

# **Friends of the Whitfield Wildlife Conservation Area Bylaws**

**Voted & Approved May 4, 2024**

## **Article 1**

### **Section 1 – Name**

The corporation's name 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 trustees.

**Section 3 - Fiscal Year** - Shall begin on the first day of January and end on the last day of December.

## **Article 2**

### **Section 1 - Purpose**

Friends of the Whitfield Wildlife Conservation Area (complex) 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.

### **Section 2 – Accomplishment of Purpose**

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.

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.

## **Article 3 – Office and Official Records**

### **Section 1 – Principal Office**

The principal executive office of the corporation shall be fixed by the board of trustees. Said office shall be in Valencia County, New Mexico, or at such other place within New Mexico as the board of trustees hereafter shall designate. The corporation may also have offices at such other place or places as they may from time to time designate.

### **Section 2 – Official Records**

Records of membership, finances, donations, corporate minutes, and other records required by law or as designated by the board of trustees shall be maintained physically and/or electronically at the principal office of the corporation. Confidential documents are available only for use by the board of trustees or designated professional staff and advisors. Non-confidential documents are available to members.

## **Article 4 – Membership / Rights and Responsibilities of Members.**

**Section 1. Qualifications.** A member of Friends of the Whitfield Wildlife Conservation Area (complex) understands the purpose of dedication to supporting the Whitfield Wildlife Conservation Area (complex) in the conservation of wildlife and habitats through environmental education and research and to further the work of this organization through active interest, participation, volunteering, and support.

**Section 2. New and Renewal Membership Application.** Anyone desiring membership in Friends of the Whitfield Wildlife Conservation Area (complex) shall file an application for membership with the board of trustees. The application shall be presented to the board of trustees at its next regular board meeting. The applicant shall be notified.

**Section 3. Annual Membership Dues.** 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 upon receipt of the application and annually thereafter.

**Section 4. Forfeit of Membership.** Membership will be forfeited 45 days after notification of renewal. Reapplication for membership will follow the new membership application process.

**Section 5. Expulsion.** Any member may be removed for cause by the board of trustees. Following a discussion by the board of trustees regarding the removal of a member, the board of trustees must vote to move forward with the process by a two-thirds (2/3rds) vote of the entire membership of the board.

Upon consensus of the board of trustees, a letter sent by certified mail shall be written to the member in question outlining the issues that may lead to the removal of membership and thereafter be given an opportunity for a hearing before the board.

The member in question is allowed 10 days prior to the hearing date to respond by letter, email, or phone to the board of trustees that the member in question will attend the hearing.

Prior to any vote concerning removal, the member shall have the right to be present at the hearing by the board of trustees and may bring a person to counsel him/her who must be a member of The Friends of the Whitfield Wildlife Conservation Area (complex).

A two-thirds (2/3rds) vote of the entire membership of the board currently in office shall be required for the removal of membership. A member so removed is ineligible to be reinstated as a member within two years of removal unless approved by a two-thirds (2/3rds) vote of the entire membership of the board.

**Section 6. Rights and Responsibilities of Members.**

Each member of Friends of the Whitfield Wildlife Conservation Area shall have the following rights:

- A. To vote at any membership meeting, either in person, by telephone, or by other electronic means simultaneously with a minimum standard being oral communication.
- B. To serve on the board of trustees, board committees, and teams if selected; to speak in a debate at any membership meeting according to the rules provided for debate.
- C. To offer suggestions to the board of trustees as may seem advisable for the good of the Friends of the Whitfield Wildlife Conservation Area.
- D. To contact an outside professional directly for guidance, support, or information on available resources that would be valuable to the Friends of the Whitfield



Wildlife Conservation Area.

- E. To participate in all activities and programs of the Friends of the Whitfield Wildlife Conservation Area.
- F. To review the annual financial report for the past year.
- G. To attend public board of trustee meetings.

## **Article 5 – Annual and/or Special Membership Meetings**

### **Section 1. Annual Members Meeting.**

The annual meeting of the members shall be held in the first quarter of each year at such a time and place in Valencia County, NM, or such other place as the board of trustees may select for the purpose of elections and transaction of other business.

### **Section 2. Special Members Meeting.**

Special meetings of the members may be called at any time by the President, three (3) members of the board of trustees, or a minimum of ten (10) active members.

