

# **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 November 10, 2022

Revisions Adopted by the Board of Directors on November 18, 2025

### **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 an affiliated Chapter. The relationship connects the chapter to a larger movement, while work at the local level is where we have the most impact. The latest National Audubon Society Chapter Policy guides the relationship.

#### Section 2. Definitions and Acronyms:

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

Wachiska Board of Directors - "Board"

Audubon Great Plains (includes Nebraska, South Dakota and North Dakota) – "Audubon Great Plains"

National Audubon Society - "National" or NAS

National Member – Membership in the National Audubon Society automatically conveys membership in the Wachiska chapter

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 and Vision**

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

Wachiska Audubon Society's vision is to share the experience and love for nature and help protect its 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 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 another nonprofit entity with a similar mission as to be determined by Wachiska Audubon Society's Board of Directors. Any lands and funds specifically identified to support Prairie Pines Nature Preserve shall be distributed according to the latest **Prairie Pines Nature Preserve Collaboration Agreement** signed by WAS and Prairie Pines Partners.

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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's latest Chapter Policy as guidance:

- A. National - in accordance with the schedule prescribed by the National Audubon Society. Membership in the National Audubon Society automatically conveys membership in the Wachiska 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 is 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. Election of new officers and directors will take place during the November (generally the 2<sup>nd</sup> Thursday) general meeting. The new Officers and Directors will take office effective January 1<sup>st</sup>, which is the beginning of the fiscal year.

Section 3. The annual meeting will be held in March at which time the Board will present to membership the achievements of the prior fiscal year and state of the organization's financials.

Section 4. 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 5. 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) Chair of the Prairie Pines Nature Preserve Management Committee, if applicable
- (e) Audubon Great Plains representative, if applicable
- (f) 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 the Constitution and Bylaws, the Strategic Plan and the 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 and Investment Committee, and others in efforts to achieve the goals of the approved operating budget.

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

recordings of Board meetings will be deleted once no longer needed by the Recording Secretary.

Section 6. A simple majority (50% plus one) of the total Board members 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. Regular Board meetings are open to interested persons, but only Board members may 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 Prairie Conservation Management and Education/Outreach Committees will be voting members of the Board. If a chair exists for the Prairie Pines Nature Preserve Management Committee, that person will also be a voting member of the Wachiska Board. No person may serve simultaneously as chair of more than one committee. 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 Nominating and Governance 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 subsequently serve two full consecutive terms in the same position if elected for that position.

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 coordinate with staff and contractors that manage the organization's financials. The Treasurer shall, at a minimum on a quarterly basis, report the financial status of the organization to the Board and work with the Executive Director to ensure financial statements are publicly available. .

The Executive Director and Board President shall prepare a proposed budget for the coming fiscal year with input from the Treasurer and Committees as necessary. A final budget shall be approved by the Board and in place no later than January 1st. Budget revisions may be approved by the Board as appropriate. The Treasurer shall manage preparations for annual financial reviews or audits as determined by the Board.

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

The Executive Director 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 Nominating and Governance Committee will be responsible for the Board nomination process. Nominations for the relevant Officer and Directors-at-large positions shall be verbally sought at the August and September general meetings and in writing (newsletter, website, email alert, etc.). Nomination recommendations 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 print in the November newsletter along with notice that the election of Officers and Directors will take place at the November general meeting.

## **Article 6: Elections**

Section 1. The Nominating and Governance Committee will present the slate of nominated Officers and Directors-at-Large at the November general meeting. 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 meeting. A motion of the membership instructing the Recording Secretary to cast a unanimous ballot in favor of the slate of candidates presented 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. With the exception of the Nominating and Governance Committee, which is appointed by the Board, Committees shall select their own committee members and Chairs with recommendations and suggestions from the Board, Friends, 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. No later than October 1st, each committee shall



submit a budget request to the Executive Director for preparation of the draft budget for the following year.

Section 4. No Committee or Task Force shall enter into any commitments binding on the Chapter that are beyond inherent commitments within the approved budget without approval by the Board; nor shall they make policy decisions on behalf of the Chapter. Committees shall use the most recent approved Strategic Plan to help formulate their priorities.

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. PRAIRIE CONSERVATION MANAGEMENT COMMITTEE

It shall be the duty of the PCMC to identify, organize, and implement plans, projects and programs for prairie habitat acquisition, management, conservation and restoration for NON-Prairie Pines Nature Preserve Lands consistent with the mission and purpose of the WAS, and will not take, authorize or approve any action inconsistent with the same said mission and purpose. The PCMC will be so entrusted until determined to have acted in violation of that trust. The chairperson for the PCMC will keep the WAS Board informed of actions taken during the proceedings of the monthly WAS Board Meetings.

The PCMC will be consulted regarding any transactions related to investment funds dedicated to NON-Prairie Pines Nature Preserve prairies.

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 is important to maintain contact with National's Chapter Services to coordinate appropriate communications to those who join National, Wachiska or both. This may include emails or letters. Volunteers and/or staff manage Wachiska's online database and support others as needed for distribution of monthly communications, action alerts and preparation of the annual report submitted to National.

#### 4. FINANCE AND INVESTMENT COMMITTEE

It shall be the duty of this Committee to annually review Wachiska's investment strategies, meet with representatives of the Lincoln Community Foundation to discuss market trends, and recommend investment adjustments to the Board. The latest organization financial policies direct the Executive Director to work with the Committee in determining appropriate investment vehicles for donations that exceed the authority given them. The Treasurer shall serve as Finance and Investment Committee Chair.

The Executive Director and Board President will seek input from the Committee on the draft operating budget and seek a recommendation for Board action. The Executive Director will keep the Committee apprised of any revenue or expense major concerns that may arise during the fiscal year.

#### 5. NOMINATING AND GOVERNANCE COMMITTEE

This Committee will assist the Board to ensure best practices for not-for-profit governance, including reviews of organizational papers such as the Bylaws and policies. In addition, the Committee will manage the board member nomination process, and executive director performance review and contract. Members of the Committee will consist of Board members approved by the Board; others may be invited to participate at the Committee's request. The Committee shall meet a minimum of four times each fiscal year.

### **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 Great Plains without authorization from the latter. In like manner, National or Audubon Great Plains 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.