

A scenic view of a small waterfall cascading over a stone wall in a forest with autumn foliage. The water is blurred, creating a sense of motion. The surrounding trees have yellow and orange leaves, and the ground is covered in fallen leaves. The text is overlaid on the center of the image.

National Fish Habitat Fund Update
NFHP Board Meeting
April 28, 2026

National Fish Habitat Fund (Fund) Bylaws Review and Revision

- Fund Bylaws originally written and adopted in 2015.
- Sub-group of Fund Board - Julie Carter, Jesse Trushenski, Carter Kruse, with assistance from Therese Thompson - did a thorough review of Bylaws and Fund governance processes.
- Requested review by NFHP Governance Committee in March; incorporated their suggestions.
- Fund Board unanimously approved the Bylaws revisions at April 13 meeting, pending final approval by NFHP Board today.
- We are requesting approval of the revised Bylaws by the non-federal members of the NFHP Board as required by the 2015 Fund Bylaws.

Executive Summary

- 2015 Fund Bylaws were in need of general housekeeping and updating to reflect changes in how the new Fund Board wants to operate and also updating references to include virtual meetings and the use of email to communicate with/between Fund Board members.
- There are four larger, more impactful changes.

Executive Summary, cont.

1) Article IV Section 3: 2015 Bylaws required NFHP Board to approve *all* Directors for the Fund Board (up to 12), not just the 3 non-federal NFHP Board members that also serve on the Fund Board. Also included a very detailed description of the process and timing the NFHP Board would take to nominate new Fund Board members or fill any vacancy on Fund Board.

Revised language:

- Clarifies that the NFHP Board appoints only three non-federal NFHP Board members according to NFHP internal procedures. All other individuals nominated to the Fund Board are nominated and voted on by Fund Board members.
- Ensures that the NFHP Board has 3 Board members on the Fund Board, keeping a strong link between the two Boards.
- Eliminates concerns of federal NFHP Board members that there needs to be more of a governance “fire wall” between NFHP and the Fund.
- Makes the process of adding Fund Board members more nimble and not tied to NFHP Board meeting calendar.
- New clause added: Fund Board will resolve any misalignment between Board terms (e.g., NFHP Board member who has 1-2 years left on term is appointed to Fund Board for a 3-year term).

Executive Summary, cont.

2) 2015 Bylaws Article IX Chapters: Original Article IX and its sub sections describe the FHPs as chapters with very detailed rules about how they become recognized as chapters and then maintain that recognition, separate from and in addition to regular NFHP Board requirements of the FHPs.

Revised language:

- After extensive discussion between Fund Board members and in consultation with Lane Kisonak (AFWA's legal counsel), the original Article IX and its sub sections describing the FHPs as chapters have been deleted.
- The FHPs are not required by the IRS or District of Columbia law (where the Fund is incorporated as a 501c3) to be designated as chapters of the Fund and it is unknown why the previous Fund Board included this alternative chapter designation of the FHPs in the original Bylaws.
- Going forward, any FHP that is NFHP Board recognized or approved (the word "approved" was purposefully included for new FHPs that may need fiscal agency support while waiting for official recognition by the NFHP Board and/or Congress) can be supported by the Fund. The NFHP Board already evaluates the FHPs annually and no additional requirements will be placed upon the FHPs by the Fund Board.

Executive Summary, cont.

3) 2015 Bylaws Article XII: Requires consent of the non-federal members of the NFHP Board to make amendments to the Fund's Bylaws.

Revised language:

- The Fund's Bylaws may be amended or new Bylaws adopted upon the affirmative vote of 2/3 majority of the Fund's Directors.
- Going forward, the Fund Board will be able to amend or revise its own Bylaws.

4) 2015 Article VII: Describes an annual meeting requiring 3 months' notice and board meetings, requiring 30 days' notice with no explanation of what the difference is between the two types of meetings.

Revised language:

- We distinguish between one Fund Board meeting each year which will be considered an Annual meeting versus regular Board meetings. The Annual meeting agenda will require two months' notice and include Fund officer elections and will extend a broader invitation by participation by NFHP Board members or FHP coordinators to attend/participate. Possibly occur in-person in conjunction with an in-person NFHP Board meeting.

Vote to Approve Fund Bylaws (non-federal NFHP Board Members only)



Governance and Operations (Ongoing)

The Fund Board met April 13, 2026

- Focus areas:
 - 2025 IRS 990 tax return was filed.
 - Launch of new Fund website: fishhabitatfund.org.
 - Discussions regarding how to begin a Business Development plan for the Fund.
 - Need for 2 additional Fund Board members
 - Priorities for recruitment:
 - Legal expertise
 - Sector representation
 - Short list of candidates identified

Flipcause Donation Portal Update

- Flipcause bankruptcy is still ongoing.
- Fund is listed as a creditor owed \$7,668.81 (2025 donations).
 - Recovery not expected.
 - Fund credited FHP accounts internally; loss covered with unrestricted funds and reported on 2025 tax return.
- Separate from the bankruptcy proceedings, the Flipcause software and nonprofit clients accounts acquired by a company called Software 4 Nonprofits.
- The Fund Board still has to determine administrative workload and costs to fulfill requirements in each of 40 U.S. States for initial and then annual Charitable Solicitations Registration before we can consider putting a donation portal on the new website.
- Donations can still be accepted via check sent in the mail to AFWA.
- The Fund is registered for Charitable Solicitations in DC and PA and approximately 10 other states do not require annual registration
 - Remaining 40 states have differing requirements and individual portals where documentation has to be uploaded and an application form/fee submitted every year.

A scenic landscape featuring a river in the foreground, a dense forest of green trees in the middle ground, and a range of brown, hazy mountains in the background under a clear blue sky with a few wispy clouds. A white rectangular box is centered over the image, containing the word "QUESTIONS?" in a bold, black, sans-serif font.

QUESTIONS?