

# FLATHEAD AUDUBON SOCIETY CONSTITUTION & BYLAWS

*Restatement of Flathead Audubon Society Constitution and ByLaws dated May 2017*

## CONSTITUTION

### Article I - Name

This organization shall be known as the Flathead Audubon Society (hereinafter called SOCIETY).

### Article II – Purpose

Section 1. The purpose and objectives of this SOCIETY shall be to engage exclusively in any such educational, scientific, literary, historical and charitable pursuits as are set forth in its Articles of Incorporation, State of Montana, and/or are the purposes and objectives of National Audubon Society, Inc. (hereinafter called NATIONAL SOCIETY), 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.

- a. This SOCIETY is not organized, nor shall it be operated, for pecuniary gain or benefit, and it does not contemplate the distribution of gains, interest or dividends to the member(s) thereof. The property, assets, reserves and net revenue of this SOCIETY are irrevocably dedicated to charitable purposes as defined in IRS Publication 1771. No part of the property, assets, reserves or net revenue of this SOCIETY shall ever inure to the benefit of any director, officer or member thereof.
- b. Payment for documented expenses are permitted. Board members must declare any conflict of interest and recuse themselves from voting on contract services that they will perform or on remuneration that they will receive.
- c. Board Members may hold a contract with the Society for a period of three months or less. However, with a contract lasting more than three month, the Board Member must resign for the period of the contract.

Section 3. Upon the 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 Montana Audubon 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 Directors 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 presently set forth in Section 501(c)(3) of the Internal Revenue Code.

## BYLAWS

### Article I – Membership via National Audubon Membership

Section 1. Any person interested in the purposes and objectives of this SOCIETY is eligible to apply for membership.

Section 2. The classes of membership of this SOCIETY shall be the same as the voting classes of individual Membership maintained by the NATIONAL SOCIETY and shall include: Regular Member, Family Member, Student Member, Sustaining Member, Supporting Member, Contributing Member, Donor Member and Life Member, and such other voting classes of individual Membership as may be established by the NATIONAL SOCIETY.

Section 3. The membership dues shall be as established by the NATIONAL SOCIETY.

Section 4. All members of this SOCIETY shall enjoy all the rights and privileges accorded to the members of both this and the NATIONAL 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 members on any motion that may properly be brought before such meeting, including the election of officers and directors. Members in the Family Class of Membership shall be entitled to two votes per family, provided that at least two members of the family are present in person at the time of the voting.

Section 6. Membership dues shall be payable at the time of application and, in the case of Regular Family, Student, Sustaining, Supporting, Contributing and Donor members, yearly thereafter. In the case of Life Members, dues shall be paid in full in one sum, except as may be provided otherwise in the Bylaws of the NATIONAL SOCIETY.

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

### **Article II – Membership via Local Chapter Membership**

Section 1. Any person interested in the purposes and objectives of this SOCIETY is eligible to apply for Local Chapter Membership.

Section 2. Various categories of Local Chapter Membership may be offered, but all must be available equally to individuals, families, or groups.

Section 3. The membership dues for Local Chapter Membership shall be as established by this SOCIETY.

Section 4. All Local Chapter Members shall enjoy all the rights and privileges accorded to the members of this SOCIETY.

Section 5. Each Local Chapter Member shall have the right to cast one vote at the annual meeting and at any regular or special meeting of members on any motion that may properly be brought before such meeting, including the election of officers and directors. Members of the Family Class of Membership (National) as well as families who are Basic or Supporting members (Local) shall be entitled to two votes per family, provided that at least two members of the family are present in person at the time of voting.

Section 6. Local Chapter Membership dues shall be payable at the time set by the Membership Chair of this SOCIETY.

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

### **Article III -- Meetings**

Section 1. Regular meetings of members shall be held on the second Monday of each month, September through May, but such regular meetings shall be held not fewer than six times in any calendar year as required.

Section 2. The annual meeting of members shall be held on the second Monday of May each year.

