

# **Constitution of the Wasatch Audubon Society**

## **ARTICLE 1 - NAME**

This Organization shall be known as the Wasatch Audubon Society (WAS).

## **ARTICLE 2 - PURPOSE**

The Wasatch Audubon Society is not organized, nor shall it be operated, for pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to any member. The property, assets, profits, and net income of this society are irrevocably dedicated to charitable purposes and no part of the property, assets, profits, or net income shall ever benefit any director, officer, or member. Upon the dissolution or abandonment of the Wasatch Audubon Society, any assets remaining after payment of all debts and liabilities shall be donated to the National Audubon Society and/or other organizations having similar purposes and objectives, as directed by the final Board. Such assets, in total, shall be donated to entities organized and operated exclusively as 501(c)(3) organizations.

# **Bylaws of the Wasatch Audubon Society**

## **ARTICLE 1 - NAME AND AFFILIATION**

Section 1.1: Name: Wasatch Audubon Society (hereafter WAS).

Section 1.2: Emblem: Mountain Chickadee.

Section 1.3: Affiliation: The WAS operates as an official Utah chapter of National Audubon Society (hereafter NAS). WAS's chapter identification code is W54.

## **ARTICLE 2 - PURPOSE AND FISCAL YEAR**

Section 2.1: Purpose: The WAS is a non-profit organization exclusively for educational, scientific, social, and literary purposes within the definition of Section 501(c)(3) of the Internal Revenue Code, including applicable amendments. The WAS maintains a Federal Tax Number of 87-0411832 and a Utah State Tax Exempt Number of N11879.

Section 2.2: Any property, assets, profits, or other items of value belonging to the WAS are irrevocably dedicated to charitable purposes.

Section 2.3: Fiscal Year: The WAS fiscal year runs from 1 January through 31 December.

## **ARTICLE 3 - DURATION AND DISCONTINUANCE**

Section 3.1: The WAS shall continue in existence perpetually, unless and until dissolved pursuant to Section 3.2.

Section 3.2: By majority vote of its Board, WAS may revoke its charter and cease to be a chapter of NAS by providing 60 days written notice to NAS. Also, by majority vote of its Board, WAS may terminate its status as a society.

## **ARTICLE 4 - MISSION AND GOALS**

Section 4.1: Mission: The WAS is an association of people who share an interest in birds, all natural things, and Utah's varied habitats.

Section 4.2: Goals: Enjoying the out-of-doors in fellowship with others who share similar values; educating ourselves and others about wildlife and the natural environment; fostering an appreciation of wildlife and understanding of ecological principles; promoting opportunities for the public to see and appreciate birds and bird habitats; and influencing public policy toward a conservation ethic.

## **ARTICLE 5 - MEMBERSHIP**

Section 5.1: Any person interested in the mission and goals of this society is eligible for membership.

Section 5.2: NAS membership: The members of NAS shall be recognized as full members of WAS if the NAS member resides within the territory of WAS or requests WAS affiliation.

Members in good standing shall enjoy all the rights and privileges accorded to members of both societies.

Section 5.3: WAS membership: The WAS Board may establish requirements and guidelines for chapter-only membership and newsletter subscriptions.

Section 5.4: Each member in good standing has the right to attend any meeting of the WAS, including those of the Board, with the right to voice.

Section 5.5: If NAS membership dues are not paid in a timely manner, a member shall be in default and dropped from the rolls.

Section 5.6: If a newsletter subscription is not paid in a timely manner, a member shall be in default and dropped from the rolls.

## **ARTICLE 6 - BOARD**

Section 6.1: The WAS Board shall be made up of duly elected officers (4), directors (6), chairs of the various standing committees (11), and the immediate past President. These individuals have seat, voice, and vote at Board meetings. A Quorum is defined as the presence of a simple majority of the members. If the position of chair of one or more standing committees is vacant, then the required number for a quorum is reduced accordingly. Items brought to the Board and requiring or calling for a vote, shall be addressed as a formal motion, recorded by the Secretary, and voted on by a quorum of the Board. A motion needs only a simple majority to pass. The Board shall be responsible for the control and conduct of the business of the WAS, including a periodic financial audit.

Section 6.2: The officers shall consist of a President, Vice-President, Secretary, and Treasurer. Officers are duly elected NAS members in good standing.

Section 6.3: The Directors shall consist of six members in good standing duly elected at the December annual meeting and begin their duties at the first Board meeting of the following year. Directors serve a two-year term, with three Directors being elected each year. Directors may be re-elected.

Section 6.4: As per Section 5.4 of these Bylaws, any member of the WAS in good standing has the right to voice at the Board meetings.

## **ARTICLE 7 - OFFICER DUTIES AND TERMS**

Section 7.1: The President shall hold office for a two-year term and not serve consecutive terms. The President shall direct and administer the affairs of the WAS as its executive head. The President shall supervise all phases of organization activity as instructed by the Board.

Section 7.1.1: Preside over meetings of the Board and develop agendas for meetings.

Section 7.1.2: Preside over general membership meetings.

