



FRIENDS OF BRAZORIA WILDLIFE REFUGES

**Minutes of the General Membership Meeting**

**Friday, January 14, 2022    Venue: Gulf Coast Bird Observatory**

**Members in Attendance:** Oron Atkins, Ed Barrios, Ron Bisbee, Dave Brandes, Marty Cornell, Mickey Dufilho, Martin Hagne, David Heinicke, Phil Huxford, Anne Lange, Mike Lange, Ruby Lewis, Lisa Myers, Georgia Monnerat, Tom Morris, Ken Peterson, Archie Pratt, Kim Richardson, Dick Schaffhausen, Ravi Singhanian, Mary Schwartz, Tom Taroni, Regina Tippet, Rose Wagner, Lorna Witt

**Refuge Staff in Attendance:** Cody Dingee, Curtis Jones.

**Proxies** (held by Ed Barrios): Jane Eppner, Jerry Eppner, Al Fedoruk, Sandy Henderson, Roy Morgan.

Having a quorum, the meeting was called to order by President Lisa Myers at 1:04 PM.

**Membership** Chair Mickey Dufilho called for membership dues from any in attendance who had not renewed or who were joining the FOBWR. All present had paid their dues.

**Election of Members of the Board of Directors:** Lisa presented the following slate of nominee to serve as board members in 2022:

Oron Atkins	Neil McLain
Ed Barrios	Lisa Myers
Marty Cornell	Kim Richardson
Mickey Dufilho	Dick Schaffhausen
Phil Huxford	Mary Swartz
Ruby Lewis	Regina Tippet

There having been no nominations from the floor, Rose Wagner moved to accepted the slate as presented; the motion was seconded by Tom Morris and passed by acclamation with no dissenting votes.

**Amendments to the Bylaws:** Kim Richardson presented proposed amendments to the FOBWR Bylaws for approval of the general membership. Mickey Dufilho moved and Larry Peterson seconded the motion to accept the Bylaws as amended. The motion was unanimously approved. The Bylaws, as amended, are attached.

**Financial Report:** Treasurer Regina Tippet reviewed highlights of the current FOBWR financial position.

- Balance of Accounts: \$550,619.18 including \$156,149.25 in our TDECU account, \$245,132.53 in our Merrill Lynch cash account, and \$149,337.40 in Merrill Lynch CDs.

- \$400,304.72 of these funds are allocated for specific uses as specified by grantees and donor. \$207,727.81 of these reserves are dedicated toward pre-purchase land discovery and land acquisition.
- Project-dedicated funds include \$21,438 for Birds-of-Prey programs, \$20,728.75 for Migration Celebration, and \$47,108.07 for Cannan Bend facilities.
- The board has created a new fund for maintenance of public-use facilities by moving \$18,399.86 of residual money in the completed Cedar Lake Plantation Trail project to this new subaccount.
- The Operations subaccount has \$ 12,360.33. An official audit of the FOBWR books takes place every three years and will be paid for from this account.

**Acknowledgements:** Lisa recognized highlight from 2021:

- Ed Barrios and Ravi Singhanian raised ~\$10,000 from year-end solicitations of area corporations.
- Ruby and Layna Lewis led numerous outreach events throughout the year, culminating in the successful Christmas Open House at the Discovery Center.
- Oron Atkins led the building crew that constructed boardwalks, fishing piers, and signage at many refuge units.
- David Heinicke led the apple snail crew that removed a lot of this invasive animal from refuge lakes.
- Phil Huxford carried on with the Birds-of-Prey programs despite restrictions from Covi19.
- Texas Master Naturalists again provide volunteers for many Friends projects.

