

BYLAWS

Eastside Audubon Society, Inc.

ARTICLE I. ORGANIZATION

SECTION 1. Name. The name of the organization will be Eastside Audubon Society, Inc. (aka Eastside Audubon and EAS). It may be referred to in these Bylaws as “the chapter.”

SECTION 2. Chapter status. The Eastside Audubon Society will be a chapter of the National Audubon Society (aka National Audubon and NAS). It will operate as an independent entity and will be incorporated as a separate nonprofit organization.

SECTION 3. NAS relationship. The relationship between Eastside Audubon and National Audubon will be governed by the Audubon Chapter Policy of the National Audubon Society.

ARTICLE II. SCOPE

This article is advisory only.

The work of the Eastside Audubon Society will be closely aligned with that of the National Audubon Society as stated in the NAS’s Audubon Chapter Policy (see Article I, Section 3).

While remaining aligned with NAS policy, local chapters may vary their areas of emphasis in local programming. Historically, Eastside Audubon has worked on the following activities:

- a. **Birding.** Focusing on birds, birding, field trips, and education to help people improve their bird identification skills.
- b. **Communication with members and the public.** Supervising and coordinating the chapter newsletter, publicity, website, and social media. Ensuring that all communications with the chapter members and the public are consistent and in accordance with the chapter mission statement.
- c. **Conservation.** Studying and recommending action on local, state and national governmental policies and programs affecting wildlife and wildlife habitat. Coordinating the chapter’s actions with the wildlife policies and activities of the National Audubon Society. Coordinating the chapter’s efforts in environmental advocacy, citizen science, and habitat preservation and restoration. Organizing a Christmas Bird Count.
- d. **Development and fundraising.** Conducting fundraising events such as a birdathon, an annual appeal, a native plant sale, and holiday gift wrapping. Researching and applying for board-approved grants.
- e. **Education of members and the community.** Developing and maintaining educational programs for adults, youth, and families. Furthering knowledge in

- the sciences relevant to birds, bird habitat, and conservation.
- f. **Outreach to community.** Conducting activities to expand awareness of the Audubon mission and activities of the chapter. Recruiting a diverse population of new chapter members and directors. Planning and conducting a speaker program.
 - g. **Membership administration.** Coordinating the member database, tracking membership status, collecting dues, and reporting to NAS.
 - h. **Volunteer coordination.** Recruiting, engaging, and providing ongoing support to the many volunteers essential both to the chapter and to National Audubon.

ARTICLE III. MEMBERSHIP

SECTION 1. Eligibility. Any person interested in the purposes of the chapter will be eligible for membership. Membership in EAS will not entail or require membership in NAS.

SECTION 2. Dues. Membership in EAS will be contingent on payment of dues to EAS. Dues will be payable annually. EAS dues will be established by the Board of Directors. The dues structure and amounts may be revised from time to time by the board.

SECTION 3. Nonpayment of dues. Should renewal of EAS membership dues not be paid within two months after the time they are payable, and one month after the member has been notified that dues are in arrears, that member may be dropped from the rolls.

SECTION 4. NAS membership. National Audubon assigns its members to local chapters and considers them to be members of their assigned local chapters. EAS may contact these NAS members to recruit them for additional and separate membership in EAS, as defined by Sections 2 and 3 of this article. Only those members of EAS who are current on their local chapter dues will be entitled to the additional benefits of membership in EAS, irrespective of their status in National Audubon.

ARTICLE IV. LOCATION

The location of the principal place of business of this corporation will be the city of Kirkland, county of King, state of Washington. This business location may be changed for business reasons by the Board of Directors.

This corporation and its programs will serve the cities and ZIP codes of Bellevue (98004, 98005, 98006, 98007, 98008), Bothell (98011), Carnation (98014), Clyde Hill, Medina and Hunts Point (98039), Duvall (98019), Fall City (98024), Issaquah (98027, 98029), Kirkland (98033, 98034), North Bend (98045), Preston (98050), Redmond (98052, 98053), Sammamish (98074, 98075), Snoqualmie (98065), and Woodinville (98072), and the incorporated and unincorporated areas of northeastern King County that are contiguous with those communities within the area bounded by the eastern shore of Lake

Washington and the King County boundary and that are not assigned to another Audubon chapter.