Section 7.1.3: Before the February meeting each year, provide notification of officers, etc., as required by National Audubon Society.

Section 7.1.4: Lead the Board in developing goals, objectives, annual plans, and budgets.

Section 7.1.5: Ensure that committees have chairs and members and are fulfilling their mandates.

Section 7.1.6: Consult frequently with Board members and committee chairs.

Section 7.1.7: Act as a spokesperson for the chapter in the community. Be prepared to field a wide variety of phone calls that come from members of the community, the press, and elected officials. Stay abreast of national and regional issues through Audubon emails and websites, and work with the Conservation Chair(s) to be properly briefed on issues that may require response or press work. Work in concert with Publicity Committee.

Section 7.1.8: Encourage involvement in National Audubon's programs and participation in national issues. Attend to the relationship with National Audubon by keeping up with correspondence from headquarters.

Section 7.1.9: Fill out and return the annual recertification form (questionnaire and financial report) in October or November. Ensure the treasurer assists with the financial page.

Section 7.1.10: Be sure the chapter has legal assistance as needed. Be alert to any activities that may be inappropriate for a 501(c)(3) organization.

Section 7.1.11: Oversee administrative matters for the chapter.

Section 7.1.12: Prepare articles for publication in the chapter's newsletter.

Section 7.2: The Vice-President assists the President in carrying out WAS activities and is elected to a one-year term, and may be re-elected. In the absence of the President, the Vice-President performs the duties and responsibilities of the President. The President, with the Vice President's consent and Board approval, may assign one or more of the responsibilities listed in Section 7.1 to the Vice President.

Section 7.2.1: Attend Board meetings and meetings of the members.

Section 7.2.2: In the absence of the President, conduct the affairs of the chapter and preside at Board meetings and general membership meetings.

Section 7.2.3: Assist the President as designated.

Section 7.2.4: Provide oversight of recognition and awards.

Section 7.2.5: Assist in training new committee chairs and volunteers.

Section 7.3: The Past President serves a two-year term, providing continuity of leadership.

Section 7.3.1: In the absence of the President and Vice-President, call meetings to order and preside until a President *pro tem* is elected.

Section 7.3.2: Attend meetings of the Board.

Section 7.3.3: Provide leadership and ideas for fundraising projects approved by the Board.

Section 7.3.4: Assist the President in any way designated.

Section 7.3.5: Provide leadership for special projects.

Section 7.4: The Secretary shall keep a record of WAS proceedings and noteworthy activities and hold a one-year term. The Secretary may be elected to consecutive terms.

Section 7.4.1: Attend meetings of the Board.

Section 7.4.2: Record minutes of Board meetings. Record and read exact text of all motions considered by the Board. Email minutes to all Board members prior to the 15<sup>th</sup> of the month of the meeting for corrections/additions. Provide [revised] copies of the minutes for approval at the following meeting. Provide a copy of the minutes to the newsletter editor by the 15<sup>th</sup> of the month in which the Board meets.

Section 7.4.3: Minutes should contain the following: Name of the chapter and type of meeting, date, location, who chaired the meeting, and those present/absent. For all Board meetings, include a description of business discussed, decisions reached, wording of any motions with the name of persons making the motion and seconding it and resulting votes. Include President's and Secretary's name and signature.

Section 7.4.4: Maintain custody, order, and access to Board meeting minutes of the Chapter.

Section 7.5: The Treasurer shall have custody of WAS funds and holds a one-year term and may be re-elected.

Section 7.5.1: Duties of the Treasurer include disbursement of such funds as instructed by the Board and/or included in the annual budget, preparation and distribution of periodic treasurer reports, preparation and distribution of an annual report, and development of an annual budget.

Section 7.5.2: The Treasurer works closely with the President and the Board to meet the report requirements of the NAS.

Section 7.5.3: The President, the Vice-President, and Treasurer are authorized to sign checks.

Section 7.5.4: Conduct banking business such as reconciling accounts and insuring appropriate forms are on file with the bank.

Section 7.5.5: Assist the president as designated.

Section 7.5.6: Prepare and file tax return in April as required by the Internal Revenue Service.

Section 7.6: The six Directors are instrumental in the affairs of the society. They form the core of the Board and represent the constituency of the Society. Directors serve two-year terms with three positions elected each year and may be re-elected. Directors shall be members in

good standing and duly elected by the WAS.

Section 7.6.1: Serve *ex officio* as a member of any standing committee or special committees, if appointed by the President or the Board.

Section 7.6.2: Assist the President as designated.

Section 7.6.3: Attend Board meetings and membership meetings.

Section 7.6.4: Attend meetings held by local organizations where the topic is of interest to the chapter and report to the Board on any decisions made at those meetings.

Section 7.6.5: Provide leadership for special projects.

## **ARTICLE 8 - STANDING COMMITTEES**

The WAS may have the following Standing Committees and such other as hoc committees as determined by the Board. In practice, a Committee may consist of a single individual. That person is designated as the Chair of that Committee. A more detailed listing of responsibilities can be found in the WAS “Guidelines for Standing Committees.”

