

Northern Arizona Audubon Society

BY-LAWS

ARTICLE I: GENERAL

Section 1. Definitions: Northern Arizona Audubon Society (NAAS) shall be an official chapter of the National Audubon Society, Inc. NAAS is incorporated under the laws of the State of Arizona and holds a non-profit 501c3 Federal Tax designation.

Section 2. Fiscal Year shall commence on July 1 and end on June 30

ARTICLE II: MEMBERSHIP

Section 1. Any person interested in the purposes of the Organization is eligible for Membership.

Section 2. Categories of membership shall be: Individual – Northern Flicker, Family – Gambel’s Quail, and Enhanced – Blackhawk. Dues for these categories are recognized as the primary source of operating income for the chapter. They are determined by the Board and may be changed from time to time as operational needs dictate.

Section 3. Membership in NAAS shall not imply membership in the National Audubon Society and National Membership shall not imply NAAS membership.

ARTICLE III: MEETINGS

Section 1. At least six Membership meetings of the Organization shall be held each year on dates determined by the Board.

Section 2. The Annual Meeting of the Organization shall be held in May at which time Directors may be elected. Voting on issues by the general membership shall be by voice vote.

Section 3. If there are items on which Members must vote at a Membership meeting, notice must be published in the Organization website not less than fourteen (14) days nor more than thirty (30) days before the date of the meeting at which the vote is to be taken. Members attending the meeting shall constitute a quorum.

Section 4. Special Membership Meetings may be called by the President, or pursuant to a resolution of the Board with seven (7) days written notice, of such Special Meeting, stating the objectives, shall be delivered electronically.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. The control and conduct of the business of the Organization shall be vested in its Board of Directors. The Board shall determine the policies of the Organization.

Section 2. The Board shall consist of not more than thirteen (13) and not less than nine (9) Directors. All Directors shall be elected by the Members.

Section 3. Each Director serves for a term of two years, beginning on July 1 and ending on June 30. There is no limit to the number of consecutive terms an individual may serve on the Board of Directors.

Section 4. There shall be at least five regular meetings of the Board in any one fiscal year. The dates for the regular meetings shall be determined by the Board at its first meeting following the beginning of the fiscal year.

Section 5. A majority of the Board shall constitute a quorum for purposes of voting in Board Meetings.

Section 6. Special meetings of the Board may be called by the President, or upon the request of a majority of the Board.

Section 7. If for any reason, the Board does not have a minimum complement of Directors, the Board may appoint a Director to fill the vacancy, and that Director shall finish out a two-year term which began July 1 after the last election.

Section 8. Board Voting. may take two forms: a) in-person meetings wherein votes shall be cast by show of hands and be decided by simple majority, b) electronic (email) voting wherein discussion and voting is conducted electronically. Electronic voting will be binding upon 3 conditions which are: 1) the matter being decided cannot wait until a regular board meeting, 2) the electronic vote is ratified at the next board meeting and, 3) the electronic vote is approved by a majority of the entire board. Electronic voting must be presented to the Board by the President.

Section 9. Compensation. Directors shall not be entitled to compensation by NAAS for serving as a director but shall be entitled to reimbursement for reasonable expenses incurred on behalf of the NAAS in accordance with documentation and other requirements adopted by the Board of Directors. It shall be required that all Directors and Officers agree to and sign the “Northern Arizona Audubon Society Conflict of Interest Policy as presented in Appendix “A” of these by-laws.

Section 10. Removal of Directors. At a meeting of the Board of Directors, any director may be removed by the affirmative vote of three-fifths (3/5ths) of all directors present other than the director to be removed.

ARTICLE V: OFFICERS

Section 1. The Officers of the Organization shall consist of a President, a Vice President, a Secretary, and a Treasurer. Officers shall have full voting privileges as Directors.

Section 2. Each Officer shall serve two-year terms. The President can only succeed himself/herself for one consecutive term. All other Officers can run to succeed themselves for an

indefinite number of terms. Terms begin July 1. Officers shall be elected by the Board of Directors from among the sitting Directors.

Section 3. If for any reason, the Board does not have a full complement of Officers, the Board may proceed to appoint an Officer to fill such vacancy, and the Officer so appointed shall serve until the next election by the Board.

Section 4. The President shall be President of the Organization, Chair of the Board, and an ex-officio member of all Standing Committees, and shall perform all other duties associated with the office of President.

Section 5. The Vice President shall assist the President in carrying out his or her duties. In the absence of the President, the Vice President shall assume the duties of the President.

Section 6. The Secretary shall keep a record of all proceedings of the Board and the Organization.

Section 7. The Treasurer shall be responsible for the financial management of the Organization's affairs and shall disburse the funds as may be directed by the Board. He or she shall prepare and submit financial reports and budgets as directed by the Board. The Treasurer shall be responsible for the timely and accurate reporting on the part of any third-party bookkeeping contractor that the Board has approved.

