

**BY-LAWS OF THE BLACK HILLS AUDUBON SOCIETY** (Final with amendments adopted by the Chapter, 5/13/2021)

**ARTICLE I. CHAPTER MEMBERSHIP**

Section 1. Any person interested in the purposes of Audubon is eligible for membership. Audubon refers to the National Audubon Society; the Washington state office and the chapters of the aforementioned, also known as Audubon Washington; and the Black Hills Audubon Society.

Section 2. Black Hills Audubon Society, hereafter BHAS, is a chapter-affiliate of the National Audubon Society.

Section 3. Members of the National Audubon Society who reside in Thurston, Mason or Lewis Counties in the State of Washington are de-facto chapter members of BHAS. Persons who are not such de-facto members of BHAS may apply for chapter-only membership in BHAS. The classes and dues of chapter-only membership shall be determined by the BHAS Board of Directors. Both de-facto and chapter-only members of BHAS have the right to vote in the transaction of any business at any duly called regular or special membership meeting and qualify for any discounts, activities or offers conveyed to members.

Section 4. Member Recruitment and Renewal: (a) Membership dues shall be payable in full at the time of application, regardless of membership class or dues category; (b) Renewals shall be paid in a timely manner. Any member whose dues are not paid within two months of coming due may be dropped from membership rolls; (c) NAS and BHAS shall recruit National Members. NAS shall renew and service National Members. BHAS will recruit, renew and service its Chapter Members.

**ARTICLE II. MEMBERSHIP MEETINGS**

Section 1. Unless decided otherwise by the membership or deemed otherwise necessary by the Board of Directors, a membership meeting shall be held at least annually at a time and place determined by the Board of Directors.

Section 2. The annual election of the Board of Directors shall take place at the regular May membership meeting.

Section 3. Twenty members in good standing shall constitute a quorum for the transaction of any business at any duly called regular or special membership meeting.

**ARTICLE III. BOARD OF DIRECTORS**

Section 1. The control and conduct of the chapter's business shall be vested in its Board of Directors. The Board may adopt policies and procedures to guide chapter business as needed.

Section 2. The Board shall include the officers, and not more than twelve At Large Directors. The immediate Past President shall be invited to continue on the board. Board directors shall be current chapter members.

Section 3. The elected Directors (the officers and At Large Board Members) shall be elected for a term of one year by a simple majority of the voting members present and voting at the regular May membership meeting. Officers and At Large Directors shall assume their duties beginning on June 1.

Section 4. If vacancies exist whereby the Board of Directors does not have the full complement of Directors, the Board may appoint a chapter member to fill those vacancies until the next annual election meeting.

Section 5. The Board of Directors shall meet monthly at a time and place agreed upon by the Board. Any member in good standing may attend and observe the meetings.

Section 6. Special meetings of the Board may be called by the President or upon the request of a majority of the Board.

Section 7. A simple majority of the full board shall constitute a quorum for the transaction of business at any regular or specially called board meeting.

Section 8. In the event of needed emergency action (either of a fiscal or policy nature) prior to a regularly scheduled board meeting, a motion may be initiated via e-mail by the President or by any member of the board providing that a second to that motion is given. The person initiating the action should make a good faith attempt to contact every board member. In order to implement such an action, a two-thirds affirmative vote of the total board is required within seven days; board members must vote individually, not by proxy; the secretary (or an appropriate alternate) will record the votes. The action taken must be reported at the next board meeting and recorded in the minutes. Board members without e-mail must be on record as such and shall be telephoned for their vote as to the issue at hand.

#### **ARTICLE IV. OFFICERS**

Section 1. The officers of the chapter shall be: President, Vice-President, Secretary, and Treasurer.

Section 2. The President shall be President of the chapter, chair the Board of Directors, and an ex-officio member of all standing committees, and shall perform all other duties associated with the office of president.

Section 3. The Vice-President shall assist the President in carrying out his/her duties and responsibilities. The Vice-President shall be in charge of organizing one or more major annual chapter activities.

Section 4. The Secretary shall keep a record of all of the proceedings of the chapter and of the Board, shall circulate meeting minutes to the board, and keep records of proceedings in the formal Chapter files.

Section 5. The Treasurer shall have custody of the chapter's funds, shall deposit monies into the chapter's account, shall disburse the funds as directed by the Board, shall report to the Board on issues pertaining to the chapter's finances as necessary or as requested by the Board, and shall submit tax returns as required. An annual financial statement shall be prepared for inclusion in the chapter's annual recertification documents and for presentation to the Board at the beginning of the chapter's new fiscal year (June 1).

#### **ARTICLE V. STANDING AND AD HOC COMMITTEES**

Section 1. The President, with the approval of the Board of Directors, shall appoint chairs of Standing and Ad hoc Committees. Terms of office shall be one year for chairs of Standing Committees or until their successors are appointed.

Section 2. Membership Committee. This committee shall maintain accurate records of chapter members for the purpose of providing them with the chapter newsletter and other information regarding chapter activities. The committee shall also act as a liaison between chapter members and the National Audubon Society membership office. Additionally, the committee shall promote new and continuing membership for both National and Chapter Members.