If ZIP codes are subdivided or added for these communities, the new ZIP codes will be included in the EAS service area. In the event NAS redraws the EAS service area, EAS will serve its assigned area as redefined.

ARTICLE V. MEETINGS

SECTION 1. Meeting schedule. General meetings will be held regularly on a schedule and at locations to be determined by the Board of Directors.

SECTION 2. Election Meeting. An Election Meeting will be held each year in conjunction with the general meeting in November for the purpose of electing executive officers and other directors.

SECTION 3. Annual Meeting. An Annual Meeting of chapter members will be held each year in January for the purpose of installing executive officers and other directors, and for review of progress made in the preceding year.

SECTION 4. Special meetings. Special meetings of chapter members may be called by the President or may be held pursuant to a resolution of the Board of Directors.

ARTICLE VI. BOARD OF DIRECTORS

SECTION 1. Responsibilities. The control and conduct of the business of the chapter will be vested in the Board of Directors. The board will be responsible for overall policy and direction of the chapter. The board may delegate responsibility for some or all day-to-day operations to paid staff or to committees of volunteers or to both.

Board members will be referred to in these Bylaws as directors. Detailed job descriptions may be found in the Leadership Guide, which will be given to each director. If there are inconsistencies between the Leadership Guide and the Bylaws, the Bylaws will take precedence.

The board receives no compensation other than reasonable expenses.

SECTION 2. Composition. The Board of Directors will consist of no fewer than one and no more than twenty members, including but not requiring the four executive officers (President, Vice President, Secretary, and Treasurer), the immediate past President, Directors at Large, and chairs of standing committees.

With board approval, any position on the board may be held jointly by two persons.

The immediate past President may serve as a director with the title Past President for one

full year following expiration of his or her term in office. A President will declare his or her intention of serving on the board upon expiration of his or her term as President.

SECTION 3. Voting. On matters before the board, each occupied director position will have one vote. The chair of a standing committee, being a director, will have one vote. An ad hoc committee chair is not a voting position on the board.

In the event a director position is shared by more than one person, those sharing the position will share the single vote belonging to that position.

A President who accepts the option to serve on the board for one year after completing a term as President will have one vote during the year while serving on the board as Past President.

Voting may not be done by proxy. Fifty percent of the directors present at a board meeting will constitute a quorum. When circumstances warrant, a board vote may be conducted by email.

SECTION 4. Terms of office. A term will be two years. Service on the Board of Directors will be limited to three consecutive two-year terms. In exceptional circumstances the board may consider an extension of the three-term limit.

A chapter member who has previously served three terms may be considered for election again after a two-year period off the board.

Terms of office will begin and end on the date of the Annual Meeting in January upon the installation of newly elected officers as described in Article VIII, Section 7.

SECTION 5. Vacancies. In the event of a vacancy on the Board of Directors, the board may vote between chapter elections to appoint a member to fill the position until the next Election Meeting. When, in such circumstances, a director has been elected for less than a full term, the partial term will be disregarded with respect to his or her qualification for re-election for additional consecutive terms.

SECTION 6. Meeting schedule. There will be at least five regular meetings of the Board of Directors in any one calendar year, and not more than one regular meeting in any one month. The dates of the regular meetings will be determined by the newly elected board at its first regular meeting following installation, and may be revised as necessary.

SECTION 7. Special board meetings. Special meetings of the Board of Directors may be called by the President or the Secretary upon request of a majority of the board. Notice of a special meeting may be given in person, by email, or by telephone and not less than three days prior to the date of the meeting.

SECTION 8. Annual meeting. There will be at least one additional meeting of the Board of Directors each year to review goals and to plan for the coming year.

SECTION 9. Absences and removal. Two consecutive absences from regular Board of Directors meetings, unless caused by illness or agreed to by prior arrangement through an executive officer, may, at the President's discretion, result in removal from office.

In other circumstances, a director may be removed when sufficient cause exists, as determined by a three-fourths vote of the other directors.

ARTICLE VII. EXECUTIVE OFFICERS AND THEIR DUTIES

SECTION 1. Titles. Executive officers of the chapter will be four: President, Vice President, Secretary and Treasurer. The executive officers will be members of the Board of Directors.

