

Friends of the Whitfield Wildlife Conservation Area
BY-LAWS (5-26-08) (Rev 12/20/19)

ARTICLE I

- Section 1. Name - The name of the corporation shall be Friends of the Whitfield Wildlife Conservation Area.
- Section 2. Location - The Corporation shall receive mail at P.O. Box 170, Belen, NM 87002. It shall conduct business and meet at places within Valencia County or elsewhere as determined by the board of directors.
- Section 3. Fiscal Year-The fiscal year of the corporation shall begin the first day of January and end on the last day of December.

ARTICLE II

Section 1.

Purpose -Friends of the Whitfield Wildlife Conservation Area is an independent, non-profit corporation dedicated to supporting the Whitfield Wildlife Conservation Area complex in the conservation of wildlife and habitats through environmental education and research. The corporation shall promote the preservation of the natural and historical resources of the Area, foster its use and enjoyment by the public consistent with the protection and preservation of its environment and wildlife, and engage in such educational, scientific and civic activities as will assist the management of the Area in carrying out its mandates. To accomplish these purposes, the corporation may solicit, receive, purchase and borrow, with or without security, real and personal property, including funds by way of gifts, lend and sell the same for such charitable, scientific, literary, and educational purposes as are permitted by section 501(c)(3) of the Internal Revenue Code of 1954. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) or (b) by a corporation, contributions to which are tax deductible under section 170(c)(2) of the Internal Revenue Code. No substantial assets of this corporation shall inure to benefit any private individual. No substantial portion of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall this corporation take part in any political campaign on behalf of any candidate for public office.

- Section 2. Dissolution - Upon dissolution, after provision for the payment of all liabilities, any remaining assets of the corporation shall be transferred only to an organization having like charitable, scientific, literary and educational purposes as are permitted section 501(c)(3) of the Internal Revenue Code of the United States. No assets shall be conveyed or distributed to any individual.

ARTICLE III

- Section 1. Members -All interested persons subscribing to the purposes of the corporation may become members upon payment of the annual dues in the amount established from time to time by the Board of Directors. Dues are payable January 1 of each calendar year. Any member whose annual dues remain unpaid for 90 days after January 1 of any calendar year shall be deemed to have resigned upon the due date thereof.
- Section 2. Member Vote - Each member shall be entitled to one vote on each matter submitted to a vote of the members.
- Section 3. Expulsion - The Board of Directors, by affirmative vote of a majority of all Members of the Board, may suspend or expel a member for cause.

ARTICLE IV

- Section 1. Annual Meeting- The annual meeting of the members shall be held in the Spring of each year at such a time and place in Valencia County, NM, or such other 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.
- Section 2. Special Meetings - Special meetings of the Members may be called at any time by the President of the corporation and shall be called upon written request of any 3 members of the Board of Directors or not less than ten (10) Members of the corporation.
- Section 3. Notice - Written or E-mail notice stating the date, time, place and purpose of any meeting shall be sent to the members not less than ten (10) nor more than forty-five (45) days before the date of such meeting.
- Section 4. Voting - Those members present shall constitute a quorum. The vote of a majority of the members present shall, except where a larger vote may be required by law, or these By-Laws, decide any question brought before the meeting. The vote of each member must be cast in person. There shall be no voting by proxy.

ARTICLE V

Board of Directors and Committees

- Section 1. General - The property, business and affairs of the corporation shall be managed by a Board of Directors. Directors shall be members of the

corporation. The President, Vice-President, Secretary, Treasurer, and 3 Directors at large shall be elected from among the membership, and will form the Board of Directors.

Section 2. Number and Election - The members of the Board of Directors of the Friends of WWCA will be elected using procedures that insure continuity of purpose and activities.

There shall be seven members of the Board of Directors, who shall be elected at the annual Meeting of the corporation by a vote of the members to serve a period of two years. No Board member will serve more than three consecutive terms. After being retired from the Board for two years, a former Board member, who has served three consecutive terms, may be nominated to serve again. The immediate past president is an ex-officio member of the board.

Elections will be staggered so that a minimum of 40% of the current Board will serve on the Board each year.

. Beginning in the year 2011, members of the Friends of WWCA may nominate candidates annually for four Board positions and elect four nominees to those positions. In subsequent years, those who have not exceeded six years on the Board may be re-nominated, and new nominees presented for elections by the Friends. No more than four people may be elected in each succeeding year unless current Board members retire, bringing the requirement for more members to a number higher than four.

Nominations will be accepted prior to the annual Meeting. If all positions are not nominated for, an individual may serve in two offices.

While Friends of WWCA elect candidates to Board positions, it is the Friends' Board that elects members of the Board to the offices of President, Vice-President, Secretary, and Treasurer.

It is expected that the Vice-President will assume the office of President on the retirement of that person from the position. The Vice-President will also preside over meeting from which the President is absent.

Section 3. Resignation and Removal - Any Director may resign by delivering his/her written resignation to the corporation. Such resignations shall be effective at the time specified. Any Director may be removed from office with or without cause by the affirmative vote of a majority of the members present at an annual or special meeting of the members at which a quorum of the members entitled to vote is present. A Director who ceases to be a member of the corporation shall thereupon cease to be a Director.