Section 3. Program Committee. This committee shall plan and arrange for membership meetings of the chapter, particularly contacting speakers and program presenters. The committee shall promote interest and appreciation of Audubon objectives through lectures, discussions, exhibits, and meetings.

Section 4. Conservation Committee. This committee shall keep informed on local, state, and national actions and policies affecting the natural environment and conservation of natural resources. The committee shall advise the Board of Directors and chapter members regarding these types of issues and take recommended courses of action, as necessary. The Conservation Chair shall be the designated chapter representative and voting member of the Washington State Audubon Conservation Committee. When required, the Board may designate an alternate representative to fulfill this duty.

Section 5. Field Trip Committee. This committee shall plan, organize, and coordinate field trips for the chapter, which may be attended by the general public. The Christmas Bird Count and Birdathons responsibilities rest in subcommittees of this committee.

Section 6. Hospitality Committee. This committee shall plan and organize refreshments and provide other social aspects for membership meetings and other events sponsored by the chapter. The committee shall be responsible for providing necessary items for socializing and membership recruitment at such events.

Section 7. Communications Committee. This committee shall select the editor and layout designer for the Echo chapter newsletter, and the webmaster. Other duties include proof-reading the Echo and major website updates prior to publication, revising the newsletter style guide as needed, publicizing chapter events, and assisting in the preparation of additional publications helpful to the ongoing programs of the chapter.

Section 8. Education Committee. This committee shall plan, develop, and present programs of an educational nature on conservation of natural resources, preservation of wildlife habitat, identification of plants and animals, and other topics related to Audubon objectives. Audubon Adventures and other NAS educational initiatives are included under this committee.

Section 9. Finance Committee. This committee shall raise money to support chapter activities including developing, initiating, and coordinating fund-raising activities and events; keeping records of success/failure of fundraising events for future reference. Other duties might include coordinating and publicizing planned giving opportunities and making investment recommendations to the Board. In addition, a member of the Finance Committee – generally the Chair – will review chapter financial records on a quarterly basis.

#### **ARTICLE VI. NOMINATING COMMITTEE AND ELECTIONS**

Section 1. The Board of Directors shall annually appoint, prior to the March membership meeting, a Nominating Committee to consist of not less than three members. The names of the members of this committee shall be made known to the chapter membership in the March newsletter. Suggestions and nominations for prospective officers and elected directors may be submitted to the Committee by any chapter member.

Section 2. The Nominating Committee shall nominate candidates for elective office, which shall be reported at the April membership meeting and voted on at the May membership meeting. Nominations which have not received the consent of the nominee will not be considered valid.

#### **ARTICLE VII. FISCAL MATTERS**

Section 1. The fiscal year shall run from June 1 to May 31.

Section 2. Financial records shall be maintained by the Treasurer and shall at all times be accessible to the Board of Directors for systematic review or auditing as required by the By-Laws and/or at the discretion of the Board of Directors.

Section 3. The chapter's bank account(s) shall be the Name of the Black Hills Audubon Society. All checks and drafts of the chapter may be signed by the President, Vice-President, or Treasurer. Non-budgeted expenditures greater than \$100 or expenditures that exceed 10% of a fiscal year budget category must be approved by the board.

Section 4. The board shall authorize budgeted and non-budgeted expenditures; the board's decisions will be recorded in the minutes. The Treasurer shall report expenditures and income to the board monthly.

#### **ARTICLE VIII. SPECIAL RULES**

Section 1. Recall Procedures. At any regular or specially called board meeting, any board member may be removed from office by a simple majority vote of the Board of Directors. Notice of proposed removal must be provided to that person at least ten days prior to the date of the meeting.

#### **ARTICLE IX. DISCONTINUANCE**

Section 1. BHAS may terminate its status as a Chapter of the NATIONAL SOCIETY, and the NATIONAL SOCIETY may terminate the status of BHAS as a Chapter of the NATIONAL SOCIETY, pursuant to procedures set forth in the 2014 Audubon Chapter Policy adopted by the NATIONAL SOCIETY'S Board of Directors on May 17, 2014.

#### **ARTICLE X. COMMITMENTS**

Section 1. BHAS shall not enter into any commitments binding upon the NATIONAL SOCIETY without written authorization by the NATIONAL SOCIETY, nor shall the NATIONAL SOCIETY, without written authorization by this BHAS, enter into any commitments binding upon this SOCIETY.

#### **ARTICLE XI. AMENDMENTS**

Section 1. A copy of proposed amendments to these By-Laws shall be made available at a regular chapter membership meeting. The proposed changes must be approved by the board.

Section 2. A notice of proposed changes shall also be advertised in the newsletter and on the website at least two weeks prior to the meeting at which the changes are to be considered.

Section 3. Amendments to these By-Laws require a two-thirds majority vote of members present and voting at such meeting.

Section 4. No amendments to these By-Laws will be considered that would change the intended goals of preservation of wildlife and its habitat as the primary focus of conservation issues to be addressed by the chapter.

#### **ARTICLE XII. AUTHORITY**

Section 1. For matters not covered in these By-Laws, Robert's Rules of Order Revised shall be used to govern rules of parliamentary procedure.