

# BYLAWS OF THE WHIDBEY AUDUBON SOCIETY

Approved October 14, 2021  
These shall replace the former bylaws.

## NAME

This organization shall be known as Whidbey Audubon Society (WAS).

## MISSION

Whidbey Audubon Society is dedicated to the understanding, appreciation, and protection of birds and other wildlife species and their habitats on Whidbey Island and surrounding waters.

## ARTICLE I – PURPOSES

Section 1. Whidbey Audubon Society is a chapter of the National Audubon Society (NAS).

Section 2. WAS is organized exclusively for educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code for the purposes of:

- A. Promoting the study, conservation and restoration of birds, other wildlife and their habitats.
- B. Providing science-based educational programs and activities which foster public understanding and appreciation of the values of birds, other wildlife, and their habitats and their essential connection to people.
- C. Empowering citizens with the knowledge and means to be effective environmental stewards and stimulating people to take conservation action.
- D. Cooperating with National Audubon Society, other National Audubon Society chapters, and other organizations and agencies, including, for such educational and scientific purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3. Notwithstanding any other provisions of these Bylaws, WAS shall carry on only those activities permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE II – MEMBERSHIP

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

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Section 2. Dues. Membership in WAS will be contingent on payment of dues to WAS. Dues will be payable annually. WAS dues will be established by the Board of Directors (hereafter referred to as BOD). The dues structure and amounts may be revised from time to time by the BOD.

Section 3. Nonpayment of Dues. Should renewal of WAS 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. WAS may contact these NAS members to recruit them for additional and separate membership in WAS as defined by Sections 2 and 3 of these articles. Only those members of WAS who are current on their local chapter dues will be considered members in good standing and entitled to the additional benefits of membership in WAS, irrespective of their status in National Audubon.

Section 5. Each member in good standing shall have one vote in any membership election.

### ARTICLE III – MEMBER MEETINGS

Section 1. Whidbey Audubon Society shall hold regular monthly membership meetings for its members and guests, except the months of July, August, and December, unless otherwise directed by the BOD.

Section 2. The annual business meeting of WAS shall be at the regular May membership meeting. At such time election will be held for officers.

Section 3. Special meetings of the general membership may be called by the president or by resolution of the BOD. Notice shall be given at least seven (7) days prior to the meeting date. A special meeting may also be called by petition of one-tenth (1/10) of all members entitled to vote.

Section 4. The lesser of one-fifth (1/5) of all voting members or twenty (20) members shall constitute a quorum for the transaction of business at any duly called regular or special membership meeting.

### ARTICLE IV – BOARD OF DIRECTORS

Section 1. The control and conduct of the property and business of Whidbey Audubon Society shall be vested in a BOD, who shall also determine the policies of WAS. Board members, called directors, are the president, vice-president, past president, secretary, treasurer, at-large appointees, and the chairpersons of cabinets (a cabinet being a collection of one or more committees with common goals). At-large appointees shall be limited to no more than five (5). The president shall vote only in case of a tie.

Section 2. Each Board director shall be a member in good standing of WAS.

Section 3. Each Board director must sign annually and abide by WAS's Conflict of Interest Policy.

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Section 4. If a Board director is not appropriately fulfilling his/her Board duties yet fails to resign, he/she may be sent a letter of termination from the president following a majority vote of the BOD.

Section 5. Directors shall be unpaid for BOD duties although actual expenses may be reimbursed.

Section 6. Regular meetings of the BOD shall be held September through May.

Section 7. Special meetings of the BOD may be called by the president, or by a majority of directors, with a minimum of five (5) days' notice to all BOD members.

Section 8. An executive committee shall consist of the elected officers of WAS and shall carry out such instructions as set forth by the BOD, and shall act on matters of emergency nature between BOD meetings.

Section 9. BOD members shall serve their elected or appointed two-year term as officers, cabinet chairs, or at-large members. A vacancy in the office of president shall result in the vice-president assuming the office. A vacancy of any other office shall be filled by a majority vote of the BOD. The term shall run until the next election.

Section 10. A majority of attending directors shall constitute a quorum for the transaction of any business at any directors' meeting.

Section 11. BOD meetings, except executive sessions, shall be open to any WAS member in good standing; however, only BOD members may vote at BOD meetings.

### ARTICLE V – OFFICERS AND THEIR DUTIES

Section 1. The elected officers shall be the president, vice-president, secretary, and treasurer, each elected for a two-year term. They shall be known as the executive committee.

Section 2. Election of officers shall be held every year at the May membership meeting.

Section 3. The president shall not hold office for more than two consecutive terms except that he/she may serve two full elected terms following appointment to fill an unexpired term preceding. In the event of the resignation of the President, that person shall not assume the Board position of Past President. The current Past President shall remain in that office.