**2021 Highlights:** Lisa noted specific accomplishments for the past year:

- The Bobcat Woods Loop Trail was finished
- Jennifer Sanchez led several monthly walks on remote refuge units. (These walks will continue in 2022 on the 4<sup>th</sup> Thursday of the month starting with Big Boggy on January)
- A video was made of Ruby at a library outreach program
- Our Migration Celebration Kickoff fundraiser pivoted from a sit-down dinner to a takeout lunch, yielding about the same profit.
- Kim Richardson ran a successful photo contest despite Covid restraints.
- Cleanup work days were held
- Interpretative signs were placed along the Big Slough Trail
- Friends volunteers assisted an ACE crew to rebuild the pollinator garden at Bobcat Woods.
- A whole bunch of apple snails were removed.
- We bid Jennifer Sanchez a very fond farewell at her retirement.

**2022 Targets:** Lisa listed target activities for Friends this year:

- Application for a Texas Parks and Wildlife Recreational Trails Grant.
- Establish a committee to addend to minor maintenance of public use facilities.
- Resume DEEP and restart HWEEP
- Hold a spring open house for the Brazosport Chamber of Commerce.
- Conduct Migration Celebration, conforming to Covid restrictions

- Engage the Brazosport Chamber of Commerce to promote refuge trails
- Help build a concrete trail section at Hudson Woods
- Assist in developing phase two of Cannan Bend
- Broaden our membership base.

**Land Acquisition:** Mike Lange thanked Friends for our financial role in support of the land acquisition targets of the Complex, and recognized Ernest Cook for finding significant funding from donors and trusts. There were two major acquisitions in 2021:

- The fee-title purchase of the 250-acre Speers Tract has been completed for a cost of \$700,000
- The 4,628-acre McNeal Tract (a.k.a Peach Creek Forest) of bottomland forest and wetland swamp was purchased for \$13.5 million with funding from the Migratory Bird Commission, the Knobloch Foundation, the National Fish and Wildlife Foundation and the Bezos Foundation. This is the first parcel of land in Wharton County for the Complex.

For 2022, Mike is working on seven tracts, the largest being the 5,600-acre K-bar ranch. Many of these wooded lands have adjoining prairie sections. The USFWS has also contracted Mike to work on purchases of land that would expand the Big Boggy NWR and Aransas NWR.

**Refuge Report:** Cody Dingee presented a report on progress during 2021; the report was compiled by Jennifer Sanchez and is attached.

Cody observed that there was not a lot of activity from dove hunting during this first season of activity.

**Public use targets for 2022:** Cody listed goals for 2022 that involve public use:

- Cannan Bend will have a shelter an picnic area, an observation platform, four more fishing platform (3 on the peninsula an one on the east shore), a floating dock next to the boat launch for loading and offloading, and an extension of the trail to circle the lake.
- On Cross Trails, the \$500 grant from TMN-COT will be used to repair one of the environmental education shelters.
- Repairs will be made to the Salt Lake shelter.

Curtis commented that the San Bernard Oak Trail will be made accessible again. He also intends to complete the concrete trail work at Hudson Woods.

The meeting was adjourned at 2:08

Summited by Marty Cornell, Secretary.

Please scroll down for the Refuge list of 2021 accomplishments and the approved Bylaws, as revised.

## **Texas Mid-coast National Wildlife Refuge Complex - 2021 Accomplishments**

Prepared for Friends of Brazoria Wildlife Refuges – January 2022

Despite the challenges of the continued Covid-19 Pandemic, a hard winter freeze, Hurricane Nicholas, and listing of the eastern black rail, we had several significant accomplishments during the year. Public use continued to be higher with an estimated 10 increase, even though the Discovery Center remained closed until November.

**Conservation of McNeill-Peach Creek Forest in Wharton County** – We closed on the 4,675 acre McNeill-Peach Creek Unit. Larger than expected proceeds from gun and ammunition sales increased the Migratory Bird Conservation Fund (Duck Stamp Dollars). In 2021 We received \$9,284,500 from MBCF in and partnered with the Knobloch Family Foundation, who provide 10% of the contract price (\$1,357,000) and the Nature Conservancy who received \$250,000 from the Brown Foundation and 203,500 from the NFWF Bezos' Earth Fund. The remaining \$225,000 match were from the NFWF Columbia Bottomlands Account. The tract is the largest remnant old-growth forest remaining in the Columbia Bottomlands.

