

BYLAWS

Eastside Audubon Society, Inc.

("EAS")

ARTICLE I. ORGANIZATION

SECTION 1. The name of the organization shall be Eastside Audubon Society, Inc., (EAS).

ARTICLE II. MEMBERSHIP

SECTION 1. Any person interested in the purposes of the chapter is eligible for membership.

SECTION 2. There shall be three categories of membership. The first shall be members of the National Audubon Society, Inc. (hereinafter referred to as "NAS") only, the second shall be members of EAS only, and the third shall be members of both organizations.

SECTION 3. Annual dues of the membership shall be established as follows:

Section 3a. By the National Audubon Society, for membership in the National Audubon Society.

Section 3b. By the EAS Board of Directors, for membership in EAS.

SECTION 4. National Audubon Society members shall enjoy all the rights and privileges pertaining to members in the National Audubon Society. EAS members shall enjoy all the privileges pertaining to membership in the Chapter.

SECTION 5. Should renewal of EAS membership dues not be paid within two months after the time they are payable, after the member has been notified, that member shall be dropped from the rolls. NAS will set their own membership criteria.

ARTICLE III. LOCATION

The location of the principal place of business of this corporation shall be the city of Kirkland, County of King, State of Washington. The area of primary concern to this corporation shall include all of King County east and south of Kenmore on Lake Washington and east and north of Renton on Lake Washington, and all lands to the Pacific Crest Trail, east of Lake Washington.

ARTICLE IV. MEMBERSHIP MEETINGS

SECTION 1. Regular membership meetings shall be held at a time and place determined by the Board of Directors.

SECTION 2. The Election Meeting of the chapter shall be held in November for the election of any Executive Officers and Elected Committee Chairs whose terms of office expire at the end of that year.

SECTION 3. The Annual Meeting of the chapter for the Installation of Executive Officers and Elected Committee Chairs, and for review of progress made in the past year shall be in January.

SECTION 4. Special meetings may be called by the President, or pursuant to a resolution of the Board of Directors.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1. The control and conduct of the business of the chapter shall be vested in its Board of Directors. The Board of Directors is responsible for overall policy and direction of the Chapter. The Board shall delegate responsibility for day-to-day operations to the Chapter's Executive Director and committees. Each Board director shall have one vote and such voting may not be done by proxy. Fifty percent (50%) of the members of the Board of Directors shall constitute a quorum.

The Board of Directors shall consist of no fewer than 10 and no more than 20 members, and be comprised of the four Executive Officers, the immediate Past President, At Large Board Members and the Elected Chairs of standing committees. With Board approval, any position on the Board of Directors may be held jointly by two persons, each of whom will be a voting member of the Board.

The immediate Past President may serve as a voting Board member for one full year following expiration of term in office as Ex-Officio President. The Ex-Officio will declare his or her intention of serving on the Board as a voting member upon expiration of his or her term as President. More detailed job descriptions may be found in the Leadership Guide given to each Board member. The Board receives no compensation other than reasonable expenses.

SECTION 2. The Directors shall be elected for the term of two years by a simple majority of the voting members of the chapter, present and voting at the Election Meeting. The following will be elected to serve in even-numbered years: one At-Large Member, Conservation, Financial Development, Membership, Secretary and Treasurer. The following will be elected to serve in odd-numbered years: two At-Large Members, Birding, Communication, Education, President and Vice President.

SECTION 3. If, by reason of resignation or death, or for any other reason, vacancies exist whereby the Board of Directors does not have the full complement of Directors, the Board may proceed to elect a Director or Directors to fill such vacancies until the next Annual Meeting of members. When, for such purposes, a Director has been elected for less than a full term, the partial term shall be disregarded with respect to his or her qualification for re-election for additional consecutive terms.

SECTION 4. There shall be at least five regular meetings of the Board of Directors in

any one calendar year, and not more than one regular meeting in any one month. The dates of the regular meetings shall be determined by the newly elected Board at its first regular meeting following installation, and may be revised as necessary.

SECTION 5. Special meetings of the Board of Directors shall be called by the President or the Secretary, upon request of a majority of the Board. Notice of a special meeting may be given in person, by e-mail, or by telephone not less than three days prior to the date of the meeting.

SECTION 6. There will be an annual meeting of the Board of Directors for reviewing goals and planning for the upcoming year.

SECTION 7. Two consecutive absences from Board meetings may, at the President's discretion, result in elimination from office, unless caused by illness or by prior arrangement through an Executive Officer. A director may be removed when sufficient cause exists for such removal, as determined by three-fourths vote of the remaining directors.

