

# CONSTITUTION AND BY-LAWS OF THE LOWER COLUMBIA BASIN AUDUBON

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## **CONSTITUTION**

### **ARTICLE I: NAME**

This organization, a branch of the National Audubon Society, shall be known as the Lower Columbia Basin Audubon Society, hereinafter referred to as LCBAS.

### **ARTICLE II: PURPOSE**

**Section 1** - The purpose and objectives of Lower Columbia Basin Audubon Society shall be to engage in educational, scientific, investigative, literary, historical, philanthropic, and charitable pursuits as may be part of the stated purposes of the National Audubon Society.

**Section 2** - This Society is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profit or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits and net income of this Society are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income of this Society shall ever inure to the benefit of any private shareholder or individual. Upon dissolution, or upon abandonment, the assets of this Society remaining after payment of, or provision for, all debts and liabilities of this Society, shall be donated to the National Society or its successor(s), or to such corporation or corporations, association or associations, fund or funds, or foundation or foundations as the National Society or its successor(s) may designate to receive said assets, subject to the order of a Court as provided by law; provided, however, that none of such assets shall be donated to any organization other than one organized and operated exclusively for one or more of the purposes set forth in Section 501 (c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax laws.

## **BYLAWS**

### **ARTICLE I: MEMBERSHIP**

**Section 1 - Eligibility.** Any person supporting the purposes and objectives of LCBAS is eligible to apply for membership.

**Section 2. Fiscal Year.** The fiscal year of the LCBAS shall be July 1 through June 30.

**Section 3 - Annual Chapter Dues.** Voting members (hereinafter referred to as members) of LCBAS shall pay annual dues at a rate established by the LCBAS Board. The amount of dues shall be reviewed annually and printed in the newsletter. LCBAS dues are independent of National Audubon Society dues.

**Section 4 – National Membership.** Members who wish to join the National Audubon Society shall pay dues directly to the National Audubon Society. Payment of dues to the National Society does not qualify as payment of LCBAS dues.

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**Section 5 - Voting Rights.** Each member shall have the right to cast one vote at the annual meeting and at any regular or special meeting of members on any motion that may be properly brought before such meeting, including the election of Officers and Committee Chairs.

**Section 6 - Membership Renewal.** Membership dues shall be payable at the time of application and yearly thereafter on the anniversary date of joining.

**Section 7 - Non-payment of Dues.** If membership renewal dues are not paid within the grace period established by the Board, the member shall be dropped from the membership rolls.

### ARTICLE II: MEETINGS

**Section 1 - Monthly Membership Meetings.** Monthly membership meetings of the LCBAS shall be held the 4<sup>th</sup> Tuesday of every month September through June, at a time and place selected by the Board and publicized in advance through the Society's newsletter and website. The Board reserves the right to modify the timing and location of monthly meetings.

**Section 2 - Annual Membership Meeting.** **The annual membership meeting will be held in May unless** the Board of Directors announces an alternative time and place. Election of Officers, Standing Committee Chairs, and Directors-at-Large if any, shall be conducted at this meeting.

**Section 3 - Membership Meeting Notices.** Notice of the annual meeting, special meetings and regular meetings at which LCBAS business is to be transacted will be published in advance of the meetings in the newsletter that shall be mailed or emailed to the membership and posted on the LCBAS website, no less than 10 nor more than 50 days prior to the meeting.

**Section 4. - Membership Meeting Quorum.** Five percent (1/20th) of all paid members shall constitute a quorum at any membership meeting at which LCBAS business is to be conducted..

**Section 5 - Voting.** A quorum being obtained, issues subject to vote at a membership meeting will be considered passed if a majority of the members present vote in favor of the issue.

**Section 6. - Board Meetings.** Meetings of the Board of Directors shall be conducted according to the provisions of Article III. The Board.

### ARTICLE III: THE BOARD

**Section 1 - Authority of the Board of Directors.** The control and conduct of the property and business of the LCBAS shall be vested in its Board of Directors (the Board). The Board shall determine the policies and goals of the LCBAS. The Board has authority to amend and revise the bylaws of the LCBAS without notice to the assembly.