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

Section 4. Notice of the annual meeting, special meetings, and regular meetings at which SOCIETY business is to be transacted, shall be given not less than seven days nor more than 30 days before the date of the meeting. Such notice is given when deposited in the United States mail, with postage thereon prepaid, and directed to the member at the address as it appears on the record of members, or at such other address as may be requested in writing to the Secretary of this SOCIETY. Notice of such meetings shall be deemed sufficient if published in the SOCIETY’S newsletter or other regular publication, provided such publication is mailed

according to the provisions stated hereinabove or is sent by email to those members who regularly receive the newsletter electronically.

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

Section 6. Members present, including at least three Board members, shall constitute a quorum at any meeting of members at which SOCIETY business is to be conducted. The members may be present in person or by proxy.

#### **Article IV - Board of Directors**

Section 1. The control and conduct of the business of the SOCIETY shall be vested in its Board of Directors. The Board shall consist of the elected officers of the SOCIETY and not less than six elected directors. Additionally, the immediate past president shall serve as a Board member with full rights and privileges.

Section 2. The Directors shall be elected for a term of three years until the following annual meeting, whichever comes first, by a plurality of the voting members of the SOCIETY present in person or by proxy at the annual meeting of members.

Section 3. If by reason of resignation or death, or for any other reason, vacancies exist whereby the Board has not the full complement of directors, the Board may proceed to elect a director or directors to fill such vacancies and the director or directors so elected shall serve until the next annual meeting of members.

Section 4. The Board may elect to membership on the Board of Directors for a one-year term any current Committee Chair who agrees to serve as a member of the Board.

Section 5. There shall be at least five regular meetings of the Board of Directors in any one calendar year, but not more than one regular meeting in any one month. The dates for the regular meetings shall be determined by the Board at its first regular meeting following the annual meeting of members.

Section 6. Special meetings of the Board shall be called by the President or by the Secretary upon request of the majority of the Board. Notice of a special meeting may be given in person, by email, or by telephone not less than three nor more than ten days prior to the date of the meeting or, if by mail, not less than ten nor more than 20 days prior to the date of the meeting. The date of mailing or the date an email is sent shall constitute the date of notice.

Section 7. A majority of the Board shall constitute a quorum at any meeting of the Board provided such quorum includes a majority of the elected Directors.

Section 8. The President or, if absent, the Vice president shall act as chairman at any meeting of the Board. In the absence of both the President and Vice president, the Board shall designate any other member of the Board to act as chairman at such meeting.

Section 9. At the discretion of the President, official business of the Board may be conducted by telephone and/or email provided that each Director on the Board is informed of the matters to be considered and is provided an opportunity to vote on any item of business requiring a vote of the Board. Notice to each Director by email informing the Director of the matters to be considered and sent not less than seven (7) days prior to the tabulation of votes by the Chair shall constitute proper notice and an opportunity to vote. The quorum necessary for such vote is as set forth in Article IV, Section 7.

#### **Article V - Officers**

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

Section 2. The officers shall hold office for a term of two years following their election and until their successors take office.

Section 3. The officers shall be elected for their respective terms by a plurality of the voting members of the SOCIETY present in person, or by proxy, at the annual meeting of members.

Restated May 2018.

Section 4. If by reason of resignation or death, or for any other reason, an office becomes vacant, the Board may proceed to elect, by majority vote, an officer to fill the vacancy, and the officer so elected shall serve until the next annual meeting of members.

Section 5. The President shall direct and administer the affairs of the SOCIETY as its executive head and shall supervise all phases of its activities, subject to instructions by the Board. The President shall preside at all meetings of members and of the Board, and shall also be an ex-officio member of all committees.

Section 6. The Vice president shall assist in carrying out the presidential duties and, in the absence of the President, shall direct and administer the affairs of the SOCIETY and supervise all phases of its activities, subject to instructions by the Board, and shall preside at meetings of members and of the Board.

