

Wachiska Audubon Society

Constitution and Bylaws

Adopted by the Board of Directors on July 2, 2013

Adopted by a vote of the members on October 10, 2013

Revisions Adopted by the Board of Directors on August 16, 2022

Revisions Adopted by a vote of the membership on ???

Constitution

Article 1: Name

This organization shall be known as the Wachiska Audubon Society.

Article 2: Purpose

Section 1. The purpose and objectives of this organization shall be to engage in any such educational, scientific, investigative, literary, historical, philanthropic, and charitable pursuits as may be part of, but not limited to, the stated purposes of the National Audubon Society, of which Wachiska Audubon Society shall function as a Chapter. The relationship between the Chapter and National shall be governed by the National Audubon Society Chapter Policy (current edition dated May 17, 2014).

Section 2. Definitions and Acronyms:

Wachiska Audubon Society - "Chapter", Wachiska, or WAS

Wachiska Board of Directors - "Board"

Nebraska State Office of National Audubon Society - "Audubon Nebraska"

National Audubon Society - "National" or NAS

National Member – a person living in Wachiska Audubon Society’s geographical area that has paid dues to National Audubon Society.

Friend – a person who has donated directly to Wachiska Audubon Society and joined as a local member.

Donor – a person (or entity) that has not joined Wachiska Audubon Society, but donated in any number of ways – fundraiser, general, property, etc.

Section 3. This Chapter 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 friends, members or to any private shareholder or individual. The property, assets, profits, and net income of this Chapter are irrevocably dedicated to charitable purposes; no part of the property, assets, profits, or net income of this Chapter shall ever inure to the benefit of any private shareholder or individual.

Section 4. The Chapter shall not participate in, nor intervene in, any political campaign on behalf of any political party or any candidate for public office. The Chapter's attempts to influence legislation shall be limited in amount and degree to that permissible for a charitable organization, as currently stated in Section 501 (c)(3) of the Internal Revenue Code.

Article 3: Mission

The Mission of the Wachiska Audubon Society is to bring people together to preserve and restore tallgrass prairies and other natural ecosystems, enjoy birding, support native wildlife, provide nature education, and advocate for sustainability of our natural community.

Article 4: Discontinuance

Section 1. This Chapter reserves the right to terminate its Chapter status on six-months' notice given in writing to National, in which case all allocation of dues by National to this Chapter will cease on expiration of the six-month period; however, no such notice shall be given without a vote of the membership at a general meeting following notification of the proposal in written and/or electronic form.

Section 2. This Chapter recognizes the right of National to terminate the Chapter relationship on six months' notice, in which case the members of this Chapter shall continue as members of National for the balance of the term for which dues have been paid.

Section 3. Upon the dissolution or abandonment of this Chapter, any assets remaining after payment of or provision for all its debts and liabilities shall be donated to Audubon Nebraska or its successor. If that organization is unwilling or unable to accept said donation, such proceeds shall then be donated to National or such non-profit corporation or corporations, associations, fund(s), or foundation(s) having similar objectives and purposes as this Chapter, as the Board of Directors of this Chapter may designate, subject to the order of a Court as provided by law.

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Bylaws

Article 1: Membership

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

Section 2. Classes of memberships are determined using National Audubon Society's Audubon Membership Policy as guidance (current edition dated December 9, 2001).

- A. National - in accordance with the schedule prescribed by the National Audubon Society. Any person located in the Chapter's geographical area and in good standing is a National Member of the Chapter.
- B. Friend of Wachiska – a separate local membership category for those who donate and join as a Chapter Member.

Section 3. Membership in Wachiska Audubon Society is effective from the date one becomes a member of the National Audubon Society or the Chapter and renewable based on that date. Each class of membership shall enjoy all the rights and privileges pertaining to the respective class.

Section 4. Should renewal of a Friend membership not be paid within three months after they are payable, the member shall be moved to inactive status and unable to vote in Chapter motions.

Section 5. Each National Member and Friend is entitled to one vote at regular, annual, and special meetings of the membership. Those with a dual membership will have one vote total.

Article 2: Meetings of the General Membership

Section 1. Regular meetings of the Chapter shall be held each month or as otherwise determined by the Board. At a minimum, meeting time and location shall be printed in the newsletter prior to each meeting and posted on the Chapter website.

Section 2. The Annual Meeting of the Chapter shall be held in November (generally the 2nd Thursday), at which time new Officers and Directors at Large will be elected. The new Officers and Directors will take office effective January 1st, which is the beginning of the fiscal year.

Section 3. Special meetings may be called by the President, or pursuant to a majority vote of the Board. Ten-day's notice of such special meeting, stating meeting objectives, shall be given to members electronically. Notice shall also be posted on the Chapter website. Any required document must be in writing. The criteria will be satisfied if distributed by hardcopy or in an electronic (e.g., email or website posting) manner.