**Section 2 - Election of Board Members.** The Board members shall be elected by a majority of the voting members of the LCBAS present in person at the annual membership meeting. Upon election, board members shall assume office for the fiscal year for which they are elected. Board members shall continue in office until their successors are elected or replacement appointed.

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**Section 3 - Regular Board Meetings.** There shall be at least five regular meetings of the Board in anyone fiscal year. The dates for the regular Board meetings shall be determined by the Board at its first regular meeting following the annual membership meeting.

**Section 4 - Special Board Meetings.** Special meetings of the Board shall be called by the President or by the Secretary upon request of the majority of the Board. Notice of a special meeting may be given in person, by telephone, by mail, or electronically not less than three (3) nor more than ten (10) days prior to the date of the meeting, or if by mail, not less than ten (10) nor more than twenty (20) days prior to the date of the meeting.

**Section 5 - Composition of the Board.** Officers including the immediate past president, standing committee chairs, and Directors-at-Large are voting members of the Board. The minimum number of voting Board members shall be the total of officers, including the immediate past president, the standing committee chairs, and Directors-at-Large. Special committee chairs exercising their option to serve on the Board as stated in Section 6 below shall be voting members of the Board and shall be counted for the purpose of determining the quorum.

**Section 6 – Option of Special Committee Chairs to Serve on The Board.** Special Committee Chairs shall individually determine their willingness to serve on the Board at the beginning of their term of office and so notify the Secretary prior to the first Board meeting in September each year.

**Section 7 - Special Activities.** LCBAS undertakes a variety of activities that do not require the creation of a committee. Leadership of and participation in special activities shall not confer Board voting rights.

**Section 8 - Board Meeting Quorum.** A majority of the Board members, then in office and consenting to Board service, shall constitute a quorum for the transaction of business at any Board meeting. The Secretary shall establish the quorum requirement at the first Board meeting in September each year.

**Section 9 - Board Meeting Chair in Absence of President and Vice-President.** The President, or in their absence the Vice-President, shall act as Chairman at any meeting of the Board. In the absence of both the President and the Vice-President, the President can designate a Board Member to act as Chairman. In the unexpected absence of both the President and the Vice-President, the Board shall designate any other member of the Board to act as Chairman at such meetings.

**Section 10 – Excessive Absences of Director.** A director who is frequently absent from meetings will not be able to contribute to the activities of the board and will not be able to fulfill his duty of care. A director who is absent or fails to participate remotely in a significant number of meetings shall be contacted to confirm his/her willingness to continue in that position. At the board's discretion, an absentee board member may be removed from his/her position by a majority vote.

**Section 11- Vacancies.** The Board shall fill any officer or committee vacancies by majority vote with individual(s) who shall serve until the next annual meeting except that the Board may leave a position vacant.

**Section 12 – Designation of Representative.** The LCBAS Officers and Committee Chairs, excluding the President as stated in Section 9 above, can appoint a representative to attend a Board meeting in

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their absence and to make a report to the Board. The representative may not vote.

### ARTICLE IV: OFFICERS

**Section 1 - Officers.** The LCBAS officers shall consist of the President, Vice-President, Secretary, Treasurer, and such other officers as may be determined by the Board. Officers shall be nominated for their respective positions by the Nominating Committee or by nominations from the floor during the LCBAS annual meeting

**Section 2 - Term of Office.** All Officers shall be LCBAS members and serve for one (1)-year terms, or until their successors are elected. Officers begin their term on July 1 of the calendar year in which they are elected.

**Section 3 - Election of Officers.** The Officers shall be elected for their respective terms by a majority of the voting members of the LCBAS present at the annual membership meeting.

**Section 4 - Vacancies.** If for any reason an office shall become vacant, the Board may proceed to elect, by majority vote, such officer to fill the vacancy and the officer so elected shall serve until the next annual membership meeting. When, for such purpose, an officer has been elected for less than a full term, such part term shall be disregarded with respect to the qualification for re-election for a full term or for additional consecutive terms.

