

BYLAWS
Friends of Great Swamp NWR, Inc.
December 6, 2008

Article I

Section 1. Name – The name of the corporation shall be Friends of Great Swamp National Wildlife Refuge, Inc. referred to herein as the "Corporation" . The Corporation shall be managed by a Board of Directors as more fully set forth in Article V of these Bylaws and shall have officers ("Officers") as provided for in Article VI of these Bylaws.

Section 2. Location – The Corporation shall accept mail at the Refuge headquarters in Basking Ridge, NJ. or elsewhere as determined by the Board of Directors. It shall conduct business and meet at places within Morris and Somerset Counties NJ or elsewhere as determined by the Board of Directors.

Section 3. Fiscal Year – The fiscal year of the corporation shall coincide with that of the Great Swamp National Wildlife Refuge, (October 1- September 30), unless otherwise designated by the Board of Directors.

Article II

The Corporation is an independent, non-profit corporation dedicated to supporting the primary purposes for which Great Swamp National Wildlife Refuge was established: for use as an inviolate sanctuary for migratory birds; for the protection of natural resources; and for the development of incidental wildlife-oriented recreation where such recreation does not interfere with the primary purposes of the Refuge.

The Corporation shall promote the preservation of the natural and historical resources of the Refuge, foster its use and enjoyment by the public consistent with the protection and preservation of its environment, and engage in such educational, scientific and civic activities as will assist the management of the Refuge 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, contributions and subscriptions, and administer, own, hold, convey, transfer, disburse, 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 the United States as it now exists and as hereafter amended, and no assets of this Corporation shall inure to the benefit of any private individual. Upon dissolution and winding up of this Corporation, any remaining assets shall be transferred only to an organization having like charitable, scientific, literary and educational purposes as are permitted by section 501 (c) (3) of the Internal Revenue Code of the United States. No assets shall be conveyed or distributed to any individual. No substantial part 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.

Notwithstanding any other provision of these Bylaws, the purposes for which this Corporation is formed are exclusively charitable and educational within the meaning of 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) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are tax deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article III

Membership in the Corporation

There shall be several classes of members as determined by the Board of Directors. Such classes may include: Individual, Family, Organization, Non-profit, Honorary, Special. All interested persons subscribing to the purposes of the Corporation may become Members upon payment of annual dues in the amount established from time to time by the Board of Directors. Voting shall be determined by the Board for each class. Dues are payable annually; membership is for a period of twelve months following payment of dues. Any Member whose annual dues remain unpaid for 90 days after the expiration month of any calendar year shall be deemed to have resigned upon the due date thereof. Any Member may resign by filing a written resignation with the Secretary. 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

Meetings of Members of the Corporation

Section 1. Annual Meeting of the Corporation– The annual meeting of the members shall be held between September 1 and December 31 of each year at such time and place in Morris or Somerset Counties, NJ 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 or upon written request to the secretary of any 3 members of the Board of Directors or not less than 10 non-board members of the Corporation.

Section 3. Notice – Written notice stating the date, time, place, and purpose of any meeting of the Corporation 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 Seventeen (17) 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 these bylaws, 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 and Treasurer shall be elected from among the Board of Directors.

Section 2. Number and Election – There shall be no less than 9 and no greater than 15 directors, who shall be elected at the Annual Meeting of the Corporation by a vote of the members to serve for a period of two years, or until their successors shall qualify.

Section 3. Resignation and Removal– Any Director may resign by delivering his/her written

resignation to the Corporation at its mailing address or to the President or Secretary of the Corporation. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any Director may be removed from office with or without cause by the affirmative vote of a majority of the members present at any annual or special meeting of the members of the Corporation at which a quorum of the members entitled to a 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 caused by death, resignation, disqualification or any other 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 – Regular meetings of the Board of Directors 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 determination is made shall be given notice thereof. The annual meeting of the Board of Directors shall be held at the same place as the annual meeting of the Corporation or a special meeting held in lieu thereof, following or as part of such meeting of the 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, another officer, or two or more other 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 Articles of Organization, or by these bylaws. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a formal vote if 75% of the Directors then in office respond within the designated time frame and all respondents consent to the action by telephone, email or other electronic means of communication. If any director, responding within the designated time frame, objects to the action requested, the action may not be taken. If appropriate, the action may be reconsidered and formal vote taken at a subsequent meeting of the Board of Directors. A written record of the phone or email consent shall be filed subsequently with the records of the meetings of the Board of Directors. Such consent shall be treated, for all purposes, as votes at a duly convened meeting of the Board of Directors.

