

BYLAWS OF THE SONORAN AUDUBON SOCIETY

Final Draft Revision, January 2017

PURPOSE AND MISSION: Sonoran Audubon Society (“SAS”) is a nonprofit, charitable organization (501c(3)) headquartered in and incorporated under the laws of the State of Arizona. The purpose of Sonoran Audubon Society is to educate its members and the community about birds, other wildlife, and their habitats, and about the beauty and importance of the complex interactions that make for a healthy environment for everyone. Sonoran Audubon encourages and supports community involvement in the conservation, preservation and restoration of natural ecosystems in support of biological diversity. Said purposes and activities shall conform to the provisions of Section 501c(3) of the U.S. Internal Revenue Code.

ARTICLE I: MEMBERSHIP

Section 1. All National Audubon Society members currently assigned to SAS and all contributors and “Friends of the Sonoran Audubon Society” who make any contributions to SAS within a fiscal shall be considered belonging to the Sonoran Audubon Society and referred to as “Members” for the purposes of these bylaws.

ARTICLE II: MEETINGS

Section 1. Regular Meetings are open to the public.

Section 2. Regular Meetings of the Society may be held monthly, from September through May, not less than four times, on dates determined by the Board of Directors. Notice of these meetings shall be announced at the previous Regular Meeting, published in any Society newsletter and electronically posted via the website, social media and other electronic means and also published through the local media and other public avenues.

Section 3. The Annual Meeting of the Society shall be held in April or as scheduled by the current Board of Directors within six months of April, at which time Directors-At-Large will be elected. Members elect Directors-at-large at the Annual Meeting.

Section 4. Special meetings of members may be called by the Chair or Co-chair or pursuant to resolution of the Board, to acquire input from membership.

ARTICLE III: BOARD OF DIRECTORS (THE BOARD)

Section 1. The control and conduct of business of the Society shall be vested in its Board of Directors which will determine the policies of the Society. The Board may delegate appropriate responsibilities and authority to any committee and name any committee at any time.

Section 2. Number and Qualifications of Directors:

a) Number: The number of Directors shall be as determined by the Board from time to time and shall serve for the terms provided in Section 4 of this Article; provided, however, that the Board shall endeavor to maintain a minimum of nine (9) members and no more than Fifteen (15) members. The elected Directors-at-Large will appoint the officers of the Board from their ranks.

b) Qualifications: Each Director shall be a person of experience and good reputation in the community who will actively support the goals and objectives of the Society

and who is willing to contribute his or her time and effort to achieve such goals and objectives.

Section 3. Board Committees. The Board may appoint from among the Directors-at-Large chairpersons for Committees, as needed. If there is a Finance/Development Committee the Treasurer will assume the chair.

- (a) Participation by Non-Directors. A person who is not a Director may be appointed to any committee of the Board; provided, however, that such non-Director shall have no right to vote on any question that would create a binding obligation of the Society.
- (b) Removal; Authority of the Board. The Board may remove any member of a committee, or may dissolve such a committee, at any time, with or without cause. Any committee action is subject to amendment, modification, or repeal at the next annual or regular meeting of the Board.

Section 4. Terms for Board members are two (2) years. Individuals may serve up to three (3) full and consecutive terms or seven (7) consecutive years as Board Members.

Section 5. There will be at least six regular meetings of the Board in any one fiscal year. The Board will set dates for its meetings each fiscal year. Meetings of the Board may be conducted on line, on conference phone, or by other appropriate electronic means.

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

Section 7. Special meetings of the Board may be called by the Chair or Co-chair or upon request of any three members of the Board or any three "Members" of SAS as defined in Article I: Membership.

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. The Board may fill vacancies on the Board at any time with a majority vote of the board.

Section 10. Meetings of the Board shall be open to all "Members" of SAS as defined in Article I: Membership.

Section 11. The Board may prepare a yearly Progress Report, financial report, or formal audit to be available on request. Any or all of these reports may be posted on the SAS website or shared through electronic media.

Section 12. Resignation. A Director may resign at any time by filing a written resignation with the Executive Director or the Secretary of the Corporation.

Section 13. Removal. A Director may be removed from office with or without cause by the vote of a majority (51%) of the other Directors of this Corporation either at a regular meeting or at any special meeting called for that purpose.