**Section 5 - President.** The President shall direct and administer the affairs of the LCBAS as its executive head, and shall supervise all phases of its activities, subject to instructions/advice of the Board. He/she shall also be an ex-officio member of all committees and preside at all membership and board meetings.

**Section 6 - Vice President.** The Vice-President shall assist the President in carrying out his/her duties and, in the absence of the President, shall direct and administer the affairs of the LCBAS and supervise all phases of its activities, subject to instructions by the Board, and shall preside at membership and Board meetings.

**Section 7 - Secretary.** The Secretary shall keep a record of all proceedings of the LCBAS and of the Board meetings. The Secretary shall conduct and preserve all correspondence relating to the LCBAS and perform other duties as The Board directs.

**Section 8 - Treasurer.** The Treasurer shall have custody of the LCBAS funds and securities and shall see to the deposit of all moneys and securities in the name and to the credit of the LCBAS as directed by the Board. The Treasurer shall disburse the LCBAS funds as ordered by the Board and shall present a financial statement report at the monthly Board meetings and membership meetings as requested by the Board. The Treasurer shall prepare an annual report on the financial condition of LCBAS to be available to the members at the September membership meeting and shall submit a financial report to the National Society. The Treasurer shall prepare a proposed budget for the coming year to be available to the membership no later than the November membership meeting.

**Section 9 - Signature Authority.** All LCBAS drafts and checks shall be signed by the Treasurer or any one of the following: President, Vice-President, or Secretary, or as authorized by the Board.

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## ARTICLE V: COMMITTEES OF THE LCBAS

**Section 1. Board Authority for Committees.** The Board may create, combine, or dissolve any committee of the LCBAS by a majority vote without notice to the assembly, except that no standing committee aside from those enumerated in the bylaws can be established unless the bylaws are amended to include it.

### **Section 2 - Ordinary Committees: Executive, Standing and Special Committees.**

**Section 2A - Executive Committee of the Board.** The Executive Committee of the Board shall be composed of the President, 2 other officers, and 2 standing committee chairs. Members of the Executive Committee shall be appointed by the President at the beginning of his term of Office. The Executive committee reports to the Board. The function of the Executive Committee is to act on behalf of the LCBAS in circumstances where it is difficult or undesirable to assemble or poll the full Board to meet a timely need. Actions of the Executive Committee shall be reviewed at the next Board meeting by the full Board to provide policy guidance to the Executive Committee.

**Section 2B - Standing Committees.** Standing committees are constituted to perform a continuing function, and remain in existence permanently as long as LCBAS exists. A standing committee must be constituted by name (a) by a specific provision of the bylaws or (b) by an amendment to the bylaws adopted by a majority of the Board. Standing committees require authority from the Board to act for the society. Standing committees report both to the Board and to the assembly. Upon assuming office, standing committee chairs become voting members of the Board.

**Section 2B.(1) - Number.** The number of Standing Committees shall not be less than 5 nor more than 9.

**Section 2C - Special Committees.** Special committees provide support for Standing committees, carry out specified tasks, and may exist for long or short periods of time as determined by the Board. A special committee shall not be appointed to perform a task that falls within the assigned function of an existing standing committee except to support the work of the standing committee. Special committees report to the Board.

**Section 2C.(1) - Number and Type.** The number and type of Special Committees shall be determined by the Board to meet the needs of the LCBAS.

**Section 2C.(2) - Option to Become a Voting Board Member.** Each Special Committee Chair shall have the option to participate as a voting member in the Board in accordance with Article III, Sections 5 and 6.

**Section 2C.(3). Special Committees Addendum.** Special Committees shall not be constituted by name, nor included by name, by provisions in the bylaws, but shall be listed in a separate Addendum, which shall be updated annually to reflect the changing needs and priorities of LCBAS.

**Section 2D - Special Task Force Committees.** The President, with the approval of the Board of Directors, may appoint Special Task Force Committees whose terms of service will be determined by the length of the assignment to be done. Membership on a Special Task Force Committee does not confer Board voting rights.

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**Section 3 - Election of Standing Committee Chairs.** The Chairs of Standing Committees shall be nominated for their respective positions by the Nominating Committee or by nominations from the floor during the LCBAS annual meeting. A quorum having been obtained, the Committee Chairs shall be elected for their respective terms by a majority of the voting members of the LCBAS present in person at the annual meeting.

