

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

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 this Wachiska Audubon Society shall function as a Chapter. This document shall hereafter refer to the Wachiska Audubon Society as "Chapter," the Wachiska Board of Directors as "Board," the Nebraska State Office of National Audubon Society as "State Office," and to the National Audubon Society as "National." The relationship between the Chapter and National shall be governed by the Chapter Policy.

Section 2. 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 members thereof 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 3. 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 Chapter is to share the experience and love of nature - that life may flourish in all its natural diversity.

As a Chapter of National, it works as an active partner with National to conserve and restore natural ecosystems, focusing on birds, other wildlife, and their habitats for the benefit of humanity and the earth's biological diversity.

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 the newsletter.

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 the State Office 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.

Bylaws

Article 1: Membership

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

Section 2. Classes of membership and dues shall be (1) the same as those maintained by National and (2) a separate local membership category now called Friends of Wachiska.

Section 3. All classes of members shall enjoy all the rights and privileges pertaining to the membership of the respective class.

Section 4. Should renewal of membership dues not be paid within six months after they are payable, a member in such default shall be dropped from the rolls.

Section 5. Each member is entitled to one vote at regular, annual, and special meetings of the membership.

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. Meeting time and location shall be printed in the newsletter prior to each meeting.

Section 2. The Annual Meeting of the Chapter shall be held in November, at which time new Officers will be elected. The new Officers will take office effective January 1.

Section 3. A quorum at any properly called and noticed meeting of the general membership shall consist of the members 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 members of the Chapter. The Board shall determine the policies of the Chapter. The Board shall consist of:

- (a) The elected Officers
- (b) Chairs (or their proxies) of the following committees: Conservation, Education, Field Trips, Fundraising, Legislation, Membership, and Population/Environment.
- (c) Three directors-at-large who will assist with Board activities without having assigned committee responsibilities
- (d) The immediate Past President
- (e) State Office Representative, if applicable

Each individual Board member shall have one vote.

Section 2. Paid staff shall not be members of the Board of Directors, but are encouraged to attend and participate in all meetings.

Section 3. Regular meetings of the Board shall be held monthly or as otherwise determined by the Board. Meeting time and location shall be printed in the newsletter prior to each meeting. It shall be the duty of all members of the Board to use their best efforts to attend all Board meetings. Excused absences require prior notification to the chapter President. Board members who have two unexcused absences in a calendar year will be notified that, upon a third unexcused absence, the Board will vote to remove or retain the Board member. A 2/3 vote of the Board is required for removal.

Section 4. A majority of the Board shall constitute a quorum at any meeting.

Section 5. A committee Chair who is unable to attend a Board meeting may designate another member of his or her committee to be a temporary Board member, who will have all the rights and responsibilities of a Board member during that meeting only.

Section 6. 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. The Board may take action via an electronic vote if all Board members are notified of the action via email and 2/3 of the Board members consent to the action. A record of the action and copy of the electronic votes shall be filed with the minutes of the proceedings of the Board.

Section 9. Any member of the Chapter may attend Board meetings as a non-voting observer.

Article 4: Officers

Section 1. The elected Officers of the Chapter shall be a President, a Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer. All Officers shall serve for one-year terms; no individual may hold the same office for more than three full consecutive terms, except by the approval of the Board of Directors.

Section 2. 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 in the regular way. 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 three full consecutive terms if elected at the Annual Meeting in the usual way.

Section 3. 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. These shall include leadership in planning, recognition and leader development, acting as Chapter spokesperson in correspondence, submission of Chapter Certification Reports, and requiring financial audits.

Section 4. The Vice-President shall assist the President in carrying out the President's duties, serve as parliamentarian, and shall preside at all meetings in the absence of the President.

Section 5. The Recording Secretary shall keep a record of elections and of all proceedings of the Board and Annual Meetings, prepare Board meeting agendas, take minutes, and distribute minutes to all Board members within one week of the Board meeting, and otherwise serve as the President requires. The Recording Secretary shall appoint a substitute when unable to attend a Board meeting.

Section 6. The Corresponding Secretary shall prepare and transmit such correspondence as directed by the President, assist in administration of the Chapter office, and assist in the preparation of the Chapter Certification Report.

Section 7. The Treasurer shall have custody of the Chapter's funds and shall disburse the funds as may be ordered by the Board. The Treasurer shall report to the Board of Directors at their regular meetings and as requested. The Treasurer shall also prepare an annual report on the financial condition of the Chapter which will be available to the members and to the State Office and National.

The Treasurer shall serve as Chair of the Finance Committee and submit for approval a proposed budget for the coming year to the December meeting of the Board. A final budget shall be submitted for approval at the February Board meeting. The Treasurer shall present all books and financial records for audit upon closing of the books at the end of each year or at any time decided by the Board.