**Fee Title Acquisition of Spears Unit** – Using Emergency and Inholding Funds, the Service acquired the Fee Title of the Spears Easement. The 250 acre tract southeast of Harries Reservoir was an easement donation by Sandy and Clay Spears.

**Opening of Cannan Bend Recreation Area, Brazoria NWR** – We were able to open the Cannan Bend Recreation Area in October 2021. The Refuge Saturday grand opening event was coordinated with the Friends and attended by more than 80 visitors. Throughout the year, staff and volunteers constructed the public use area, using funds from the Friends Group designated for the project. Staff spread limestone rock for the road and parking areas; installed bollards at the parking areas; installed the restroom; reconstructed the entrance gate including sign and electronic gate; installed concrete boat ramp and accessible parking at restroom and fishing platforms; and with volunteers, constructed two of the six fishing platforms; and designed and installed interpretive panels, direction and regulations signs.

**Eastern Black Rail Assessments** – With the listing of the eastern black rail as a Threatened Species in November 2020, all refuge operations that impact rail habitat were put on hold until the refuge completed Section 7 requirements including a Biological Assessment and received concurrence through a Biological Opinion generated by the Ecological Services Office. Habitat management activities, including prescribed burning were delayed through the spring green-up until documents were completed.

**Resiliency Projects** – In partnership with Ducks Unlimited, the engineering and design work for the shoreline protection resiliency projects proceeded throughout the year. We have completed planning and permitting for the Long Pond outfall at Chocolate Bay and the Sargent Marsh to Marina Drive breakwaters. The West Bay/Oyster Lake Shoreline and Oyster Lake/GIWW are in the ACOE permitting process and the Cedar Lakes/CowTrap GIWW shoreline and Slop Bowl Shoreline are in the final stages of E &D. With final approval of CEPRA (Coastal Erosion Prevention and Response Act) funding, we believe that all designed projects will be funded for construction. This includes more than 12 miles of refuge shorelines to be protected with rock barriers.

**Removal of Apple Snails** – A volunteer effort led by David Heinike, coupled with a 3-person Ace EPIC crew, removed more than 14,000 apple snails and reduced recruitment by smashing and dislodging eggs from emergent vegetation on Smith and Scoby Lakes at Hudson Woods Unit. The project kicked off early with volunteer efforts in March. Consistent weekly removal efforts coupled with accurate counting on removal of adults and documented changes throughout the season by David, allowed us to evaluate success and document changes in effectiveness. Hats off to all the volunteers and especially David for their efforts.

**Long Pond Weir** - A weir was installed in the Long Pond outlet into Chocolate Bay at Brazoria. The sheet piling and rock structure reduces daily tidal fluctuations and holds fresh water in the pond. A natural plug at the mouth was blown-out during the rainfall event produced by Hurricane Harvey. The Refuge partnered with the Coastal Program and Ducks Unlimited to complete the project. Oil and gas proceeds were utilized for the construction costs.

**Dove Hunting** – The Brazoria NWR open five units for dove hunting. The Bluestem, Walker and Middle Bayou Unit are open throughout the season and the Farm Fields, East and West Units are open for three weeks in October.

**Butterflies and Milkweed** – The winter freeze in February was the first of several challenges for the Refuge's butterfly breeding and milkweed restoration projects. The freeze took out more than 75% of the milkweed in the greenhouse, especially the tropical. This made food scarce and we initiated spring monarch production at minimal levels due to the limited food resources. We relied on green and aquatic milkweed to feed spring monarch larvae. Several plots at both Brazoria and San Bernard were planted with aquatic milkweed to test restoration opportunities. The plots were successful even though they were not fenced to keep out feral hogs.

We continued to breed and raise painted lady butterflies for elementary schools which released nearly 500 butterflies. We only raised and released about 1500 monarchs this year due to the scarcity of milkweed.

