

**Principal Substantive Changes  
in the Proposed New Bylaws of the Skagit Audubon Society  
November 2020**

*(Excludes minor substantive changes, "clean up" changes and rearranged sections)  
(Section numbers refer to the proposed new Bylaws)*

Art. II, §1 -- SAS's purposes in the Bylaws now match those stated in its Certificate of Incorporation.

Art. II, §3 -- The Board is given the authority to adopt a policy regarding political activity, advocacy and lobbying to help guide SAS's actions in compliance with IRS rules and thereby maintain SAS's non-profit status.

Art. III, §2 -- This is a new section that notes the Board has adopted on behalf of SAS a Non-Discrimination Policy pertaining to membership and activities of SAS.

Art. III, §§3 & 4 -- The criteria for membership in SAS's two categories of members -- Chapter Members and National Audubon Society Members -- are clarified. Chapter Members, as those who pay dues to SAS, are given special rights regarding the governance of SAS.

Art. IV, §2 -- The provisions for notice to members regarding SAS business are updated and modernized and now allow notice by electronic transmission (when a member has consented to such notice) or by publication in SAS's newsletter.

Art. IV, §3 -- A specific quorum is established for the transaction of business at any member meeting.

Art. IV, §4 -- The mechanics of member voting are described.

Art. IV, §5 -- This new section notes SAS's normal practice of holding meetings in person but gives the Board authority to change when and how member meetings or business may be conducted, including by electronic means, without violating the Bylaws.

Art. V, §§2 & 3 -- The titles of "Representative", "immediate past President" and "Chairs" of the Committees as Board positions are eliminated. All non-officer members of the Board are now "At-Large Directors". A limit of 17 At-Large Directors is established. Only Chapter Members are eligible to be directors. These changes, together with those in Art. VIII, §§1 & 2, will provide for greater flexibility in managing SAS's business in the future.

Art. V, §4 -- All term limits for Board positions are eliminated.

Art. V, §6 -- A mechanism is created to remove a director from the Board for certain stated reasons by action of a super-majority (2/3) of the remaining directors.

Art. V, §7 -- This new section notes the Board has adopted a Conflicts of Interest Policy and requires all Directors to abide by that policy.

Art. VI, §3 -- The provisions for notice to directors regarding Board business are updated and modernized and now allow notice by electronic transmission when a director has consented to such notice.

Art. VI, §4 -- The number of directors that constitutes a quorum for board meetings is revised.

Art. VI, §5 -- This new section modernizes how Board meetings may be conducted, for example by permitting videoconferences.

Art. VI, §§6 & 7 -- The mechanics on how the Board takes action are set forth, including any actions taken by unanimous written consent.

Art. VII, §§1 - 5 -- Updates the descriptions of the roles of the four officers and At-Large Directors.

Art. VIII, §1 -- The previous fixed Committees are eliminated. In their place, the Board is authorized to decide each year after the annual meeting which Committees it wishes to establish for the following year. The Board will provide written descriptions of these Committees upon request from a Chapter Member. This change was intended to inject more flexibility into the Board structure to accommodate the different and evolving skill sets and interests of the directors while continuing to deliver value to SAS's members and ensuring SAS accomplishes its important mission.

Art. VIII, §2 -- In lieu of Directors being elected to specific Committee positions, the Board will now appoint the Chairs for the Committees it establishes each year. The Board may also appoint additional members to any Committee. Such additional members do not need to be Directors.

Art. IX -- The process and timing for Board elections is updated and modernized to better reflect how SAS has conducted these elections in recent years.

Art. X -- This new section substantially expands the controls over SAS's financial management, including new controls on expenses not in the budget, and establishes procedures for optional periodic independent financial reviews and for alternative "mini-audits".

Arts. XI and XII -- The description of SAS's relationship with the National Audubon Society and the provisions that would be triggered if SAS were to cease to be a chapter of the National Audubon Society are both updated.

Art. XIII -- This new provision provides a right to indemnification if someone is involved in a lawsuit because of his or her position as a Director of SAS, which SAS believes is comparable to similar provisions in the Bylaws of other local Audubon Societies.

Art. XIV -- The mechanics for amending these Bylaws in the future are updated. The reference to the use of Robert's Rules of Order to resolve procedural matters has been eliminated.