**Section 4 - Composition of Committees.** Whenever possible, a committee should be comprised of more than one individual, and the work of the committee should be shared among its members. All Standing Committees are charged to recommend policies and goals to the Board.

**Section 5 – Enumeration of Standing Committees.** The Standing Committees of LCBAS are as follows unless amended by vote of the Board and duly noted in the List of Amendments attached hereto. Specific standing committee functions beyond these general descriptions are determined by the Board as needed and shall be detailed in a separate document available to all members.

### **1. Membership Committee**

The Membership Committee shall maintain the membership roll, conduct membership campaigns to enroll new members, and endeavor to retain those members who have become delinquent in the payment of their dues.

### **2. Conservation Committee**

The Conservation committee provides the focus for the chapter's commitment to advancing the Audubon mission in the community. The Conservation Committee shall focus closely on environmental issues relevant to the LCBAS local area and recommend conservation actions to the Board and general membership.

### **3. Education Committee**

Education of both members and the public on ecology and environmental issues is a major goal of LCBAS. The Education committee shall inform and educate the public about the natural environment. This Committee is responsible to promote and be involved in conduct of educational programs in schools in the general LCBAS area.

### **4. Birding Events Committee**

Getting members and non-members alike into the field to see birds is a primary function of LCBAS. The Birding Events Committee shall plan, organize, and conduct LCBAS field trips and birding events.

### **5. Finance Committee**

The Treasurer shall chair the Finance Committee. The Finance Committee shall review and evaluate the financial resources of the LCBAS to maintain its tax-exempt status and advise the Board with regard to financial issues. It shall be the duty of the Finance committee to prepare the annual budget and to submit it to the Board at the September Board meeting.

### **6. Fundraising Committee**

The Fundraising Committee shall develop activities to produce funds for LCBAS. All fundraising activities shall be coordinated by the Fundraising committee. It shall be the duty of the Fundraising committee to develop an annual fundraising plan and to submit it to the Board.

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### **7. Communications Committee**

The Communications Committee shall prepare, maintain, and disseminate all forms of communications with members and non-members. The Communications Committee shall publish, at a minimum six (6) times a year, a bulletin or newsletter for the members of the LCBAS.

### **8. Program Committee**

The Program Committee shall make all plans and arrangements for regular meetings of the LCBAS. The Committee shall make arrangements for lectures, discussions, and such other events as may promote interest in and appreciation of conservation, ecology, and natural history.

## **ARTICLE VI: NOMINATING COMMITTEE**

**Section 1 - Appointment.** The Board shall annually appoint a Nominating Committee of at least 2 members no later than three (3) months prior to the next annual membership meeting. Suggestions for nominations for Officers, Standing Committee Chairs, and Directors-at-Large may be submitted to the nominating committee by any member of the LCBAS.

**Section 2 - Slate of Nominees.** The nominating committee shall nominate candidates for LCBAS Officers, Committee Chairs, and Directors-at-Large to succeed those whose terms of office expire at the next annual meeting. The Nominating Committee shall publish the slate of nominees at least 10 days prior to the annual meeting.

**Section 3 - Nominations from the Floor.** Nothing herein contained shall prevent nominations of Officers, Standing Committee Chairs, , and Directors-at-Large from the floor at the time of the meeting at which the elections are to be held.

## **ARTICLE VII: CHAPTER POLICY**

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

## **ARTICLE VIII: PARLIAMENTARY AUTHORITY**

In procedural matters not covered by these By-laws, Robert's Rules of Order shall govern.

## **ARTICLE IX: INDEMNIFICATION OF OFFICERS, DIRECTORS, AND EMPLOYEES**

**Section 1. Limitation of Liability of a Director.** Except to the extent otherwise required by applicable law (as it exists on the date of the adoption of this bylaw or may be amended from time to time), no present or future director of the corporation shall be personally liable to the corporation or its members, if any, for monetary damages for any conduct as a director occurring after the date of the adoption of this article. No amendment to or repeal of this section shall adversely affect any right of protection of a director of the corporation with respect to any acts or omission of such

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director occurring after the date of the adoption of this article and prior to such amendment or repeal of this section.