Section 8. All checks and drafts of the Organization may be signed by either the Treasurer or another Board member designated by the Board.

ARTICLE VI: NOMINATING COMMITTEE

Section 1. The Board shall appoint a Nominating Committee consisting of Members of the Organization. The names of the Members of the Nominating Committee shall be made known to the Membership of the Organization. Suggestions for nominations for Directors may be submitted to the Committee by any Member of the Organization.

Section 2. The Nominating Committee shall nominate candidates to the Board of Directors. Each person nominated shall give written or verbal consent to nomination to the Nominating Committee.

Section 3. Nominations of Directors from the floor may be made during the Membership meeting at which the elections of the Directors are held.

ARTICLE VII: ELECTIONS

Section 1. The election of Directors shall take place at the Annual Meeting of Members, to be held in May.

Section 2. Directors presented to the Annual Meeting by the Nominating Committee shall be elected by a voice vote of the voting members present at the Annual Meeting. If nominations from the floor have been made for a Board position following submission of the report of the

Nominating Committee, voting for the Board shall be by written ballot.

ARTICLE VIII: COMMITTEES

Section 1. Standing Committees carry out the basic functions required of the Organization. The President, with the approval of the Board of Directors, shall appoint to each Standing Committee a Chairperson or two Co-Chairpersons when required by geographic or other considerations. The Board may from time to time form new committees or change the existing committees as they see fit.

Section 2. Standing Committees of the Organization shall carry out the duties that are assigned to them from time to time by the Board. Committee Chairs and Co-Chairs acquire other members of their Committees from volunteer Members. The Standing Committees of the Organization, and their basic duties, may be as follows:

PROGRAM COMMITTEE. Plan and arrange programs for the regular Membership Meetings of the Organization, and promote interest in and appreciation of birds, other wildlife and their habitats through lectures, discussions, exhibitions, and various media.

FIELD TRIP COMMITTEE. Plan, organize, arrange, and write publicity copy for field trips for Members and guests of the Organization.

EDUCATION COMMITTEE. Educate Members and the public to develop an appreciation, awareness, and understanding of birds, other wildlife, and their habitats which leads to conservation action and fosters a culture of conservation and an environmental ethic. Use Audubon materials such as Audubon Adventures and various media, e.g., videos, slide programs and printed matter.

CONSERVATION COMMITTEE. Stay informed on local, state and national governmental policies and actions affecting the natural environment and the conservation of natural resources. Advise the Board, and to carry out the conservation policies of the Organization. Work to preserve and protect birds, wildlife, and their habitats in northern Arizona. Coordinate the Committee's actions with the policies and activities of the National Audubon Society and Audubon Arizona, and keep them informed of such actions.

PUBLICITY & PUBLICATIONS COMMITTEE. Publicize, through newspaper, radio, TV and other publicity media, the purposes and programs of NAAS. Publish a bulletin or newsletter for the Members of the Organization and prepare any other publications helpful to the Organization's program. This committee also oversees the content and publication of the NAAS website.

MEMBERSHIP COMMITTEE. Cooperate with the Membership Department of the National Audubon Society to maintain accurate Membership records and files, report changes and errors, and resolve problems. Promote Membership, conduct Membership drives, and work to retain current Members in coordination with the Board and other standing committees.

HOSPITALITY COMMITTEE. Plan for the social aspects of gatherings of the Members,

including refreshments, name tags and greeters, and particularly to welcome and integrate new Members into Organization activities.

Section 3. If for any reason the Chapter does not have a full complement of appointed Standing Committee Chairpersons or Co-Chairpersons, the President with the approval of the Board may proceed to appoint Chairpersons or Co-Chairpersons to fill such vacancies.

Section 4. The President shall appoint a Financial Review Committee. This Committee will review the Treasurer's Annual Report and report to the Board within 90 days following the end of the fiscal year on June 30.

ARTICLE IX: CHAPTER POLICY

Section 1. The relationship between this Organization and the National Audubon Society shall be governed by the Chapter Policy of the National Society.

Section 2. This Organization shall have a formal Financial Policy in effect at all times.

Section 3. This Organization shall have a Conflict of Interest Policy in effect at all times.

ARTICLE X: INDEMNIFICATION

The Members, Officers, Directors, volunteers and agents of the Chapter shall be indemnified by the Organization in accordance with the provisions of Arizona Revised Statutes Section 10-851 as the same exists or may hereafter be amended. In this regard, NAAS shall carry General Liability and Directors and Officers Liability Insurance with coverage limits determined by the Board.

ARTICLE XI: PARLIAMENTARY AUTHORITY

In matters not covered by these By Laws, Robert's Rules of Order Newly Revised shall govern.

ARTICLE XII: AMENDMENT

Amendments to the Bylaws may be made at any regular meeting of the Board of Directors or at any special meeting thereof regularly called, provided that notice of such proposed amendments be provided to each member of said Board at least fifteen days before said meeting.

By Laws Revision History: First Adopted -May 1996 Corrected -2001
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