

# BYLAWS OF THE WHIDBEY AUDUBON SOCIETY

Amended and adopted May 13, 2010.  
These shall replace the former bylaws.

## NAME

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

## MISSION

Whidbey Audubon Society's mission is to conserve and restore natural ecosystems, focusing on birds, other wildlife, and their habitats for the benefit of humanity and the Earth's biological diversity.

## ARTICLE I—PURPOSES

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

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. Any person interested in supporting the mission of Whidbey Audubon Society is eligible for membership.

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Section 2. There is one class of WAS members, designated as general members.

Section 3. National Audubon Society members living within the chapter's assigned geographic area are automatically members of WAS.

Section 4. Membership in the National Audubon Society is not required of WAS members.

Section 5. Dues for WAS, providing extra local membership benefits and exclusive of membership in the National Audubon society, shall be payable at the time of application for membership. Renewal is due yearly at the anniversary date of application.

Section 6. A member is no longer considered a member in good standing if renewal of membership is not paid within six months after the annual renewal date.

Section 7. Each member in good standing shall have one vote in any membership election.

Section 8. Certificates evidencing membership in WAS shall be issued to all members.

### ARTICLE III – MEMBER MEETINGS

Section 1. Whidbey Audubon Society shall hold regular monthly 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 meeting in May. 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 in the WAS newsletter 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 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 fifteen (15) 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 three (3). The president shall vote only in case of a tie.

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

Section 3. Members of the Board of Directors must abide by WAS's Conflict of Interest Policy.

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

Section 5. Directors shall be unpaid 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 seven (7) 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 members shall serve during their elected or appointed terms as officers or committee chairs. 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 shall be open to any WAS member in good standing; however, only Board members 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 business 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.

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 an ex-officio member of all standing committees except the nominating and auditing committees.

Section 6. The secretary shall take and distribute minutes of the proceedings of Board and executive committee meetings. He/She shall conduct and preserve all correspondence relating to WAS, and shall perform such other duties as the Board may direct.

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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.

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 members, as appointed by the Board, and one additional committee member who shall be chosen from the chapter's general membership by these two committee members.

### ARTICLE VII – ELECTIONS

Section 1. At each February chapter 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 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 beginning of the term, or fill vacancies as they may occur throughout the current year. Term of office shall be for one year, from July through June, or until their successors are appointed.

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

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- 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 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. The chair shall direct development of an annual plan that is linked to WAS's overall conservation goals, based on ideas from the Board, the committee, and the general membership.
- 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, and providing door prizes (when available). All Board members shall serve as ex-officio members of this committee in greeting newcomers and guests to events and by encouraging participation in chapter-activities.
- I. The Bird Count Committee shall organize the annual Christmas Bird Count, compile and submit the results, and maintain data collected during these counts.
- J. The History and Records Committee shall:
  - (1) Appoint one committee member as chapter historian to keep a record of activities of WAS that may be of general interest to members, to the community and for posterity.
  - (2) Promote the keeping of usable bird sightings records by members and compile and verify these records as submitted by members. Furnish the newsletter committee, ornithologists, and wildlife biologists at universities and government agencies a record of reports of value.

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- (3) Promote the keeping of wildlife records, other than bird sighting records, covering mammals, flowers, sea life, and records of items of ecological concern. Furnish records of reports of value to agencies or individuals as appropriate.

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.

### ARTICLE X – PARLIAMENTARY AUTHORITY

In matters not covered by these bylaws, Robert’s Rules of Order 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

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, provided that notice of such amendments shall have been mailed or e-mailed to each member of WAS at his/her last known address at least ten (10) days before said meeting. A notice in the Newsletter shall be considered official notification of amendments if the Newsletter is mailed ten (10) days in advance of said meeting.

### ARTICLE XIV – CONSTRUCTION

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