

BYLAWS OF THE SKAGIT AUDUBON SOCIETY

(As Amended and Restated and Approved by the Members on [date])

ARTICLE I

NAME

This organization shall be known as Skagit Audubon Society.

ARTICLE II

PURPOSE

Section 1. The purposes and objectives of the Skagit Audubon Society ("Society") are to:

- (A) Promote, among its members and others, an appreciation and understanding of nature, specifically birds and other wildlife, and of their importance to the enjoyment and sustenance of human life;
- (B) Encourage, through education of its members and others, protection of birds and other wildlife and of the habitat on which they depend; and
- (C) Promote, among its members and others, an awareness of the sensitive environmental balance upon which life depends and encourage a responsible stewardship of our natural resources.

These purposes and objectives are intended to be consistent with the purposes and objectives of National Audubon Society, Inc. ("National Audubon"), of which this Society shall function as a Chapter. This Society's purposes and objectives shall conform to the provisions of Section 501(c)(3) of the Internal Revenue Code.

Section 2. This 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 the members thereof or to any private individual. 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 of this Society shall ever inure to the benefit of any director, officer or member thereof or of any private individual. Upon dissolution or abandonment, the assets of this Society remaining after payment of, or provision for, all debts and liabilities of this Society shall be donated to Audubon Washington, another Audubon chapter in the State of Washington, National Audubon, or to the successor of any of them, or, if unwilling or unable to accept such donation, to such corporations, associations, funds, or foundations, having similar purposes and objectives as this Society, as the Board of Directors of this Society may designate, subject to the order of a court as

provided by law; provided, that such assets may be donated only to organizations organized and operated exclusively for purposes set forth in Section 501(c) (3) of the Internal Revenue Code.

Section 3. No substantial part of the Society's activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Society participate in, or intervene in (including publishing or distributing statements), any political campaign on behalf of any candidate for public office. The Board of Directors of the Society may in its discretion adopt one or more policies related to political activity, advocacy, lobbying or otherwise attempting to influence legislation, and all activities of the Society, or of anyone acting on behalf or in the name of the Society, involving political activity, advocacy, lobbying or otherwise attempting to influence legislation shall comply with any such policy then in effect.

ARTICLE III

MEMBERSHIP

Section 1. Any person interested in the purposes of the Society is eligible for membership.

Section 2. The Board of Directors has adopted, and the Society will abide by, a Non-Discrimination Policy pertaining to membership and participation in the activities of the Society.

Section 3. This Society shall have two classes of members:

- (A) National Audubon Society Members: Persons who joined National Audubon and paid dues to National Audubon and have been assigned by National Audubon to the Society as their local chapter, but who have not separately joined the Society or paid dues to the Society. National membership dues shall be established by National Audubon.
- (B) Chapter Members: Persons who joined the Skagit Audubon Society and have paid dues to the Society. Chapter Members may, but are not required to, be members of National Audubon and chapter membership does not confer membership in National Audubon. The dues payable by Chapter Members shall be established by the Board of Directors of the Society and support the activities and programs of the Society.

Section 4. Both classes of members shall enjoy rights and privileges pertaining to the members of the Society as established by the Board of Directors; provided, that only Chapter Members in good standing (who are current on their payment of chapter dues) shall be entitled to: (a) vote in elections of Directors or on any other matter properly brought before the membership for action at any regular or special meeting; (b) serve as a Director; (c) enjoy any discounts or other similar offers made available to Chapter Members of the Society; or (d) have the option to receive the Society's newsletter, the *Skagit Flyer*, in hard copy by postal mail.

Section 5. Chapter membership dues shall be payable at the time of application to the Society and shall be paid annually or biennially thereafter as chosen by the member or for such other time periods as may then be offered by the Society.

Section 6. Should renewal of Chapter membership dues not be paid within three months after the due date, after the member has been notified that dues are in arrears, that member may be dropped from the rolls.

