

BY-LAWS
OF
THE FRIENDS OF OLD WOMAN CREEK ASSOCIATION, INC.

ARTICLE I. Name

The name of this organization shall be the Friends of Old Woman Creek Association, Inc. Members of this organization shall be referred to as Friends.

ARTICLE II. Purposes

Section 1. The purpose of this organization shall be to support the mission, goals and objectives of Old Woman Creek National Estuarine Research Reserve and State Nature Preserve, hereinafter referred to as Old Woman Creek, to encourage, solicit, receive and utilize grants, endowments and bequests as well as gifts of money to be dispersed for the benefit of Old Woman Creek, and to promote public awareness of and advocate for Old Woman Creek and other National Estuarine Research Reserves.

Section 2. The mission of the Friends of Old Woman Creek is to promote public awareness and appreciation of the uniqueness of the estuary and to support stewardship programs that sustain the ecological integrity of Old Woman Creek.

Section 3. This organization does not contemplate pecuniary gain or profit to its donors. No part of the income or monies of this organization shall inure to the benefit of any donor and no part shall be expended for any purpose which would jeopardize the tax-exempt status of the Friends of Old Woman Creek Association, Inc.

ARTICLE III. Location

The legal address of the Friends of Old Woman Creek Association, Inc. shall be at the Old Woman Creek Reserve, 2514 Cleveland Road East, Huron, Ohio 44839, in Erie County, Ohio.

ARTICLE IV. Membership

Any individual, organization, business, or corporate body interested in the purposes of this organization may become a Friend upon annual donation of prescribed contribution to the Friends of Old Woman Creek Association, Inc. The amount of dues and provision for life membership shall be set by the Board of Trustees. Annual dues are payable in January of each year.

ARTICLE V. Privileges

Section 1. An annual report, including activities, gifts attained, and financial statement, shall be sent to each Friend. Other publications shall also be sent to Friends at the discretion of the Board of Directors.

Section 2. Friends will be invited to an Annual Meeting where official business will be discussed and annual election will be held.

ARTICLE VI. Officers

Section 1. The officers of the organization shall be a President, Vice-President, Secretary, and Treasurer.

Section 2. The Vice-President shall succeed the President in the event a vacancy occurs. Vacancies occurring in the other officer positions shall be filled through appointment by the Board of Trustees. Such appointees shall serve until the following Annual Meeting.

Section 3. The officers shall perform the duties prescribed for them in Article IX and in the parliamentary authority adopted by this organization.

ARTICLE VII. Board of Trustees

Section 1. The Board of Trustees shall be composed of the officers, the immediate Past-President, and eight Trustees at large; four shall be elected each year at the Annual Meeting for a two (2) year term. The following shall be ex-officio members of the Board of Trustees: the NERR Manager of Old Woman Creek and the Division of Natural Areas and Preserves regional manager or his/her designee.

Section 2. The Board of Trustees acts in a voluntary capacity and serves without remuneration.

Section 3. The Board of Trustees shall manage the affairs of the organization between Annual Meetings and direct the use of general funds by majority vote of the Trustees.

Section 4. The Board of Trustees shall receive and administer special gifts in accordance with the terms of the gift, the policies of Old Woman Creek and the purposes of this organization.

Section 5. All officers and elected members shall be members in good standing.

Section 6. The Board of Trustees shall hold at least two (2) meetings a year, one before the Annual Meeting to draw plans, and one following the Annual Meeting.

Section 7. The Board of Trustees shall meet on call of the President or by the request of a simple majority of the Board of Trustees. A simple majority of voting members of the Board of Trustees shall constitute a quorum. With agreement by the majority of trustees, the vote may be submitted by e-mail or other written document.

Section 8. The Board of Trustees shall fill any vacancy occurring among the Trustees at large by appointing a new trustee for the unexpired term.

ARTICLE VIII. Committees

Section 1. The organization shall have the following standing committees: (1) Membership, (2) Public Relations, (3) Financial, and (4) Nomination and Awards.

Section 2. The chairpersons and members of standing committees, except as otherwise provided herein, shall be appointed by the President with the advice of the Board of Trustees and shall serve from one Annual Meeting to the following.

Section 3. Ad hoc committees may be named and their chairpersons appointed by the President.

Section 4. Elected members of the Board of Trustees shall be encouraged to become involved in the committees. Non-trustees may be appointed to standing or ad hoc committees at the discretion of the President.

ARTICLE IX. Duties of Officers

Section 1. The President shall preside at the Annual Meeting and at board meetings, prepare an agenda for the Annual Meeting, prepare an annual report of the organization, appoint chairpersons of standing committees and ad hoc committees except those chaired by other officers and the Past-President, serve as an ex officio member of all standing committees, except the Nomination Committee, and shall keep the NERR Manager of Old Woman Creek fully informed of all activities of the Friends of Old Woman Creek Association, Inc.

Section 2. The Vice-President shall serve in the absence of the President and shall chair the Membership Committee.

Section 3. The Secretary shall keep minutes of the meetings of the Board of Trustees and the organization, shall be custodian of all official records of the organization, and such other duties as the Board of Trustees may delegate.