Section 4. A quorum at any properly called and noticed meeting of the general membership shall consist of the NAS members and Friends present.

Article 3: Board of Directors

Section 1. The control and conduct of business of the Chapter shall be vested in its Board, who shall all be active Friends of the Chapter or National members, unless such requirement is waived by a majority of the Board. No Board position will be eligible for a salary, though reimbursement for authorized expenses is allowed.

To show support for Wachiska, Board members are encouraged to include the Chapter as one of their top three philanthropic priorities and actively participate in fundraising events.

The Board shall have no fewer than 10 or more than 16 and consist of:

- (a) The four elected officers (President, Vice-President, Recording Secretary, Treasurer)
- (b) No less than four nor more than eight directors-at-large
- (c) Chairs of the Conservation and Education/Outreach Committees
- (d) Audubon Nebraska representative, if applicable
- (e) Other organization representative(s), as deemed appropriate by the Board (ex: college chapter president)

Each Board member shall have one vote. It shall be the duty of all members of the Board to use their best efforts to attend all Board meetings. If unable to attend a meeting, a Board member should notify the Chair and if, appointing a proxy, provide the name of the individual. The proxy must be a national member or Wachiska friend. If a Board member has three unexcused absences per year, the Board may vote to remove the Board member. A 2/3 vote of the Board is required for removal.

Board members are responsible for excusing themselves from a vote when they have a conflict of interest.

Section 2. The Board shall be responsible for developing and updating this Constitution and Bylaws, Strategic Plan and Chapter policies. The Board shall also be responsible, if there is no executive director, for developing and updating office procedures.

Section 3. As the organization's governing body, during the budget process the Board shall establish the overall annual fundraising goals and mechanisms. The Board will work with staff, the Finance Committee, and others in efforts to achieve the goals.

Section 4. Paid staff shall not be members of the Board of Directors, though the Executive Director will attend and participate in all meetings. Additional staff attendance will be at the discretion of the Executive Director.

Section 5. Regular meetings of the Board shall be held monthly or as otherwise determined by the Board. Meeting time and location (including videoconference) shall be printed in the newsletter and announced during the general meeting prior to each meeting. Electronic meetings will not be recorded unless specifically requested and be deleted once they are no longer needed.

Section 6. A simple majority (50% plus one) of the Board shall constitute a quorum at any meeting.

Section 7. Special meetings of the Board may be called by the President or upon the request of a majority of the Board. Notice must state the objective of the meeting and be given to all Board members no less than forty-eight hours prior to the meeting.

Section 8. A Board vote can be accomplished in person or email as determined by the President. In person includes online meetings, video conferencing or by teleconference. Voting results will be documented in the Board meeting minutes following such a vote. Any required document must be in writing. The criteria will be satisfied if distributed by hardcopy or in an electronic (e.g., email) manner.

Section 9. Board meetings are open to friends and members, but only Board members make motions and vote. Each meeting will have a comment period for non-Board attendees, which may be limited by the Board. If a majority of the Board votes to go into executive session, all non-members must leave the meeting until the Board votes to end executive session. All motions must be made in regular session.

Article 4: Officers and Directors

Section 1. The elected Officers of the Chapter shall be a President, a Vice-President, a Recording Secretary, and a Treasurer. The terms of office for every officer shall be for two years with a maximum of two consecutive full terms. The President and Vice-President shall be elected in even-numbered years and the Secretary and Treasurer shall be elected in odd-numbered years.

Section 2. The elected Directors-at-large of the Chapter shall serve for terms of two years with a maximum of two consecutive full terms and be designated as Director 1, Director 2, Director 3, Director 4, Director 5, etc. Odd-numbered Directors shall be elected in odd-numbered years and even-numbered Directors shall be elected in even-numbered years. A Director who has reached their maximum term of service may not run for a different Director position without waiting one year or the limitation is waived by the Board.

Section 3. The Chair(s) of the Conservation and Education/Outreach Committees will be voting members of the Board. No person may serve simultaneously as chair of

both committees. Each Chair is elected by the respective Committee members. A Chair who is unable to attend a Board meeting may designate another member of the Committee to attend. Such person will have all the rights and responsibilities of a Board member during that meeting only.

Section 4. A vacancy in any office but that of the President shall be filled by the majority vote of the Board of Directors to hold office until the end of the year. The vacancy shall be filled with input from the current Nominating Committee (see Article 5). In the case of a vacancy in the office of the President, the Vice-President shall immediately succeed to the office of President.

Any person who fills a vacant position for a partial term may continue to serve two full consecutive terms if elected at the Annual Meeting.

Section 5. The President shall be President of the Chapter, Chair of the Board of Directors, and an ex-officio member of all committees, and shall perform all other duties associated with the office of President. This includes authority to execute documents necessary to conduct business under the direction and authorization of the Board.