**Prairie Habitat Restoration** – More than 1,000 acres of habitat was sprayed on Brazoria NWR to reduce invasive tallow and woody plants in prairie habitats. A large herbicide (\$125K) contract was contracted for San Bernard but aerial application of herbicide is scheduled for the spring to kill Chinese tallow in San Bernard's prairies.

**Interpretive Panels** - We focused on updating our interpretive trails and signage. Friend's board members Mickey Dufilho and Marty Cornell identified interpretive opportunities along the Big Slough Trail and drafted small panels similar to those installed last year at Bobcat Woods. We developed five large interpretive panels for the Cedar Lake Plantation Trail across from the Complex Office on historical and natural features and four large interpretive panels for Cannan Bend Recreation Area along with seven trail signs for the Hickner Birding Trail. In addition we have six large panels, which will introduce visitor to all public use areas across the refuges which will be installed in January. To create consistency, the public use areas are all referred to as recreation areas. We have five recreation areas; Big Slough and Cannan Bend on Brazoria and Hudson Woods, Dow Woods and Cacklebur Slough on San Bernard.

# FRIENDS OF BRAZORIA WILDLIFE REFUGES

## BYLAWS

### ARTICLE 1: NAME AND PURPOSE

The name of the corporation shall be "Friends of Brazoria Wildlife Refuges, Inc."

The "Friends of Brazoria Wildlife Refuges, Inc." (hereinafter referred to as FOBWR) shall be organized and operated for charitable, scientific and educational purposes under the authority of the National Wildlife Refuge System Administration Act and the Refuge Recreation Act. In addition, FOBWR will maintain a relationship with the Texas Mid-coast National Wildlife Refuge Complex in accordance with the Partnership Agreement with the U.S. Fish and Wildlife Service (USFWS).

The FOBWR will acquire funds and property and dispense funds and property to accomplish the mission of the corporation.

All activities of the FOBWR shall be non-profit 501(c)(3) in accordance with the law and the Articles of Incorporation.

This organization shall not discriminate against any member or applicant for membership or any other person because of race, color, religious creed, ancestry, national origin, age, sex, or sexual orientation.

### ARTICLE 2: GENERAL MEMBERSHIP

Membership shall be open to all persons interested in the aims of the FOBWR and of the USFWS.

Membership categories shall be classified as follows:

- I. REGULAR: Annual membership dues paid to treasurer.
- II. FAMILY MEMBERSHIP: Annual membership dues paid to treasurer.
- III. LIFE: A onetime payment of \$250.00 paid to treasurer. Life members shall pay no annual dues.
- IV. HONORARY: Anyone may be designated an honorary Member by a vote of the Board of Directors. Honorary members shall pay no dues.

Annual Membership dues and benefits will be specified by the Board of Directors subject to review at the Annual Meeting.

Payment of dues is a prerequisite to qualify as a Member. The Annual Membership term will be January 1 through December 31. Only dues-paying members are entitled to vote at any general or special membership meeting. Anyone who had paid their dues in the previous year or before the notice of any annual or special membership meeting may vote in such meeting, and is entitled to notice of the meeting.

Membership can be terminated at the request of the member or by failure to pay annual dues by March 31. The Board of Directors may expel any member for good cause. The member shall first be notified at least thirty (30) days prior to the intent to expel and be offered an opportunity to address the Board of Directors. A two-thirds vote of the Board is required for expulsion.

## ARTICLE 3: BOARD OF DIRECTORS

### I. MEMBERSHIP

The Board of Directors shall consist of the Executive Board of Directors: President, Vice President, Secretary and Treasurer (Officers) and at-large Board of Directors. The Board shall consist of a minimum of 5 and a maximum of fifteen 15 members, plus a non-voting USFWS liaison.

### II. DUTIES

The duties of the Board of Directors are:

- A. Formulate policies and direct activities of the FOBWR.
- B. Hold and manage property, funds and assets received by the FOBWR.
- C. Execute responsibilities assigned by the President.
- D. At-large Board members have a spending approval limit of \$100 without Board approval. This applies to all spending except grants or projects that have a reimbursement clause and/or a budget in which event the gross spending shall be within the amount authorized by the Board.
- D. Ensure that FOBWR complies with applicable laws, adheres to its stated corporate purposes, and exercises due care in the management of property, funds, and assets.

