

**BY-LAWS OF
THE CHINCOTEAGUE NATURAL HISTORY ASSOCIATION INC.**

ARTICLE I. Name and Location

The organization shall be a nonprofit corporation known as The Chincoteague Natural History Association, Inc., with its office located in Accomack County, Virginia, and sales outlets located in Accomack County and Northampton County, Virginia.

ARTICLE II. Purpose

The primary purpose of this Corporation is to promote a better understanding and appreciation of the natural history and natural environment of the Virginia Eastern Shore and Assateague Island, in particular, the areas of the Chincoteague National Wildlife Refuge and the Eastern Shore of Virginia National Wildlife Refuge. Secondly, other refuge needs may be considered. In this connection, the Corporation will enter into an agreement with the U. S. Fish and Wildlife Service to include, but not be limited to:

1. Producing and making available to refuge visitors, by sales or free distribution, suitable interpretive and educational materials such as books, pamphlets, posters, slides, photographs, maps, and other items of interest, to increase the visitors' understanding of natural history and their surrounding environment.
2. Acquiring books, films, recordings, and other material for use in interpretive programs which may be donated to the Service, and to assist the Service in carrying out such programs as may be agreed to with Service representatives.
3. Providing the necessary resources to conduct educational tours and meetings for visitors, organized groups and dignitaries visiting the refuges.
4. Participating in and supporting special events sponsored by the refuges.

ARTICLE III. Membership

1. Any individual or organization approving of the objectives of the Corporation and who is willing to assist the Corporation in its activities shall be eligible for membership.
2. Classes of membership shall be as established by the Board of Directors. In addition, the Board of Directors may from time to time select Honorary members.
3. Membership shall be effective for one year, upon receipt of membership application and payment of dues. Membership dues shall be set by the Board of Directors. Renewal of membership shall be by payment of dues.
4. Only members in good standing shall be eligible to participate in business meetings, or serve in any of the Corporation's elective or appointed positions. Members in default of dues payment for more than 6 months shall be dropped from the rolls.

5. For all classes of membership, each member 18 or more years old identified on the membership application shall be allowed one vote.
6. All members in good standing shall be eligible for such discounts as established from time to time by the Board of Directors.

ARTICLE IV. Meetings

1. The annual meeting of the Corporation shall be held every spring at a date, time and place to be designated by the Board of Directors with written notice to members at least 30 days prior to the meeting.
2. A special membership meeting may be called by the Board of Directors with at least 30 days prior written notice to the members, stating the purpose of the meeting.
3. A minimum of seven (7) members constitutes a quorum for general membership meetings.
4. A minimum of five (5) Directors constitutes a quorum for Board meetings.
5. A minimum of three (3) Officers constitutes a quorum for Executive Committee meetings.
6. Meetings shall be conducted in accordance with *Robert's Rules of Order* to the extent they are not inconsistent with these by-laws or any special rules of order adopted by the Board.

ARTICLE V. Board of Directors

1. The Board of Directors shall consist of no more than 20 elected members. At each annual meeting, the directors shall be elected to serve terms of one, two, or three years. The terms of Directors shall be staggered so that they do not expire in the same year. Directors may be reelected.
2. Duties of the Board of Directors shall be:
 - a. To transact all necessary business between annual meetings.
 - b. To control the property and other assets of the Corporation.
 - c. To determine the policies and objectives of the Corporation.
 - d. To appoint an independent CPA to annually review the Corporate accounts and to report to the Board of Directors. A copy of the review shall be filed in the permanent records of the Corporation.
 - e. To fill vacancies of the Board until the next annual meeting.
3. The Board of Directors shall meet at least four times per year. A special meeting may be called by any two Directors with ten days notice to the other board members. Affirmative agreement of the majority of Board members present will constitute Board approval.
4. If a Board member misses three consecutive meetings, the President or the President's designee will make a reasonable effort to contact the Board member to determine whether the Board member shall continue on the Board, after which the Board may declare the seat vacant.

ARTICLE VI. Officers

1. The officers of the Corporation shall consist of a President, Vice President, a Secretary, and a Treasurer who shall be elected by the Board of Directors at a meeting to be held as soon as practicable after the annual membership meeting. Officers or Board members shall serve until their successors are chosen or until their term as director expires, or they may be removed by the Board. The President and Vice President shall have terms as Directors which shall expire in different years. Vacancies in any office may be filled at the next regularly scheduled Board meeting or a Board meeting called for that purpose.
2. Duties of the President:
 - a. Preside at all meetings of the membership and Board of Directors.
 - b. Assign specific responsibilities to members as he/she may choose.
 - c. Supervise the Business Manager.
 - d. Countersign checks in the absence of the Treasurer.
 - e. Appoint committee chairs
 - f. Carry out any additional duties designated by the Board of Directors or usual to that office.
3. Duties of the Vice President:
 - a. Assume the duties of the President in his/her absence.
 - b. Act as an aide to the President.
 - c. Carry out any additional duties designed by the Board of Directors or usual to that office.
4. Duties of the Secretary:
 - a. Keep a record of the meetings of the Board of Directors and Executive Committee.
 - b. Carry out any additional duties designated by the Board of Directors or usual to that office.
5. Duties of the Treasurer:
 - a. Be at all times knowledgeable about and report on the financial condition of the Corporation.
 - b. Prepare quarterly financial statements for presentation to the Board.
 - c. Manage the Corporation's investment accounts.
 - d. Prepare, or arrange for the preparation of, federal tax returns.
 - e. Establish and maintain the Corporation's accounting system and business practices.
 - f. Carry out any additional duties designated by the Board of Directors or usual to that office.