ARTICLE IV

MEMBER MEETINGS

Section 1. Unless otherwise specified by the Board of Directors on notice to members:

- (A) The regular meetings of the members of the Society shall be held on the second Tuesday of each month from September through June;
- (B) The annual meeting of the Society shall be held on the second Tuesday of June; and
- (C) A special meeting of members may be called by the President or by action of a majority of the Board, on a date specified in a notice to members;

in each case at a time and location to be established by the Board of Directors.

Section 2. Notice of the annual meeting, and of any special meeting or regular meeting at which Society business is to be transacted, shall be given to each Chapter Member in good standing not less than ten (10) days nor more than fifty (50) days before the date of the meeting. Such notice shall state the date, time and location of the meeting and, in the case of a special meeting or regular meeting at which Society business is to be conducted, the purpose for which the meeting is called or the business to be conducted. Such notice shall be given by:

- (A) Postal mail to the address of each member as it appears on the records of the Society; or
- (B) Email or similar electronic transmission, if delivery of a notice of meeting in this manner and to that email or other electronic address has been authorized by the member; or
- (C) Publication in the Society's newsletter, which publication may be delivered by postal mail or email.

As a supplement, such notice may also, but is not required to, be posted on the Society's website.

A member may revoke his or her consent to delivery of notices by electronic transmission at any time by delivering such revocation in writing to the Secretary of the Society. If the Society has been unable to deliver two consecutive notices in the electronic manner authorized (because they are returned undeliverable) and this inability becomes known to the Secretary of the Society or other person responsible for giving the notice, then the consent of that member to notice by electronic transmission shall be deemed revoked; however, any failure by the Society to treat any such inability as a revocation by the member shall not invalidate any meeting or other action.

Section 3. The presence in person of twenty-five (25) Chapter Members in good standing shall

constitute a quorum for the transaction of business at any duly called annual, regular or special meeting of members.

Section 4. Each Chapter Member shall have the right to cast one vote at the annual meeting and at any regular or special meeting of the members on any motion that may be properly brought before such meeting; provided, that such Chapter Member is in good standing at the time of the meeting and is present in person during such meeting. Voting by a member by proxy is not allowed and voting by electronic transmission is not allowed unless that entire vote by all members is conducted electronically pursuant to Section 5 below. A majority of the votes properly cast shall be required to approve any motion duly brought before the members of the Society.

Section 5. In the ordinary course, meetings of the members of the Society will be held in person and votes will be conducted in person. Circumstances might arise, however, relating to weather, health or safety, for example, that could make it appropriate to change the date or format of a meeting or the way in which a vote of the members is to be conducted. The Board of Directors has the authority, in its sole and absolute discretion, to:

- (A) Change the date, time or place of any member meeting or to cancel such meeting;
- (B) Change the format of any member meeting to be remote or virtual using electronic means, such as videoconference; or
- (C) Conduct a vote of the members by electronic means;

and any such action by the Board shall not violate any provision of these Bylaws.

In such circumstances, the Board shall provide notice to members of such change in accordance with Section 2 above, or as much notice as is feasible under the circumstances, if less than 10 days. For any vote of the members to be conducted under this Section 5, the Board of Directors shall take reasonable steps to give every Chapter Member in good standing the means to vote. For a vote to be conducted entirely by electronic means, any requirement in these Bylaws that a Chapter Member be present in person to vote or to be counted toward a quorum shall be waived if such Chapter Member participates electronically or through such other means as may be permitted by the Board for such meeting or action.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The control and conduct of the business of the Society shall be vested in the Board of Directors (the "Board"). The Board shall determine the policies of the Society.

Section 2. The number of Directors on the Board shall be:

- (A) the four elected officers of President, Vice President, Secretary, and Treasurer; plus

(B) up to seventeen (17) At-Large Directors.

The immediate past President shall, if not elected to a different Board position, be offered the opportunity to serve for one year as a non-voting Advisor to the Board of Directors.

Section 3. Only Chapter Members in good standing are eligible to serve as Directors of the Society.