Section 6. The Vice-President shall assist the President in carrying out the President's duties, serve as parliamentarian, and preside at all meetings in the absence of the President.

Section 7. The Recording Secretary shall keep a record of elections and of all proceedings of the Board and Annual Meetings, take minutes and coordinate distribution with the President to all Board members with sufficient time for review before the next Board meeting. The Recording Secretary shall appoint a substitute when unable to attend a Board meeting.

Section 8. The Treasurer shall have custody of the Chapter's funds and shall manage disbursement of funds as provided in the approved operating budget or as ordered by the Board. The Treasurer shall, at a minimum on a quarterly basis, report the financial status of the organization to the Board. The Treasurer shall also manage preparation of an annual report on the financial condition of the Chapter, which will be available to Wachiska friends and members, Audubon Nebraska, and National Audubon Society. The Treasurer will coordinate with staff or contractors performing any related duties.

The Treasurer shall serve as Chair of the Finance Committee and submit for approval a proposed budget for the coming fiscal year prior to the November meeting of the Board. A final budget shall be in place no later than January 1st. Budget revisions may be approved by the Board as appropriate. The Treasurer shall manage preparations for audits decided by the Board.

The Treasurer, along with the President and Executive Director, may periodically evaluate and recommend to the Board changes in Wachiska's investment portfolios with the goals of mitigating unnecessary risk, ensuring that future cash needs are able to be met, and that Fund investments align with Wachiska's Mission.

Section 9.

The Treasurer, President, or Executive Director may sign checks and drafts of the Chapter, though no one may sign a check made out to themselves.

The Executive Director shall review the checking account signature card annually, after Board elections, to assure that only current Officers are authorized to sign checks. A copy of the current signature card should be kept on file in the Office. At the same time, the Executive Director will verify the appropriate individuals have authority to access other financial and investment accounts.

The President, or an individual designated by the President, is required to review the bank statement each month to assure the validity of all transactions made during the month. Any oddities will be reported to the Board.

Article 5: Nomination of Officers and Directors-at-large

Section 1. The Board of Directors shall annually appoint a Nominating Committee to consist of not less than three Friends and/or National Members. The Nominating Committee shall be formed by the July Board meeting date. At a minimum, the Nominating Committee shall seek nominations for the relevant Officer and Directors-at-large positions verbally at the August and September general meetings and in writing (newsletter, website, email alert, etc.). Nomination recommendations from the general membership will be accepted through September 30th.

Any candidate brought forth by the Committee must be an active Friend or National Member and have agreed to be nominated.

Section 2. The nominated Officers and Director-at-large candidates will be announced at the October general meeting and printed in the November newsletter along with notice that the election of Officers and Directors will take place at the November annual meeting.

Article 6: Elections

Section 1. The Nominating Committee will present the slate of nominated Officers and Directors-at-Large at the Membership Annual Meeting in November. Members in attendance may nominate additional candidates at that meeting if so desired. Any candidate must be an active Friend or National Member and have agreed to be nominated.

Section 2. Officers and Directors-at-Large shall be elected by voice vote of the membership (NAS and Friend) present at the Annual Meeting. A motion of the membership instructing the Recording Secretary to cast a unanimous ballot in favor of the recommendations presented by the Nominating Committee is acceptable. However, if there is more than one candidate for any position, the election to such position shall be by written ballot with the winner receiving the majority vote of the ballots cast.

Section 3. Officers and Directors shall take office January 1st.

Article 7: Committees

Wachiska's infrastructure is composed of committees supported by staff and may be responsible for carrying out various business endeavors and responsibilities of the organization. These Bylaws identify the standing committees, which are critical for the organization to achieve its mission and Strategic Plan objectives. The process for creating or disbanding a standing committee is that a quorum of Board members must be present at the Board meeting, with a majority vote required.

Committee members do not have to be members of WAS or NAS.

Section 1. Committees shall select their own committee members and Chairs with recommendations and suggestions from the Board, the Membership Committee and Wachiska staff. No individual may serve as Chair of the same committee for more than three consecutive years, except by approval of the Board of Directors. Per Article 3, Section 1, Chairs should be active Friends and/or National Members.

Section 2. The President, with the approval of the Board of Directors, may appoint special committees or task forces whose length of existence will be determined by the time required to complete the assignment.

Section 3. Standing Committees will participate in the budget making process and work within budgets approved by the Board. In October, each committee shall submit a budget request to the Finance Committee to use in the draft budget for the following year,

Section 4. No Committee or Task Force shall enter into any commitments binding on the Chapter without authorization from the Board of Directors and within the approved budget; nor shall they make policy decisions on behalf of the Chapter. Committees shall use the most recent approved Strategic Plan to help formulate their work.

