

## BLUE GOOSE ALLIANCE BYLAWS

Approved \_ February 5, 2005

### Section 1. NAME and PURPOSES

Section 1.1. Name - The name of this organization shall be the Blue Goose Alliance, hereinafter referred to as the "Alliance" or the "BGA," which was incorporated in New Mexico on February 26, 2001, and maintains its registered office in New Mexico.

Section 1.2. Purposes - The Alliance is a non-profit conservation organization operating in compliance with Section 501(c)(3) of the Internal Revenue Code. The purpose of the organization is to educate the American public to the opportunities afforded by the National Wildlife Refuge System and to alert the public to the organizational and physical needs of the System. The Alliance is dedicated to (1) elevating the stature of national wildlife refuges and the Refuge System, (2) strengthening the integrity of the Refuge System, and (3) promoting the establishment of the National Wildlife Refuge Service as a separate agency within the U.S. Department of the Interior, thereby better enabling the System to conserve wildlife and wildlands and to offer the public educational and recreational opportunities which are compatible with the primary purposes of the refuges and the System.

### Section 2. MEMBERSHIP and DIVERSITY

Section 2.1. General members are all those who subscribe to the Blue Goose Alliance Forum. Voting members are those who have been formally approved to be members of the Affiliated Working Group (Affiliates). These Affiliates actively support the goals of the Alliance and are willing to help achieve them by participation in the work of the organization. An individual can be approved as an Affiliate if sponsored by a current Affiliate without objection by any other Affiliate. Any Affiliate sponsoring an individual must counsel that individual about Affiliate work participation requirements before presenting the individual's name for approval as an Affiliate.

Section 2.2. Affiliates may challenge the actions of the Directors, Officers, or other Alliance agents or the conduct of the Alliance's business by written petition at any time and on any issue related to the goals and purposes of the Alliance. To be given prompt and serious consideration by the Board of Directors (BOD), challenges made while the Affiliated Working Group is less than 100 shall be signed by at least 20% of the Affiliates. Challenges made while the Affiliates are more than 99 but less than 200 must be signed by at least 25 Affiliates, and challenges made when the Affiliates exceed 199 must be signed by 30 Affiliates. The BOD shall give prompt and serious attention to resolving any qualifying petition. Matters not resolved by the BOD shall be referred to the Affiliates in a form permitting all Affiliates to vote their wishes. Petitions submitted with fewer than the required number of signatures shall be placed on the agenda of the next annual meeting of the Alliance for such resolution as the Affiliates in attendance at that meeting, by vote, deem appropriate.

Section 2.3. The Alliance is committed to reflecting the diversity of our society in its BOD, Officers, committees, and all agents (including staff) and shall promote such diversity. The President and BOD shall promote and monitor diversity implementation and report annual progress.

### Section 3. OFFICERS, DUTIES, and RESPONSIBILITIES

Section 3.1. The Officers of the Alliance shall be the President, Vice-President, Secretary, Treasurer, and Vice-President for Communications. Officers shall be elected from the Affiliated Working Group by the Affiliates present at the annual meeting. The term of office shall be two (2) years and be limited to three (3) consecutive terms. However, the limitation may be waived by majority vote of the BOD. The Officers, by virtue of their office, shall serve on the BOD and will constitute the Executive Committee

(EC).

### Section 3.2.

(a) The President shall be the Chief Executive Officer of the Alliance and shall preside at annual and other meetings of the BOD, the EC, and the Alliance. The President shall oversee the development of a budget to be presented to the BOD at the annual meeting. The President shall direct, oversee, and evaluate the activities of the Alliance in compliance with the general organizational policies, priorities, and the approved budget as determined by the BOD.

(b) The Vice-President shall have the powers, duties, and responsibilities of the President when delegated by the President or when the President is absent or incapacitated and shall perform such other duties as may be assigned by the President.

(c) The Secretary shall maintain summary minutes of all meetings of the EC, the BOD, and the Alliance, including telephonic, Internet, or other conference-like meetings, issue proper and timely notices of all meetings, and perform such other duties as may be assigned by the President.

(d) The Treasurer shall collect all monies donated or owed to the Alliance, have custody of Alliance funds, place those funds in such depositories as may be approved by the EC, and disburse and account for those funds in accordance with the BOD approved budget and EC directions.

(e) The Vice-President for Communications shall, in accordance with Alliance policies, oversee routine operating practices and all Internet activities and group communication sites.

Section 3.3. In case a vacancy occurs in the EC, the EC at its next meeting or, in an emergency, by mail, telephonic, or Internet-facilitated ballot, may fill any vacancy. An Officer so appointed shall take office immediately and serve until the close of the next annual meeting.

Section 3.4. The BOD may determine by a two-thirds majority vote whether and in what manner an Officer shall be removed.

### Section 4. BOARD OF DIRECTORS (BOD)

Section 4.1. In addition to the five (5) elected Officers, the BOD shall consist of three (3) to fifteen (15) Directors elected from the Affiliated Working Group by the Affiliates present at the annual meeting. These Directors shall serve a two (2) year term and be limited to four (4) consecutive terms. However, the limitation may be waived by majority vote of the BOD.

Section 4.2. The number of Directors on the BOD may be increased or decreased by the affirmative vote of a majority of Affiliates attending the annual meeting.