### III. MEETINGS

The Board of Directors shall meet at least once each quarter at a time and place as designated by the President. The Board may also have alternative forms of meeting as provided by Section 6.002, Texas Business Organizations Code. Special Board meetings may be called by notification by the President. A quorum is a majority of the voting Board members. Motions can be made by any Board member (except the President) during regular or special board meetings or by e-mail. The motion must be seconded and followed by a call for discussion which can occur either in person or by e-mail. Since an e-mail motion is normally made due to a timing issue, Board members will begin discussion by email after a motion is made and seconded. Discussion shall be at least 7 days, unless the President shortens or lengthens the time for discussion due to timing or other issues. Voting will begin when the President calls for a vote. When a majority of the voting Board members either vote for or against the motion, the Secretary will notify the Board of the results.

### IV. ELECTION AND TERM

Directors shall be elected at each annual meeting by the general membership and shall serve for a term of one year. There shall be no limit on the number of terms the Directors may serve.

### V. VACANCIES

Any vacancy on the Board shall be filled by an appointee recommended by the President (or the Vice President if the President position is vacant) and confirmed by a majority of the remaining members of the Board. The appointee shall hold office for the un-expired term of the predecessor.

### VI. REMOVAL

A. Any Board member may be removed by the Officers whenever the removal is in the best interest of the Corporation. The Board member shall first be notified at least 30 days prior to the intent to expel and be offered an opportunity to address the Officers. A majority vote of the Officers is required for expulsion.

B. In addition to the above, a Board Member is automatically removed from the Board if (i) the Board Member fails to physically attend three consecutive Board meetings without excuse, (ii) attend a majority of Board meetings each calendar year without excuse, or (iii) attend a majority of general membership meetings without excuse.

The Board Member shall notify the President of the Board if the Board Member has a justification for not attending a Board or general meeting, and the President may excuse the Board Member's failure to attend a Board meeting. The President shall report such excused absence to the Board. It is the responsibility of the Board Member to comply with this provision of the bylaws.

## VII. CONFLICT OF INTEREST

In the event that any Board Member has a conflict of interest that might limit or influence the Board Member's fair and impartial participation in Board deliberations or decisions, such Board Member will inform the Board as to the circumstances of such conflict as soon as the Board Member knows of the conflict of interest. The Board shall decide whether the Board Member with the disclosed conflict should be limited in discussion and/or voting on the issue before the Board. The Board may request from the Board Member any appropriate information which might affect its decisions. "Conflict of interest," is defined as any association by a Board Member with any individual, partnership, corporation, organization or business by which the Board Member may be unable to exercise impartial judgment or otherwise act in the best interests of the FOBWR. A Board Member may not receive any private inurement or private benefit as a Board Member, either direct, or indirect.

## ARTICLE 4: OFFICERS

### I. NUMBER AND ELECTION

The Officers are:

President

Vice-President

Secretary

Treasurer

After the Annual General Membership meeting, the Board of Directors shall elect the Officers by a majority vote.

### II. DUTIES

A. Have a spending approval limit of \$400 without Board approval. This applies to all spending except grants or projects that have a reimbursement clause and/or a budget in which event the spending shall be within the amount authorized by the budget.

B. Other duties of the officers include the following:

President

- A. Preside at meetings,
- B. Have general management and control of business and property of the Corporation,
- C. Notify the Board of Directors and the General Membership of all meetings,
- D. Appoint Standing and Ad Hoc Committees in accordance with the bylaws,
- E. Appoint a Board member to be responsible for maintaining a list of the General Membership, and
- F. Recommend members to fill vacancies on the Board.

Vice President

- A. Preside in the absence of the President,
- B. Perform other duties as defined by Policies and Procedures adopted by the Board.

