

# **BYLAWS OF THE SONORAN AUDUBON SOCIETY**

Revised April 15, 2004

## **ARTICLE I: MEMBERSHIP**

Section 1. All persons in accord with the purposes of the Sonoran Audubon Society shall be eligible for membership.

Section 2. All currently assigned National Audubon Society members and all Friends of the Sonoran Audubon Society in good standing shall be considered belonging to the Sonoran Audubon Society for the purposes of these bylaws.

## **ARTICLE II: MEETINGS**

Section 1. Regular Meetings shall be open to the public.

Section 2. Regular Meetings of the Society shall be held monthly, at least from September through May on dates determined by the Board of Directors. Notice of these meetings shall be announced at the previous Regular Meeting, published in the Society newsletter and website, and disseminated through the local media and other public avenues.

Section 3. Following the program at each Regular Meeting of the Society the presiding Board member shall issue a general call-for-business.

Section 4. The Annual Meeting of the Society shall be held in April, at which time Officers and Directors-At-Large will be elected. Service as an Incorporator shall not count against the term limits prescribed in these Bylaws.

Section 5. Special meetings of members may be called by the President or pursuant to resolution of the Board, or by petition to the Board of not less than either 20 percent (20%) of all voting members or twenty-five (25) voting members. Notice of Special Meetings shall be mailed to the member's last known postal or e-mail address not less than fourteen (14) days (thirty (30) days notice for changing Bylaws) prior to the meeting, shall state the purpose(s) of the meeting, and shall be restricted to the items stated in the purpose(s).

Section 6. The lesser of either 20 percent (20%) of all voting members or twenty-five (25) voting members, shall constitute a quorum at any meeting of members at which Society business is to be conducted. Each member in good standing shall be eligible to cast one vote. All substantive issues, other than changes to the Articles of Incorporation and/or Bylaws, or special cases as specified in Robert's Rules of Order, shall be decided by majority vote of members in attendance.

## **ARTICLE III: BOARD OF DIRECTORS (BOARD)**

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 may delegate appropriate responsibilities and authority to any committee.

Section 2. Composition of the Board of Directors: The Board shall include four (4) elected Officers and four (4) to eight (8) elected Directors-at-Large.

Section 3. The Board shall appoint from among the Directors-at-Large chairpersons for each of the Standing Committees, other than the Finance/Development Committee, where the Society Treasurer will assume the chair.

Section 4. Terms for Board members shall be two (2) years. No elected individual shall serve for more than three (3) full and consecutive terms or seven (7) consecutive years (exclusive of appointive partial terms) as a Board Member.

Section 5. There shall be at least six regular meetings of the Board in any one fiscal year, and 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 meeting following the beginning of the fiscal year, June 1. These dates shall be published in the Society newsletter.

Section 6. A majority of the Board positions filled shall constitute a quorum to do business.

Section 7. Special meetings of the Board may be called by the President or upon request of any three members of the Board.

Section 8. Any business of the Board may be conducted via the Internet but all requirements for a quorum shall remain in force.

Section 9. Any member of the Board who, without reason acceptable to the Board, fails to attend three consecutive regular meetings of the Board, shall be deemed to have resigned. Such resignation must be accepted by two-third majority vote of the Board positions filled.

Section 10. If by reason of resignation or death, or for any other reason, the Board has not the full complement of elected members in office, as existed at the time of election, the Board shall request the Nominating Committee to provide one or two replacement candidates for each unfilled office, from which the Board shall appoint a replacement to fill the vacated position. The appointed member shall serve in that capacity until the end of the term of that position. When a Board member has been appointed to fill a vacancy, that partial term shall be disregarded with respect to Section 4 above.

Section 11. Meetings of the Board shall be open to all members of the Society, but only elected Board members shall have a vote. Any member who wishes to address the Board shall notify the President at least 24 hours prior to the meeting, stating the subject of his concern. The President may, in the interest of the meeting's agenda, allot a specified period of time to public comment and to each member's address.

Section 12. The Board shall arrange for an audit to be made prior to transition of the Office of Treasurer.

Section 13. The Board shall prepare a yearly Progress Report for the Annual Meeting.

## **ARTICLE IV: OFFICERS**

Section 1. The Officers of the Society shall be President, Vice-President, Secretary, and Treasurer.

Section 2. Terms for officers shall be two (2) years, except that the terms of the President

and the Secretary elected in 2004 shall be extended for a term of three (3) years until 2007. Thereafter the terms of the officers will be staggered as provided in Article V, Section 2. No Officer shall serve more than two (2) consecutive and full terms in the same office. Total terms on the Board shall not exceed three (3) full consecutive terms. Retired officers can serve an extra term as a board member.