### **Section 3. Notice.**

Written or electronic notice stating the date, time, place, and purpose of the meeting shall be sent to the members no less than ten (10) days before the date of the meeting.

### **Section 4. Quorum.**

Those members present shall constitute a quorum.

### **Section 5. Presiding Officer.**

The President of the Board of Trustees shall serve as the presiding officer of the annual membership and/or special membership meeting unless the President relinquishes the chair to another board member or a qualified outside representative.

### **Section 6. Participation.**

The right to speak in debate and to make motions during annual or special meetings shall be restricted to those members who are present or in person by electronic means, and who were admitted to membership at least thirty (30) days prior to the date of the annual or special meeting.

The right of other persons to speak during membership meetings may be extended by the presiding officer or by a two-thirds (2/3rds) vote. When invited, qualified outside representative(s) have a right to speak when they are at that meeting.

**Section 7. Voting.**

The ability to vote will be granted to any member who was admitted to membership at least thirty (30) days prior to the date of the annual or special meeting.

Unless otherwise provided in these bylaws, a majority of the members qualified to vote, and voting shall be necessary for approval or disapproval of the action being voted upon. Voting shall take place either in person, by telephone, or by other electronic means simultaneously with a minimum standard being oral communication. There shall be no proxy voting.

**Section 8. Power and Authority.**

At annual membership or special meetings, members shall have the power and authority to do all of the following:

- A. Elect members to the Board.
- B. Approve proposed amendments to these bylaws.
- C. Elect one (1) or more members to serve on the Nominating Committee.
- D. Remove by a two-thirds (2/3rds) vote any or all trustee(s) from the board of trustees provided notice of the action is sent by mail to all members in writing thirty (30) days prior to the meeting. The steps to call a special meeting will be followed.
- E. Any active member may request in writing, no later than thirty (30) days prior to the annual meeting, that a specified matter be placed on the agenda.
- F. Vote on any matters officially brought to the attention of the membership.

## **Article 6 – Board of Trustees and Committees**

**Section 1. Composition.**

The board of trustees shall be composed of not less than four (4) and not more than seven (7) members of the corporation. The trustees shall be elected from among the active voting members of the Friends of the Whitfield Wildlife Conservation Area at the annual membership meeting.

**Section 2. Eligibility and Term of Office.**

- A. **Qualifications.** To be eligible to be elected to the board of trustees a person must be a member of the Friends of the Whitfield Wildlife Conservation Area for at least three (3) months. In addition, candidates for election shall endeavor to live in accord with the purpose of the corporation, and, have the time to serve on the board of trustees.

**B. Term of Office.** Elected trustees shall hold office for three (3) years, or until their successors have been elected and assume office. Trustees elected at any annual membership meeting shall take office at the conclusion of the annual membership meeting at which they were elected. No elected trustee shall serve more than two (2) consecutive terms without an interval of one (1) year between terms. Any person who serves on the board more than half of a term shall be credited with having served a full term.

**C. Optional Positions.**

**a. Alternate or Advisory Board Members.** The board of trustees may appoint or remove up to two Alternate or Advisory board members. Alternate or Advisory board members must be members of Friends of the Whitfield Wildlife Conservation Area and shall meet the same requirements as candidates during regular elections.

Alternate or Advisory board members shall have no voting power at board meetings unless requested to fill the quorum. Alternate or Advisory board members may participate in board discussions and may receive and review information regarding the business of the board.

The term of the Alternate or Advisory board members shall be one year. The Alternate or Advisory board members shall serve no more than two (2) consecutive years without an interval of one (1) year between terms.

**b. Historian.** The board has the opportunity to invite a Historian who shall attend all board meetings. The Historian shall speak to the historical institutional knowledge, be an advisor to the board, and shall have a voice but not a vote in the deliberations of the board and shall not be counted in the quorum.

It is suggested that this position be held for one (1) year and shall serve no more than two (2) consecutive years without an interval of one (1) year between terms.

**Section 3. Prohibition of Board Service.**

The following persons are prohibited from serving on the Board:

- A.** Individuals receiving compensation from the corporation.
- B.** Relatives, significant others, or household members of any individual receiving compensation from the organization may serve on the board but may not vote on any matter of compensation as it relates to such individual or a business entity owned by such individual.