Section 5. Written reports of significant activities, accomplishments, or pending issues are to be circulated to the Board members prior to Board meetings and will be filed with Board meeting and committee/task force files.

Section 6. For a committee motion to be voted on by the Board, it must be previously voted on by the committee and a record of the vote kept in the committee's written meeting minutes. Committee members are responsible for excusing themselves from a vote when they have a conflict of interest.

Section 7. Standing Committees

1. CONSERVATION COMMITTEE

It shall be the duty of this committee to identify, organize, and implement plans, projects, and programs for habitat acquisition, management, preservation, and restoration of habitat. Once the Board approves a position, the Committee is responsible for supervision of staff or contractors who report to the Committee. This includes preparation of job descriptions, employment agreements and identification of budget needs.

The naming or change to any habitat acquired by Wachiska must be approved by the Board.

2. EDUCATION/OUTREACH COMMITTEE

It shall be the duty of this committee to identify school and community opportunities that meet the focus areas of the Strategic Plan and implement programs and/projects to fulfill such opportunities.

3. MEMBERSHIP COMMITTEE

It shall be the duty of this committee to work with the Membership Department of National, to maintain a membership database in a confidential manner with limited access for Board members, staff, and volunteers. The Committee will devise and conduct campaigns to recruit new members and retain current members, to encourage members to become more involved in the activities and projects of the Chapter, and to provide committee chairs with names of prospective committee members.

4. FINANCE COMMITTEE

The Treasurer shall serve as Finance Committee Chair. The Committee shall meet a minimum of four times during the fiscal year. Major tasks include providing quarterly financial statements to the Board, drafting an annual budget for the upcoming year, assist the Treasurer, staff, and contractors as needed, review investments, and manage audits. A financial review is to be conducted on an annual basis. Audits may be conducted if a need is determined by the Board.

Article 8: Chapter Office and Paid Staff

Section 1. The Board, in consultation with the Executive Director, shall be responsible for determining the type and level of professional support needed for the Chapter. If an Executive Director shall be retained by the Board, the person will report directly to the President. Other staff or office contractors will report directly to the Executive Director. Any position will require a written job description. Annual performance reviews will be conducted (by the Board for the Executive Director and by the Executive Director for other staff). Performance reviews may be conducted more frequently if needed. The Board is committed to providing opportunities for growth in relevant areas, as well as addressing disciplinary issues in a timely manner.

Section 2. Staff are considered a voting member of any Standing Committee they are a member of but must abstain from voting on any motion that directly impacts them.

Section 3. All paid staff and contractors must be able to work legally in the United States, and are subject to all applicable local, state, and federal laws that govern employee or contractor working relationships.

Article 9: Indemnification of Chapter Agents

The Chapter agrees to indemnify, defend and hold harmless the members, officers, directors, employees, volunteers or other agents of the Chapter from and against all liability, loss, cost or expense (including attorney's fees) arising out of or related to organization's activities, whether caused by or contributed to by the above-mentioned individuals or any other party indemnified herein, as long as the member was acting in good faith, in a manner believed to be in the best interests of the Chapter, and had no reasonable cause to believe his or her conduct was unlawful. However, no person shall be provided indemnification for any act or omission which involves intentional misconduct, gross negligence, or knowing violation of the law, or for any transaction from which the person derives an improper personal benefit.

Article 10: Miscellaneous Responsibilities and Activities

The President may appoint individuals to take responsibility for activities that serve the Chapter's mission. However, those assigned these responsibilities will not serve as voting members of the Board.

Article 11: Removal from Office

Upon due cause, such as three or more unexcused absences from Board meetings, malfeasance, or other negative deed, any Officer or Board member may be removed from office by a 2/3 vote of the total membership of the Board of Directors.

It is the responsibility of the committee members to remove a Committee Chair for due cause.

Article 12: Commitments

This Chapter, or its Officers or Board of Directors shall not enter into any commitments binding on National or Audubon Nebraska without authorization from the latter. In like manner, National or Audubon Nebraska shall make no commitments binding on this Chapter without its consent.

Article 13: Parliamentary Authority

In matters not covered by this Constitution and Bylaws, the latest edition of Robert's Rules of Order will be the parliamentary authority used by the Chapter.

Article 14: Review and Amendments

This Constitution and Bylaws will be reviewed, at a minimum, every two years and may be amended by a 3/4 vote of the Board at any duly called regular or special Board meeting. Copies of proposed amendments shall be provided to each Board member electronically at least seven days before said Board meeting.

If an amendment is approved by the Board, notice of the Board action will be published in a subsequent newsletter and posted on the website. Following publication of the notice in two consecutive newsletter issues, a vote whether to adopt the amendment by the general membership will be held at a subsequent general meeting, using the same voting process as an annual meeting.