ARTICLE VII. Operating Staff

1. The Board of Directors may, through the President, appoint a business manager and such operating staff as it deems desirable who may not be members of the Board of Directors and who may be compensated or serve voluntarily.
2. The Board of Directors shall, through the President, assign a specific written job description to each member of the operating staff, provide a written annual evaluation at the end of the fiscal year, and a 6-month oral evaluation midyear.
3. The Board of Directors, through the President, may relieve any operating staff of their responsibilities without cause on thirty days notice or immediately with cause, except in the latter case such staff shall be allowed to meet with the Board of Directors within ten days of such discharge to respond to charges.

ARTICLE VIII. Committees

The President of the CNHA Board shall appoint all committee chairpersons annually. Committee chairpersons must be Directors of the Corporation. Unless otherwise specified by the Board of Directors, all committees shall be comprised of a minimum of 3 members. CNWR Staff and CNHA Staff are considered ad-hoc members of all committees.

Each committee shall submit a written quarterly report to the Board of Directors. A written annual report, in lieu of the quarterly report, shall be submitted for publication prior to the annual membership meeting. The Board shall ratify all actions recommended by the committees at quarterly Board meetings. Urgent actions may be approved by the Executive Committee prior to regularly scheduled Board meetings.

1. Executive Committee

There shall be an Executive Committee of the Board consisting of the President, Vice-President, Secretary, and Treasurer. This committee carries the full power of the Board of Directors between designated Board meetings. Decisions made by the Executive Committee shall be ratified by the Board at its next meeting.

2. Nominating Committee

- a. A nominating committee of at least three members shall be appointed annually by the President, at the quarterly meeting immediately preceding the annual meeting. At least one but not more than two members shall be Directors of the Corporation.
- b. The nominating committee shall present to the annual meeting its recommendations for the Directors to be elected at that meeting, and to the new Board its recommendations for officers. Nominations may also be made from the floor of the meetings with prior consent of the person being nominated.

3. Membership Committee

- a. The membership committee shall be comprised of at least three members, and all members shall be CNHA members. The chairperson shall be a Board member appointed by the president. The committee shall establish and maintain a current database of CNHA members in coordination with the Business Manager. The committee shall also encourage all members to attend annual meetings and CNWR Special Events.
- b. The membership committee shall plan for Member Events relevant to the purposes of the Association in order to provide interesting activities. The committee shall assist the Business Manager in the organization and presentation of Member Events.
- c. The committee shall issue occasional press releases in the local press about the work of the Association and Member Events open to the local public.

4. Tour Bus Committee
 - a. The tour bus committee shall be comprised of at least three members who may be CNHA board members, volunteers, or other CNHA members. However, the chair shall be a Board member. CNWR staff and CNHA staff shall be ad hoc members of the committee.
 - b. The tour bus committee shall be responsible for setting the schedule for the tours, arranging for the training of the bus driver and volunteer interpreters, and developing the content of the narrative to be used by all interpreters on the bus.
 - c. The committee shall negotiate the contract with the operator of the tour bus and addresses any contractual issues that may arise. However, all agreements shall be in writing and must be signed by the CNHA officer designated by the President.
5. Cultural Resources Committee
 - a. The Cultural Resources Committee shall meet monthly and be comprised of a chairperson appointed by the President and volunteers. Ad hoc support shall be provided by CNWR and CNHA staff.
 - b. The committee shall be responsible for the efficient operation of the lighthouse and for other activities associated with use of the Refuge's cultural resources for the educational benefit of refuge visitors. The committee is also charged with fund raising in support of restoration, renovation, and maintenance of the lighthouse and other cultural resources.
6. Other committees may be established by the Board of Directors or the Executive Committee when deemed necessary.

ARTICLE IX. Amendments

1. These by-laws may be amended at the annual meeting, at a regular meeting, or at a special meeting called for that purpose, by two-thirds of those members present and voting, provided that the members shall have received the proposed amendments in writing at least thirty days prior to such meeting.
2. Any proposed amendments submitted to the Secretary in writing and signed by at least three members shall be considered.
3. The foregoing were adopted as the by-laws of the Chincoteague Natural History Association, Inc., a nonprofit corporation organized under the Laws of the State of Virginia and granted tax exempt status under section 501(c)(3) of the Internal Revenue Service code, at a meeting of the members, on the 23rd day of August, 2008.

Myrna Cherrix, President

William Engelhart, Secretary