

BYLAWS OF THE WHIDBEY AUDUBON SOCIETY

Approved November 9, 2017
These shall replace the former bylaws.

NAME

This organization shall be known as Whidbey Audubon Society (WAS).

MISSION

Whidbey Audubon Society is dedicated to the understanding, appreciation, and protection of wildlife species and their habitat on Whidbey Island and surrounding waters.

ARTICLE I—PURPOSES

Section 1. Whidbey Audubon Society is a chapter of the National Audubon Society (NAS).

Section 2. WAS is organized exclusively for educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code for the purposes of:

- A. Promoting the study, conservation and restoration of birds, other wildlife and their habitats.
- B. Providing science-based educational programs and activities which foster public understanding and appreciation of the values of birds, other wildlife, and their habitats and their essential connection to people.
- C. Empowering citizens with the knowledge and means to be effective environmental stewards and stimulating people to take conservation action.
- D. Cooperating with National Audubon Society, other National Audubon Society chapters, and other organizations and agencies, including, for such educational and scientific purposes, 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 federal tax code.

Section 3. Notwithstanding any other provisions of these Bylaws, WAS shall carry on only those activities permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II—MEMBERSHIP

Section 1. Eligibility. Any person interested in the purposes of the chapter will be eligible for membership. Membership in WAS will not entail or require membership in NAS.

Section 2. Dues. Membership in WAS will be contingent on payment of dues to WAS. Dues will be payable annually. WAS dues will be established by the Board of Directors. The dues structure and amounts may be revised from time to time by the Board.

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Section 3. Nonpayment of Dues. Should renewal of WAS membership dues not be paid within two months after the time they are payable, and one month after the member has been notified that dues are in arrears, that member may be dropped from the rolls.

Section 4. NAS membership. National Audubon assigns its members to local chapters and considers them to be members of their assigned local chapters. WAS may contact these NAS members to recruit them for additional and separate membership in WAS as defined by Sections 2 and 3 of this article. Only those members of WAS who are current on their local chapter dues will be considered members in good standing and entitled to the additional benefits of membership in WAS, irrespective of their status in National Audubon.

Section 5. Each member in good standing shall have one vote in any membership election.

ARTICLE III—MEMBER MEETINGS

Section 1. Whidbey Audubon Society shall hold regular monthly membership meetings for its members and guests, except the months of July, August, and December, unless otherwise directed by the Board of Directors.

Section 2. The annual business meeting of WAS shall be at the regular May membership meeting. At such time election will be held for officers.

Section 3. Special meetings of the general membership may be called by the president or by resolution of the Board. Notice shall be given at least seven (7) days prior to the meeting date. A special meeting may also be called by petition of one-tenth (1/10) of all members entitled to vote.

Section 4. The lesser of one-fifth (1/5) of all voting members or twenty (20) members shall constitute a quorum for the transaction of business at any duly called regular or special membership meeting.

ARTICLE IV—BOARD OF DIRECTORS

Section 1. The control and conduct of the property and business of Whidbey Audubon Society shall be vested in a Board of Directors of up to seventeen (17) members, who shall also determine the policies of WAS. The Board shall include the president, vice-president, secretary, treasurer, immediate past president, at-large appointees, and the chairpersons of the following standing committees: Membership, Programs, Conservation, Education, Field Trips, Newsletter, and Publicity. At-large appointees shall be limited to no more than five (5). The president shall vote only in case of a tie.

Section 2. All Board directors shall be members in good standing of WAS.

Section 3. Each Board director must sign annually and abide by WAS's Conflict of Interest Policy.

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Section 4. If a Board director is not appropriately fulfilling his/her Board duties yet fails to resign, he/she may be sent a letter of termination from the president following a majority vote of the Board.

Section 5. Directors shall be unpaid for Board duties although actual expenses may be reimbursed.

Section 6. Regular meetings of the Board shall be held September through May.

Section 7. Special meetings of the Board may be called by the president, or by a majority of directors, with a minimum of five (5) days' notice to all Board members.

Section 8. An executive committee shall consist of the elected officers of WAS and shall carry out such instructions as set forth by the Board of Directors, and shall act on matters of emergency nature between Board meetings.

Section 9. Board directors shall serve their elected or appointed two year term as officers, committee chairs, or at-large members. A vacancy in the office of president shall result in the vice-president assuming the office. A vacancy of any other office shall be filled by a majority vote of the Board. The term shall run until the next election.

Section 10. A majority of directors shall constitute a quorum for the transaction of any business at any directors' meeting.

Section 11. Board meetings, except executive sessions, shall be open to any WAS member in good standing; however, only Board directors may vote at Board meetings.

ARTICLE V—OFFICERS AND THEIR DUTIES

Section 1. The elected officers shall be the president, vice-president, secretary, and treasurer, each elected for a two-year term. They shall be known as the executive committee.

Section 2. Election of officers shall be held every year at the May membership meeting.

Section 3. The president shall not hold office for more than two consecutive terms except that he/she may serve two full elected terms following appointment to fill an unexpired term preceding. In the event of the resignation of the President, that person shall not assume the Board position of Past President. The current Past President shall remain in that office.

Section 4. The president shall provide leadership to the Board of Directors and the membership as a whole by presiding over meetings of the Board and membership; acting as spokesperson for Whidbey Audubon Society in the community, and overseeing administrative matters of the chapter. The president shall be an ex-officio member of all committees except the nominating and auditing committees. The term of the president shall begin on even numbered years.

Section 5. The vice-president shall assist the president in carrying out his/her duties. In the absence of the president, the vice president shall direct and administer all phases of WAS subject to instruction from the Board and preside at all meetings. The vice-president shall be

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an ex-officio member of all standing committees except the nominating and auditing committees. The term of the VP shall begin in even numbered years.

