

## **PALOUSE AUDUBON SOCIETY BYLAWS**

### **ARTICLE I – MEMBERSHIP**

- Section 1: Any person interested in the purpose of the Palouse Audubon Society (Society) is eligible for membership.
- Section 2: Annual dues of membership shall be an amount or amounts as set from time to time by the Board of Directors. However, new National Audubon Society members will receive a complimentary one year membership.
- Section 3: All members shall enjoy all the rights and privileges pertaining to the members of this society.
- Section 4: Membership dues shall be payable in September.

### **ARTICLE II – MEETINGS**

- Section 1: Regular meetings of the Society shall be held monthly from September through May.
- Section 2: The Annual Meeting of the Society shall be held at the regular Society meeting in March, at which time new officers will be installed.
- Section 3: Ten members in good standing, or a majority of the dues-paying members at that time, whichever is less, shall constitute a quorum for the transaction of business at any duly called regular or special meeting.
- Section 4: Special meetings may be called by the President or pursuant to a resolution of the Board. Ten days written notice of such special meeting, stating objectives thereof, shall be given each member at the member's last known postal address.

### **ARTICLE III – BOARD OF DIRECTORS**

- Section 1: The control and conduct of business of the Society shall be vested in its Board of Directors. The Board shall determine the policies of the Society. The Board shall include (a) the elected officers, (b) chairmen of Standing Committees, and (c) the immediate past president. The President may also include one or more members-at-large with the concurrence of the other Board members.
- Section 2: Regular meetings of the Board shall be held monthly from September through May.
- Section 3: A majority of Board members shall constitute a quorum at any Board meeting.
- Section 4: Special meetings of the Board may be called by the President or upon the request of a majority of the Board.

### **ARTICLE IV – OFFICERS**

- Section 1: The elected Officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer. The President shall hold office for a two (2) year term. All other officers shall serve for one (1) year terms.

- Section 2: A vacancy in any office shall be filled by a majority vote of the Board of Directors, which person to hold office until the next annual meeting when the vacancy shall be filled in the regular way. However, in the case of a vacancy in the office of the President occurring during the term of the Vice-President, the latter shall immediately succeed to the office of President.
- Section 3: The President shall be the Chief Executive Officer of the Society, Chairman 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.
- Section 4: The Vice-President shall assist in carrying out the President's duties and shall preside at all meetings in the absence of the President.
- Section 5: The Secretary shall keep a record of all proceedings of the Board and the Society, and shall conduct correspondence of the Society.
- Section 6: The Treasurer shall have custody of the Society's funds and shall disburse the funds as may be ordered by the Board. The Treasurer shall prepare a Treasurer's report for the Board of Directors regular meetings or as requested. The Treasurer will prepare an annual report on the financial condition of the Society, a copy of which may be forwarded to the National Audubon Society.
- Section 7: All checks and drafts of the Society may be signed by the Treasurer, the President, or the Vice-President.

#### **ARTICLE V – NOMINATING COMMITTEE**

- Section 1: The Board of Directors shall, at or prior to its regular January meeting each year, appoint a Nominating Committee. The names of the members of the Nominating Committee shall be made known to the membership of the Society and suggestions for nominations for officers may be submitted to the Committee by any member of the Society.
- Section 2: The Nominating Committee shall nominate candidates for officers to succeed those whose terms of office expire. Its report shall be presented to the membership at a regular meeting one month prior to the Annual meeting.
- Section 3: Nothing herein contained shall prevent nominations of officers from the floor at the time of the meeting at which elections are to be held.

#### **ARTICLE VI – ELECTIONS**

- Section 1: The election of officers shall take place at a regular meeting of the members one month prior to the Annual Meeting. The officers will be installed at the Annual Meeting.
- Section 2: Candidates presented by the Nominating Committee may be elected by a voice vote of the membership present at the regular members meeting one month prior to the Annual Meeting, or by motion of the membership instructing the Secretary to cast a unanimous ballot in favor of the recommendations presented by the Nominating Committee. However, if there is more than one candidate for any office, the election to

such office shall be by written ballot with the winner receiving the majority vote of the ballots cast.

