

BYLAWS OF FRIENDS OF WERTHEIM NATIONAL WILDLIFE REFUGE, INC.

Article I: Name and Location

Section 1.01. Name. The name of the Corporation is “Friends of Wertheim National Wildlife Refuge, Inc.”, a New York non-profit corporation.

Section 1.02. Location. The Corporation shall have a post office box at the Brookhaven New York Post Office. It shall conduct business and meet at places within Suffolk County as determined by the Board of Directors.

Article II: Purpose

Subject to the terms and conditions of the Federal Statutes and the Partnership Agreement, the Corporation will support the primary purposes and objectives of Wertheim National Wildlife Refuge: to be a sanctuary for migratory birds; to protect and enhance the natural resources; to conserve endangered or threatened species; and to develop wildlife-dependent recreation which enhances and furthers the primary purposes of the Refuge. In furtherance of the foregoing, the Corporation will also foster cooperative and mutually productive relationships between the Refuge management and the local community, including educational opportunities and outreach, in pursuit of enhanced awareness, appreciation, and respectful stewardship of wildlife and its habitat. For purposes of these Bylaws, (1) the “Federal Statutes” means collectively: (i) The Fish and Wildlife Act of 1956 (16 U.S.C. 741a-742j), (ii) The National Wildlife Refuge System Administration Act of 1966 (16 U.S.C. 668dd-ee), as amended, (iii) The Refuge Recreation Act of 1962 (16 U.S.C. 460k - k-4), as amended, (iv) The Fish and Wildlife Coordination Act of 1934 (16 U.S.C. 661-667e), as amended, and (v) The National Wildlife Refuge System Volunteer and Community Partnership Enhancement Act of 1998 (16 U.S.C. 742f), as amended, and (2) the “Partnership Agreement” means the Friends Partnership Agreement between the Long Island National Wildlife Refuge Complex of the U.S. Fish and Wildlife Service (Department of the Interior) and The Friends of Wertheim National Wildlife Refuge, Inc.

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 (1) Section 501(c) (3) of the Internal Revenue Code of the United States as it now exists and as hereafter amended (“Section 501(c)(3)”), (2) the Federal Statutes, and (3) the Partnership Agreement, and no assets of this Corporation shall inure to the benefit of any private individual. The foregoing purposes shall include, without limitation the right to operate a nature store and enter into binding agreements with third parties to accomplish the Corporation’s purposes.

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). 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), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Corporation take part in any political campaign on behalf of any candidate for public office.

Notwithstanding anything to the contrary in this Article II, the Corporation may participate in lobbying and advocacy activities on behalf of the Refuge to the fullest extent that is (1) consistent with the Partnership Agreement, and (2) permitted by applicable laws.

Article III: Members

Section 3.01. Members. There shall be one or more classes of Members as determined from time to time by the Board of Directors. Any person subscribing to the purposes of the Corporation may become a Member upon payment of annual dues in the amount established from time to time by the Board of Directors. The Board of Directors may establish such other criteria for membership as it deems appropriate. Each Member shall be entitled to one vote on each matter submitted to a vote of the Members. There shall be no voting by proxy. Annual dues are due and payable by each Member upon the anniversary of such person’s becoming a Member. Any Member whose annual dues remain unpaid for 90 days after the due date shall be deemed to have resigned. Any Member may resign by filing written resignation with the Secretary. The Board of Directors, by affirmative vote of a majority of the Directors, may suspend or expel a Member for reasonable cause.

Section 3.02. Meetings. The Annual Meeting of the Members shall be held in the fall of each year at the Visitors' Center at the Refuge or at such time and place in Suffolk County as the Board of Directors may select for the purpose of electing a Board of Directors, approving the annual budget, and transaction of such other business as may come before the meeting. A vote of the Members shall be binding if a majority of the Members present at an Annual Meeting or a special meeting vote in favor. Special meetings of the Members may be called at any time by the President and shall be called upon written request of any three Directors or not less than one-third of the Members of the Corporation. Written notice stating the date, time, place, and purpose of any meeting 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 3.03. Meeting Remotely. Members that are not physically present for a membership meeting may participate in, be deemed present in person at, and vote at, the membership meeting if the Board of Directors authorizes participation by remote communication. Participation by remote communication is subject to guidelines and procedures adopted by the Board of Directors.

Section 3.04. Action Without a Meeting. Action may be taken without a meeting on written or electronic consent, setting forth the action to be taken, signed by a majority of the Members. If consent is electronic, it must be able to be reasonably determined to have been sent by the Member.

