

**Bylaws of the
ASSOCIATION OF RETIRED
U.S. FISH AND WILDLIFE SERVICE EMPLOYEES
AS AMENDED FEBRUARY 15, 2012**

ARTICLE I -- Name of Corporation

Association of Retired U.S. Fish and Wildlife Service Employees, Inc. (**Association**), a.k.a. FWS Retirees Association

ARTICLE II -- Organization and Purposes

A. Said corporation is organized exclusively for charitable, educational and/or scientific purposes. This includes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future code. The Association is a membership organization and is not organized for the private gain of any person or for political purposes. It is organized under the non-profit corporation laws of West Virginia, as amended, that govern tax-exempt organizations for charitable purposes.

B. The Purposes of the Association are to:

1. Recognize the rich history of the U.S. Fish & Wildlife Service and the many contributions of its present and past employees,
2. Foster the preservation and use of the historical documents, objects and information that illustrate the Service's invaluable contributions in natural resource conservation,
3. Involve present and past employees in the history and heritage of the Fish and Wildlife Service, and
4. Facilitate camaraderie among Service retirees and between retirees and the active Service

C. Activities of the Association include:

1. Facilitating and fostering contact, interaction and camaraderie among retired employees of the U.S. Fish and Wildlife Service by assisting in locating and maintaining connections with former colleagues and by promoting periodic reunions of Association members to renew friendships with former colleagues, develop new friendships, and participate in informative workshops that provide information of interest to retired Fish & Wildlife Service employees.
2. Encouraging Association members to participate and assist in the activities of the Service's Heritage Committee as outlined in the Heritage Committee charter.
[See <http://training.fws.gov/history/heritagecharter.html>]
3. Keeping members of the Association informed by providing current information regarding activities and events of Association members and by providing information of significant activities, policies, and accomplishments of the active Fish & Wildlife Service.
4. Helping to maintain and improve the morale of current Fish & Wildlife Service employees by fostering close ties between the Service and its retired employees by encouraging retirees to serve on panels and committees when requested and by sharing past experiences and expertise with current employees.
5. Encouraging the preservation and use of important historical documents, objects, and information to educate present and past employees of the Service and the public in understanding the heritage of the Fish and Wildlife Service.

6. Developing and promoting demonstration projects on Service lands and facilities that display wise management approaches to resource utilization in cooperation with the Field Station or Region involved.
7. Assisting/advising employees and administrators, singly or collectively, concerning current Service matters/objectives/programs, thereby making use of the expertise and experience retirees gained during their years of service.

ARTICLE III -- Membership

A. Membership in the Association of Retired U.S. Fish and Wildlife Service Employees is possible under five categories:

1. **General** membership is available to any person formerly employed by the U.S. Fish & Wildlife Service who has retired. Upon furnishing a mailing address to the Association, he/she will receive mailings of publications and other information of interest about retiree activities and events and current Service activities and accomplishments. These include the periodic *Retirees Association Newsletter*, *Fish and Wildlife Service News* and *FWS Refuge Update*. Immediate family members of deceased retirees also meet this definition.
2. **Sustaining** membership is available to any person formerly employed by the U.S. Fish and Wildlife Service who has retired. Upon payment of the prevailing annual dues at the time of enrollment or renewal of membership, that person will be classed as a sustaining member of the Association eligible to vote and hold office, to participate in directing the activities and operations of the Association, to receive the periodic *Retirees Association Newsletter* and the other information outlined in the *General* membership category, and other amenities as may be determined.
3. **Lifetime** membership is available to any person formerly employed by the U.S. Fish & Wildlife Service who has retired. Upon payment of \$500 lifetime membership dues, he/she is accorded lifetime membership and will be eligible to vote and hold office, to participate in directing the activities and operations of the Association, to receive the information and benefits outlined in the *Sustaining* membership category.
4. **Friends** or current employees of the Fish & Wildlife Service may join the Association as individual members upon paying the prevailing annual membership fee. Friends category members can become sustaining or lifetime members upon retirement. They will receive the periodic *Retirees Association Newsletter*, and the information outlined in *General* membership.
5. **Honorary** memberships may be conveyed with the approval of the majority of the Board of Directors. Honorary members shall not be eligible to vote or hold office in the Association.

B. Meetings of Members

1. The Board of Directors shall select the time and place for a membership "Reunion" to be held approximately every 1-2 years, and/or any other meeting deemed necessary by the Board.
2. The Board shall consider participation in Service or Service partnership sponsored events, educational opportunities, and local conservation management opportunities in determining the location and time of the Reunion for Association members.
3. While the primary focus of the retirees' Reunion is the renewal of friendships with former colleagues in a social setting, the Board should make a concerted effort to include educational workshops on issues important to retired Fish and Wildlife Service employees in the reunion agenda.
4. Written notice stating the place and date(s) of the Reunion shall be made available to current Association members not later than 30 days prior to the meeting.

ARTICLE IV -- Board of Directors

The affairs of the Association will be guided by the Board of Directors (Board) composed of nine (9) Association members, one of whom will be selected by Board members to serve as the chairperson.

A. The Board

Generally and without limitation, the Board shall have the power to conduct the business of the Association in a prudent and careful manner consistent with the limitations and restrictions imposed by the Articles of Incorporation granted to it by the State of West Virginia.