Section 4. The Treasurer shall keep a record of all donations to the Friends of Old Woman Creek, acknowledge all contributions upon receipt or acceptance by the Board of Trustees, shall be a member of the Financial Committee and shall be custodian of all funds and securities belonging to the organization and shall disburse, or otherwise deal with, the same as shall be ordered by the Board of Trustees. She/he shall maintain accurate financial accounts and keep the same available for examination by the Board of Trustees and the Financial Committee; and she/he shall perform such other duties as the Board of Trustees may require. Upon expiration of her/his term of office, she/he shall turn over to her/his successor, or the Board of Trustees, all money and other property of the organization in her/his hands.

Section 5. The Past-President shall serve as an advisor to the Board of Trustees and shall chair the Nominating Committee and an ad hoc committee to review the By-laws every three years and make recommendations for changes to the Board of Trustees.

Section 6. All officers shall perform other such duties as the Board of Trustees shall deem appropriate and necessary.

ARTICLE X. Duties of Committees

Section 1. Membership Committee. It shall be the duty of this committee to maintain an accurate listing of the names and addresses of Friends and non members who are potential Friends and shall provide other committees with the addresses upon request. This committee shall coordinate an annual membership campaign and send out annual dues notices and acknowledgements of payment of dues.

Section 2. Public Relations Committee. It shall be the responsibility of this committee to communicate the purpose and accomplishments of the Friends of Old Woman Creek Association, Inc., and to interest the public in the Friends of Old Woman Creek Association, Inc.

Section 3. Financial Committee. This committee annually shall prepare a budget for the ensuing year and shall submit the same to the Board of Trustees for consideration and approval. The committee annually shall audit the organization's financial records or cause the same to be audited. The chair of this committee shall be a Trustee.

Section 4. Nominating and Award Committee. It shall be the responsibility of this committee to nominate all officers and members of the Board of Trustee for election. Any Friend may send suggestions for nominations for officers and board members to the chairperson. The chairperson shall present nominations to the Board of Trustees for review and approval. No Friend shall be placed on the ballot without prior consultation about his or her willingness to serve. This committee shall also nominate individuals for awards and recognition for scholarship, research, service, or donations.

Section 5. The President shall prescribe the duties of ad hoc committee members.

Section 6. All chairpersons shall be members in good standing, shall make recommendations to the President concerning the membership of their committees, shall be expected to present reports at each meeting of the Board of Trustees, shall give a report at the Annual Meeting or any other assembly of the entire membership, shall provide the President with copies of all reports and minutes, shall keep the President fully informed about the committee activities on behalf of the Friends of Old Woman Creek Association, Inc., and shall perform other such duties as the Board of Trustees shall deem necessary and appropriate.

ARTICLE XI. Meetings

Section 1. An Annual Meeting of the Friends shall be held annually in the first quarter of the calendar year.

Section 2. Special meetings may be called at any time by the President or by a simple majority of the Board of Trustees.

Section 3. Five (5) Friends present, in addition to a majority of the Board of Trustees, shall constitute a quorum at the Annual Meeting, and every Friend shall be entitled to one vote on all matters brought before the organization.

Section 4. Notice of the Annual Meeting, including a proposed agenda, shall be sent to all members at least thirty (30) days in advance of a meeting.

ARTICLE XII. Election of Officers

Section 1. The officers and the members of the Board of Trustees shall be elected at the Annual Meeting and shall serve without compensation. Their term of office shall begin at the end of the Annual Meeting.

Section 2. The officers of the organization and the members of the Board of Trustees shall be nominated by a committee of three (3) Friends at least thirty (30) days in advance of the Annual Meeting.

Section 3. In all odd-numbered years, the President and Secretary shall be elected by a majority vote of the current membership present at the Annual Meeting and voting. In all even-numbered years, the Vice-President and Treasurer shall be elected by a majority vote of the current membership present at the Annual Meeting and voting. Terms of office for the President, Vice President, Secretary, and Treasurer shall be two (2) years without term limitation.

ARTICLE XIII. Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised shall govern this organization in all cases in which they are applicable, and in which they are not inconsistent with these By-laws.

ARTICLE XIV. Amendment

These By-laws can be amended at any Annual or special meeting of the organization by a two-thirds (2/3) vote of Friends of Old Woman Creek present and voting, provided notice was sent at least thirty (30) days in advance of the meeting.

ARTICLE XV. Dissolution

Upon dissolution of the Friends of Old Woman Creek Association, Inc., its Board of Trustees shall transfer all assets and accrued income to the National Estuarine Research Reserve Association. to benefit primarily Old Woman Creek and then other NERR sites in the United States.

ARTICLE XVI. Indemnification of Directors and Officers

Each trustee, officer, director, agent, employee, or volunteer of this corporation, and any trustee, officer, director, agent, employee, or volunteer of any other corporation serving as such at the request of this corporation shall be indemnified by this corporation under the standards set by and to the fullest extent allowable under Section 1702.12(E), Ohio Revised Code, as the same shall be amended from time to time.