

CONSTITUTION AND BYLAWS OF THE SKAGIT AUDUBON SOCIETY

CONSTITUTION

Article I

NAME

This organization shall be known as Skagit Audubon Society

Article II

Purpose

Section 1. The purpose and objectives of this Society shall be to engage exclusively in any such educational, scientific, literary, philanthropic, investigative, and charitable pursuits as are set forth in its Certificate of Incorporation, if any, and/or are the purposes and objectives of National Audubon Society, Inc., of which this Society 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. This Society 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 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 director, officer or member thereof, or 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 National Audubon Society, 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 this Society, as the Board of this Society 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 set forth in Section 501(c) (3) of the Internal Revenue Code.

Section 3. No substantial part of the Society's activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Society participate in, or intervene in (including publishing or distributing statements), any political campaign on behalf of any candidate for public office.

BY-LAWS

Article I

MEMBERSHIP

Section 1. Any person interested in the purposes of the Society is eligible for membership.

Section 2. The classes of membership of this Society shall be those maintained by the National Audubon Society and members of the local Skagit Audubon Society only.

Section 3. National membership dues shall be established by the National Society. Chapter membership dues shall be established by the Board of Directors of the Skagit Audubon Society.

Section 4. All classes of members shall enjoy all the rights and privileges pertaining to the members of Skagit Audubon Society.

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

Section 6. Membership dues shall be payable at the time of application into the Society and shall be paid yearly thereafter.

Section 7. Should renewal of membership dues not be paid within three months after the due date, a member so in default shall be dropped forthwith from the rolls.

Article II

MEETINGS

Section 1. There shall be not fewer than six regular meetings of the Society from September to June. These meetings shall be held on the 2nd Tuesday of the month.

Section 2. The annual meeting of the Society shall be held on the 2nd Tuesday of June.

Section 3. Notice of the annual meeting, special meetings, and regular meetings, at which the Society business is to transacted, shall be given not less than seven (7) days and no more than thirty (30) days before the date of the meeting. Such notice is given when deposited in the U.S Mail, with postage thereon prepaid, and directed to the member's address as it appears on the record of members, or at such other address as requested in writing to the Secretary of the Society. Notice of such meetings may be published in the Society's newsletter or other regular publication, provided such publication is mailed according to the provisions stated herein above.

Section 4. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called. Such meetings shall be called by the President or pursuant to a resolution of the Board.

Section 5. Members in good standing in attendance at any duly-called, regular or special meeting shall constitute a quorum for the transaction of business.

Article III

BOARD OF DIRECTORS

The control and conduct of the business of the Society shall be vested in the Board of Directors (henceforth, the term Board shall refer to the Board of Directors). The Board shall determine the policies of the Society. The Board shall include the elected officers of President, Vice President, Secretary, Treasurer, up to six Representatives, immediate past President, and Chairs of the eight Standing Committees; Membership, Program, Publicity, Publications, Conservation, Field Trip, Education, Hiking, and Finance. A Representative may also be Chair of a Standing Committee.

Article IV

BOARD DIRECTIVES

Section 1. There shall be at least five regular meetings of the Board in any one year, with not more than one regular meeting in any one month. The dates of the regular meetings shall be determined by the Board at its first regular meeting following the annual meeting of the members.

Section 2. Special meetings of the Board may be called by the President or upon the request of the majority of the Board. Notice of such a meeting shall be given not less than three, not more than ten, days prior to the meeting date.

Section 3. Eight Board members shall constitute a quorum at any meeting of the Board.

Section 4. The President, or in the President's absence, the Vice President, shall act as Chair at any meeting of the Board. In the absence of both of the above named officers, the Board shall designate one of its own to act as Chair.

Section 5. If by reason of resignation or death, or for any other reason, a Board position shall become vacant, the Board may proceed to elect, by a majority vote of Board members present, to fill the vacancy. The Board member so elected shall serve until the next annual meeting of the members. When, for such purpose, a Board member has been elected for less than a full term, such a part-time term shall be disregarded with respect to the qualifications for re-election for a full term or the additional consecutive terms.

Section 6. The Treasurer, one other officer, and the person responsible for assembling the Flyer are authorized to sign checks on the Society's behalf. Only one signature is required. Further, the President is authorized to delegate this responsibility in writing for a limited period of time to another individual when special circumstances require.

Article V

BOARD MEMBERS' DUTIES

Section 1. The President shall hold office for a two-year term, or until a successor is elected, and shall not hold successive terms. The President shall direct and administer the affairs of the Society, and shall supervise all phases of its activities, subject to the instructions of the Board. The President shall preside over all meetings of the members of the Board. The President shall be responsible for the Annual Report, as required by the National Society for certification, and shall present the Report at the annual meeting.

Section 2. The Vice President shall assist the President in carrying out Society duties and, in the absence of the President, preside at all meetings. The term of Vice President shall be one year. No individual shall hold this office for more than four consecutive terms.

Section 3. The Secretary shall keep a record of all proceedings of the Board and shall send out all notices of regular and special Board meetings and conduct necessary Board correspondence. The term of Secretary shall be one year. No individual shall hold this office for more than four consecutive terms.

Section 4. The Treasurer shall have custody of the Society's funds. The Treasurer shall disburse such funds as may be ordered by the Board. The Treasurer shall prepare an annual report of the financial condition of the Society for distribution to the members with the September newsletter, a copy of which shall be forwarded to the National Audubon Society. The term of Treasurer shall be one year. No individual shall hold this office for more than four consecutive terms.