#### **Section 4. Regular Board Meetings.**

Regular meetings of the board of trustees shall be held at least once a month unless otherwise determined by the board. There must be a minimum of one (1) board meeting per quarter. The day, time, and place of the meeting shall be at the discretion of the board of trustees.

NOTE: Parliamentary procedures strongly encourage the corporation to create a publicized procedure where an active voting member can speak at a board meeting for a limited timeframe regarding a topic of their choice. The board of trustees will devise a follow-up plan to respond in a timely manner. Confidential matters such as employment, evaluations, and legal matters or pending litigation are to be held in an executive session. Only executive session motions passed should be recorded in the minutes.

#### **Section 5. Special Board Meetings.**

Special meetings of the board shall be called by the President of the Board if requested by the President, by three (3) or more trustees, by a written petition of ten of the corporation's active voting members. Any request for a special board meeting shall be made in writing to the Board Secretary. All current board members shall be sent notice by postal or electronic mail of any special board meeting at least seventy-two (72) hours in advance of that meeting. The attendance of any member of the board at the meeting shall serve as a waiver of this notice requirement.

#### **Section 6. Action without a Meeting.**

The board of trustees may take an action without a meeting if consent in writing, setting forth the action so taken, is signed, or electronically acknowledged by all of the trustees and is thereafter ratified at a regular board meeting or special board meeting.

**Section 7. Quorum.** A majority of the total number of trustees constitute a quorum for the transaction of business. Unless otherwise provided herein, the vote of a majority of the trustees present and voting shall be necessary for approval of the action being voted upon. Should the total number of trustees fall below a quorum, the remaining trustees shall refer to and implement Section 13 concerning vacancies. Telephonic or electronic attendance is permitted and is not considered an absence.

#### **Section 8. Board Authority.**

Except as provided in these bylaws, all authority is vested in the board of trustees only when it meets in session after notice to all trustees and a quorum is present.

**Section 9. Duties and Responsibilities of the Board of Trustees.** As representatives of the membership, the board of trustees shall:

- A. Uphold the purpose of this corporation as stated in Article II, Section 2 of these bylaws.
- B. Uphold the best interests of the membership in conducting the business of this corporation.

- C.** Be familiar with the bylaws, articles of incorporation, and establish policy for the operation of the corporation.
- D.** Be faithful in attendance at events to promote the purpose of the corporation as well as board, membership, and special meetings of this corporation.
- E.** Determine the business needs of this corporation and authorize payment of funds for those purposes.
- F.** Provide for the administration of the real and personal property of this corporation.
- G.** When conflict arises between the individual board members such corporation shall seek to reconcile differences and/or seek guidance from a local mediator.
- H.** Establish the fiscal year as the calendar year unless the board finds a compelling reason to adopt a non-fiscal calendar year.
- I.** Adopt an annual income and expense budget.
- J.** Authorize periodic reviews or audits of the finances of the corporation which may be conducted by an outside auditor or from a committee of members elected by the board.
- K.** Ensure accounting records are current and properly maintained for all aspects of the corporation. When deemed appropriate by the board, a qualified accountant may be employed for this purpose.
- L.** Approve applicants for membership and remove former members from the membership rolls.
- M.** Distribute yearly membership renewal documents as approved by the board of trustees to all members. Keep or cause to be kept an accurate record of members and former members.
- N.** Fill the unexpired term of any trustee.
- O.** Elect officers of the board and their successors to fill any unexpired term when necessary.
- P.** Create board committees as needed related to board functions and responsibilities of the board.
- Q.** Advise the President of the Board on appointments to such board committees.



- R. Seek outside assistance in the event of a dispute affecting the corporation.
- S. Attend and actively participate in ongoing board education programs.
- T. Consider issues brought to their attention by the member(s) or members of the board.
- U. Keep or cause to be kept a background check on all board members and individuals handling money.
- V. Keep or cause to be kept accurate records of gifts to the corporation in compliance with Internal Revenue Service regulations; acknowledge in writing contributions in compliance with Internal Revenue Service regulations.
- W. Determine annually the necessity of liability insurance for all board of trustee members, staff, and either a fidelity bond or theft and dishonesty insurance for all persons who handle money.
- X. Take such other actions as may be deemed necessary for the best interests of this corporation.
- Y. Send the Annual Corporation Report(s) to the State of New Mexico and/or IRS.

