

BY – LAWS OF FRIENDS OF THE NORFORK NATIONAL FISH HATCHERY, INC.

Article I. Name and Location

The organization shall be a not-for-profit corporation known as **FRIENDS OF THE NORFORK NATIONAL FISH HATCHERY, INC.**

Article II. Purpose

The corporation will promote a community involvement in the Norfolk National Fish Hatchery. This will be accomplished by supporting the “Purposes” for which the hatchery was established, the Hatchery Mission, and the Hatchery goals and objectives. In this connection, the Corporation will enter into an agreement with the U.S. Fish and Wildlife Service (Service) to:

- A. Produce and make available to Hatchery visitors, by sale or free distribution, suitable interpretive and educational materials, such as books, pamphlets, posters, slides, video, photographs, maps, etc., to increase the visitors’ understanding of the Hatchery.
- B. Sell special materials, memorabilia, and handcrafts which interpret or symbolize the significance of events, cultural development and personage associated with the Hatchery and/or the Corporation and to stimulate public interest in our nation’s natural history, natural resource management, culture and heritage that will enhance visitor enjoyment.
- C. Acquire materials, supplies and/or labor which may be retained by the Corporation or donated to the Service or Hatchery to support educational, recreational, interpretive and biological projects as agreed with the Hatchery representatives.
- D. Aid in development of suitable educational facilities, equipment, library of educational materials and visitor center exhibits when aid is requested by Hatchery management.
- E. Aid and improve the Hatchery volunteer program when aid is requested by Hatchery management.
- F. Assist the Hatchery in starting innovative programs in interpretation, cultural demonstrations, open houses or other activities requested by Hatchery management.
- G. Notwithstanding any other provisions of the By-Laws, the purposes for which this Corporation is formed are exclusive charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

Article III. Membership

- A. Any individual or organization approving of the objectives of the Corporation and who is willing to assist the Corporation in its activities shall be eligible for membership.
- B. There shall be several classes of memberships. In addition, the Board of Directors may from time to time elect continuing honorary members. Honorary lifetime members will be considered to be members in good standing with dues payment waived.
- C. Membership dues shall be set by the Board of Directors. Membership shall be effective on receipt of membership application and payment of dues on an annual basis except for Life Memberships.
- D. Only members in good standing shall be eligible to participate in business meetings or serve in any of the Corporation's elective or appointive positions. Members in default of dues payment for more than six months shall be dropped from the rolls.
- E. Members in good standing shall be entitled to one vote.
- F. Any person may be granted honorary membership upon resolution duly made and passed by the Board of Directors. No initial or annual dues shall be paid by such member. Honorary membership is a non-voting membership.
- G. Club membership shall entitle the holder to only one (1) vote. Life membership will not apply to clubs/organizations.
- H. Membership is extended to all persons regardless of age, sex, religion, race, color or creed, all organizations, groups, businesses, corporations, partnerships or other activities other than an individual.

Dues Schedules

Students (18 yrs or younger)	\$	10.00/yr
Senior Citizens (62+ yrs)		10.00/yr
Individual		15.00/yr
Family		20.00/yr
School Clubs		50.00/yr
Clubs/Organizations		100.00/yr
Life – Individuals		150.00
Life – Family		200.00
Corporate		250.00/yr
Benefactor		500.00

Article IV. Meetings

- A. The general membership meeting of the Corporation shall be held annually on a date and time to be designated by the Board of Directors and at a site to be determined by the Board of Directors. Notice of the meeting will be given to each member at least 30 days prior to the meeting.
- B. Special memberships meetings may be called by the Board of Directors with at least 30 days prior notice to the members stating the purpose of the meeting.
- C. A quorum shall exist at general meetings provided a minimum of four members shall be present and at which a majority of the Board of Directors are present.