Section 8.1: The Conservation Committee shall work on, and coordinate work on, conservation and/or environmental projects. This committee may be divided among one or more interest groups, each with a designated chair/leader.

Section 8.2: The Education Committee is responsible for furthering WAS and NAS educational goals.

Section 8.3: The Wednesday Bird-Walks Leader plans bird walk locations for each Wednesday of the year and publicizes them through the *Mountain Chickadee*.

Section 8.4: The Field Trip Committee is responsible for organizing field trips as advised by the Board, for informing members of upcoming field trips through the newsletter and other media, and for preparing trip reports.

Section 8.5: The Historical Committee archives and maintains records to assist in documenting the history of the WAS.

Section 8.6: The Membership Committee is responsible for promoting membership programs for WAS and NAS. Promotion should include activities to both enroll new members and renew current and in-default members. The Membership Committee will advise the Board on membership issues.

Section 8.7: The Newsletter Committee chair is responsible for preparing, publishing, and distributing at least six issues of *The Mountain Chickadee* annually. The Board has the responsibility to work with the Newsletter Committee to assure a high-quality, on-time newsletter. The Newsletter Committee will work with the webmaster for the maintenance and improvement of the website.

Section 8.8: The Program Committee is responsible for arranging program presentation(s) for each general meeting and for providing the Newsletter Committee with advance information

on planned presentations.

Section 8.9: The Publicity Committee is responsible for using newspaper, radio, TV and other publicity media to publicize the purposes, aims, and programs of the WAS. Releases should be coordinated with the President or the Board.

Section 8.10: Feeder Projects Chair monitors all Chapter feeders, and coordinates with others to fill feeding stations as needed.

Section 8.11: The Hospitality Committee is responsible for a welcoming atmosphere at meetings and functions of the WAS.

## **ARTICLE 9 MEETINGS**

Section 9.1: Unless changed by a majority vote of the Board, general meetings will be held on the third Tuesday of each month except July.

Section 9.2: Unless changed by a majority vote of the Board, the Board meetings will be held on the first Tuesday of even-numbered months (February, April, June, August, October, and December).

Section 9.3: The general meeting in December is deemed the annual meeting for the purpose of electing officers and directors and for conducting such business as directed by the President.

Section 9.4: Special meetings may be called by the President. The secretary will contact each member of the Board and other appropriate individuals in the event of a special meeting.

## **ARTICLE 10 - NOMINATING COMMITTEE**

Section 10.1: Annually, and not later than the October Board meeting, a Nominating Committee shall be appointed. The name(s) of the Nominating Committee shall be made known to all members through *The Mountain Chickadee*, and recommendations for nominations solicited from the WAS membership—with invitations for members to recommend themselves.

Section 10.1.1: At the November general meeting, the Nominating Committee will present a proposed slate of officers and directors and open nominations from the floor.

Section 10.1.2: During the December annual meeting, the WAS will hold elections for open positions.

Section 10.1.3: All nominees must meet the qualifications of membership and be in good standing.

Section 10.1.4: Election is by a simple majority of those members of the WAS present at the meeting.

Section 10.1.5: If there is a tie for a position, subsequent rounds of voting will be held.

## **ARTICLE 11 - AWARDS**

Section 11.1: The John Nelson Award: As deserved, but not more than once annually, the Board may present the John Nelson Award to a WAS member for “Commitment to Conservation, Volunteer Service to the Community, and Lifetime Dedication to the Audubon Cause.” The award may be presented at a regular meeting or other occasion.

Section 11.2: Award Criteria: The following criteria will be considered and evaluated by the Board when selecting a John Nelson Award recipient:

Section 11.2.1: The potential recipient must live up to the award inscription “Commitment to Conservation, Volunteer Service to the Community, and Lifetime Dedication to the Audubon Cause.”

Section 11.2.2: The potential recipient must have contributed significantly to the mission and goals of the WAS as outlined in Article 4. Contributions may be in the form of financial donations, volunteer service, fund raising, education, leadership, or other activities that keep the society functional, active, and effective.

Section 11.3: Other appreciation awards and promotional items may be presented as appropriate. The Board shall provide oversight and direction for Wasatch Audubon Society presentations.

## **ARTICLE 12 - COMMITMENTS**

Section 12.1: The WAS shall not enter into any commitment binding the NAS without written authorization to do so.

## **ARTICLE 13 - AMENDMENTS**

Section 13.1: The Bylaws may be amended by a majority vote of the Board after following the process outlined in Section 13.2.

Section 13.2: The bylaws amendment approval process shall consist of three steps.

13.2.1: The Board will develop and approve the content for one or more amendments or revisions.

13.2.2: The proposed changes will then be made available to WAS members, with solicitation for comments and suggestions.

13.2.3: The Board will then review comments received from members and additional revisions will be made if needed. A majority vote by the Board will approve the amendment or revision. Amendments or revisions to these bylaws shall become effective on the date of the final vote of approval from the Board.

Effective \_\_\_\_TBD\_\_\_\_\_, 2017



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Dan Johnston  
President, Wasatch Audubon

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Sharen Perry  
Secretary, Wasatch Audubon