1. Board members will serve staggered three-year terms.
2. At each reunion, the Board will select a chairperson, vice chairperson, secretary and treasurer from among its members. The chairperson shall preside at meetings of the Board.
3. The Board chairperson may appoint Association members or any other persons to committees or advisory groups in conducting the business and affairs of the Association.
4. Board member terms may be terminated by a vote of five (5) members of the Board.
5. The Board shall present a financial accounting summary to the membership at each Reunion.
6. The Board shall establish written policy and procedures for entering into contracts and disbursing funds. All such contracts, checks, drafts, and other orders for payment of money shall be approved verbally or electronically by two (2) Board designated members, but will require only one signature on the disbursement.
7. Board members shall not receive any compensation for their services as directors but will be eligible to receive travel costs and expenses, equal to the prevailing Government rate, to conduct the business of the Board and the Association.
8. The Board shall not include more than two persons who are members under the Friends category.

B. Elections

1. General elections for positions on the Board of Directors shall be held annually with terms to begin as of the first of January the following year.
2. Board members will be elected by the current eligible Association membership from a slate of interested candidates submitted by a sub-committee appointed by the chairperson. The criteria for candidacy are experience, competence, ability, and dedication to the purposes and goals of the Association. Candidates must be able to conduct Association business by electronic mail.
3. The Board is responsible for referring candidates for election and other matters requiring a vote, and establishing deadlines for the receipt of ballots, to the Association membership.
4. Vacancies on the Board due to death, resignation, incapacity, or removal, will be filled by election at the next general election or by appointment by the remaining Board members on an interim basis. Interim appointees may serve the remaining portion of the term of the Board seat for which they have been appointed, after which time they may stand for election to the Board for a full three year term. In making an appointment, primary consideration will be given to eligible Association members who were unsuccessful candidates at the most recent general election.

C. Officers

Officers of the Association's Board of Directors shall be selected by the Board from its members and will consist of a chairperson, a vice chairperson, a secretary and a treasurer.

1. **Chairperson.** The chairperson shall preside at all meetings of the Association and the Board of Directors and shall be the chief executive officer of the Association, subject to policies established by the Board of Directors.

2. **Vice Chairperson.** The vice chairperson shall have all the power to perform the duties of the chairperson in the absence of the chairperson.
3. **Secretary.** The secretary shall be responsible for:
 - a. ensuring that the minutes of all meetings of the Association and of the Board of Directors are recorded and retained.
 - b. ensuring that the records of the Association are kept and retained, and a 30-day notice of the Reunion meeting is given to the Association members.
4. **Treasurer.** The treasurer shall be responsible for:
 - a. general custody of all of the funds and securities of the Association and the deposit of Association funds in such bank as the Board of Directors may designate.
 - b. disbursing such funds as directed by the Board to satisfy the financial obligations of the Association and managing transactions associated with the membership Reunions and other activities of the Board of Directors and Association.
 - c. ensuring that the books and financial accounts of the Association are kept and retained.
5. **Other.** The Board may appoint other officers to meet specific needs.

D. Meetings

1. The Board of Directors shall conduct at least one open business meeting to coincide with the membership Reunion to conduct the business of the Association and to assure the objectives and purposes for the Association can be met. Other meetings, including telephone conferences, may be called by the chairperson, or by at least three (3) Board members when necessary, to conduct the business of the Association.
2. Written notice stating the place and date(s) of the Reunion meeting of the Board shall be given not later than 30 days prior to the meeting. All Board members shall be given proper notice of and arrangement for all telephone conference meetings.
3. Presence of the majority of the Board members will constitute a quorum for conducting the business of the Board and the Association.

E. Management

1. The Board of Directors may delegate the day-to-day management and technical operations of the Association to another entity or person as long as all the powers of the Board are ultimately exercised by the Board.
2. The Board of Directors shall have the authority to contract with individuals or accept qualified volunteers determined necessary for conducting Association business. Paid and volunteer staff members shall not hold office on the Board of Directors but may act as chairpersons to Board established committees. Paid and volunteer staff members shall not have voting privileges.

ARTICLE V -- General Provisions

A. Reporting Year: The reporting year of the Association shall begin January 1 of each year.

B. Dues: The Board of Directors will establish such membership dues as may be necessary to efficiently conduct the business of the Association. Such annual dues shall be payable to the Association before January 1 of each year.

C. Voting: Every member of the Sustaining or Lifetime membership category shall be entitled to cast one vote for each matter submitted to the Association membership for a vote. Ballots must be cast on or before the date established by the Board.

D. Gifts: The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise that meets the purposes of the Association.

E. Offices: The Offices of the Corporation shall be in the State of West Virginia, County of Jefferson, City of Shepherdstown.

F. Membership Records: The Association shall maintain a current list of dues-paying members that may be available for appropriate inspection. The Association shall also endeavor to keep an accurate list of all general members.

G. Conduct of Activities: In the conduct of their activities on behalf of the Association, no member of the Board of Directors nor any officer of the Association shall deny any person an appointment to the Board of Directors or any office or committee, any benefit, privilege, or treatment on the basis of sex, race, creed, color or national origin, or on any other arbitrary, capricious or discriminatory basis. Words used in these Bylaws shall be read as gender neutral.

H. Issues: Any Association member may present in writing to the Board of Directors, matters of concern for consideration by the Board and the Association membership.

I. Amendments: The Board of Directors may amend, repeal, or adopt new Bylaws at any regular or special meeting prior to which notice was given to Association members.

I hereby certify that the forgoing is a true, complete and correct copy of the Bylaws of the Association of Retired Fish and Wildlife Service Employees in effect on the date hereof and in witness therefore, I hereunto set my hand this 15th day of February, 2012.

Judy Pulliam, Chairperson
Association Board of Directors

Permanent Mailing Address:

FWS Retirees Association
698 Conservation Way
Shepherdstown, WV 25443