Section 8. It is the duty of the Treasurer to write and sign all checks and drafts of the Chapter. In the absence of the Treasurer, checks may be signed by the President or Vice-President. The Treasurer shall review the checking account signature card annually, after Board elections, to assure that only current Officers as noted above are authorized to sign checks. A copy of the current signature card should be kept as an addendum to the Bylaws.

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, and report to the Board.

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

The Board of Directors consists of elected Officers and appointed members as outlined in Article 3. Elected Officers include the President Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. Appointed members include Committee Chairs or other representative to the Board as determined by the each committee (see Article 7), and Directors-at-large as appointed by the Board.

Section 1. A Nominating Committee consisting of the President, the Vice-President, Immediate Past-President, one non-director, and any other members chosen by the President shall be formed no later than the July Board meeting.

Section 2. The Nominating Committee shall seek nominations for the Officer and Directors-at-large positions verbally at the August and September regular meetings and in writing in the newsletters published those months. Nomination recommendations from the general membership will be accepted through the end of September.

Section 3. The Nominating Committee will select one or more person(s) as nominee(s) for each elective office and for the three Director-at-large positions. The Committee will also review candidates for appointment as Chairs of all standing committees as recommended by the committees.

Section 3. The Nominating Committee will report its nomination(s) for each Officer and Director-at-large position to the Board in October, along with the Standing Committees' Chair recommendations.

Section 4. All nominees must be Chapter members who are up to date with dues. Members who are not up to date on dues may not be nominated, elected, or appointed to the Board.

Section 5. The nominated Officer 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 will take place at the November general meeting.

Article 6: Elections

Section 1. The slate of nominated Officers shall be presented at the Annual Meeting in November. Members in attendance may nominate additional candidates at that meeting if so desired.

Section 2. Officers shall be elected by vote of the membership present at the Annual Meeting. If no candidate has a majority, the winner will be determined by a runoff vote between the two candidates with the highest vote totals. In case of a tie vote, the vote shall be repeated until one candidate has a majority.

Section 3. Officers shall take office January 1.

Section 4. Nominated Directors-at-large will be voted upon by the Board at the January board meeting and will begin serving on the Board at that time.

Article 7: Committees

Section 1. Committees shall select their own committee members and Chairs with recommendations and suggestions from the Board. Terms of office shall be for one year. No individual may serve as Chair of the same committee for more than three consecutive years, except by approval of the Board of Directors.

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 time required to complete the assignment. Such special committees may include, for example, the Nominating Committee.

Section 3. Committee Chairs or their committees shall work within budgets approved by the Board. They shall not enter into any commitments binding on the Chapter without authorization from the Board of Directors; nor shall they make policy decisions on behalf of the Chapter. Committee Chairs shall carry out the wishes of the Board.

Section 4. Committee Chairs shall keep files of resource documents, leadership training material, copies of Chapter newsletters, and records and minutes of committee business. These shall be passed along to their successors in office, along with descriptions of the committee's methods of operation and pending projects. Written reports of significant activities, accomplishments, or pending issues are to be circulated to the Board members prior to Board meetings and be filed at the chapter office by the Committee Chair.

Section 5. Standing Committees and their responsibilities are given below. These committees are grouped according to whether they exist primarily to serve the Chapter's programs for experiencing and preserving nature (Program) or to provide the services required to make those programs possible (Service).

Section 6. In October, each committee shall develop general plans and/or goals and a budget for the following year, which are to be presented to the Board at the November Board meeting for review and discussion.

Program Committees

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. Significant project and program progress shall be reported to the membership via the newsletter.

EDUCATION COMMITTEE

It shall be the duty of this committee to determine community education needs and to inform and educate the public about the natural world.

FIELD TRIP COMMITTEE

It shall be the duty of this committee to organize at least one field trip per month for the participation of both members and non-members. Field trips shall be planned to reflect diverse public and member interests.

LEGISLATION COMMITTEE

It shall be the duty of this committee to identify legislative and policy issues of interest to the Chapter, to monitor and report on state and national governmental actions and policies affecting the environment and the conservation of natural resources, to coordinate with lobbyists as appropriate, and to advise the Board of Directors in regard to these matters. Legislative updates shall be provided monthly to the Board.

MEMBERSHIP COMMITTEE

It shall be the duty of this committee to work with the Membership Department of National, to maintain a membership database of National members and Friends of Wachiska members, to 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.

POPULATION/ENVIRONMENT COMMITTEE

It shall be the duty of this committee to gather data on human population as it relates to wildlife and the environment; inform the membership of important environmental and population issues; organize general meeting programs when appropriate; cooperate with other nature, wildlife and population organizations; support and cooperate in events which raise public awareness and understanding of population as an environmental issue; and provide regular reports on all activities to the Board.