Section 4. The term of the President shall be two years. The term of service for every other member of the Board shall be one year. There shall be no limit on the number of terms a person can serve as an officer or as an At-Large Director.

Section 5. If any Board position becomes vacant for any reason, a majority of all remaining members of the Board may, after notice to all Directors, appoint a Chapter Member of the Society in good standing to fill that vacancy. The Board member so appointed shall serve the unexpired term of his or her predecessor until the next election for that position.

Section 6. At a regular meeting, or at a special meeting of the Board of Directors called expressly for the purpose, upon at least ten days' notice to all Directors specifically referring to this proposed action, any Director may be removed by the affirmative vote of two-thirds (2/3) of all Directors, other than the Director to be removed, if such Director has (1) failed to contribute substantially or constructively to the functioning of the Board; (2) an undisclosed conflict of interest; or (3) engaged in behavior that could be damaging to the reputation of the Society. Notice of proposed removal must be provided to that Director at least ten days prior to the date of the meeting.

Section 7. Each Director shall avoid any situation that could constitute a conflict of interest and shall comply at all times with the **Conflicts of Interest Policy** of the Society adopted by the Board of Directors and in effect from time to time.

ARTICLE VI

BOARD MEETINGS

Section 1. There shall be at least five regular meetings of the Board in any year, with not more than one regular meeting in any one month. The regular meetings of the Board of Directors shall be held on the first Tuesday of each month from September through June, unless a majority of the Board, in its sole discretion, decides to add or cancel meetings of the Board or to change the date of any regular meeting of the Board, on notice to all Directors.

Section 2. Special meetings of the Board may be called by the President or by action of a majority of the Board on notice to all Directors.

Section 3. Notice of each special meeting (or regular meeting if the date was added or changed or if the meeting was called pursuant to Article V, Section 6 above relating to removal) of the

Board shall be given to each Board member at least ten (10) days prior to the meeting date by the President or other Director presiding over such meeting or by the Secretary. Such notice shall be given by (1) postal mail to the address of such Director as it appears in the records of the Society; or (2) email or other electronic transmission if delivery of a notice of meeting in this manner and to that email or other electronic address has been authorized by the Director.

A Director may revoke his or her consent to delivery of notices by electronic transmission at any time by delivering such revocation in writing to the Secretary of the Society. If the Board has been unable to deliver two consecutive notices in the electronic manner authorized (because they are returned undeliverable) and this inability becomes known to the Secretary of the Society or other person responsible for giving the notice, then the consent of that Director to notice by electronic transmission shall be deemed revoked; however, any failure by the Board to treat any such inability as a revocation by the Director shall not invalidate any meeting or other action.

A Director's attendance at any meeting constitutes waiver of any required notice of the meeting, unless the Director attends a meeting solely for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. A majority of all Board members shall constitute a quorum at any meeting of the Board. Unfilled Board positions shall not be counted in calculating the quorum.

Section 5. Any meeting of the Board may be held in person or by telephone conference call, videoconference or any other electronic means of communication as long as all Board members participating in the meeting can simultaneously hear each other and be heard by all other Directors. A Director participating in any meeting by telephone, videoconference or other electronic means is deemed to be present at the meeting.

Section 6. Action may be taken by the Board on any matter before it: (A) by the affirmative vote of a majority of the Board members present at any meeting at which a quorum is present; or (B) by a unanimous written consent without a meeting, as set forth in Section 7 below. Directors may not vote by proxy. A Director who is present at a Board meeting at which action on any matter is taken shall be presumed to have assented to that action taken unless his or her dissent or abstention is noted during the meeting and entered by the Secretary in the minutes of the meeting.

