1, the term of office shall be three (3) years plus the fractional year from the date of commencement to the following January 31. For those directors elected to a second consecutive term, said term shall be for three (3) years commencing on February 1 following the end of their initial term. All terms shall expire on January 31.

4.5.2: No director shall serve more than two complete 3 year terms in succession. Any prior director may again serve on the board of directors after a one year absence.

4.5.3:In the event that a board officer’s term as a member would expire during their term as an officer, and in the opinion of the board their departure would significantly disrupt the operations of the Corporation, that officer’s term may be extended if approved by a majority vote plus 1 of board members. In all other cases, board members shall not serve for more than two full terms.

**4.6:** Regular Meetings: The Board of Directors shall generally hold at least six (6) regular meetings annually scheduled at such time and place and upon such notice as may be determined by the president.

**4.7:** Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the president, vice-president, secretary or any two directors. Special meetings must have at least 3 days prior notice to the members, stating the purpose of the meeting.

**4.8:** Virtual Meetings and Voting: Meetings may also be conducted by telephone or internet conference call. The Board of Directors may approve any actions without a regular meeting of members if the action is approved in writing by a majority of members. Such actions by written consent may be conducted through an exchange of e-mails or through use of a web-based online poll of the board members. Notice of any such meeting of the Board of Directors may be given orally, communicated in person, by telephone, Internet e-mail, facsimile or other form of wire or wireless communication, private carrier or in any other manner provided by law, provided that such notice shall be given in each case not less than 24 hours prior to such meeting. Board members are allowed to provide associated comments for other board members to consider prior to casting their ballots. All documentation of electronic voting and appending such documentation shall be documented in the minutes of the next regular meeting.

**4.9**: Quorum: A quorum for the transaction of business at any meeting of the Board of Directors shall consist of a simple majority. All action taken at any meeting of said Board of Directors shall be determined by the majority vote of those directors present.

**4.10:** Vacancies: Any vacancy occurring in 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 unexpired term of his predecessor in office at any regularly scheduled meeting. Any director appointed by reason of an increase in the number of directors shall have his/her initial term to be determined by the Board of Directors as being either one, two, or three years.

**4.11:** Removal: The Board of Directors by a simple majority plus 1 vote may remove a board member from office. Specific notice must be given in the meeting agenda of the removal of a board member. All board removal actions shall take place at a regular or special meeting.

**4.12:** Formal Law Actions by Directors: Any action required by law to be taken at a meeting of directors, or at a virtual meeting if a consent in writing or email, setting forth the actions so taken, shall be signed by all of the directors. All documentation of above action shall be documented in the minutes of the next regular meeting.

**ARTICLE 5 - Officers**

**5.1:** Officers of the Corporation:The Officers of the corporation shall be the president, vice-president, secretary and treasurer; each of whom shall be elected by the Board of Directors; and such other additional assistant officers as the Board may elect.

**5.2**: Election and Term of Office: The officers of the corporation shall be elected by the board at the first regular meeting of each year, for one year.

**5.3:** Officer Removal: Any officer may be removed by the Board of Directors whenever in its judgment the best interest of the corporation shall be served thereby, but such removal shall be made without prejudice. The Board of Directors by a simple majority plus 1 vote may remove an officer from office. Specific notice must be given in the meeting agenda of the removal of a board director. All board removal actions shall take place at a regular or special meeting.

**5.4:** Officers Roles and Responsibilities: Board shall review roles and responsibilities a minimum 1 time annually.

**5.5:** Officer Vacancies:Vacancy in an officer’s position that occurs as the result of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

**ARTICLE 6 - Committees**

**6.1:** Executive Committee: The Executive Committee shall consist of the president, vice-president, secretary, treasurer, and up to two members of the Board of Directors, nominated by the president and confirmed by the Board of Directors. The president shall serve as the presiding officer of the Executive Committee and he/she can call the meetings as appropriate or by any three members of executive committee.

6.1.1 The executive committee is authorized to exercise all powers of the Board of Directors during the interval between meetings except they shall not have the power to:

(a): Fill vacancies in the Board of Directors, or its offices

(b): Change membership of or fill vacancies in any committee

(c): Change the By-Laws

(d): Appropriate or disperse funds or modify the annual budget

(e): Adopt or alter policies of the organization

**6.2:** Board Governance Committee: The Board of Governance committee shall consist of at least three (3) members, all of whom shall be members of the Board of Directors, one being the vice-president. The Board Governance Committee shall be responsible for providing nominations to the Board of Directors for Officer and Director positions on the Board to fill vacancies as they may arise. The committee shall also be responsible for the orientation, education, evaluation and recognition of the board members and for organizing activities which promote the continuing interest and participation of board members. The committee shall also be responsible for reviewing the By-Laws of the Corporation and the required conflict of interests’ forms annually.