Secretary

- A. Draft the minutes of all meetings of the Board and General meetings and submit the drafts for approval by the Board.
- B. Archive the approved minutes on the FOBWR web site.
- C. Perform other duties as defined by Policies and Procedures adopted by the Board.

Treasurer

- A. Maintain accounts of receipt, deposit and expenditure of funds for FOBWR and provide account activity and balances at Board Meetings,
- B. Maintain operating and financial records,
- C. Prepare and submit State and Federal tax reports,
- D. Maintain current, accurate financial records with complete entries as to each financial transaction of the corporation, including income and expenditures, in accordance with generally accepted accounting principles
- E. Fully cooperate with the person(s) appointed by the Board to prepare an annual financial report or audit.
- F. Require documentation and explanation for any expense and has the right to challenge any questionable expense submitted,
- G. Maintain a separate accounting of each grant, including deposits, expenditures, and account balances,
- H. Seek reimbursement of spent funds from the appropriate entity, unless another person is registered as the contact person for the grant or other source of funding.

- I. Perform other duties as defined by Policies and Procedures adopted by the Board.

#### ARTICLE 5: MEMBERSHIP MEETINGS

- I. ANNUAL GENERAL MEMBERSHIP MEETING

The annual General Membership meeting of the FOBWR shall be held in January of each year.

- II. SPECIAL MEETINGS

Special meetings of the membership may be called by the President or upon the written request of twenty five (25) percent of the members.

- III. NOTICE

Notice of any meeting shall be communicated by the President to each member's e-mail address no later than the tenth day and not earlier than 60 days before the date of the meeting. Notice of every meeting shall briefly indicate its purpose and state any items to be voted on by the membership.

- IV. PROCEDURE

Procedures at all meetings shall be governed by *Robert's Rules of Order*. At the Annual, General or Special meetings, a majority of the Board of Directors joined by ten (10) percent of the members present in person or by proxy shall constitute a quorum.

#### ARTICLE 6: COMMITTEES

- I. ORGANIZATION

The President shall appoint Standing or Ad Hoc Committees as necessary, with concurrence of the Board.

- II. TERM OF OFFICE

The term of office for all Standing Committees shall be for periods specified or until completion of the project.

- III. DUTIES

Duties and procedures of the Standing Committees and Ad Hoc Committees shall be specified by the Board of Directors. Committee Chairs shall be approved by the Board.

#### ARTICLE SEVEN 7: FISCAL POLICY

General and intermediate supervision of the fiscal policy of the FOBWR is provided by the Board of Directors. The Fiscal Year of the FOBWR shall commence on the 1<sup>st</sup> day of January and it shall end on the

31<sup>st</sup> day of December of each year. The Board shall approve budgets as needed for general operation, Migration Celebration or special projects.

FOBWR shall maintain current and accurate financial records with complete entries as to each financial transaction of the corporation, including income and expenditures, in accordance with generally accepted accounting principles. Based on the records maintained as provided herein, the Board of Directors shall annually prepare or approve a financial report for the corporation for the preceding year. It is the policy to have a written review each year by person(s) appointed by the Board, but to have an audit prepared by a Certified Public Accountant every third year. The report must conform to accounting standards as adopted by the American Institute of Certified Public Accountants and must include:

- (1) A statement of support, revenue, and expenses;
- (2) A statement of changes in fund balances;
- (3) A statement of functional expenses; and
- (4) A balance sheet for each fund.

#### ARTICLE EIGHT 8: AMENDMENTS

##### I. AMENDMENTS

Power to repeal or to amend these bylaws and to adopt additional bylaws is vested in the members.

##### II. PROCEDURES

A. A motion to repeal, amend, or adopt bylaws may be made at any membership meeting, as long as proper notice is given to the membership.

B. A majority of those members present must vote for the change. Such meetings require a quorum to be valid.

Approved by a majority of the voting membership present on this the \_\_\_\_ day of \_\_\_\_\_,  
\_\_\_\_\_.

Signatures:

President: \_\_\_\_\_

Secretary: \_\_\_\_\_