

SPOKANE AUDUBON SOCIETY

CONSTITUTION

ARTICLE I

Name

This organization shall be known as the **Spokane Audubon Society** (hereinafter called SAS).

ARTICLE II

PURPOSE

Section 1. The purpose and objectives of SAS shall be to engage exclusively in any such educational, scientific, literary, historical, and charitable pursuits as set forth in its Articles of Incorporation, if any, and/or are the purposes and objectives of National Audubon Society, Inc., (hereinafter called NAS), of which SAS shall function as a Chapter, and said purposes and objectives shall conform to the provisions of Section 501(c)(3) of the Internal Revenue Code.

Section 2. SAS is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits, and net income of SAS are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income of SAS shall ever inure to the benefit of any private shareholder or individual. Upon the dissolution, or upon abandonment, the assets of SAS remaining after payment of, or provision for, all debts and liabilities of SAS, shall be donated to NAS or its successor or, if unwilling or unable to accept said donation, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objects and purposes as SAS, as the Board of Directors of SAS may designate, subject to the order of a court as provided by law; provided 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 presently set forth in Section 501(c)(3) of the Internal Revenue Code.

Section 3. No part of SAS activities shall consist of any political campaign on behalf of any candidate for public office as outlined in the IRS rules governing a 501(c)(3) organization.

BYLAWS

ARTICLE I

Membership

Section 1. Any person interested in the purposes and objectives of SAS is eligible for membership.

Section 2. Classes of NAS memberships shall be those of the NAS. SAS memberships shall include SAS (local) annual and SAS (local) life memberships.

Section 3. NAS membership dues shall be as established by the NAS. SAS membership dues shall be established by the Board of Directors of SAS.

Section 4. All members of NAS shall enjoy all the rights and privileges accorded to the members of the NAS. All members of SAS shall enjoy all the rights and privileges accorded the members of SAS. Hereinafter the terms “member” and “membership” refer to local members; that is, all current annual and life members of SAS.

Section 5. Each member shall have the right to cast one (1) vote at the annual meeting and at any regular or special meeting of members on any motion that may properly be brought before such meeting, including the election of officers and directors.

Section 6. SAS membership dues shall be payable at the time of enrollment and yearly thereafter. In the case of Life members, dues shall be paid in full in one (1) sum, except as may be provided otherwise in the Bylaws of SAS.

Section 7. Should renewal of membership dues not be paid within six (6) months after due date, a member so in default shall be dropped forthwith from the rolls and be ineligible to vote.

ARTICLE II

Meetings

Section 1. Regular meetings of members shall be held on the second (2nd) Wednesday of each month from September through May or as determined by vote of the Board of Directors, but such regular meetings shall be held not fewer than six (6) times in any calendar year.

Section 2. The annual meeting of members shall be held on the second (2nd) Wednesday in May each year or as may be determined by vote of the Board of Directors.

Section 3. Special meetings of members may be called by the President or pursuant to resolution of the Board, or by petition of not less than one-tenth (1/10) of all members entitled to vote.

Section 4. Notice of the annual meeting, special meetings, and regular meetings, at which SAS business is to be transacted, shall be given no fewer than thirty (30) days before the date of the meeting. Such notice shall be directed to each member at his or her mailing or e-mail address and, when possible, published in SAS newsletter and posted on SAS's website. Notice is given when deposited in the United States mail or sent electronically.

Section 5. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.

Section 6. The members present shall constitute a quorum at any general meeting of members at which SAS business is to be conducted. The members may be present in person or by written proxy. In the case of an online meeting, "in person" shall be construed as any member who is participating in such meeting by video and/or voice. If the sole purpose of a meeting is to vote on any issue, then such meeting can take place via email, and anyone who submits a vote via email or other written communication is considered to be in attendance.

ARTICLE III

Board of Directors

Section 1. The control and conduct of the business of SAS shall be vested in a Board of Directors consisting of no fewer than eight (8) members, which shall include all SAS elected officers and additional elected Directors.

Section 2. The elected Directors shall be elected for the term of two (2) years by a plurality of the voting members of SAS present in person, by written proxy, or virtually on-line at the annual meeting of members.

Section 3. No one individual shall serve for more than three (3) consecutive terms as an elected Director of the Board, unless a nomination for the continuance of that Director is approved by the Board of Directors, or the individual is nominated from the floor at the general meeting.

Section 4. If an elected Director vacates the position for any reason, and the Board does not have at least eight (8) members, the Board may elect an interim Director to fill the vacancy until the next annual meeting of members. The part of the term that this interim Director fills before the annual meeting does not count towards the term limit if re-elected for additional terms.

Section 5. There shall be at least five (5) regular meetings of the Board of Directors in any one calendar year and not more than one (1) regular meeting in any one month. Director's meetings shall be held on a date and time as determined by vote of the Board of Directors.

Section 6. Special Board meetings shall be called by any Board member upon request of a majority of the Board. Notice of a special meeting shall be given no fewer than three (3) days prior to the date of the meeting.

Section 7. A majority of the Board shall constitute a quorum at any meeting of the Board.

Section 8. The President or, in his/her absence, the Vice President, shall act as Chair at any meeting of the Board. In the absence of both the President and the Vice President, the Board shall designate any other member of the Board to act as Chair at such meeting.