**Section 2. Indemnification of Directors and Officers.** The corporation shall indemnify any director (as that term is defined in RCW 23B.08.500, as presently in effect and as hereafter amended) or officer of the corporation, who is involved in any capacity in a proceeding (as defined in RCW 23B.08.500, as presently in effect and as hereafter amended) by reason of the position held by such person or entity in the corporation, to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided, however, that the corporation shall only indemnify a director or officer seeking indemnification in connection with a proceeding (or a part of a proceeding) initiated by such person if such proceeding or part of a proceeding was authorized by the Board of Directors or if such proceeding or part of a proceeding was brought by a director or officer to enforce a claim for indemnification under this section and a court or an arbitrator determines that the director or officer is entitled to all of the relief claimed.

**Section 3. Indemnification of employees and agents.** By means of a resolution or of a contract specifically approved by the board of directors, the corporation may indemnify an employee or agent to such degree as the Board of Directors determines to be reasonable, appropriate, and consistent with applicable law and to be in the best interests of the corporation.

**Section 4. Notice.** Any indemnification of a director in accordance with this Article shall be reported to the Board of Directors (and to the members if any to the extent required by applicable law) in a written report describing the proceeding and the nature and extent of such indemnification.

**Section 5. Advances.** Reasonable expenses incurred by a director or officer, who is involved in any capacity in a proceeding (as defined in RCW23B.08.500, as presently in effect and as hereafter amended) by reason of the position held by such person or entity in the corporation, shall be advanced by the corporation to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided that the director or officer shall first promise in a writing delivered to the corporation to repay all amounts advanced by the corporation in the event that it is later determined that such director or officer is not entitled to be so indemnified.

**Section 6. Insurance.** The corporation may purchase and maintain insurance on behalf of any person who is a director, officer, or agent of the corporation or is serving at the request or consent of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability incurred by such person because of such person's status, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this article. In addition, the corporation may enter into contracts with any director or officer of the corporation in furtherance of the provisions of this article and may create a trust fund, grant a security interest, or use other means (including without limitation a letter of credit) to ensure the payment of such amounts as may be necessary or desirable to effect the indemnification and advances contemplated in this article.

**Section 7. Designation of Counsel.** The Board of Directors of the corporation shall have the right to designate the counsel who shall defend any person or entity who may be entitled to indemnification, to approve any settlement, and to approve in advance any expense.

**Section 8. Consistency with applicable law; survival of benefits.** The right to indemnification and limitation of liability conferred by this article shall be interpreted to conform with, and shall not create any right that is inconsistent with, applicable law, as presently in effect and as hereafter amended. To the full extent allowed by applicable law (as presently in effect and as hereafter amended), the right to indemnification and limitation of liability conferred by this article shall continue as to a person who has ceased to be a director and shall inure to the benefit of the heirs, executors, and administrators of such of person.

**Section 9. Nonexclusivity of Rights.** The rights conferred in this article shall not be exclusive of any other rights which any person may have or acquire under any applicable law (as presently in



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effect and as hereafter amended), the articles of incorporation, the bylaws of the corporation, a vote of the Board of Directors or the members of the corporation, or otherwise.

### ARTICLE X: AMENDMENTS

**Section 1. Two-thirds Vote Rule.** These bylaws may be amended and revised at any regular or special Board meeting by a two-thirds vote of all LCBAS members serving at the time on the Board, provided that proposed amendments are supplied to Board members at least seven days in advance of the meeting.

**Section 2. Notice of Amendment or Revision.** When this Constitution and By-laws are amended or revised by the Board, the information shall be posted in the newsletter and on the LCBAS website. The amendment or revision information shall include as a minimum the new wording and the date of Board approval. Where appropriate the old wording which has been replaced shall be maintained by the Historian.

### Article XI: CONSTRUCTION

This Constitution and By-laws shall be construed under the laws of the State of Washington.

Revised April 4, 2016

Revision adopted April 4, 2016