Section 14. Vacancies. In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the number of Directors, the Directors may fill the position at any regular meeting or at any special meeting called for that purpose; provided,

however, that for the purpose of counting term limits, the newly elected Director's term will be counted as beginning on the date of the first annual meeting following his or her election.

Section 8. Compensation. Directors of the Society shall not receive compensation for serving as Directors, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the Society. In addition, Directors may receive reimbursement for reasonable expenses incurred in connection with Society matters, provided that the Board authorizes such reimbursement.

ARTICLE IV: OFFICERS

Section 1. The Officers of the Society shall be Chair, Co-Chair, Secretary, and Treasurer and other officerships that the Board may need from time to time.

Section 2. Terms for officers will be two (2) years, except that the terms of Chair and Co-Chair may be extended by the Board as necessary and appropriate for succession and sustainability of the Sonoran Audubon Society.

Section 3. Board members shall make themselves familiar with the Bylaws, Articles of Incorporation, and duties of officers. Each Officer shall maintain records of information and correspondence pertinent to the office.

Section 4. The Chair and Co-Chair shall jointly be chairs of the Society, chairs of the Board of Directors, and ex-officio members of all committees. The Chair and Co-Chair will participate in planning, initiating, and directing such projects as are consistent with the long-range goals of the Sonoran Audubon Society.

Section 5. The Co-Chair shall assist the Chair in carrying out her/his duties. Chair and Co-Chair will share responsibilities for setting agendas and running meetings of the Board and other meetings to which "Members" and the public are invited.

Section 6. The Secretary shall keep (or cause to keep should SAS have staff) 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, Chair and Co-Chair and other Board Member as the Board may designate shall be authorized to sign drafts and checks. Checks exceeding an amount set by the Board from time to time may require two (2) signatures.

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

ARTICLE V: ELECTION of BOARD of DIRECTORS

Section 1. Election of Directors-at-Large shall take place at the annual meeting of the Society by a majority vote of the members in good standing present at the Society's Annual Meeting.

Section 2. Directors-at-Large so elected shall take office the following June 1, the beginning of the Chapter's fiscal year.

Section 3. Newly elected Directors-at-Large will appoint the Corporation's Officers from their ranks. In circumstances that warrant for appropriate governance of SAS, a Board member may serve in more than one officer position.

Section 4. Nominating Committee. There shall be a Nominating Committee consisting of three (3) or more Directors designated by the Board to identify, recruit, and nominate persons to serve as Directors-at-Large and officers.

ARTICLE VI: CONFLICTS OF INTEREST

Section 1. Conflict of Interest Procedure. Each Director, officer, key employee, and member of a committee or subcommittee of the Board with Board-delegated powers shall conduct him or herself in a manner consistent with the Sonoran Audubon Society Conflict of Interest Policy as may be amended by the Board from time to time.

Section 2. Disclosure of Conflicts. Each Director, officer, key employee or consultant, and member of a committee or subcommittee of the Board with Board-delegated powers shall annually complete and sign the Society's Annual Conflict of Interest Acknowledgment Statement as may be amended by the Board from time to time.

ARTICLE VII: AFFILIATIONS

Section 1. Sonoran Audubon Society is an independent, non-profit organization. It will strive at all times to achieve and maintain "chapter" status with the National Audubon Society as that term may be defined from time to time by National Audubon Society. It shall not enter into any commitments binding upon the National Audubon Society without written authorization by the NAS, nor shall the National Audubon Society, without written authorization by this Society, enter into any commitments binding upon this Society.

Section 2. 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 Audubon Society's Board of Directors on December 8, 2001 and as updated periodically.

Upon discontinuance the assets of this organization remaining after payment or provision for all debts and liabilities shall be donated to one or more corporation, association, fund, or foundation having objectives and purposes similar to Sonoran Audubon Society. All assets shall be donated only to organizations operated exclusively for charitable purposes in accordance with Section 501c(3) of the U.S. Internal Revenue Code.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

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

ARTICLE IX: AMENDMENTS

Section 1. The Bylaws, as presented herein, shall be reviewed by the Board of Directors as needed.

Section 2. The Bylaws of this Society may be amended by a two-thirds vote of the Board of Directors at any regularly scheduled Board meeting.

These Bylaws of the Sonoran Audubon Society shall be construed under the laws of the State of Arizona.

CERTIFICATION:

As amended this _____ day of _____ 2017 by:

SIGNATURE: _____

NAME: _____, Secretary Pro Tem or Assistant Secretary Sonoran Audubon Society