

Vancouver Audubon Society Constitution and By-laws

August 2015

CONSTITUTION

Article I: NAME

The Name of the organization is VANCOUVER AUDUBON SOCIETY (VAS).

Article II: PURPOSE

Section 1: VAS is a non-profit organization under US IRA Code Section 501 (c) (3).

Section 2: The purpose and objectives of VAS are:

- a. Promote and encourage the preservation and care for open, natural spaces as critical wildlife habitat throughout Washington State with primary focus on SW Washington, and other states where appropriate.
- b. Advocate for protection of birds and their habitat by supporting local, state, national and hemispheric conservation priorities.
- c. Provide birding opportunities and bird identification workshops.
- d. Promote and encourage the study of natural history, wildlife and global environmental issues.
- e. Take public positions on environmental issues.
- f. Inform and educate the broader public on environmental matters.
- g. Support projects or educational activities which further the above objectives through grants, scholarships or stipends.

Article III: MISSION

Vancouver Audubon believes in the wisdom of nature's design and promotes this through education, involvement, stewardship, enjoyment and advocacy.

Article IV: MEMBERSHIP

Any person interested in the purpose of VAS is eligible for membership. Classes of membership are in the By-laws.

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BY-LAWS

Article I: MEMBERSHIP

Section 1: Classes of membership shall be: Individual and Family

Section 2: Chapter annual dues shall be established by the Board of Directors.

Section 3: New membership is payable upon application. Dues paid after March 1 will continue into the next year.

Section 4: Annual dues are due September 1st of each year. A membership not renewed after three months will be dropped from the rolls.

Section 5: All members shall enjoy all the rights and privileges of membership in VAS.

Section 6: Each individual or family membership is entitled to one vote for elections and other voted activities.

Article II: MEMBERSHIP MEETINGS

Section 1: Membership meetings are held on the first Tuesday of the month from September through December and February through June. If the meeting falls on a holiday, the board may cancel or change the date.

Section 2: Officer Elections will be held at the Election Meeting in April.

Section 3: The annual budget will be voted at the December membership meeting.

Section 4: The members in attendance shall constitute a quorum for the transaction of business at any meeting.

Section 5: Advance notice of meetings will be published in the newsletter and posted on the website. For election, budget and amendment meetings notice must be given at least 15 days before the meeting.

Article III: BOARD

Section 1: Control and conduct of VAS business is vested in its Board of Directors (Board).

Section 2: The Board shall determine the policies of VAS.

Section 3: The Board includes elected officers and may include: standing committee chairs and/or members-at-large appointed by the President.

Section 4: There will be a minimum of seven (7) Board Members

Section 5: Members-at-large serve until the end of the appointing President's term.

Section 6: Board meetings will be one week before scheduled membership meetings plus one summer planning board meeting.

Section 7: Planning or committee meetings will be scheduled as required.

Section 8: A simple majority of the Board constitutes a quorum at any meeting.

Section 9: Special meetings of the Board may be called by the President or requested by the majority of the Board.

Section 10: When an exigency of business exists, the board may vote by email. All email voting members must agree. The action must be ratified at the next regularly held board meeting.

Article IV: OFFICERS

Section 1: ELECTED POSITIONS

President, Vice-President, Secretary and Treasurer are the elected positions on the board.

Section 2: TERMS

Elected officers hold office for two years starting in May of the election year. It is suggested that the elected officers serve for a maximum of three (3) terms in any one position.

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Section 3: VACANCY OF OFFICE

In the event an elected officer cannot serve out their term, the board will elect a member to complete the term.

Section 4: PRESIDENT

- Presides over the Board and is an ex-officio member of all committees
- Is the primary contact person for all correspondence
- Oversees all club activities
- Signs all checks for payment of debts
- May sign for authorized grants, stipends or scholarships
- Is responsible for the annual report to National Audubon Society
- Appoints and forms ad hoc committees as needed
- Presides over membership meetings
- Informs memberships of volunteer opportunities and associated duties

Section 5: VICE-PRESIDENT

- Assists President in carrying out any duties of the office
- Presides over membership meetings in the absence of the President
- Attends board and membership meetings
- May be designated to head a standing committee
- May sign for authorized grants, stipends or scholarships
- Performs any duties required by the President

Section 6: SECRETARY

- Keeps accurate minutes of the Board Meetings
- Answer correspondence when requested by President
- Attends board and membership meetings
- May sign for authorized grants, stipends or scholarships
- Maintains official club files as paper or electronically with proper backup.

Section 7: TREASURER

- Has custody of VAS funds
- Prepares Budget
- Maintains accurate accounting records including all cash and investments owned
- Prepares checks for President's signature
- Oversees receipts and disbursements
- Prepares an annual report on VAS's financial condition for the membership
- Generates the financial portion of the annual report to National Audubon
- Chairs the Finance Committee
- Attends board and membership meetings

Article V: FUNDS

Section 1: The approved annual budget determines the amount and area of expenditure for the year. Additional funds, not specifically identified in the annual budget as a line item, shall be voted on by the board before expenditure can occur.

Section 2: Monies in the endowment fund held within The Community Foundation of SW Washington are reserved for grants. An application for the funds must be completed, reviewed and recommended by the Grants Committee, and then voted on by the Board.