Section 9. Any elected Director absent from three (3) consecutive regular Board meetings without prior notification to an officer will be asked to submit his/her resignation.

ARTICLE IV

Officers

Section 1. The Officers of SAS shall be a President, a Vice President, a Secretary, and a Treasurer, and such other Officers as may be determined by the Board of Directors.

Section 2. All elected officers shall hold office for a two (2) year term, or until his/her successor is elected. No individual shall hold the same office for more than two (2) consecutive terms, unless the individual's nomination for office is approved by the Board of Directors, or the individual is nominated from the floor at the general meeting.

Section 3. The Officers shall be elected for their respective terms by a plurality of the voting members of SAS present, in person, by written proxy, or virtually on-line at the annual meeting of members.

Section 4. If an Officer vacates the position for any reason, the Board may elect an Officer to fill the vacancy until the next annual meeting of members. The part of the term that this interim Officer fills before the annual meeting does not count towards the term limit if re-elected for additional terms.

Section 5. The President shall direct and administer the affairs of SAS as its executive head and shall supervise all phases of its activities, subject to instructions by the Board. He or she shall also be an ex-officio member of all committees. He or she shall preside at all meetings of members and of the Board. In his/her absence, the Vice President shall act as Chair at any such meeting. In the absence of both the President and the Vice President, the Board shall designate any other member of the Board to act as Chair at such meeting.

Section 6. The Vice President shall assist the President to carry out his or her duties and, in the absence of the President, the Vice President shall direct and administer the affairs of SAS and supervise all phases of its activities, subject to instructions by the Board, and shall preside at meetings of members and of the Board.

Section 7. The Secretary shall keep a record of all proceedings of SAS and of the Board of Directors, and shall conduct such other correspondence of SAS as directed by the Board.

Section 8. The Treasurer shall have custody of SAS funds. He/she shall disburse such funds as may be directed by the Board. He/she shall report to the Board of Directors at its regular

meetings or as requested. He/she shall prepare an annual report on the financial condition of SAS along with a proposed budget for the coming year.

Section 9. All checks and drafts of SAS may be signed either by the Treasurer, the President, or Vice President.

Section 10. It is the responsibility of all SAS Officers to prepare and submit the annual report, and any other reports, that are required by NAS.

ARTICLE V

Nominating Committee

Section 1. The Board of Directors shall annually appoint, not later than four (4) months prior to the next annual meeting of members, a Nominating Committee, to consist of no fewer than three (3) members. The names of the members of the Nominating Committee shall be made known to the members through the SAS newsletter, web site, or by e-mail, or at a regular meeting of members, not later than one (1) month after the Nominating Committee has been constituted. Suggestions for nomination of Officers and Directors may be submitted to the Nominating Committee by any member of SAS.

Section 2. The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms expire at the next annual meeting. The Committee's report shall be presented to the membership at a regular meeting of members not later than one (1) month prior to the annual meeting.

Section 3. Nothing contained herein shall be construed to prevent nominations of Officers and Directors from the floor at the annual meeting.

ARTICLE VI

Other Committees

Section 1. Standing Committees may be created by the Board of Directors to carry out ongoing functions of SAS such as Membership, Program, Field Trips, Education, and Newsletter. The President, with the approval of the Board of Directors, shall appoint Chairs of Standing Committees who may select their own committee members.

Section 2. The President, with the approval of the Board of Directors, may appoint Special or Task Force Committees whose terms of office will be determined by the length of the assignment to be done.

ARTICLE VII

Commitments

All Directors, Officers and committee members shall comply with the following SAS Conflict of Interest Policy:

A conflict of interest is defined as a situation when an officer, or any person making decision on behalf of SAS, may benefit financially from these decisions, including indirect benefits such as to family members or businesses with which the person is closely associated. All actions of SAS officers, directors, and committee members done on behalf of the organization must be done in the best interest of the organization. Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall: (a) fully disclose the nature of the interest by presenting it to the Board in writing or in person, and (b) withdraw from discussion and voting on the matter. Oversight and implementation of the policy is the responsibility of the SAS Board of Directors.

ARTICLE VIII

Commitments

SAS shall not enter into any commitments binding upon NAS, without written authorization by NAS, nor shall NAS, without written authorization by SAS, enter into any commitments binding upon SAS.

ARTICLE IX

Discontinuance

SAS may terminate its status as a Chapter of NAS upon six (6) months' notice in writing to NAS, and NAS may terminate the status of SAS as a Chapter of NAS upon six (6) months' notice, in writing, to SAS. In the event of such notice of termination by either SAS or NAS, the

allocation of dues by NAS to SAS shall cease on expiration of the six (6) months' period. However, members of SAS shall remain members of NAS for the balance of the term for which dues have been paid.

ARTICLE X

Amendments

This Constitution and Bylaws may be amended, altered, repealed or superseded, either in whole or in part, by a two-thirds vote of the full Board of Directors following membership notification of the proposed changes.

ARTICLE XI

Parliamentary Authority

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

ARTICLE XII

Construction

Section 1. This Constitution and Bylaws shall be construed under the laws of the State of Washington.