Article IV: Authority and Duties of Directors

Section 4.01. Authority of Directors. The property, business, and affairs of the Corporation shall be managed by the Board of Directors, which is the policy-making body and may exercise all the powers and authority granted to the Corporation by law. Directors shall be Members of the Corporation. The President, Vice President, Secretary, and Treasurer shall be elected from among the Board of Directors.

Section 4.02. Number, Selection, and Tenure. There shall be seven (7) to eleven (11) Directors, who shall be elected at the Annual Meeting of the Members by a vote of a majority of the Members present to serve for a period of three years, or until their successors shall qualify. Directors' terms will be assigned such that no more than one third plus one of the Directors' terms will end in any given year.

Section 4.03. Vacancies of Directors. Any vacancy on the Board of Directors may be filled for the unexpired term by a majority vote of the remaining Directors (even though

a quorum may not exist), and each Director so chosen shall hold office until the expiration of the unexpired term for which he/she was so elected and until his/her successor shall have been duly elected and shall qualify.

Section 4.04. Voting by Appointed Directors. A Director selected by the Board of Directors prior to a vote of approval of the Members at the Annual Meeting has temporary voting rights on the Board of Directors until such time as elected to serve on the Board of Directors by the Members, not later than the Annual Meeting.

Section 4.05. Voting. 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 of Directors. 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 of Directors, except to the extent that a larger number is required by law. In the event of a tie vote, the President shall serve as the tiebreaker on the issue.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a vote if all of the Directors then in office consent to the action by telephone or virtually and later file a written or electronic consent with the records of the meetings of the Board of Directors. Such written or electronic consent shall be treated, for all purposes, as votes at a duly convened meeting of the Board of Directors. There shall be no voting by proxy.

Section 4.06. 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 at which a quorum of the Members entitled to vote is present. A Director who ceases to be a Member of the Corporation shall thereupon cease to be a Director.

Section 4.07. Regular Meetings. Regular meetings of the Board of Directors will be held at the Visitors' Center at the Refuge or at such place in Suffolk County as the Directors may from time to time determine, provided all Director are given at least one week's notice. Directors can attend Board of Directors meetings in person or virtually.

Section 4.08. Attendance Requirements. Any Director who misses three regular meetings in any calendar year without being excused by the President may be removed by the Directors at a regular meeting of the Board of Directors.

Section 4.09. Special Meetings. Special meetings of the Directors may be held at the Visitors' Center at the Refuge or at such time and place in Suffolk County as designated by the President or by a majority of the Directors. All Directors shall receive notice of the date, time, place, and purpose of any special meetings at least one week in advance of such meeting.

Section 4.10. Notice. Board of Directors meetings may be called by the President or at the request of any two Directors by notice emailed, mailed, or telephoned to each member of the Board of Directors at least one week before such meeting.

Section 4.11. Committees The Directors may from time to time establish standing or ad hoc committees as they shall determine to be necessary or appropriate for the conduct of the Corporation's activities.

Section 4.12. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval by the Board of Directors. In addition, Directors serving the Corporation in any other capacity, such as staff, are allowed to receive reasonable compensation therefore.

Article V: Authority and Duties of Officers

Section 5.01. Officers. The Officers of the Corporation shall be a President, a Vice President, a Treasurer, a Secretary, and such other Officers as the Directors may deem necessary. Officers must be Members in good standing at all times during their tenure and must already be a Member of the Board of Directors. No two or more offices may be held by the same person.

Section 5.02. Election of Officers. The Officers of the Corporation shall be elected annually by the Board of Directors at the first regular meeting of the Board after the Annual Meeting. Each Officer shall hold office until the meeting of the Board of Directors following the next Annual Meeting or until his/her successor shall have been elected and qualified. In the event of a vacancy, an election shall be held as soon as practicable and the Office will be held for the remainder of the unexpired term.

Section 5.03. 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 5.04. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the 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. The 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 5.05. 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 generally accepted accounting principles and 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 prepare and file or supervise the preparation and filing of the Corporation's annual IRS form 990 and other tax documents as required by law. 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 5.06. Secretary. The Secretary shall give such notices of meetings of Members and Directors as are required by these Bylaws and shall keep records of all the meetings of Members and Directors. 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 Members or Directors a temporary secretary, designated by the person presiding at the meeting, shall perform the duties of the Secretary.