Section 3. Officers shall make themselves familiar with the Bylaws, Articles of Incorporation, and duties of the office. Each Officer shall maintain records of information and correspondence pertinent to the office. Such accumulated materials shall be open to the Board and membership upon request, and shall be transferred to the successor to that office. Each officer shall report her/his activities to the Board.

Section 4. The President shall be President of the Society, Chair of the Board of Directors, and an ex-officio member of all committees, except the Nominating Committee, and shall be responsible for planning, initiating, and directing such projects as are consistent with the long-range goals of the Sonoran Audubon Society.

Section 5. The Vice-President shall assist the President in carrying out her/his duties. In the absence of the President, the Vice-President shall assume the duties of the President. The Vice-President shall organize and institute an annual planning meeting.

Section 6. The Secretary shall keep a record of all proceedings of the Board and of the Society, notify all Board members of meetings, provide minutes of the last meeting to Board members, and perform such other duties as are customary for that office.

Section 7. The Treasurer shall have custody of the Society's funds and shall disburse and/or invest the funds as may be directed by the Board. She/he shall oversee the development of the Society's annual budget, and shall prepare and submit financial reports as directed by the Board and at the Annual Meeting. The Treasurer, President, and Vice-President and one other Board Member as the Board may designate shall be authorized to sign drafts and checks. Checks exceeding \$200 shall require two (2) signatures.

Section 8. The fiscal year of the Sonoran Audubon Society shall begin June 1.

## **ARTICLE V: ELECTIONS**

Section 1. Election of Officers and Directors-at-Large shall take place at the annual meeting of the Society in April. Election shall be by plurality vote, which shall include votes of eligible members present, plus mail-in ballot forms sent to the chair of the Nominating Committee. Write-ins will not be allowed on the ballot forms. There will be no nominations from the floor at the Annual Meeting.

Section 2. Beginning in 2006, the President and the Secretary shall be elected in odd-numbered years and the Vice President and the Treasurer shall be elected in even-numbered years. Directors-at-Large shall be elected as the respective terms expire. Directors-at-Large elected in the first election shall serve an initial one-year term. This initial one-year term shall be disregarded in computing the term limits prescribed in Article III, Section 4.

Section 3. Officers and Directors so elected shall take office June 1, the beginning of the fiscal year.

Section 4. No person shall hold more than one elected office at one time.

Section 5: Except as provided for in Article III, Section 8, Officers and Directors may be

removed from office prior to the expiration of their terms of office only by a two-thirds majority vote of the total Board of Directors positions filled.

## **ARTICLE VI: NOMINATING COMMITTEE**

Section 1. Membership in the Nominating Committee shall be composed of:

- A. One member, other than the President, selected from and by the Board of Directors. The President is not an ex-officio member of this committee.**
- B. At least two (2) and no more than five (5) members nominated and elected from the general membership, at the Annual Meeting in April.**

Section 2. The terms of office for members of the Nominating Committee shall be one (1) year, commencing at the start of the Fiscal Year. No committee member may serve more than two (2) full and consecutive terms.

Section 3. The names of members of the Nominating Committee shall be published in that issue of the newsletter next following their appointment.

Section 4. The Committee shall elect its own chairperson. Vacancies which occur during the one (1) year term shall be filled by the Board from the general membership exclusive of the Board.

Section 5. Members of the Society are encouraged to suggest candidates for any office which comes before the Nominating Committee's purview.

Section 6. The Nominating Committee shall, at the regular February meeting of the Chapter, nominate at least one (1), but not more than two (2) eligible persons for each position to be filled. Other members of the Society may nominate candidates for the same positions at the February meeting, provided that prior consent has been obtained from the nominees.

Section 7. The names of all those nominated shall be published in the form of a ballot in the March issue of the newsletter, with designation as to how nominated, whether by Nominating Committee or by membership.

Section 8. Whenever a vacancy of an elected Board member occurs on the Board of Directors, the Nominating Committee shall recommend one or two candidates to the Board to fill such vacancy until the next annual election. The Board may request the Nominating Committee to assist in the recruitment of personnel for other tasks.

Section 9. Members of the Nominating Committee cannot be nominated for positions on the Board of Directors.

## **ARTICLE VII: STANDING COMMITTEES**

Section 1. Standing Committees of the Society may include: Membership, Education, Finance/Development, Conservation, and Member Activities.

Section 2. Committee membership shall be by volunteering. Membership recruitment shall be an ongoing process by the committee and by the Board.

Section 3. Each committee shall elect a secretary.