#### **Section 10. Board Committees.**

The board of trustees may establish committees as needed. Committee coordinators report to the board of trustees and submit monthly reports to the board of trustees prior to the monthly meetings.

#### **Section 11. Nomination and Election.**

##### **A. Nominating Committee.**

1. **Selection.** A Nominating Committee shall consist of (2) current board members, and a minimum of one (1) member of the corporation selected at the annual meeting. Additional members of the corporation are preferred to participate on this committee however their absence will not withhold the work of the committee.
  - a. At the annual membership meeting, the membership shall select one (1) or more members to serve on the Nominating Committee for the following year's election. In the event, that a person elected to serve becomes unavailable the board shall elect a person from among the members who is not a current member of the board to fill the vacancy.
  - b. The board shall elect two of its trustees to serve on the Nominating Committee.

- c. The Nominating Committee shall select the chair from among the members.
- d. In the event of an interim board, the Nominating Committee shall complete its selection process within thirty (30) days from the establishment of the interim board.

**2. Duties and Responsibilities.** The Nominating Committee shall initiate a search for at least one (1) qualified candidate per opening for nomination as a member of the board of trustees. The report of the Nominating Committee shall be sent by postal or electronic mail to all members at least thirty (30) days prior to the annual membership meeting.

- a. Other Nominations. Any member wishing to nominate another member may do so by contacting the Nominating Committee no later than fifteen (15) days in advance of the annual business meeting.
- b. Self-Nominations. Any member not nominated by the Nominating Committee may submit their name to the board of trustees no later than fifteen (15) days prior to the annual membership meeting, such nominees shall then be placed on the board ballot for election at the annual business meeting.

**B. Nomination Procedure.** The presiding officer of the annual membership meeting shall:

- 1. Read Article VI, Section 11A and 11C of these bylaws just prior to beginning the process of nomination and election; and
- 2. Call upon the Chairperson of the Nominating Committee to offer the candidate nominations; and
- 3. Read the names of additional nominees that have submitted their names at least fifteen (15) days prior to the annual business meeting.

**C. Election Procedure.** The election shall be by ballot if there are any partial terms to be filled or if there is more than one (1) nominee for each position. The result of the vote shall be announced at the annual membership meeting. The two (2) nominees receiving the highest number of votes shall be elected to fill three (3) year terms. The candidates receiving the next highest number of votes shall be elected to the longest unexpired term.

**D.** If the number of nominees is equal to or less than the number of openings on the Board of Trustees, the presiding officer may entertain a motion to cast a unanimous oral ballot. If the motion carries, written ballots are not required and the Board of Trustees will determine which member will fill each unexpired term.

Written ballots are required upon the failure of the motion. In the event that all candidates receive an equal number of votes, the newly constituted Board will decide who fills each term.

#### **Section 12. Removal from Board of Trustees.**

##### **A. Removal from their Office by the Board of Trustees**

Any board officer may be relieved of their current office, duties, or position by a majority vote of the other board members. This individual may remain on the board to fulfill their term.

##### **B. Removal from the Board of Trustees**

Any trustee may be removed by the board of trustees due to unexcused absences from three (3) successive regular board meetings, failure to fulfill the duties of the office, failure to uphold the Code of Ethics and other corporation policies, or disruptive or unethical behavior. Removal from the board shall require a majority vote of the other board members.

#### **Section 13. Vacancies.**

- A.** Should there be a vacancy on the board of trustees, the board shall select a qualified replacement to fill the position. A majority vote shall be necessary for the election. The term of service shall expire on the date of the next annual membership meeting.
- B.** Should the number of board members fall beneath the quorum requirement, the remaining board of trustees shall be empowered to call and hold the special meetings allowed by Section 13 C and to carry on the necessary day-to-day activities of the corporation.
- C.** Should the number of board members fall beneath the quorum requirement, two special membership meetings shall be called.
  - 1.** The first special meeting shall occur within thirty (30) days with notice of that meeting sent by postal or electronic mail to all members at least fifteen (15) days prior to the meeting. The purpose of this meeting shall be:
    - a.** To elect interim board members.
    - b.** To constitute or reconstitute the Nominating Committee.
    - c.** To set the date for a second special membership meeting. The second special membership meeting shall be held no later than seventy-five (75) days after the first meeting with notice sent to all members by postal or electronic mail at least fifteen (15) days prior to the meeting.