Section 5.07. 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, whenever in the Board of Directors' judgment the best interests of the Corporation will be served thereby.

Section 5.08. Paid Staff. The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers, duties, and compensation of the paid staff shall be as assigned or as delegated to be assigned by the Board of Directors.

Section 5.09. Executive Director. The Board of Directors may at its discretion hire an Executive Director. The powers, duties, and compensation of the Executive Director shall be determined and approved by the Board of Directors prior to hiring.

Article VI: Indemnification

Section 6.01. Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify and defend all Directors and Officers of the Corporation against all reasonable expenses and liabilities, including legal counsel fees, actually and necessarily incurred or imposed upon such a Director or Officer in connection with any threatened, pending, or completed action, lawsuit or proceeding to which she/he may become involved by reason of her/his being or having been a Member of the Board of Directors or an Officer of the Corporation, or any settlement thereof, unless adjudged therein to be liable for gross negligence or misconduct in the performance of her/his duties; provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such Directors and Officers are entitled. The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. Without limiting the foregoing, no indemnification may be made to or on behalf of any such person if (a) such person's acts were committed in bad faith or were the result of such person's active and deliberate dishonesty, and were material to such action or proceeding, or (b) such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled.

Section 6.02. Advancement of Expenses. Expenses incurred by a Director or Officer in connection with any action or proceeding as to which indemnification shall be given under Section 6.01 may be paid by the Corporation in advance of the final disposition of such action or proceeding upon the receipt of an undertaking by or on behalf of such Director or Officer to repay such advancement in case such Director or Officer is ultimately found (a) not to be entitled to indemnification; or (b) where indemnification is granted, to the extent that the advanced expenses exceed the indemnification to which the Director or Officer is entitled.

Section 6.03. Directors' and Officers' Liability Insurance. The Corporation shall maintain Directors' and Officers' liability insurance, or substantially equivalent insurance, at its expense, in the amounts customary for companies of similar size engaged in similar lines of business, as determined in good faith by the Board of Directors, to protect the individuals entitled to indemnification against any expense, liability or losses described in Section 6.01.

Article VII. Financial Administration

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Section 7.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such Officer or Officers or agent or agents of the Corporation and in such manner as determined by the Board of Directors or of any committee to which such authority has been delegated by the Board of Directors.

Section 7.03. Deposits and Accounts. All funds of the Corporation shall be deposited in 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.

Section 7.04. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property—real, personal, or otherwise, stock, bonds, or other securities, as the Board of Directors may deem desirable and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 7.05. Loans Prohibited. No loans shall be made by the Corporation to any Officer, Director, or employee.

Section 7.06. Books and Records. Maintenance of Records. Current, complete, and accurate books of account shall be kept of the activities and transactions of the Corporation, including a minute book (which shall contain a copy of the Articles of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Members, the Board of Directors, and any Committees) and the names and addresses of the Members

entitled to vote. All books and records of the Corporation may be inspected by any Director for any proper purpose at any reasonable time.

Section 7.07. Execution of Instruments. The Board of Directors may authorize any Officer(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.

Section 7.08. Policies. From time to time the Board of Directors may write operational policies for clarification and guidance of the Directors and/or employees. The Board of Directors shall adopt a Conflict of Interest policy consistent with the requirements of the appropriate regulatory bodies governing the conduct of nonprofit organizations.

Article VIII: Amendment of Bylaws

These Bylaws may be amended by a majority vote of the Members attending the Annual Meeting or special meeting, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken.

Article IX: Dissolution

The dissolution of the Corporation shall require a vote of at least two-thirds of the Directors and a vote of at least two-thirds the Members present at a special meeting called specifically for that purpose. Upon dissolution, the assets of the Corporation shall be transferred only to an organization having like charitable, scientific, literary, or educational purposes as are permitted by Section 501(c)(3), provided that any funds that were specifically solicited, and are being held, for the benefit of the Refuge shall be transferred in accordance with the applicable provisions of the Partnership Agreement. No assets shall be conveyed or distributed to any individual or to any organization created or operated for profit.

Article X. Conflict with Federal Statutes and Partnership Agreement

In the event with any consistency or conflict between the terms contained in these Bylaws, on the one hand, and the terms of the Federal Statutes and Partnership Agreement, the terms in the Federal Statutes and Partnership Agreement shall govern.

Article XI. Adoption of Bylaws.

These Bylaws were approved by Members at the Annual Meeting on [_____], 2022.