Section 7. The Board may take action without a meeting if each and every Director signs a consent in writing, which consent sets forth the single-issue proposal and the action to be taken, and delivers such consent to the Society. Action taken under this section must be unanimous and shall be effective when the last Director signs the consent, unless the consent specifies a different, later effective date. An email with approval sent by a Director to the President, Secretary or other Director in charge of a specific request for written consent, shall be considered a signature by such Director on such consent. A written consent under this section may be accomplished by one or more documents, including emails or other electronic transmissions. A consent signed under this section has the effect of action taken at a meeting of the Board of Directors and may be described as such in any document. If any Director does not sign the consent or attempts to modify the terms of the consent in any way, the consent shall not be valid

and no action shall have been taken by the Board.

Section 8. If, with respect to any meeting of the Board, both the President and the Vice President are absent, the Board members who are present at such meeting shall designate one of the Board members in attendance to preside over such meeting.

ARTICLE VII

BOARD MEMBERS' DUTIES

Section 1. The President shall direct and administer the affairs of the Society and shall supervise all phases of its activities, subject to the instructions of the Board. The President shall preside over all meetings of the Board and of the members of the Society; provided, that the President may delegate from time to time the authority to preside over meetings of the members of the Society to other Board members. The President shall be responsible for: (A) the preparation and filing, with prior Board approval, of the Annual Report required by National Audubon for certification; and (B) the preparation of a summary of the information in such Annual Report to be made available, with prior Board approval, to the members of the Society at a regular meeting of the members, by inclusion in the newsletter or by posting on the website of the Society.

Section 2. The Vice President shall assist the President in carrying out Society duties and, in the absence of the President, preside at all meetings of the Board and of the members unless the President has delegated the latter responsibility to another member of the Board.

Section 3. The Secretary shall send out, or oversee the sending of, all required notices of Board meetings and all notices of the annual meeting and any special meetings (or regular meetings at which business is to be conducted) of the members. The Secretary shall maintain or oversee the maintenance of lists of email addresses for Directors and members who have given their consent to notices by electronic transmission. The Secretary shall keep as permanent records of the Society: (1) minutes of all meetings of the Board of Directors; (2) a record of all actions taken by the Board of Directors through a unanimous written consent without a meeting; and (3) minutes of the annual meeting of members and of any special meeting or regular meeting of the members at which business is conducted. If the Secretary will be absent from any such meeting, he or she shall arrange for another member of the Board to record the minutes or other action, as described above. These records of the Society shall be in writing or in an electronic medium retrievable in legible form. The Secretary shall maintain these records and such other records related to the Society as may be directed by the Board in the archive of the Society and shall have primary responsibility for oversight of the archive. Each member of the Board shall have unrestricted access to all materials in this archive.

Section 4. The Treasurer shall have custody of the Society's funds and shall keep records of accounts and disburse such funds in accordance with direction from the Board and the obligations and any written policies of the Society. The Treasurer shall: (A) provide the Board with regular financial reports; (B) assist with the preparation of the financial section of the Annual Report required by National Audubon for certification; and (C) assist with the preparation of the financial section of the summary of the information in such Annual Report to

be made available to the members of the Society as described in Section 1 above.. The Treasurer will assist with the maintenance of financial records in the archive of the Society and shall make available financial records maintained by the Treasurer for review by any other member of the Board. The Treasurer shall also be responsible for the timely submission of all tax and corporate filings with the government required to be filed by the Society.

Section 5. Each At-Large Director shall have the duties and responsibilities agreed between that Director and the other members of the Board as part of the assignment of Committee and other Board responsibilities made during the first Board meeting following the election of Directors at the annual meeting, and thereafter from time to time.

ARTICLE VIII

BOARD COMMITTEES

Section 1. During its first meeting following the election of Directors at the annual meeting of members, the Board will determine which Committees of the Board it wishes to establish for the following year. Such Committees may, but shall not be required to, include, for example: Communications, Conservation, Education, Field Trips, Finance, Hiking, Membership, Nominating & Governance and Programs, and may include such other Committees as the Board, in its sole discretion, decides to establish in any year. The Board will develop and make available upon request from any Chapter Member written descriptions of the functions and responsibilities of each Committee and its eligibility requirements, if any.