ARTICLE VI. EXECUTIVE OFFICERS

SECTION 1. Executive Officers of the chapter shall be four: President, Vice President, Secretary and Treasurer.

SECTION 2. The four Executive Officers shall be elected to two year terms.

SECTION 3. The President shall preside at all meetings of the chapter and the Board of Directors, direct and administer all affairs of the chapter as its executive head, may appoint special committee chairs as needed, be a member ex-officio of all committees except the Nominating Committee, and represent the chapter at outside meetings and conferences.

SECTION 4. The Vice President shall assist the President in carrying out the latter's duties and assume these duties in the absence of the President.

SECTION 5. The Secretary shall keep a record of all the proceedings of the chapter and of the Board, and perform such other duties as the Board may direct, preserve all correspondence relating to the chapter, send proper notice of regular and special meetings, and help maintain the chapter files.

SECTION 6. The Treasurer shall oversee: all of the chapter's funds and securities; the payment of all bills; the deposit of all monies and securities; the preparation of monthly financial reports for the Board of Directors; present at the proper time all financial records and receipts for audit; and submit an annual budget to the Board of Directors.

ARTICLE VII. ELECTED COMMITTEE CHAIRS

SECTION 1. Standing Committee Chairs shall serve the membership for a two-year term. There are no terms limits for these committee chairs.

SECTION 2. Ad Hoc Committee Chairs will be appointed by the President and approved by a majority vote of the Board. Ad Hoc Committees shall keep a record of all their activities and projects, including any receipts and expenditures; shall present an annual written report to the Board of Directors at a Board meeting and regular reports to the membership, and shall submit articles to the newsletter on a regular basis.

SECTION 3. Each Committee Chair will have the right to select his or her own committee members, except the Nominating Committee Chair. Nominating Committee members are chosen in accordance with Article VIII of these Bylaws.

SECTION 4. Standing Committees shall keep a record of all their activities and projects, including any receipts and expenditures; shall present an annual report to the Board of Directors at a Board meetings and regular reports to the membership, and shall submit articles to the newsletter on a regular basis.

SECTION 5. Standing Committees and Responsibilities. . More detailed job descriptions may be found in the Leadership Guide given to each Committee Chair.

Section 5a. At-Large Member: A voting member of the Board of Directors who shall assist the Board in special projects.

Section 5b. Birding: Oversee and supervise the following committees: Field Trips, Adult Education, and Nature Walks. Ensure EAS' involvement in birding related activities and issues in our service area and that birding-related activities are available for our members.

Section 5c. Communication: Supervise and coordinate the following committees: Historian, Newsletter, Publicity, and Website. Ensure that all communications with membership and the public are presenting a consistent message following EAS' Mission Statement.

Section 5d. Conservation: Study and recommend action on local, state and national governmental policies and actions affecting wildlife and wildlife habitat, and endeavor to coordinate its actions with the wildlife policies and activities of the National Audubon Society. Coordinate Chapter's efforts in advocacy and citizen science. Supervise the following committees: Birds in the Balance, Restoration Projects, and the Conservation Advocacy Committee. Responsibility for Christmas Bird Count rests in this committee, but may be delegated.

Section 5e. Education: Supervise the development and maintenance of educational programs for youth, to further knowledge in the sciences and conservation. Act as a resource for further information on the natural world. Promote such other educational activities of the National Audubon Society, and of this Chapter, as the Board of Directors deems advantageous in furthering the Audubon cause. The Education Committee shall manage and maintain the Chapter library, and create and maintain educational displays. Supervise the following committees: Youth Education, Library, and Programs for Program Meetings.

Section 5f. Financial Development, with a primary function to raise money to support Chapter activities: Develop, initiate and coordinate fund raising events; research and apply for Board-approved grants, and pursue other fund raising methods. Fundraiser shall use standard accounting procedures to report income to the Treasurer. Fundraiser shall acquire Board approval for initiation and funding of money-making events; and record the success or failure of fund raising events for future reference. Fundraiser shall supervise the following Committees: Birdathon, Merchandising, and other short or long term committees created for the purpose of fund raising.

Section 5g. Membership: Is responsible for keeping accurate membership roster of members, preparing labels for newsletters; assisting Events Chair in organizing volunteers and materials for membership promotions; and providing membership lists as needed by the Board of Directors. Membership Chair will promote membership by working with the Board to advertise EAS in a variety of ways in the community, and shall supervise the following Committees: Events, and Volunteers.