Article V. Board of Directors

- A. The first Board of Directors shall consist of nine members selected by the Incorporators and who agree to serve on the Board. Additional Board members may be added by a majority vote of the general membership at the annual meeting.
- B. The Board of Directors shall serve staggered terms of three years each so that at least two positions will be open each year. Directors may be re-elected. Seats on the first Board of Directors will be one, two and three years to initiate staggered terms.
- C. Duties of the Board of Directors shall be:
 - a. To transact all necessary business for the Corporation.
 - b. To control the property and other assets of the Corporation.
 - c. To determine the policies and objectives of the Corporation.
 - d. To fill vacancies on the Board of Directors until the next annual meeting.
- D. The board of Directors shall meet at least four times each year or as mutually agreed upon by the Board members. A majority of the Board members shall constitute a quorum. Special meetings may be called by any two members of the Board when deemed necessary with adequate notice (minimum of three working days) to the other Board members. Affirmative agreement of a majority of Board members by phone or other personal contact may also constitute Board approval with the item approved to be suitably described and recorded as a Board minute including the names of all the Board members contacted, the date contacted and how they voted.
- E. Any Director may be removed for cause at any time at a duly convened meeting of the membership of the Corporation called for such purpose by the affirmative vote of a majority of the membership present and voting, at which meeting the affected Director shall be afforded an opportunity to represent himself/herself. Further, the Board may also remove any Director who misses three regularly or special Board meetings in any fiscal year without benefit or prior approval by the President.
- F. The immediate past president remains on the Board of Directors, until the current president's term ends and he or she takes that role.

Article VI. Officers

- A. The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer who shall be elected by the general membership at the annual membership meeting and are considered to be Board Members. All officers will hold office for two years or until their successors are chosen or until their terms expire. Vacancies in any office shall be filled at the next Board meeting except for the President which will be chosen at the next annual membership meeting. Any two offices may be held by the same person except the office of President. All officers may be re-elected. All officers are eligible to vote.

- B. Duties of the President:
 - a. Presides at all meetings of the membership and Board of Directors.
 - b. Assigns specific responsibilities to the other Board members as he/she may choose.
 - c. Carries out any additional duties designated by the Board of Directors or usual duties to that position.

- C. Duties of the Vice President:
 - a. Assumes the duties of the President in his/her absence.
 - b. Assumes the office of the President in the event of a vacancy of the President until the next annual membership meeting.
 - c. Carries out any additional duties designated by the President or usual duties to that position.

- D. Duties of the Treasurer :
 - a. Receives and is custodian of all monies of the Corporation and shall deposit in the name of the Corporation 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 business.
 - b. Reports on the accounts at all regular Board of Director meetings.
 - c. Expenditures for the normal conduct of providing and selling books and other materials as described in Article II –A shall be approved and paid by the Treasurer and reported at the next regular Board meeting. Expenditures for materials donated to the Service shall be authorized by the Board of Directors and paid by the Treasurer.
 - d. There shall be an Annual Review of accounts at the annual meeting.
 - e. There shall be an external CPA audit every five years.
 - f. Carries out any additional duties designated by the Board of Directors or usual duties to that office.

E. Duties of the Secretary:

- a. Keeps a record of the proceedings of the meetings of the Corporation and Board of Directors meetings.
- b. May be responsible for handling and reporting correspondence.
- c. Be custodian of the corporate records.
- d. Maintain the official address of the corporation.
- e. May be responsible for keeping the membership rolls.
- f. Be responsible for sending notices of the annual meeting or special membership meetings.
- g. Carries out any additional duties designated by the President or usual duties to that position.

Article VII. Operating Staff

- A. The Board of Directors may appoint such operating staff as it deems desirable, who may or may not be members of the Corporation and who may be compensated or serve voluntarily.
- B. The Board of Directors may assign specific responsibilities to any operating staff as the Board may so decide, including, but not limited to, assisting the Secretary and/or Treasurer in any of their duties as described in Article VI, Section D and E.
- C. The Board of Directors may relieve any operating staff of their responsibilities, without cause, on thirty (30) days notice or immediately with cause except in the latter case; such staff shall be allowed to meet with the Board of Directors within ten (10) days of such discharge to respond to charges.

Article VIII. Committees

- A. A nominating committee of three members shall be appointed annually by the President.
- B. The nominating committee shall present to the members in attendance at the annual membership meeting its recommendations for the Directors to be elected at the meeting. Nominations may also be made from the floor of the meeting with prior consent of the person being nominated.

Article IX. Amendments

These by-laws may be amended at any annual or special meeting of the Board of Directors. The affirmative vote of majority of the entire Board of Directors shall be required for adoption of any amendment. Notice of the meeting and proposed

amendment, together with the text of the proposed amendment, shall be delivered to the Directors 30 to 60 days prior to the meeting.

Article X. Distribution of Assets upon Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code, or corresponding section of any tax code, subject to any order of a court of competent jurisdiction.

These By-Laws were approved and accepted on March 25, 2016.