PROGRAM COMMITTEE

It shall be the duty of this committee to make all arrangements for the general meetings of the Chapter. General monthly meeting programs, and special events as determined, shall be planned to reflect public interests and ensure appeal to broadly diverse interest and age groups. The Program Committee shall work closely with the Hospitality Committee to provide for and improve the social aspects of such gatherings.

Service Committees

FINANCE COMMITTEE

The Treasurer shall serve as Finance Committee Chair. It shall be the duty of this committee to submit for approval an annual budget, assist the Treasurer in the preparation of financial reports, arrange for insurance coverage of Chapter activities and assets, annually review all investments and make recommendations to the Board, and make recommendations and carry out plans for audits. Audits are to be conducted at least every third year. Audits may be conducted more often if so determined by the President, the Board, or the Finance Committee.

The Finance Committee will meet in October to assist the Treasurer in review of the current year's budget and in the preparation of the budget for the upcoming year. Proposed budget shall be submitted to the Board for review at the December Board meeting, and presented for final approval at the January Board meeting.

FUNDRAISING COMMITTEE

It shall be the duty of this committee to raise money for covering the cost of Board-approved chapter activities through:

- (a) Sale at a profit of birdseed and any other merchandise, whether owned or consigned
- (b) Audubon fundraising events such as the Birdathon
- (c) Association with fundraising drives sponsored and coordinated by a community-wide fundraising organization
- (d) Any activity whose primary purpose is of a fundraising nature.

In general, fundraising merchandise and events should relate to the experience of nature. Control and safekeeping of inventory and monies should be a prime concern of this committee, as well as care for complying with all pertinent laws and regulations and for keeping accurate records. All purchases and transactions shall be in accordance with policies approved in advance by the Board.

The Fundraising Committee shall work closely with the Finance Committee, especially to ensure that fundraising activities are cost effective and that the monies raised are handled in a safe, orderly, and controlled manner.

Committee membership shall include the Treasurer and committee Chairs for the Birdathon, Birdseed Sale, and any other committee having fundraising as a major function.

HOSPITALITY COMMITTEE

It shall be the duty of this committee to plan, provide for, and improve the social aspects of the monthly general meetings and other gatherings of the members, to provide for refreshments, and to welcome new members and guests. The Hospitality Committee shall work closely with the Program Committee in taking responsibility for meeting room setup and cleanup, in making provisions for use by leaders and meeting participants of sign-up sheets, and for display of Audubon materials.

PUBLICATIONS COMMITTEE

This committee shall be responsible for all print media authorized by the Board, including the newsletter, membership brochures, and stationery letterheads. Committee composition should include, at minimum, an Editor who shall serve as Chair of the committee. It shall be the duty of this committee to publish *The Babbling Brook* newsletter.

PUBLICITY/PUBLIC RELATIONS COMMITTEE

It shall be the duty of this committee to publicize through print and electronic media the purposes, activities, projects, meetings, and programs of the Chapter, and to work to improve and maintain the public image of the Chapter and National.

Article 8: Chapter Office and Paid Staff

Section 1. If the Chapter maintains a physical office, the Board shall develop and occasionally review guidelines for office protocol to address items such as rent or in-kind exchanges for rent, who is authorized to use the office and office equipment, who will have keys and how they will be tracked, collection and distribution of mail, and other appropriate issues. Acceptable use of equipment, supplies, meeting space, etc., shall be outlined in these guidelines.

Section 2. If the Chapter determines that any individuals shall receive a salaried or hourly wage for services rendered to the Chapter, other than short-term contract labor, the Board President shall select a committee to prepare a written job "objectives" statement and description outlining the duties, responsibilities, and compensation for each individual. At a minimum of every-other year, the Board shall review the position to determine if stated objectives are being met and vote on whether to continue, revise, or discontinue the position. After such review, a committee appointed by the President will meet with the staff member to review existing or revised objectives and responsibilities of the position and to discuss how those objectives and responsibilities are being or are to be fulfilled.

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.

Article 12: Commitments

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

Article 13: Parliamentary Authority

In matters not covered by these bylaws, Wolfe's Rules of Order shall govern. These are found in the most recent edition of "Making Things Happen: The Guide for Members of Volunteer Organizations by Joan Wolfe."

Article 14: Amendments

This Constitution and these bylaws may be amended by a 3/4 vote of the Board of Directors at any duly called regular or special Board meeting, followed by a majority vote of members present and in good standing at any general or special 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, Chapter members shall be notified in a subsequent newsletter. Members may obtain copies of such amendments online or at the Chapter office. Following publication of the notice in two consecutive newsletter issues, a vote by the general membership will be held at the subsequent general meeting.