Section 4. Each Standing Committee shall consist of as many members as it considers necessary to carry out its responsibilities. Sub-committees can be created

at the discretion of the Board or of the committee.

**Section 5.** All Standing Committees, in addition to carrying out all specifically assigned duties, shall search out and assume responsibility for all other duties and challenges that may fall within the scope of their respective committees.

**Section 6.** The Board, by a two-thirds vote, may discharge any member of a committee when, in the opinion of the Board, this is in the best interest of the Society. **Section 7.** Each committee may be assisted by the Treasurer in preparing its annual budget. It shall obtain the approval of the Board before spending funds beyond its approved budget. Each committee Chairperson shall keep sufficient records of the committee's activities and pass these on to the next chairperson. Each committee shall provide a written annual report of its activities, programs and expenditures to the Board, and shall provide such additional reports as the Board may request.

**Section 8.** Other Standing Committees, Special Committees and Task Forces: The President, with the approval of the Board, may establish other Standing and Special Committees, and Task Forces whose duties and terms will be appropriate to the assigned task. Filling such committees shall be left to the discretion of the Board, whether by appointment or by volunteering.

**Section 9.** Standing Committee Descriptions:

- **Membership Committee:** It shall be the duty of this committee to develop and carry out a plan to increase membership, to retain present members, and to restore delinquent members to active status.
- **Education Committee:** It shall be the duty of this committee to educate members and the public about birds and other wildlife, and their habitat, in order to develop an understanding and appreciation of the beauty, complexity and importance of complete, healthy environmental systems. This committee shall work with educators and students, and with other groups with similar intent.
- **Finance/Development Committee:** The Treasurer shall be the Chairperson for this committee. It shall be the duty of this committee to plan the annual budget of the Society, and to carry out plans for obtaining the financial support necessary to fund existing and future expansion programs. The committee shall assist the Treasurer in the preparation of financial reports and prepare recommendations to the Board regarding investment of financial assets.
- **Conservation:** It shall be the duty of this committee to keep informed on local, state and national actions and activities affecting the natural environment and the conservation of natural resources, to advise the Board, and to carry out the policies of the Society. This committee will work to preserve and protect birds, wildlife, and their habitats. The committee shall foster cooperation with other environmental organizations of like purpose, providing such cooperation does not conflict with restrictions imposed by nonprofit status.
- **Activities Committee:** This committee shall be responsible for keeping the membership and public informed of Society activities. The committee shall

develop a variety of programs, field trips and other activities which provide education, enjoyment and appreciation of birds, wildlife and environmental issues, and which activities provide fellowship for the members and the public. This committee shall work closely with the Membership, Education and Conservation Committees to coordinate related goals and activities. Committee programs and activities may include, but shall not be limited to, such functions as Programs and Hospitality at Regular Membership Meetings, Field Trips, the Newsletter and other publications, a Website, coordination of Christmas Bird Counts, and routine fund raising activities such as Bird-a-Thons or raffles. This committee may consist of several sub-committees which will work together to meet the overriding objectives.

## **ARTICLE VIII: AFFILIATIONS**

Except as provided herein, the Sonoran Audubon Society shall be an independent, public interest organization. The Sonoran Audubon Society, however, shall endeavor to establish and maintain a close relationship with other non-profit conservation, birding and ecological organizations which support the aims of this organization, including but not limited to the National Audubon Society, National Audubon Society Chapters, other birding organizations, the Arizona Audubon Council and its Chapter members, and the Arizona Audubon Office, whenever such relationship will further the aims of this organization, provide service to our members, or facilitate the exchange of information.

**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.

**Discontinuance:** This Society may terminate its status as a Chapter of the National Audubon Society, and the National Society may terminate 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 IX: PARLIAMENTARY AUTHORITY**

**Section 1.** In procedural matters not covered by these Bylaws, Robert's Rules of Order, newest edition, shall govern.

**Section 2.** The Governing Board shall select one of its members as parliamentarian.

## **ARTICLE X: AMENDMENTS**

**Section 1.** The Articles of Incorporation and Bylaws, as presented herein, shall be reviewed by a joint ad-hoc committee of the Board and the membership as needed.

**Section 2. The Articles of Incorporation and Bylaws of this Society may be amended by a two-thirds vote of the combination of members present in person and the mail-in vote, at any regular or special meeting of members duly called pursuant to the provisions of ARTICLE II, Sections 5 and 6 above. The notice of such meeting shall be made available the membership thirty (30) days in advance, and shall state the exact wording of each proposed change or amendment.**

## **ARTICLE XI: CONSTRUCTION**

**These Articles of Incorporation and Bylaws of the Sonoran Audubon Society shall be construed under the laws of the State of Arizona.**