Section 4. Vacancies - Any vacancy on the Board of Directors, for any cause, may be filled for the unexpired term by a vote of the remaining directors (though less than a quorum), and each director so chosen shall hold office until the

expiration of the unexpired term for which he or she was so chosen and until his or her successor shall have been duly elected and shall qualify.

Section 5. Meetings -(Revised 4/1/2017) Regular meetings of the Board will be held on a monthly basis on the second Saturday from 10AM - Noon or may be held without call or notice at such places and times as the directors may from time to time determine, provided that any director who is absent when such a determination is made shall be given notice thereof. The annual meeting of the directors shall be held at the same place as the annual meeting of the members or the special meeting held in lieu thereof, following or as part of such meeting of members, or at the same time and place as the next regularly scheduled meeting of the Board of Directors.

Special Meetings of the Directors may be held at any time and place designated in a call by the President or two or more Directors. All Directors shall receive notice of the date, time, place and purpose of any special meetings at least two days in advance of such meeting.

Section 6. Quorum and Action - A majority of the Board of Directors then in office shall constitute a quorum for the transaction of any business at any meeting of the Board. When a quorum is present at any meeting, the vote of a majority of the directors present may take any action on behalf of the Board, except to the extent that a larger number is required by law, or by an Articles of Organization, or by these By-Laws.

Any action required or permitted to be taken at any meeting of the board of directors may be taken with a vote if all of the Directors then in office consent to the action by telephone or E-Mail, and later file a written consent with the records of the meetings of the Board of Directors. Such written consent shall be treated, for all purposes, as votes at a duly convened meeting of the board of Directors.

Section 7. Committees - The Board of Directors may establish committees as needed. Committee Coordinators report to the Board of Directors and submit monthly reports to the Board of Directors prior to the monthly meetings.

ARTICLE VI

Officers

Section 1. President - The President shall be the principal executive officer of the corporation and shall, subject to the direction of the Board of Directors,

supervise and control all the business and affairs of the corporation. The President shall chair at all meetings of the members and of the Board of Directors. The President shall have such other powers and duties as are usually incident to such office and as may be vested in him/her by these By-Laws or by the Directors. The President shall give such notices of meetings of members and Directors as are required by these By-Laws. The President through the Membership Chairperson shall send out notices of general meetings to the membership.

Section 2. Vice-President- In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President will be responsible for the Annual Meeting every year. The Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors

Section 3. Treasurer- The Treasurer shall, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of the corporation collect all Monies and contributions belonging to the corporation, deposit such in banks or trust companies as designated by the board and shall 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 of the corporation at each Annual Meeting of the members and at such other times as the Directors shall determine. The treasurer shall maintain custody of all funds, securities and valuable documents of the corporation, except as the Directors may otherwise provide. The treasurer shall prepare the annual financial and budget report as required by state and federal government agencies. All checks for withdrawal or payments shall be countersigned by another designated Director.

Section 4. Secretary - The Secretary shall keep a record of all meetings of the members and the Board of Directors. The Secretary shall have powers and duties as are usually incident to his/her office and may be vested in him/her by these By-Laws or by the Directors. In the absence of the Secretary from any meeting of members or Board of Directors a temporary secretary, designated by the person presiding at the meeting shall perform the duties of the Secretary.

ARTICLE VII

Section I. Books and Records - The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of its Members, Board of Directors and Committees, and a record giving 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.

- Section 2. Execution of Instruments - The Board of Directors may authorize any officer(s) or agent(s) of the corporation, in addition to the officers so authorized by these By-Laws, 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.
- Section 3. Deposit and Acceptance of Funds - 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 of Directors may select. The Board of Directors 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 VIII

- Section 1. 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 directors duty of loyalty to the corporation or its members; for acts of 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.

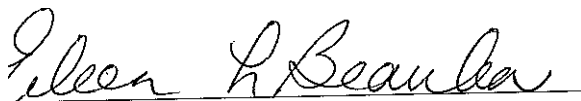
ARTICLE IX

- Section 1. Indemnification - The Corporation may indemnify its past, present, and future Directors and officers (and their executive, administrators or other legal representatives) against expenses, actual and necessary incurred by them in connection with the defense of any action, suit, or proceeding in which they are made parties or party, by reason of having been an officer or Director except in relation to matters of which such individuals shall be adjudged to be liable for negligence or misconduct in the performance of duty, such matters to be settled by agreement predicated on existence of such liability for negligence or misconduct.

ARTICLE X

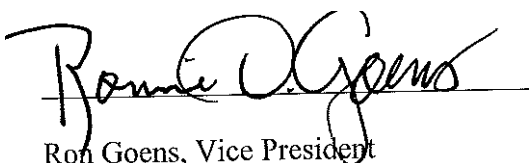
- Section 1. Amendments to By-Laws - These By-Laws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the members present at any Meeting of the members provided that the notice of the meeting contains a statement of the proposed alteration or amendment. The Directors may also make, amend or repeal these By-

Laws in whole or in part and shall give written notice of such action to the membership not later than the time of giving notice of the next meeting of members. Any such amendment or repeal by the Directors must then be ratified at the next Meeting of Members by the affirmative vote of a majority of the members present. Notwithstanding, the above provisions of the Article X, any alteration, amendment or repeal of By-Law by the directors as provided for in this Article X shall be valid and given full force and effect until the next Meeting of members.



Eileen L. Beaulieu, President

2/20/19 |
Date 2 L



Ron Goens, Vice President

2/10/2019 |
Date