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Section 3: Board approved grants submitted to Community Foundation of SW for funding shall be signed by two officers who are not related by marriage or otherwise.

Article VI: ELECTIONS

Section 1: ELECTION LEAD

- Is appointed by the President at the last board meeting of the calendar year.
- May not be seeking office.
- May seek additional members to assist in the election process.
- Is responsible for identifying qualified candidates.
- Is responsible for advanced notice of the election and call for candidates.
- Will advise board of progress at board meetings prior to election.
- Will introduce candidates and conduct the election.

Section 2: ELECTION PROCESS

- Elections will be held at the April general meeting and installations will take place at the May meeting.
- The Election Lead will introduce all candidates and solicit nominations from the floor.
- If there is only one candidate for any office, the election will proceed by voice vote. If there is more than one candidate, the election will proceed by ballot.

Article VII: AMENDMENTS

The Constitution and By-laws may be amended by a two-thirds vote of members in good standing present at any membership meeting provided the proposed amendment is given one reading or is prominently displayed at the previous membership meeting. The proposed amendments shall have been mailed (email or postal) to each member at least fifteen (15) days before said meeting and posted on the webpage.

Article VIII: STANDING COMMITTEES

Section 1: FINANCE COMMITTEE

- Shall be chaired by the Treasurer.
- Performs quarterly internal control audits of all accounts, receipts for expenditures and acquired funds.
- Prepares a report of findings, by a member who is not the Treasurer, to be provided to the President and Board.
- May make recommendations and implement plans for financial support for VAS.
- Performs other financial reviews of benefit to VAS.

Section 2: GRANTS COMMITTEE

- Shall be appointed by the President and approved by the Board.
- Is responsible for preparing and updating the Grant Proposal Guidelines and Application.
- Encourages grant proposals through biannual announcements in appropriate venues.
- Receives and reviews all Grant proposals and makes recommendations to the board, which could include acceptance/denial or funding levels.

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Article IX: PROGRAM SUPPORT ACTIVITIES

The President, with input from the Board, will appoint a lead person to organize and conduct specific program support activities which further the objectives of VAS. They serve at the discretion of the President. The program support lead may solicit additional members to assist in their assigned activity. The activities may be on-going or have a short duration. The activities may include:

1. *Membership:*
 - a. Conducts membership campaigns via VAS newsletter or other appropriate venues,
 - b. Keeps the membership roster current,
 - c. Is the liaison to the Membership Department of National Audubon, and
 - d. Updates the board on membership matters.
2. *Programs:*
 - a. Makes all arrangements for the membership meeting including equipment needs and venue,
 - b. Arranges for speakers for membership meetings,
 - c. Provides for payment and appreciation gestures to speakers,
 - d. Keeps the club records of all speakers, and
 - e. Provides information to newsletter editor and/or webpage editor for publication ahead of meetings.
3. *Field Trips:*
 - a. Plans, organizes and arranges for VAS field trips,
 - b. Provides information about upcoming field trips for the newsletter, webpage and any local newspapers,
 - c. Recaps the field trips for the newsletter, and
 - d. Keeps records of all field trips.
4. *Hospitality:*
 - a. Plans and provides refreshments for membership meetings, and
 - b. Keeps record of expenditures for Treasurer.
5. *Publicity:*
 - a. Informs local news media and any other conservation groups of similar interest of meetings, field trips, grants program, or other VAS activities when appropriate.
6. *Education:*
 - a. Encourages schools and youth groups to use Audubon Study Programs and
 - b. Is the liaison with outside groups seeking expertise on birding and bird conservation issues.
7. *Newsletter:*
 - a. Sets deadline for newsletter material submission, and
 - b. Publishes and mails the newsletter prior to each membership meeting.
 - c. Solicits or writes articles of interest to include: notices of meetings and field trips, a sightings summary, conservation issues, contact information for the board and activity leads, and any other issues of importance.
8. *Webpage:*
 - a. Maintains VAS webpage with current announcements, contacts, directions, and other helpful information including links to other Audubon related materials.

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9. *Conservation:*

- a. Keeps track of environmental issues,
- b. Maintains correspondence with other groups involved in similar issues,
- c. Knows how to take actions when warranted,
- d. Maintains VAS files on conservation,
- e. Represents VAS to Washington Audubon meetings and other venues as needed,
- f. Makes reports to the Board or at membership meetings, and
- g. submits articles to the newsletter.

10. *Special Events:*

- a. Coordinates with other similarly interested entities for representation of VAS at fairs and educational events.
- b. Prepares and provides materials for events and schedules volunteers to staff tables or booths.

Article X: DISSOLUTION

Should, for any reason, VAS be dissolved or allowed to fall into a state of inactivity, all assets of this organization, after payment of debts and liabilities and in consultation with any remaining board members, shall be donated to an IRS 501 (c) (3) organization with similar objectives and purposes as VAS. First consideration should be given to organizations within Clark or Skamania Counties, then the broader Southwest Washington/Portland Metro area if necessary.

Original: December 1975

Revised: March 12, 1987

Revised: October 5, 2004

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