Section 4.3. The BOD shall be responsible for:

(a) Ensuring that the Alliance meets legal requirements and is operating in accordance with its mission statement and for the purpose for which it was granted tax-exemption.

(b) Ensuring that the Alliance is managed efficiently, effectively, and in accordance with the overall established policies and annual priorities.

(c) Taking steps as needed to seek and acquire funds, special talents, consultants, or other expertise or resources to facilitate and ensure the accomplishment of the Alliance's mission.

(d) Reviewing, modifying as necessary, and approving the annual budget submitted by the President,

thereby setting annual priorities.

Section 4.4. At any duly convened meeting of the BOD, at least half of the Directors must be present to constitute a quorum for the transaction of business.

(a) When a quorum is present, the affirmative vote of a majority present shall be necessary and sufficient to adopt a decision, except those specific decisions that under these bylaws require otherwise. There shall be no voting by proxy.

(b) When a quorum is lacking, those present may prepare a draft decision to submit later for decision by mail or electronic ballot, but then an affirmative vote of two-thirds majority shall be required to adopt a decision.

Section 4.5. Directors shall adhere to a Conflict of Interest Policy established by the BOD. The policy shall be reviewed not less often than every three (3) years and amended as necessary. Each affected Affiliate shall comply with its provisions or be removed.

## Section 5. COMMITTEES

Section 5.1. The daily business, routine operations, care of property, and affairs of the Alliance shall be managed and controlled by the EC.

Section 5.2. The BOD may establish additional committees including, but not limited to, a nominating committee, a finance and development committee, and ad hoc advisory committees whose members may include persons with experience and expertise helpful to the Alliance.

## Section 6. ALLIANCE MEETINGS

Section 6.1. Annual Meetings - The Alliance shall hold an annual meeting for electing Officers, reviewing past operations, approving the next year's program and budget, establishing or revising policies needed for the conduct of its business, and conducting such other business as needed. The annual meeting shall be held at such time and place as decided by the Affiliates in attendance at the preceding annual meeting and as set forth in the notices approved at that time.

### Section 6.2. Special Meetings -

(a) In addition to annual meetings, the President may call a special meeting whenever necessary and will call a special meeting if one-third of the members of the BOD make a written request explaining the purpose(s) for such meeting.

(b) Affiliates shall be notified of a special meeting at least thirty (30) days in advance. Notification may be made by telephone or email and shall announce the date, time, location, and purpose of the meeting.

Section 6.3. Alliance business to be conducted at annual or special meetings shall not be voted upon by mail ballot, except in an emergency declared by the Presiding Officer. If such an emergency is declared, a mail ballot question shall be approved if within 20 days of the initial mailing of ballots by the Alliance, affirmative votes are received by the Alliance from two-thirds of the eligible voters.

Section 6.4. Online Meetings - In addition to annual and special meetings, the President may use the Internet for the purpose of conducting official Alliance business via online meetings. Such meetings will be governed by the policy on Internet meetings and voting procedures adopted by the BOD.

Section 6.5. The procedure at all meetings shall be governed by Robert's Rules of Order except where superseded by these bylaws, or when the meeting is held online.

## Section 7. RESIGNATIONS

Any Director, Officer, member of a committee, or agent of the Alliance may resign at any time. Such resignation shall be made in writing and shall take effect as specified in the resignation document. If not specified, the resignation shall be effective at the pleasure of the President.

## Section 8. INDEMNIFICATION

In discharging their duties, Directors, Officers, agents and employees of the BGA, may be indemnified by the Alliance for judgments and fines, amounts paid in settlements, costs, and expenses, actually and necessarily incurred as a result of an action or proceeding or any appeal therein, if such Director, Officer, agent or employee acted in good and proper interests of the BGA and had no reasonable cause to believe that his or her conduct was unlawful. The Alliance shall purchase insurance to provide for the indemnification as outlined herein as soon as Alliance income will reasonably permit.

## Section 9. FINANCES

Section 9.1. October 1 through September 30 comprises the Alliance's fiscal year.

Section 9.2. No Director or Affiliate shall receive any compensation for services to the Alliance in such capacity. Reasonable reimbursements for actual expenses to any Director or Affiliate while conducting Alliance business shall be rendered to the extent that Alliance income will permit such reimbursements, and as approved by the President.

Section 9.3. Every Officer, agent, or employee of the Alliance, who may receive, handle, or disburse money from, or for, its accounts, or who may have any of the Alliance's property in his or her custody, or be responsible for its safety or preservation, may, at the discretion of the BOD, be bonded by the Alliance.

## Section 10. AMENDMENTS

These bylaws may be amended by the affirmative vote of a majority of Affiliates.

Section 11. The above described bylaws apply to the Articles of Incorporation of the Blue Goose Alliance, which were filed with the New Mexico State Corporation Commission on February 26, 2001. The bylaws in this document replace and supersede the bylaws of the Blue Goose Alliance filed with the New Mexico State Corporation Commission on March 21, 2001. These revised bylaws were approved by a majority vote of Affiliates on February 5, 2005.

/s/ \_\_\_\_\_  
Bill Reffalt  
President  
Blue Goose Alliance

/s/ \_\_\_\_\_  
Evelyn Redfearn  
Secretary