## **ARTICLE VII – COMMITTEES**

Section 1: The President, with the 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 year or until their successors are appointed.

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 length of the assignment to be done.

Section 3: Standing Committees of the Society shall be as follows:

**COMMUNITY OUTREACH COMMITTEE** – The duty of this committee shall be to publicize the purposes and programs of the Society through publications, newspaper, radio, TV, the internet, and other media. This committee shall also work to inform and educate the public about birds, other wildlife, and their habitats; to encourage schools and colleges of the community to conduct courses in or otherwise stress natural history, ecology, and conservation; and to otherwise further the educational mission of the Society. The Society's webmaster shall be a member of this committee.

**CONSERVATION COMMITTEE** – The duty of this committee shall be to keep informed on local, state, and national governmental policies and actions affecting the natural environment and the conservation of natural resources, advise the Board of Directors, and carry out the policies of the Society. This committee shall also endeavor to coordinate its actions with the policies and activities of the National Audubon Society insofar as conservation measures and policies of national scope are concerned and keep the National Audubon Society informed of such actions at the local level. This committee is usually chaired by the Society's President or Vice-President.

**FIELD TRIP COMMITTEE** – The duty of this committee shall be to plan, organize, and arrange for the proper conduct of field trips in which members of the Society, non-members, and friends may participate.

**MEMBERSHIP COMMITTEE** – The duty of this committee shall be to maintain the names and addresses of Society members including local dues-paying members and National Society members in the Society's allotted territory. This committee shall also conduct membership campaigns, encourage local membership of persons residing within the allotted territory of the Society, and work toward continuation of membership by existing members,

**NEWSLETTER COMMITTEE** – The duty of this committee shall be to publish a newsletter or bulletin for the members of the Society and to assist with preparing other publications in support of the on-going purposes and programs of the Society.

**PROGRAM COMMITTEE** – The duty of this committee shall be to make all plans and arrangements for the regular meetings and any social gatherings of the Society. This committee shall also work with the Community Outreach Committee to promote interest in and appreciation of birds, other wildlife, and their habitats through lectures, discussions, exhibits, publications, and other activities.

### **ARTICLE VIII – CHAPTER POLICY**

The relationship between this Society and the National Audubon Society shall be governed by the Chapter Policy as published by the National Audubon Society.

### **ARTICLE IX – PARLIAMENTARY AUTHORITY**

In matters not covered by these By-Laws, Roberts Rules of Order shall govern.

### **ARTICLE X – AMENDMENTS**

These Bylaws may be amended by a majority vote of members in good standing present at any regular meeting or at any special meeting, duly called, provided a quorum is present, and provided further that notice of such amendments shall have been mailed to each member of the Society at the member's last known post office, email, or other electronic address at least fifteen days before said meeting.

### **ARTICLE XI – DISCONTINUANCE**

The Society may elect to cease all operations and discontinue its existence by majority vote of all members in good standing. If the Society is discontinued for any reason while it is a Chapter of the National Audubon Society, then all Society assets remaining after all Society liabilities have been discharged shall be transferred to the National Society. If the Society is discontinued but is not a Chapter of the National Audubon Society at that time, then all Society assets remaining after all Society liabilities have been discharged shall be transferred in equal measure to The Nature Conservancy of Idaho and The Nature Conservancy of Washington.

*Bylaws were adopted during the membership meeting held in Room 301, Life Science Building, University of Idaho, Moscow, Latah County, Idaho on September 16, 1971. Amendments were adopted during membership meetings at the 1912 Building, 412 E. Third St, Moscow, Idaho, on October 16, 2003; May 19, 2004; and February 15, 2012.*