Section 2. For each Committee established pursuant to Section 1 above, the Board will, during the same meeting, determine which Board member will chair such Committee during the following year. During that meeting or later, the Board may also, but shall not be required to, name additional persons to be members of one or more of these Committees. Any such additional Committee members must be Chapter Members in good standing of the Society but need not be members of the Board of Directors. In making such determinations for the coming year, the Board shall decide whether or not a majority of each Committee needs to be members of the Board. The Board shall at all times retain the authority to review and reject or override any decision taken by any Committee.

Section 3. With the approval of a majority of the Board, the President may at any time appoint a Special Committee, Ad Hoc Committee, or a Task Force Committee, and establish the scope and length of assignment for such committee.

ARTICLE IX

BOARD ELECTIONS

Section 1. At the regular meeting of members in March, the President or the Chair of the Nominating & Governance Committee shall advise members about the process leading to the Board elections, including: (A) nominations are open for all Board positions up for election that year; (B) any Chapter Member in good standing may suggest nominations for any Board position

to any member of the Nominating & Governance Committee ; and (C) the names of all members of the Nominating & Governance Committee. This information and call for nominations shall also be provided to members by postal mail or email or other electronic transmission, as permitted by these Bylaws, and published in the April edition of the newsletter of the Society and may also be posted on the Society's website.

Section 2. At the Board meeting in April, the Nominating & Governance Committee shall present to the Board its proposed slate of candidates to be nominated for election to the Board, and the Board shall approve a slate of candidates to be proposed for election to the Board of Directors, subject to any nominations from members received prior to or during the meeting of members in April.

Section 3. Any Chapter Member in good standing may nominate a Chapter Member in good standing to serve on the Board, either prior to or from the floor during the April meeting of members. Nominations shall close at the adjournment of the April member meeting. Each proposed nominee must be a Chapter Member in good standing and consent to his or her nomination.

Section 4. During the May meeting of members, the President or the Chair of the Nominating & Governance Committee shall announce the final slate of candidates for election to the Board at the annual meeting in June. The Nominating & Governance Committee shall cause formal notice of the annual meeting of members and the final slate of candidates to be provided to members by postal mail or email or other electronic transmission, as permitted by these Bylaws, and, time permitting, shall include such information in the May and June editions of the newsletter of the Society. This notice and slate may also be posted on the Society's website.

Section 5. The election of the Board of Directors, including the President if that position is to be elected that year, shall take place at the Society's annual meeting of members in June. In the event there is no contest, the slate of candidates as presented by the Nominating & Governance Committee shall be elected either upon (A) a simple voice vote or show of hands in favor of this slate by the Chapter Members in good standing and present in person at the annual meeting or (B) if such election is being held by electronic means as permitted by these Bylaws, a vote in favor of the slate by of a majority of those Chapter Members in good standing who cast a vote by such electronic transmission. If, however, there is more than one candidate for any Board position, the election for that position shall be by a show of hands or ballot or by votes cast electronically, at the discretion of the Board, with the winner receiving the largest number of the votes cast for any candidate for such position, even if that is less than a majority of all votes cast for that position, by Chapter Members in good standing and, unless the vote is being conducted electronically, present in person at the annual meeting.

Section 6. Board members elected at the annual meeting shall take their place on the Board on the first day of the next fiscal year of the Society.

Section 7. The Board of Directors may, in its sole and absolute discretion, change or omit any of the actions described above or change the timing of any of those actions.

ARTICLE X

FISCAL MATTERS

Section 1. The fiscal year of the Society runs from July 1 through June 30.

Section 2. (A) The Treasurer and one other member of the Board of Directors (excluding any member of the Finance Committee), as appointed by a majority of the Board from time to time, are each individually authorized to sign checks on the Society's behalf. Only one signature is required. Neither person may delegate this authority without Board approval.