ARTICLE VIII. DIRECTOR AND STAFF

SECTION 1. Executive Director. The Executive Director is hired by the Board. The Executive Director has day –to-day responsibility for the Chapter, including carrying out the Chapter’s goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of the Chapter, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

ARTICLE IX. FISCAL MATTERS

SECTION 1. The fiscal year shall be from January 1 to December 31.

SECTION 2. Financial records of the chapter shall be maintained by the Treasurer and shall at all times be accessible to the Board of Directors for systematic review or auditing as required by the Bylaws and/or the discretion of the Board of Directors.

SECTION 3. Separate accounts shall be established as needed by the Board of Directors to carry out the purposes and programs of the chapter as set forth in the Articles of Incorporation.

SECTION 4. The bank accounts of the corporation shall be in the name of the Eastside Audubon Society, Inc. Withdrawals shall be over the signatures of Executive Director, or the Executive Director and the Treasurer, or the Executive Director and either the President, the Vice President or the Secretary.

SECTION 5. Single-item expenditures over \$300.00, excluding monthly operational expenditures, shall have advance approval of the Board of Directors.

ARTICLE X. NOMINATIONS, ELECTIONS, AND INSTALLATIONS

SECTION 1. A Nominating Committee shall consist of three (3) members. The Committee shall be selected by the Board of Directors at its June or July meeting.

SECTION 2. The Nominating Committee Chair will be a member of the Board of Directors, usually the Vice President. The remaining members may or may not be on the Board.

SECTION 3. The Nominating Committee shall prepare a slate of candidates to succeed those whose terms expire.

SECTION 4. The Nominating Committee report shall be presented at the September general meeting, at which time nominations will be accepted from the membership, subject to prior consent of the nominee. The total slate will be published in the October issue of the chapter newsletter. New Executive Officers and Elected Committee Chairs will be decided by secret ballot, or, if all candidates are unopposed, the slate must be read aloud before an oral vote of members present at the November membership meeting.

SECTION 5. The Nominating Committee shall serve as an election team to conduct the election by ballot or oral vote, and report the results to the general membership at the November membership meeting.

SECTION 6. Executive Officers and Elected Committee Chairs shall assume their active duties beginning in January, and will be installed at the Annual Meeting in January. The retiring President shall be the installing officer in the years when the President is changed, and the President will install the elected candidates in alternate years. In years when the same President is re-elected, the President shall be sworn in by the Secretary, Treasurer or Vice-President.

ARTICLE XI. COMMITMENTS

SECTION 1. The Board of Directors of this chapter shall not enter into any commitments binding on the National Audubon Society without authorization from the latter. In like manner, the National Audubon Society shall make no commitments binding on this chapter without its consent.

SECTION 2. The Eastside Audubon Society Board of Directors will draft and/or vote on all public statements dealing with issues pertinent to the goals of the chapter, both local and national, unless prior consent has been given by the President. No member may speak on behalf of the chapter unless authorized to do so in the above manner.

SECTION 3. Should a situation arise in which action is required before a regular meeting is held, the President shall call a special meeting of the Board of Directors or shall contact the Executive Officers for their approval. However, in cases of emergency, the President may have discretionary power to act.

ARTICLE XII. DISCONTINUANCE

This chapter reserves the right to terminate its chapter status on six- (6-) months' notice, given in writing to the National Audubon Society, Inc., in which case all allocation of dues by the National Audubon Society will cease at expiration of the six- (6-) month period. This chapter recognizes the right of the National Audubon Society to terminate the chapter relationship on six- (6-) months' notice given by it to this chapter, in which case the NAS members of this chapter shall continue as members of the National Audubon Society for the balance of the term for which dues are paid.

ARTICLE XIII. DISSOLUTION OF CORPORATION

The corporation may be dissolved only in the manner and means provided for in the laws of the State of Washington, as set forth in the Articles of Incorporation of the Eastside Audubon Society.

ARTICLE XIV. AMENDMENTS

SECTION 1. These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors.

SECTION 2. The proposed amendments and/or changes must also be submitted in writing through publication in the chapter newsletter or on the website to all the members of the chapter at least two weeks before the meeting at which any changes are to be considered.

SECTION 3. Amendments to these Bylaws require a two-thirds majority vote of Chapter members present and voting at such Membership meeting.

SECTION 4. No amendments to these Bylaws will be considered that would change the intended goals of preservation of wildlife and its habitat as the primary focus of conservation issues to be addressed by this chapter.

ARTICLE XV. AUTHORITY

Roberts Rules of Order, Revised shall be used as a guide to govern parliamentary procedures of the chapter.