**2. The Nominating Committee shall:**

- a. Complete their search for board nominees within thirty (30) days of the first special membership meeting.
- b. The results of the Nominating Committee work shall be sent by postal or electronic mail to all members within forty-five (45) days.
- c. The board members shall be elected at the second of these special membership meetings. If the regular annual meeting of this corporation should be scheduled in this time period, then board elections shall be held at the regular annual meeting of this corporation.

**D. Election Procedure.** The candidate receiving the highest number of votes shall fill the longest unexpired term; the candidate receiving the next highest number of votes receives the next longest term. This procedure is followed until all vacancies are filled.

**Section 14. Board of Trustee Officers.**

The officers of the board of trustees shall be a president, a vice president, a secretary, a treasurer, and other officers as the board may decide. All officers shall be elected by a majority of the board members present and voting at the first board meeting after the annual meeting, or at a special board meeting called for the purpose of electing officers. The term of office shall be one (1) year or until successors are elected.

**A. President.** The President shall:

1. Preside at all Board of Trustees meetings.
2. Preside at all membership meetings.
3. Appoint members of committees related to board functions (except the Nominating Committee) with the advice of the board.
4. Serve as an ex officio member of all committees except the Nominating Committee.
5. Supervise update or cause to update the membership database, annual renewal process, and campaign.
6. Sign such papers and documents, upon proper authorization, as may be necessary.
7. Be responsible for collaborating with the Vice President in the planning of board orientation, retreats, and workshops.
8. Send out or cause to be sent out notices of general meetings to the membership.
9. Hold no more than one officer position.
10. Communicate and collaborate with the Director of the VSWCD regarding the overall vision.

**B. Vice-President.** The Vice-President shall:

1. Assist the President in the performance of that officer's duties.
2. Perform all the duties of the President of the Board in his or her absence.
3. Succeed to the office of the President of the Board in case the office of the President becomes vacant. In such a case, a new Vice-President of the Board will be elected from among the remaining Trustees to fill the remainder of the term.
4. Keep or cause to be kept up-to-date membership lists.
5. Send or cause to be distributed yearly membership renewal notices to all members.
6. Will be responsible for the Annual Meeting every year.
7. Shall perform such other duties as assigned by the President or board of trustees.

**C. Treasurer.** The Treasurer shall:

1. Be custodian of all funds belonging to this corporation.
2. Payout or cause to be paid out, funds authorized by the Board, and see that all expenditures are evidenced by proper receipts and vouchers.
3. Collect all funds and contributions belonging to the corporation and deposit such in banks or trust companies as designated by the board.
4. Keep, or cause to be kept, a record of all financial transactions, and documentation of all accounts.
5. Submit monthly financial reports at each regular Board meeting and as directed by the board of trustees.
6. Submit a financial report covering the last complete fiscal year and a budget for the upcoming year at the annual membership meeting.
7. Be responsible for ensuring that two (2) board of trustees are present to count funds. At events, the board of trustees counting will verify the opening balance in the cash box and the closing balance in the cash box.
8. Two persons, including the treasurer, will review deposits over \$100.00.
9. All checks for payment or withdrawals of \$200.00 or over shall be countersigned by another designated trustee.
10. Pass background checks for the faithful performance of his or her duties as the board may require.

**D. Secretary.** The Secretary shall:

1. Keep, or cause to be kept, an accurate record of the minutes of all Board and Membership Meetings.
2. Hold in or cause to be held in custody and be responsible for all reports, contracts, other legal papers, and minute books. These items will be kept in the principal executive office of the ministry at all times, or in such other depository as prescribed by the Board.
3. Be a signatory to any legally required documents which the state or local government determines necessary.



4. Attend to all official business as directed by the Board.

#### **Section 16. Optional Board Advisory Positions.**

- A. Alternate or Advisory Board Members.** The board of trustees may appoint or remove up to two Alternate or Advisory board members. Alternate or Advisory board members must be members of Friends of the Whitfield Wildlife Conservation Area and shall meet the same requirements as candidates during regular elections.