SECTION 2. President. The President will preside at all meetings of the chapter and of the Board of Directors, and will direct and administer all affairs of the chapter as its executive head. The President may appoint special committee chairs as needed, will be a member ex officio of all committees, and may represent the chapter at outside meetings and conferences.

SECTION 3. Vice President. The Vice President will assist the President in carrying out the duties of office and will assume these duties in the absence of the President. The Vice President may also be given special assignments. The Vice President may chair the Nominating Committee.

SECTION 4. Secretary. The Secretary will oversee record keeping for the board, correspondence with members, and maintenance of chapter files. The Secretary will send proper notice of regular and special meetings, and will perform such other duties as the board may direct.

SECTION 5. Treasurer. The Treasurer will oversee all of the chapter's accounts and will direct the payment of all bills, the deposit of all monies and securities, and the preparation of monthly financial reports for the Board of Directors. Other duties will include delivery at the proper time of all financial records and receipts for audit and presentation of an annual chapter budget to the board at the October board meeting.

ARTICLE VIII. DIRECTORS AT LARGE AND COMMITTEE CHAIRS

SECTION 1. Titles. Directors at Large and chairs of standing committees will be members of the Board of Directors.

SECTION 2. Directors at Large. A Director at Large will be responsible for at least one continuing project or project of finite duration.

SECTION 3. Committees. The Board of Directors may organize the work of the chapter

into committees. A committee may be established as a standing committee or as an ad hoc committee, depending on the need, function, and mission.

Upon creating a committee, the board will decide the committee's function, scope of work, and name. The board may dissolve or rename a committee or redefine its responsibilities. Each committee's function and scope will be detailed in the Leadership Guide.

SECTION 3.a. Standing committees. A standing committee will be one established by the Board of Directors to carry out a specific aspect of the chapter's business for an indefinite period of time. A standing committee chair will be subject to election and will have one vote on the Board of Directors. Each standing committee will report through its chair to the board and to chapter members as directed by the board.

SECTION 3.b. Ad hoc committees. An ad hoc committee will be one established by the Board of Directors for a specific, time-limited purpose. An ad hoc committee chair will be appointed by the President and approved by board vote. A director may be appointed to serve as chair of an ad hoc committee. However, an ad hoc committee chair is not itself a director position. Each ad hoc committee will report to the board and to chapter members as directed by the board.

SECTION 3.c. Committee chair duties. Each committee chair, except the Nominating Committee Chair, will recruit members and organize the committee in the way most effective for fulfilling its responsibilities. The committee chair will serve as a liaison between the committee and the Board of Directors.

Duties specific to each committee chair will be detailed in the Leadership Guide.

SECTION 4. Nominating Committee. Every February, the Board of Directors will appoint a Nominating Committee to identify candidates for the chapter election the following November. The duties and process for selection of its members are covered in Article IX of these Bylaws.

ARTICLE IX. NOMINATIONS, ELECTIONS, AND INSTALLATIONS

SECTION 1. Nominating Committee duties. The Nominating Committee will serve as the team to conduct chapter elections and will report results to chapter members at Election Meetings.

SECTION 2. Nominating Committee membership. A Nominating Committee will consist of three members selected by the Board of Directors.

SECTION 3. Nominating Committee Chair. The Nominating Committee Chair will be a member of the Board of Directors, usually the Vice President. The remaining committee members may or may not be on the board.

SECTION 4. Nominating procedure. The Nominating Committee will recruit and interview prospective candidates for the Board of Directors. The committee will nominate candidates to succeed those officers, directors, and committee chairs whose terms are due to expire and will present the candidates' names to the chapter at the September general meeting. At that meeting, additional nominations will be accepted from chapter members, subject to informed consent of each nominee after review of the chapter Bylaws and Leadership Guide. The names of all nominees will be published in the November issue of the chapter newsletter.

SECTION 5. Election procedure. Each election will be conducted in the manner that the Board of Directors determines most appropriate for the circumstances. For example, if there is competition for a position, a ballot may be appropriate. Or, where there is a list of nominees for uncontested positions, a vote by acclamation for the entire list may be preferable. Winners will be decided by a majority of votes cast by the members present at the Election Meeting.