Section 5. The representatives shall be elected for the term of one year, or until the following annual meeting, whichever comes first, by a majority of the voting members of the Society present at the annual meeting. No individual shall hold this office for more than four consecutive terms.

Section 6. The eight Standing Committee Chairs shall be elected for a term of one year. The Standing Committee Chairs shall keep the Board apprised of their needs and activities.

Section 7. No member shall serve more than eight consecutive years on the Board.

Article VI

NOMINATING COMMITTEE

Section 1. The Board shall annually appoint, not later than two months prior to the next annual meeting of members, a Nominating Committee, to consist of no fewer than three members. The names of the members of the Nominating Committee shall be made known to the members through the Society's newsletter, and suggestions for nominations of Officers, Representatives, and Standing Committee Chairs may be submitted to the Committee by any member of the Society.

Section 2. The Nominating Committee shall nominate candidates for Officers, Representatives, and Standing Committee Chairs to succeed those whose terms expire. The Committee report shall be presented to the membership not later than one month prior to the annual meeting of members.

Section 3. Nothing herein contained shall prevent nominations from the floor at the annual meeting.

Article VII

ELECTION OF BOARD MEMBERS

Section 1. The election of the Board shall take place at the Society's annual meeting. Board members will be installed at that meeting.

Section 2. Nominated Board members shall be elected by a voice vote of the membership present, or by a motion of the membership, instructing the Secretary to cast a unanimous ballot in favor of the recommendations presented by the Nomination Committee: Provided, however, if there is more than one candidate for any board position, the election to such position shall be by written ballot, with the winner receiving the majority vote of the ballots cast.

Article VIII

COMMITTEES

Section 1. The President, with the approval of the Board, may appoint a Special Committee, ad hoc Committee, or a Task Force Committee, whose terms of office will be determined by the length and type of assignment.

Section 2. Standing Committees of the Society are as follows:

Membership Committee

The Membership Committee shall maintain close contact with the Membership Department of the National Society. It shall keep the Society's membership records and

shall conduct membership campaigns to enroll new members. It shall endeavor to retain those members who have become delinquent in payment of their dues. Whenever possible, a Membership Committee, comprised of more than one individual, should be formed. The work of the Committee should be shared among the members

Program Committee

The Program Committee shall make all plans and arrangements for the regular meetings, except for matters relating to Society business that may be transacted at such meetings. The Committee shall make arrangements for lectures, discussions, and other such events as may promote interest in and appreciation of conservation, ecology, and natural history.

Publications Committee

The Publications Committee shall publish, at least six times a year, a bulletin or newsletter for the members of the Society and shall prepare any other publications helpful to the Society's program.

Publicity Committee

The Publicity Committee shall publicize the purposes, aims, and programs of the Society.

Conservation Committee

The Conservation Committee shall keep informed on local, state, and national governmental policies and actions affecting the natural environment and conservation of natural resources. It shall draft and recommend the Society's conservation policies to the Board. It shall carry out the conservation policies, as approved by the Board, and endeavor to coordinate the actions of the Society with the policies and activities of the National Society, insofar as conservation measures and policies of national scope are concerned. The Committee shall keep the National Society informed of such actions.

Field Trip Committee

The Field Trip Committee shall plan, organize, and arrange for the proper conduct of field trips for participation by members of the Society and other interested persons.

Education Committee

The Education Committee shall maintain a close contact with the Environmental Information and Education division of the National Society. The Committee shall encourage schools and colleges within the Society's territory to conduct courses in, or otherwise stress, natural history, ecology, and conservation. The Committee shall conduct, or cause to be conducted, workshops in natural science for members and others, and shall cooperate in furthering the educational objectives and programs of the national Society. The committee shall, through other means, inform and educate the public about the

natural environment.

Finance Committee

The Finance Committee shall plan the annual budget of the Society, assist the Treasurer in the preparation of financial reports, and make recommendations and carry out plans for obtaining financial support for the Society.

Hiking Committee

The Hiking Committee shall plan the monthly hikes insuring that hikers have a safe experience in nature, urge non-member hikers to join Audubon, submit hiking schedules in a timely manner, and urge hikers to volunteer in Adopt-a-Trail programs.

Article IX

COMMITMENTS

This Society shall not enter into any commitments binding upon the National Audubon Society without written authorization by the National Society, nor shall the National Society, without written authorization from this Society, enter into any commitments binding upon this Society.

Article X

DISCONTINUANCE

This Society may terminate its status as a Chapter of the National Society, and the National Society may terminate the status of this Society as a Chapter of the National Society, pursuant to procedures set forth in the 2001 Audubon Chapter Policy adopted by the National Society's Board of Directors on December 8, 2001.

Article XI

AMENDMENTS

This Constitution and By-Laws may be amended, following approval by the Board, by a majority vote of the Society members present at any regular or special Society meeting. Notice of such amendments shall have been mailed to each member of the Society, or to the last known address, at least seven days prior to such meeting.

Article XII

CONSTRUCTION

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

Article XIII

PARLIAMENTARY AUTHORITY

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

Article XIV

DATE OF ADOPTION

These By-Laws are duly adopted by the incorporators of this Society on the 22nd of February, 1983.

Jack F. Bedwell
President

Angelyn Shafer
Secretary

Arlene Mesman
Vice President

Lois Bedwell
Treasurer

DIRECTORS

Eugene T. Murphy
Bob MacDonald
Patricia J. Smith

Henry Houghton
Roy Dubisch
David Wells

Amended March 11, 1986.
Amended June 9, 1987.
Amended February 15, 1989.
Amended September 16, 1993.
Amended November 20, 2002