**6.3:** The Finance/Audit Committee: The Finance/Audit Committee shall consist of at least three (3) members, including the president, treasurer, and manager of gift store with the treasurer being the chair of the committee. The duty of the finance committee is to draft the budget for approval by the Executive committee, provide regular financial reporting, and develop sufficient internal controls. The committee shall be responsible for tracking and reviewing the annual budget and make financial recommendations to the Board. The committee shall also be responsible for developing an investment policy of the association and making investment recommendations to the Board. The committee shall also review the annual audit report prepared by the treasurer, and make recommendations to the Board regarding audit matters.

**6.4:** Standing/Ad Hoc Committees:The Board, by resolution, shall provide for such other standing and ad hoc committees as it deems advisable and may discontinue the same at its pleasure. Each committee shall have the power to perform such duties as may be assigned to it by the Board and shall be appointed and have the vacancies filled in the manner to be determined by the Board. In the absence of any other direction, the president shall appoint all committee members until the approval of the Executive Committee or the Board of Directors. Each committee, other than the Executive and Finance Committees, shall choose their own chair for a one year term. A committee chair may be reelected by the committee with no term limits or continue on as a committee member after serving as a chair.

**6.5:** Term of Membership on Committees***:*** All committee members shall be appointed for a period of one (1) year or until a successor has been appointed, unless the committee shall be terminated sooner, or unless such a member is removed from a committee. No term limits apply. Any committee member may be removed by the Board of Directors whenever in its judgment the best interest of the corporation shall be served thereby, but such removal shall be made without prejudice. The Board of Directors by a simple majority plus 1 vote may remove a committee member.

**ARTICLE 7 - Liability of Directors and Officers**

**7.1:** Personal Liability: No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken from him/her as a director or officer of the corporation, or of any other corporation which he/she serves as a director or officer at the request of the corporation, except in the event that the director’s conduct constitutes any of the following:

(a): A willful failure to deal fairly with the corporation or its members in connection with a matter in which the director or officer has a material conflict of interest.

(b): A violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful.

(c): A transaction from which the director or offices derived an improper personal profit.

(d): Willful misconduct.

The foregoing shall not be exclusive of other rights and defenses to which he/she may be entitled as a matter of law.

**7.2:** Indemnity of Officers and Directors: Every person who is or was a director or officer of the association, and any person who may have served at its request as a director or officer of another association shall (together with the heirs, executors, and administrators of such person) be indemnified by the association against all costs, damages and expenses asserted against, incurred by, or imposed upon him/her in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which he/she is made or threatened to be made a party by reason of his/her being or having been such director or officer, except in relation to matters as to which a recovery shall be had against him/her by reason of his/her having been finally adjudicated in such action, suit or proceeding to have been guilty of fraud in the performance of his/her duty as such officer or director except to the extent that the director may be determined to be liable as provided in 7.1 above. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit or proceeding.

The foregoing rights of indemnification shall be in addition to all rights to which officers or directors may be entitled as a matter of law.

**ARTICLE 8: - Records and Record Keeping**

The corporation shall keep correct and complete books, records of accounts and shall also keep minutes of the Board of Directors and committees having any of the authority of the Board of Directors. The corporation shall keep at the principal office a record giving the names and addresses of the Board of Directors. The secretary shall keep the corporate records or oversees the staff or volunteers who shall be required to keep such records. A backup copy of the books and records of the corporation shall be maintained, in electronic and/or paper form, at a separate location from the original files, pursuant to a document retention policy to be adopted by the Board. All books and records of the association may be inspected by any director.

**ARTICLE 9: - Fiscal Year**

The fiscal year of the Corporation shall, unless otherwise specified by resolution of the Board, begin on the first day of January and end on the last day of December each year.

**ARTICLE 10: - By-Laws**

**10.1:** Adoption and Amending: These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors by affirmative vote of a majority plus 1 of the Directors present at a meeting at which quorum is in attendance.

**10.2:** Copies and Alterations: Copies of proposed alterations, amendments or repeals, or new By-Laws shall be provided to the directors not less than four days prior to the meeting at which said amendments shall be considered.

**Revision History:**

2/9/16 First adoption by board

3/8/16 Revised name to allow it to be more specific. Changed to Friends of the Refuge –Mississippi River Pools 7 and 8 from Friends of Mississippi River Refuge Pools 7 and 8.

6/14/16 Added new logo. No need for board approval. No changes to content. Left last board approval as 3/8/16