Alternate or Advisory board members shall have no voting power at board meetings unless requested to fill the quorum. Alternate or Advisory board members may participate in board discussions and may receive and review information regarding the business of the board.

The term of the Alternate or Advisory board members shall be one year. The Alternate or Advisory board members shall serve no more than two (2) consecutive years without an interval of one (1) year between terms.

- B. Historian.** The board has the opportunity to invite a Historian who shall attend all board meetings. The Historian shall speak to the historical institutional knowledge, be an advisor to the board, and shall have a voice but not a vote in the deliberations of the board and shall not be counted in the quorum.

It is suggested that this position be held for one (1) year and shall serve no more than two (2) consecutive years without an interval of one (1) year between terms.

#### **Section 17. Liability & Indemnification.**

##### **A. Liability.**

Officers and trustees shall not be liable to the corporation or its members for monetary damages for breach of fiduciary duty as an officer or trustee notwithstanding any provision of the law imposing such liability; except that the liability of an officer or director shall not be limited or eliminated for any breach of the officers or trustees 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.

##### **B. Indemnification.**

The corporation may indemnify its past, present, and future trustees 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 trustee 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 the existence of such liability for negligence or misconduct.

## **Article 7 – Emergency Situations**

In the case of a national emergency declared by the President of the United States, a State Emergency declared by the governor, or a local emergency as determined by a two-thirds (2/3rds) vote of the local corporation trustees present and voting, the board of trustees is authorized to meet by electronic means and to have the full power to adjust budgets and cancel/postpone events or reschedule them as electronic meetings. As long as the emergency lasts, the board of trustees may take any other emergency actions deemed helpful and necessary to assure the welfare of this corporation. The board of trustees is responsible to continue to communicate the activities of this corporation to its members as applicable.

## **Article 8 – Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* or *Roberta's Rules of Order* shall govern this corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the corporation may adopt.

## **Article 9 – Amendment of Bylaws**

Any amendment(s) to or general revision of these bylaws may be considered after approval of the proposed amendment or revision by the members. The proposed amendment or revision shall be adopted at any annual or special membership meeting provided that written notice setting forth the exact wording of such proposed amendment(s) or general revision has been sent by postal or electronic mail to all members at least fifteen (15) days prior to that meeting at which they shall be considered. An affirmative vote of two-thirds (2/3rds) of the members present and voting shall be necessary to adopt any amendment(s) to or general revision of these bylaws.

[**NOTE:** If the incorporating state requires the approval of the board for the adoption of amendments to the bylaws, the following provision shall be added: To take effect, any amendment(s) to or general revision of these bylaws must also be ratified by a two-thirds (2/3rds) vote of the members of the board of trustees present and voting at the first meeting of the board following the adoption of such amendment(s) or general revision.]

## Article 10 – Dissolution

In the event that this corporation is dissolved, after the liquidation of personal property, real estate, and all assets, the corporation shall deliver all funds remaining after the payment of the debts of the corporation only to an organization having similar charitable, scientific, literary, and educational purposes as are permitted in section 501 (c)(3) of the Internal Revenue Code of the United States. Should no such organization exist, any remaining assets of this corporation after dissolution shall be disposed of by a court of competent jurisdiction of the county in which the principal executive offices of the corporation are then located and shall be used exclusively for such purposes or distributed to such organization or organizations as said court shall determine, which are organized and operated exclusively for purposes set out in Section 501(c)(3) of the Internal Revenue Code of 1954 as amended.

### ATTEST:

These bylaws approved and adopted by the membership at the membership meeting on **May 4, 2024** supersede all previous bylaws adopted by Friends of the Whitfield Wildlife Conservation Area.

  
\_\_\_\_\_  
President

No Vice President in office at this time

\_\_\_\_\_  
Vice President

  
\_\_\_\_\_  
Secretary

  
\_\_\_\_\_  
Date

Original Bylaws: May 26, 2008

Revised: January 15, 2012

Revised: April 1, 2017 - Article 5, Section 5, Meetings

Revised: November 5, 2021

Revised: May 4, 2024