SECTION 6. Director election cycles. Directors will be elected in two cycles.

To be elected in odd-numbered years to begin their terms in even-numbered years will be: one Director at Large, Vice President, Secretary, and Treasurer.

To be elected in even-numbered years to begin their terms in odd-numbered years will be: two Directors at Large and President.

Election of standing committee chairs will be balanced as evenly as possible between the two cycles. For example, Conservation Chair, Financial Development Chair, and Membership Chair have traditionally been elected in odd-numbered years to begin their terms in even-numbered years. Birding Chair, Communication Chair, and Education Chair have traditionally been elected in even-numbered years to begin their terms in odd-numbered years.

The Board of Directors will maintain a similar balance in this staggered election pattern as committee chair positions are established, eliminated, or renamed. When the board creates any elected position, its place in the election cycles will be documented in the Leadership Guide.

SECTION 7. Installation of directors. Executive officers and directors will assume their duties upon being installed at the Annual Meeting in January. The outgoing President will be the installing officer in the years when a new President is taking office, and the seated President will be the installing officer in alternate years. In years when an incumbent President has been re-elected, the President may be sworn in by any other seated executive officer.

Directors appointed by the Board of Directors between elections will be sworn in by the President before the board and will begin their duties immediately.

ARTICLE X. STAFF

The Board of Directors may hire paid staff. Duties of paid staff will be those determined by the board to be necessary to support the chapter's legitimate activities on behalf of the members and as consistent with the EAS mission. Creation of a paid position will be subject to a vote of the board. Hiring and termination decisions will be made by a vote of the board or delegated by a vote of the board to an executive staff member. Paid staff will attend board meetings as needed, report to the board as requested, and report to the President.

ARTICLE XI. FISCAL MATTERS

SECTION 1. Fiscal year. The fiscal year will be from January 1 to December 31.

SECTION 2. Financial records. Financial records of the chapter will be maintained by the Treasurer and will at all times be accessible to the Board of Directors for review or auditing as required by the Bylaws or the discretion of the board.

SECTION 3. Bookkeeping accounts. Separate accounts will be established as needed to carry out the purposes and programs of the chapter as set forth in the Articles of Incorporation.

SECTION 4. Bank accounts. The bank accounts of the corporation will be in the name Eastside Audubon Society, Inc. Withdrawals will require signatures of directors and paid staff as designated by the Board of Directors.

SECTION 5. Expenditures of \$300 or more. Expenditures of \$300 or more will require signatures of two executive officers or one officer and a director approved by the Board of Directors.

ARTICLE XII. COMMITMENTS

SECTION 1. Public statements. The Board of Directors will draft or vote on all policy statements regarding issues pertinent to the goals of the chapter, both local and national. No member may speak on behalf of the chapter unless authorized to do so by the board or by the President.

SECTION 2. Discretionary authority. Should a situation arise in which action is required before a regular Board of Directors meeting is held, the President may call a special board meeting or may contact the executive officers to request their approval for a proposed action. However, in cases of emergency, the President will have discretionary authority to act.

ARTICLE XIII. DISCONTINUANCE

The chapter reserves the right to terminate its chapter status with 60 days' notice, given in writing to the State Director of the National Audubon Society.

ARTICLE XIV. DISSOLUTION OF CORPORATION

The corporation may be dissolved only in the manner and means provided for in the laws of the state of Washington, as set forth in the Articles of Incorporation of the Eastside Audubon Society, Inc.

ARTICLE XV. AMENDMENTS

SECTION 1. Voting requirement. These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors and a two-thirds majority vote of chapter members present and voting at a general meeting.

SECTION 2. Notification of proposed amendments. Notification of proposed amendments will be made to members at least two weeks before the general meeting at which amendments are to be considered. Notification will be made by email and the text of proposed amendments will be sent by email and published on the chapter website.

SECTION 3. Limitation to amendments. No amendments to these Bylaws will be considered that would change the intended goals of preservation of birds and wildlife and their habitat as the primary focus of this chapter.

ARTICLE XVI. AUTHORITY

Roberts Rules of Order Revised will be used as a guide to govern parliamentary procedures of the chapter.

Adopted September 26, 2013