

Bylaws of the ASSOCIATION OF RETIRED U.S. FISH AND WILDLIFE SERVICE EMPLOYEES



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. The *Association of Retired Fish and Wildlife Service Employees* (AKA the *Retirees Association*) was chartered in 1999 as a 501(c)(3) non-profit organization. A Memorandum of Agreement (MOA) between the Retirees Association and the U.S. Fish and Wildlife Service (Service) defines how they work together and provides the basis for grants that the Retirees Association receives from the Service. The Retiree Association 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. Facilitate camaraderie among U.S. Fish & Wildlife Service (Service) retirees and between retirees and the active Service.
2. Recognize the rich history of the Service and the many contributions of its present and past employees,
3. Foster the preservation and use of the historical documents, objects and information that illustrate the Service's invaluable contributions in natural resources conservation.
4. Involve present and past employees in the history and heritage of the Service.

C. Activities of the Association include:

1. Facilitating and fostering contact, interaction and camaraderie among retired Service employees 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 Service employees.
2. Encouraging Association members to participate and assist in the activities of the Service's History Committee as outlined in the History Committee charter.
[See <https://www.fws.gov/history-committee>]
3. Keep 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 Service.
4. Helping to maintain and improve the morale of current Service employees by fostering close ties between the Service and its retired employees by encouraging retirees to serve on Service 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 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 Service 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 employment.

ARTICLE III -- Membership

A. Membership

Membership in the Association is available by completing the online application at the Association's website.

Membership falls within the following five categories:

1. **Sustaining** membership is available to any person formerly employed by the Service who has retired. Upon payment of the prevailing annual dues, 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. When initially joining the Association, membership is free for one year (First Year Free) without the need to pay dues for that calendar year. First Year Free members are considered Sustaining members during their first calendar year of membership. However, if dues are not paid during the following calendar year, or any subsequent year, then that member will revert to General membership status.
2. **General** membership is available to any person formerly employed by the Service who has retired. He/she will receive mailings of publications and other information of interest about retiree activities and events and current Service activities and accomplishments. This includes the *Retirees Association Newsletter*, other periodic news, and updates on natural resource issues. Spouses/partners of retirees can also be **General** members. General members are not eligible to vote and hold office or participate in directing the activities and operations of the Association until they pay dues (becoming a Sustaining member).
3. **Lifetime** membership is available to any person formerly employed by the 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, and to receive the information and benefits outlined in the Sustaining membership category. Spouses or partners of deceased Lifetime members will continue in the General membership category.
4. **Current employees of the Service** may join the Association as individual members in the **General, Sustaining, or Lifetime** membership categories, with privileges as noted. However, current Service employees may not vote, hold office in the Association, or participate in directing the activities and operations of the Association.
5. **Associate** membership is available to any person who has an interest in the mission of the Association. This category of membership was created to welcome those who have never been employed by the Service. Upon paying dues and furnishing an email 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. This includes the *Retirees Association Newsletter*, other periodic news, and updates on natural resource issues. Associate members are not eligible to vote, hold office or participate in directing the activities and operations of the Association. Associate Membership will be maintained as long as dues are paid..

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' Reunions 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 Service employees in each reunion agenda and will include an open meeting of the Board of Directors.
4. Written notice stating the place and date(s) of the Reunion shall be made available to current Association members not later than 90 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 who are former Service employees who have retired, with elected officers as stated below.

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 (3)-year terms.
2. Annually, the Board will select a chairperson, vice chairperson, secretary and treasurer from among its Board 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 an annual financial accounting summary to the membership and also 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. Board members are expected to attend and participate in Board meetings, unless excused by the chairperson of the Board.

B. Elections

1. Elections for positions on the Board of Directors will generally 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 (i.e., Sustaining and Lifetime) 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 phone or videoconference and 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. In the event the number of candidates for election to the Board does not exceed the number of seats available, the Board may decide to forego an election and simply seat the qualified candidates without election. In such an event, the Board will notify the members eligible to vote that, in the absence of additional candidates for the vacant seats coming forward, no election will be held and the existing slate of candidates will be seated.
5. 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 elected by the Board 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 90-day notice of the Reunion meeting is given to the Association members.
 - c. ensuring that all matters requiring a vote of eligible members are referred to said members along with supporting information at least 30 days prior to the deadline for receiving completed ballots, and for receiving and tallying the votes.
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 or video 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. All Board members shall be given proper notice of and arrangements for all monthly telephone or video 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 as necessary for conducting Association business. Such paid and volunteer staff shall not hold office on the Board of Directors but may act as chairpersons to Board established committees. Such paid and volunteer staff shall not have voting privileges unless they are otherwise eligible voting members of the Association. An exception for compensating Board members for such work may be made if all of the following conditions are met:
 - a. The work, and its supporting payment, is associated with a grant or grants and payment is made from authorized grant overhead funds. Income from membership dues shall not be used.
 - b. Payment is made for extra duties requiring significantly more time than required of other Board members.
 - c. The work is necessary to accomplish essential Association functions.
 - d. Payment for the work is an approved line item in the annual budget.
 - e. The Board makes a determination that the action will result in cost efficiencies for the Association.
 - f. Payments involving compensation of a Board member currently serving as Treasurer must be approved in writing by the Chairperson and Vice-Chairperson. The Chairperson and Vice-Chairperson are not eligible for compensation.
 - g. Any Board member under consideration for compensation shall not have a vote on any matter specifically related to such compensation, as listed in a-e above.
3. The Board of Directors will seek volunteer Association members near or accessible to existing Service Regional Offices to serve as liaisons between the Regions and the Association and its Board of Directors. The purposes of the liaisons will be to:
 - a. Interact with current Service program activities and personnel, with periodic visits to meet with Regional Office staff.

- b. Learn of opportunities for Association members to make presentations regarding Association purposes and activities.
- c. Facilitate opportunities for Association members to interact with current Service employees and participate in Service events.
- d. Assure that Regional and field station staff are aware of and that current Service employees are provided invitations to attend and participate in local Retiree events.

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 by September 30 of each year in order to be considered up-to-date with their dues for that calendar year.
- C. Voting:** Every Service retiree 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, or bequest 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 all members in all categories of membership. The Board will encourage all members to update their contact information.
- 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 at least 30 days prior notice was given to Association members for substantial edits to the Bylaws.

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.

May 15, 2024
Date

Cynthia H. Barry
Cynthia (Cindy) Uptegraft Barry
Chair
Board of Directors