Section 6. The secretary shall take and distribute minutes of the proceedings of Board and executive committee meetings. He/She shall archive key documents relating to WAS, as described in the Secretary's job description, and shall perform such other duties as the Board may direct. The term of the Secretary shall begin in odd numbered years.

Section 7. The treasurer shall maintain custody of the chapter's funds, keep records of accounts and disburse funds in accordance with the Board's direction and WAS policy. He/She shall provide the Board with regular financial reports and a comprehensive annual report of the financial condition of WAS. He/She shall comply with all Federal and State Regulations and shall file the necessary reports. The term of the treasurer shall begin on odd numbered years. The treasurer shall not hold office for more than two consecutive terms except that he/she may serve two full elected terms following appointment to fill an unexpired term preceding.

Section 8. The WAS fiscal year shall run from July 1 through June 30.

ARTICLE VI—NOMINATING COMMITTEE

A nominating committee, formed annually at the Board's January meeting, shall select a slate of candidates to fill the elective Board positions. The committee shall consist of two (2) Board directors, as appointed by the Board, and one additional committee member who shall be chosen from the chapter's general membership by these two Board directors.

ARTICLE VII—ELECTIONS

Section 1. At each February membership meeting, a nominating committee shall notify the Whidbey Audubon Society membership that nominations are open for the following year's Board positions. Nominations, including those made from the floor at the March meeting, shall close with the March meeting. All nominees must state their willingness to serve before being added to the ballot for office. Immediately following the March meeting, the committee shall prepare the slate of candidates (including nominations from the floor) for publication in the newsletters before the annual May business meeting.

Section 2. Election of officers shall be held at the May business meeting. The election may be by voice vote or ballot, at the discretion of the executive committee.

Section 3. Officers shall take office at the end of the May Board meeting.

ARTICLE VIII—AUDIT COMMITTEE

An audit committee of two (2) Whidbey Audubon Society members shall be selected annually by the Board of Directors at its March meeting. It shall examine the financial

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accounts of WAS and report its findings to the Board of Directors at its first meeting after the end of the fiscal year.

ARTICLE IX—STANDING COMMITTEES

Section 1. The Board shall appoint a chair for each standing committee at the May Board Meeting, or as vacancies occur. Their two year term will begin after the last WAS membership meeting of the fiscal year or no later than June 15th.

Section 2. Suggested standing committees and their functions include but shall not be limited to:

- A. The Membership Committee shall conduct membership campaigns, promote membership retention, work with the treasurer to maintain accurate and current membership records, and carry on any correspondence required by the National Audubon Society. It shall also be responsible for welcoming new members.
- B. The Program Committee shall be responsible for coordinating programs for Whidbey Audubon Society's monthly meetings.
- C. The Conservation Committee shall provide the science-based focus for WAS's commitment to advancing the Audubon mission in the community, including developing and implementing WAS's stance on conservation issues and conservation-related projects.
- D. The Education Committee shall support one of WAS's most important goals: educating members and the public on ecology and environmental issues through education programs for people of all ages in schools and in community settings.
- E. The Field Trip Committee's primary responsibility shall be to coordinate WAS field trips including selection of location, scheduling and recruiting leaders for the trips.
- F. The Publicity and Publications Committee shall be responsible for promoting WAS activities and projects to the community at large through a variety of media outlets and for overseeing WAS publications. This committee shall include the publicity chair and web master.
- G. The Newsletter Committee has the primary responsibility of producing and distributing the WAS newsletter. The newsletter editor shall be chair of the committee.
- H. The Hospitality Committee shall support membership recruitment and retention by providing refreshments at WAS meetings, greeting and welcoming guests and new members. All Board members shall serve as ex-officio members of this

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committee in greeting newcomers and guests to events and by encouraging participation in chapter-activities.

- I. The Science and Research Committee shall:
 - a. Direct the annual Christmas Bird Count, compile and submit the results, and maintain data collected during these counts.
 - b. Coordinate approved citizen science projects.
- J. The History and Records Committee shall keep a record of Whidbey Audubon Society activities.
- K. The Bird Specimen Library Committee shall be responsible for establishing, maintaining, permitting, preparing and coordinating the use of the collection.

Section 3. The Board of Directors may appoint such other committees/staff positions as necessary to assist with the affairs of WAS. The president may appoint ad hoc committees to assist in conducting WAS business as needed. Ad hoc committees appointed by the president shall be approved by the board at the next board meeting.

ARTICLE X—PARLIAMENTARY AUTHORITY

In matters not covered by these bylaws, Modern Parliamentary Procedure shall govern. The president shall appoint a parliamentarian from the members of the Board.

ARTICLE XI—CHAPTER POLICY

The relationship between Whidbey Audubon Society and the National Audubon Society shall be governed by the National Audubon Society Chapter Policy.

Neither WAS nor the National Audubon Society shall enter into any commitment binding on the other without written authorization to do so.

ARTICLE XII—DISCONTINUANCE

Upon dissolution of the corporation, net assets shall be distributed to another chapter of the National Audubon Society or to the National Audubon Society for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, in accordance with applicable law and consistent with the purposes of the corporation.

ARTICLE XIII—AMENDMENTS

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The bylaws of Whidbey Audubon Society may be amended by a majority vote of members in good standing present at any regular meeting or at any special meeting thereof, regularly called. Copies of the proposed amendments shall be provided at the membership meeting preceding the scheduled vote on the amendment. Links to the amendment shall be included in the preceding month's newsletter and on the WAS web page. The notice in the Newsletter shall be considered official notification.

ARTICLE XIV – CONSTRUCTION

These bylaws shall be construed under the laws of the State of Washington.