Section 7. Committees – The chairperson of the following Standing Committees shall be appointed by the President from members of the Board and/or the membership at large, subject to the approval of the Board. The members of the standing committees shall be appointed upon recommendation of the respective chairperson with the approval of the Board. All committee members shall be members of the Corporation.

The Nominating committee shall consist of three (3) members, at least one of whom will be from the Corporation but not a Director. The term of each member shall be three (3) years and the terms shall be staggered, so that the term of any two members shall not expire in the same year. The nominating committee shall propose for election at the annual meeting of members, candidates for the Board of Directors.

The Finance Committee shall consist of at least three (3) members, including the treasurer and at least one other Director. The committee shall work with the treasurer and advise the Board to

ensure that adequate financial and accounting policies and procedures are used and to assure that all financial obligations of applicable state and federal laws are met. An auditor or accountant, who is not a Board member, may be retained as required by law or as determined by the Board.

The Development Committee shall consist of at least three (3) members, at least one of whom is a Board member. The committee shall provide oversight of and implementation of the organization's fund raising and development efforts.

The Directors may from time to time establish such other standing or ad/hoc committees as they shall determine to be necessary or appropriate for the conduct of the Corporation's activities.

Article VI

Officers

Section 1. Officers – The officers of the Corporation shall be a President, one Vice-President, a Treasurer, a Secretary and such other officers as the directors may deem necessary. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 2. Election – The officers of the Corporation shall be elected from the Board of Directors by the Directors at the Annual Meeting of the Board of Directors. Each officer shall hold office for two years until the next Annual Meeting of the Board of Directors and until his/her successor shall have been elected and qualified.

Section 3. Vacancies – A vacancy in any office because of death, resignation, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term of said office.

Section 4. Resignation and Removal – Any officer may resign by delivering his/her written resignation to the Corporation at its mailing address or to the President or Secretary and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The Directors may remove any officer with or without cause by a vote of a majority of the Directors then in office, provided that an officer may be removed for cause only after reasonable notice and an opportunity to be heard by the Board of Directors, and such notice shall contain a statement of the causes assigned for such proposed removal.

Section 5. 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 of the business and affairs of the Corporation. The President shall preside 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 bylaws or by the Directors.

Section 6. Vice President – In the absence of the President, or in the event of the President's inability or refusal to act, a 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. A 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 7. 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 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 have such other powers and duties as are usually incident to his/her office and as may be vested in him/her by these bylaws or from time to time designated by the Directors.

Section 8. Secretary – The Secretary shall give such notices of meetings of Members and Directors as are required by these bylaws and shall keep a record of all the meetings of Members and Directors and assure that corporate records are maintained. The Secretary shall have such other powers and duties as are usually incident to his/her office and as may be vested in him/her by these bylaws or by the Directors. In the absence of the Secretary from any meeting of the Members or Directors a temporary secretary, designated by the person presiding at the meeting, shall perform the duties of the Secretary.

Article VII

Books and Records

Section 1. Maintenance of 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 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.

Section 2. Execution of Instruments – The Board of Directors may authorize any officers(s) or agents(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 payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instrument shall be signed by the Treasurer of the Corporation.

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

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 IX

Indemnification

The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the full extent permitted by the New Jersey Non-profit Corporation Act.

Article X

Conflict of Interest

The Corporation, through its Board of Directors or any Committee thereof, shall not enter into a contract or transaction with any of its Officers or Directors or with any other entity in which its Officers or Directors have a substantial financial interest or serve as an officer, director or trustee unless material facts about such Officer's or Director's interest or position are disclosed or known to: (a) The Board or a Committee thereof and the Board or Committee authorizes, approves or ratifies the contract of transaction by unanimous written consent, provided at least one Director so consenting is a disinterested party, or by affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors constitute less than a quorum; or (b) the members and they authorize, approve or ratify the contract or transaction.

Article XI

Amendments to Bylaws

These bylaws 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 at which a quorum is present, 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 bylaws 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 alteration, 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, provided that a quorum is present at such meeting in order to be valid. Notwithstanding the above provisions of this Article XI, any alteration, amendment or repeal of a bylaw by the directors as provided for in this Article XI shall be valid and given full force and effect until the next meeting of members.

Revision History

1999 (No date) – Original Bylaws.

October 19, 2001 – Amendments approved at Annual Membership Meeting.

December 5, 2004 – Amendments approved at Annual Membership Meeting.

December 6, 2008 - Changes approved at Annual Membership Meeting