Section 4. The president shall provide leadership to the BOD and the membership as a whole by presiding over meetings of the BOD and membership; acting as spokesperson for Whidbey Audubon Society in the community, and overseeing administrative matters of the chapter. The president shall be an ex-officio member of all committees except the nominating and auditing committees. The term of the president shall begin on even numbered years.

Section 5. The vice-president shall assist the president in carrying out all duties. In the absence of the president, the vice president shall direct and administer all phases of WAS subject to instruction from the BOD and preside at all meetings. The vice-president shall be an ex-officio member of all committees except the nominating and auditing committees. The term of the VP shall begin in even numbered years.

Section 6. The secretary shall take and distribute minutes of the proceedings of BOD and executive committee meetings. The secretary shall archive key documents relating to WAS,

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as described in the Secretary's job description, and shall perform such other duties as the BOD may direct. The term of the Secretary shall begin in odd numbered years.

Section 7. The treasurer shall maintain custody of the chapter's funds, keep records of accounts and disburse funds in accordance with the BOD's direction and WAS policy. The treasurer shall provide the BOD with regular financial reports and a comprehensive annual report of the financial condition of WAS. The treasurer shall comply with all Federal and State Regulations and shall file the necessary reports. The term of the treasurer shall begin on odd numbered years. The treasurer shall not hold office for more than two consecutive terms except that the treasurer may serve two full elected terms following appointment to fill an unexpired term preceding.

Section 8. The WAS fiscal year shall run from July 1 through June 30.

### ARTICLE VI – NOMINATING COMMITTEE

A nominating committee, formed annually at the BOD's January meeting, shall select a slate of candidates to fill the elective BOD positions. The committee shall consist of two (2) BOD directors, as appointed by the BOD, and one additional committee member who shall be chosen from the chapter's general membership by these two BOD directors.

### ARTICLE VII – ELECTIONS

Section 1. At each February membership meeting, a nominating committee shall notify the Whidbey Audubon Society membership that nominations are open for the following year's BOD positions. Nominations, including those made from the floor at the March meeting, shall close with the March meeting. All nominees must state their willingness to serve before being added to the ballot for office. Immediately following the March meeting, the committee shall prepare the slate of candidates (including nominations from the floor) for publication in the newsletters before the annual May business meeting.

Section 2. Election of officers shall be held at the May business meeting. The election may be by voice vote or ballot, at the discretion of the executive committee.

Section 3. Officers shall take office at the end of the May BOD meeting.

### ARTICLE VIII – AUDIT COMMITTEE

An audit committee of two (2) Whidbey Audubon Society members shall be selected annually by the BOD at its March meeting. It shall examine the financial accounts of WAS and report its findings to the BOD at its first meeting after the end of the fiscal year.

### ARTICLE IX – CABINETS

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Section 1. The BOD shall appoint a chair for each cabinet and/or committee at the May BOD meeting, or as vacancies occur, for a two-year term. The two-year term will begin at the end of the BOD meeting at which the appointment takes place, and will continue through May of the following two years. Chairs of Cabinets and/or Committees may select their own committee members with recommendations and suggestions from the BOD.

Section 2. The president, with the approval of the BOD, may appoint ad hoc committees to assist in conducting WAS business as needed. Terms of office will be determined by the length of the assignment.

Section 3. Cabinet(s) and/or Committee(s) shall keep a record of all their activities and projects, submit written reports to the BOD, and on a regular basis submit articles to the newsletter, as appropriate.

Section 4. Cabinet(s) of the WAS chapter may be as follows: Support Services, Conservation & Science, Outreach, Events, and Education; or other Cabinets and/or Committees that become necessary to carry out the functions of the chapter. Cabinets and Committees will be established and disestablished by the BOD.

Section 5. The BOD will develop and make available written Cabinet and/or Committee roles and responsibilities.

### ARTICLE X – PARLIAMENTARY AUTHORITY

In matters not covered by these bylaws, Modern Parliamentary Procedure shall govern. The president shall appoint a parliamentarian from the members of the BOD.

### ARTICLE XI – CHAPTER POLICY

The relationship between Whidbey Audubon Society and the National Audubon Society shall be governed by the National Audubon Society Chapter Policy.

Neither WAS nor the National Audubon Society shall enter into any commitment binding on the other without written authorization to do so.

### ARTICLE XII – DISCONTINUANCE

Upon dissolution of the corporation, net assets shall be distributed to another chapter of the National Audubon Society or to the National Audubon Society for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, in accordance with applicable law and consistent with the purposes of the corporation.

### ARTICLE XIII – AMENDMENTS

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The bylaws of Whidbey Audubon Society may be amended by a majority vote of members in good standing present at any regular meeting or at any special meeting thereof, regularly called. Copies of the proposed amendments shall be provided at the membership meeting preceding the scheduled vote on the amendment. Links to the amendment shall be included in the preceding month's newsletter and on the WAS web page. The notice in the Newsletter shall be considered official notification.

### ARTICLE XIV – CONSTRUCTION

These bylaws shall be construed under the laws of the State of Washington.