(B) In addition:

(i) the person responsible for assembling the Society's newsletter is also authorized to spend the Society's funds, but solely in connection with and as needed to fulfill the responsibility of distribution of the newsletter; and

(ii) the Chair or Co-Chairs of the Education Committee, if any, are also authorized to spend the Society's funds, but only in support of the approved education programs and only up to the amounts included for education activities in the Society's budget or as otherwise approved by the Board.

Section 3. Any expenditure by anyone over \$100 that was not itemized in the annual approved budget must be approved in advance by the Board.

Section 4. All bank accounts and any saving certificates or other financial accounts of the Society shall be in the name of the Skagit Audubon Society.

Section 5. In support of the Society's internal financial controls:

(A) At least once every three years, the Board shall decide at its September meeting (or such other meeting during the first six months of the fiscal year as may be decided by the Board) whether or not to have an independent financial review conducted. If the Board determines to proceed, it shall identify two or more persons to serve on a Financial Review Team. Such persons may be members of the Society or may be third parties but shall not be members of the Board. The Financial Review Team shall perform an independent review of the financial records and accounts of the Society and shall report its findings to the Board within a reasonable period not to exceed four (4) months of when they agreed to perform such review.

(B) During any year when the Board has chosen not to have an independent financial review conducted under Section 5(A) above, one or more members of the Finance Committee (other than the Treasurer) shall perform one or more "mini-audits". The purpose of a mini-audit is to strengthen the Society's internal controls through financial oversight and may include, for example, logging into the Society's bank accounts to verify balances and transactions. The frequency with which a mini-audit shall be conducted during such year

will be determined by the Finance Committee (excluding the Treasurer). The Board shall determine what records shall be kept from each mini-audit and the Finance Committee shall be responsible for maintaining such records and making them available for review by the other Board members. If a Finance Committee has not been established that year, the President, in consultation with the Board, shall appoint one or more Directors to perform the Finance Committee functions described above.

ARTICLE XI

RELATIONSHIP WITH NATIONAL AUDUBON

As a chapter of National Audubon, the relationship between this Society and National Audubon shall be governed by the Audubon Chapter Policy dated May 17, 2014 of National Audubon, or such later Audubon Chapter Policy as may be agreed between the two from time to time in the future. Neither this Society nor National Audubon shall enter into any commitment binding on the other without written authorization to do so.

ARTICLE XII

DISCONTINUANCE

This Society may terminate its status as a Chapter of National Audubon, and National Audubon may terminate the status of this Society as a Chapter of National Audubon, pursuant to procedures set forth in the Audubon Chapter Policy dated May 17, 2014 of National Audubon, or such later Audubon Chapter Policy as may be agreed between the two from time to time in the future.

ARTICLE XIII

INDEMNIFICATION

To the full extent permitted by law, the Society shall indemnify any person who is or was a party, or is threatened to be named a party, to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of the Society or otherwise) because he or she is or was a Director of the Society, against all liabilities and expenses, including attorney's fees, settlements, judgments, penalties and fines, paid or incurred in connection with such action, suit or proceeding. The Society may advance a Director or other indemnified person any amount payable under this section. This indemnification provision, however, shall not apply to matters as to which such person shall be adjudged in such action, suit or proceeding to be liable for gross negligence or intentional misconduct in the performance of duties. This indemnification shall not be deemed exclusive of any other rights to which a person may be entitled under any vote of the Board of Directors, or as a matter of law or by contract or otherwise.

ARTICLE XIV

AMENDMENTS

These Bylaws may be amended and restated, following approval by the Board, by a majority vote of the Chapter Members in good standing and present in person at any annual, regular or special meeting of the members of the Society or, in the discretion of the Board, by a majority vote by electronic means of the Chapter Members in good standing who cast a vote regarding such amendment. Notice of such proposed amendment shall be provided to each Chapter Member in good standing by postal mail, or email or other electronic transmission as permitted by these Bylaws, or posting the text of any such proposed amendment on the Society's website, or publication in the newsletter of the Society, at least ten (10) days prior to such meeting.

ARTICLE XV

CONSTRUCTION

These Bylaws shall be construed under the laws of the State of Washington.

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