Section 7. The Secretary shall keep a record of all proceedings of the SOCIETY and of the Board of Directors. In addition, the Secretary shall send notice of all meetings, preserve the seal of the SOCIETY and attest same; conduct all correspondence of the SOCIETY except such correspondence as, by instructions of the Board or at the discretion of the President, shall be conducted by another officer of the SOCIETY; and shall preserve all correspondence of the SOCIETY.

Section 8. The Treasurer shall have custody of the SOCIETY'S funds and shall disburse such funds as may be ordered by the Board. Additionally, the Treasurer shall report to the Board of Directors at its regular meetings or as requested; prepare an annual report on the financial condition of the SOCIETY for distribution to the members at the annual meeting of members and shall forward a copy of such report to the NATIONAL SOCIETY.

Section 9. All checks and drafts of the SOCIETY may be signed by the Treasurer, President or Vice President. Two signatures are required, except as otherwise authorized by resolution of the Board.

#### **Article VI - Nominating Committee**

Section 1. The Board of Directors shall annually appoint, not later than six months prior to the next annual meeting of members, a Nominating Committee, to consist of not less than three members. The names of the members of the Nominating Committee shall be made known to the members through the SOCIETY'S newsletter or other publication, or by mail, or at a regular meeting of members, not later than one month after the Nominating Committee has been constituted. Suggestions for nominations of officers and directors may be submitted to the Nominating Committee by any member of the SOCIETY.

Section 2. The Nominating Committee shall nominate candidates for officers and directors to succeed those whose terms expire at the next annual meeting. The committee's report shall be presented to the membership at a regular meeting of members not later than one month nor earlier than two months prior to the annual meeting.

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

#### **Article VII - Other Committees**

Section 1. The President, with approval of the Board of Directors, shall appoint chairmen of standing committees who, in turn, may select their own committee members with recommendations and suggestions from the Board.

Terms of office shall be for one fiscal year or until their successors are appointed. Standing committees should be composed of not less than three members.

Section 2. The President, with approval of the Board of Directors, may appoint special or task force committees whose terms of office will be determined by the length of the assignment to be done.

Section 3. The standing committees may be as follows and may include such other committees as may be constituted by the Board of Directors to carry out the functions of the SOCIETY.

**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 the payment of dues.

**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 such other events as may promote interest in and appreciation of conservation, ecology and natural history.

**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 policy to the SOCIETY'S Board of Directors. It shall carry out the conservation policy as approved by the Board and endeavor to coordinate the actions of the SOCIETY with the policy and activities of the NATIONAL SOCIETY insofar as conservation measures and policies of national scope are concerned. It shall keep the NATIONAL SOCIETY informed of such actions.

**Education Committee.** The Education Committee shall maintain close contact with the educational Services Division of the NATIONAL SOCIETY. It 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. It shall, through other means, inform and educate the public about the natural environment.

**Newsletter Committee.** The Newsletter 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, through newspapers, radio TV and other publicity media, the purposes, aims and programs of the SOCIETY.

**Field Trip Committee.** The Field Trip Committee shall plan, organize and arrange for the proper conduct of field trips that may be participated in by members of the SOCIETY and others interested in the purposes and aims of the SOCIETY.

**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.

#### **Article VIII - Commitments**

This SOCIETY shall not enter into any commitments binding upon the NATIONAL SOCIETY without written authorization by the NATIONAL SOCIETY, nor shall the NATIONAL SOCIETY without written authorization by this SOCIETY, enter into any commitments binding upon this SOCIETY.

#### **Article IX - 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 X - Amendments**

Following approval by the Board of Directors, this Constitution and Bylaws may be amended by a majority vote of members present in person or by proxy at any regular or special meeting of members duly called pursuant to the provisions of Article III, Section 4 hereinabove. The notice of such meeting shall recite the wording of each proposed amendment.

#### **Article XI - Parliamentary Authority**

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

#### **Article XII - Construction**

Section 1. This Constitution and Bylaws shall be constructed under the laws of the State of Montana.

Section 2. The masculine pronoun, as used hereinabove, shall mean the masculine or feminine, wherever applicable.

Restated May 2018.