

Vashon-Maury Island Audubon Society

CONSTITUTION

ARTICLE I

NAME

This organization shall be known as the Vashon-Maury Island Audubon Society (hereinafter called VMIAS).

ARTICLE II

PURPOSE

The mission of VMIAS is to enjoy, learn about, and preserve the diverse bird life and natural habitats of these islands and beyond. To accomplish this mission, VMIAS shall provide educational programs and activities that foster an appreciation and understanding of the natural world, that promote a conservation ethic, that are science-based, and that empower the island community. Further, VMIAS shall engage with the NATIONAL AUDUBON SOCIETY, Washington Audubon, and local Chapters as opportunities arise to accomplish the above goals as far as practical and useful to the purpose of VMIAS.

VMIAS 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 shareholder or individual. The property, assets, profits and net income of VMIAS are irrevocably dedicated to charitable purposes. No part of the property, assets, profits or net income of VMIAS shall ever inure to the benefit of any Director, Officer or member thereof, or to the benefit of any private shareholder or individual. Upon the dissolution, or upon abandonment, the assets of VMIAS remaining after payment of, or provision for, all debts and liabilities of VMIAS, shall be donated to an organization that is organized and operated exclusively for one or more of the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax laws, such organization to be selected by the VMIAS Board then in office.

Neither VMIAS, Washington Audubon, nor the NATIONAL AUDUBON SOCIETY shall enter into any commitment binding on the other without written authorization to do so.

BYLAWS

ARTICLE I

MEMBERSHIP

Section 1. Any person interested in the purposes and objectives of VMIAS is eligible to apply for membership.

Section 2. The classes of membership shall be VMIAS Chapter and lifetime. Membership in the NATIONAL AUDUBON SOCIETY is a separate membership, and the NATIONAL AUDUBON SOCIETY shall determine its governance.

Section 3. The VMIAS Board shall establish the VMIAS Chapter's membership dues.

Section 4. All members of VMIAS shall enjoy all the rights and privileges of the Chapter.

Section 5. Each member shall have the right to cast one vote at the annual meeting and at any regular or special meeting of members on any motion that may be properly brought before such meeting, including the election of Officers and Directors. Local memberships extend to all members of a household 16 years of age or older, each of whom is entitled to one vote, on any local VMIAS motion or in any VMIAS election.

Section 6. Membership dues shall be payable at the time of application and thereafter when the membership is up for renewal.

Section 7. Should renewal of membership dues not be paid by the due date, a member is in default and shall be dropped from the active rolls. Inactive rolls may be maintained by VMIAS for the period deemed useful by the VMIAS Board.

Section 8. The NATIONAL AUDUBON SOCIETY shall establish its membership requirements, dues, and duration for its roster of members. VMIAS shall fulfill the policies that guide NATIONAL AUDUBON concerning shared and separate membership as outlined in the Audubon Chapter Policy document (May 17, 2014).

ARTICLE II

MEETINGS

Section 1. Regular meetings of members shall be held not fewer than five times in any calendar year.

Section 2. The annual meeting of members shall be held by the last day of July each year.

Section 3. Notice of the annual meeting, special meetings, and regular meetings, at which VMIAS business is to be transacted, shall be given not less than ten (10) days nor more than fifty (50) days before the date of the meeting. Notice is directed to the roster of VMIAS membership. Such notice is delivered in accord with the member's preference as stated on the member's VMIAS membership form. The notice shall be sent to the member's mailing address through the US Mail with postage thereon prepaid, or alternatively, the notice shall be sent to the member's email address or other commonly used electronic methods directed to the individual's address. To request a change of the address or method of transmittal, the member shall submit in writing a request to the Membership Chair of VMIAS.

Section 4. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.

Section 5. The lesser of either one-tenth (1/10) of all voting members or 100 voting members shall constitute a quorum at any meeting of members at which VMIAS business is to be conducted. The members may be present in person or by proxy.

ARTICLE III

BOARD OF DIRECTORS

Section 1. The control and conduct of the business of VMIAS shall be vested in its Board of Directors. The Board shall include the elected Directors of VMIAS, which include the President, Vice-President, Secretary, Treasurer, and At-large Directors and may include, if elected to the positions, the chairpersons of Standing Committees. The Board shall determine the number of At-large Directors.

Section 2. All Directors shall be elected for a term of one (1) year except the President and Treasurer, which shall be elected for a term of two (2) years. Directors shall be elected by a plurality of a quorum of the voting members of VMIAS present, in person or by proxy, at the annual meeting of members.

Section 3. If by reason of resignation or death, or for any other reason, vacancies exist whereby the Board does not have the full complement of Directors, the Board may proceed to elect a Director or Directors to fill such vacancies and the Director or Directors so elected shall serve until the next annual meeting of members.

Section 4. There shall be at least five regular meetings of the Board of Directors in any one calendar year, not more than one regular meeting in any one month. The dates for the regular meetings shall be determined by the Board at its first regular meeting following the annual meeting of members.

Section 5. Special meetings of the Board shall be called by the President, or by the Secretary upon request of the majority of the Board. Notice of a special meeting may be given in person or by telephone or other forms of electronic communication not less than three (3) nor more than twenty (20) days prior to the meeting, or if by mail, not less than ten (10) nor more than twenty (20) days prior to the date of the meeting.

Section 6. A majority of the Board shall constitute a quorum at any meeting of the Board provided such quorum includes at least two of the elected Officers, at least one of which must be either the President or the Vice President.

Section 7. The President or, in his/her absence, the Vice President, shall act as Chairperson at any meeting of the Board.

ARTICLE IV

OFFICERS

Section 1. The Officers of VMIAS shall be a President, a Vice President, a Secretary, and a Treasurer, and such other Officers as may be determined by the Board of Directors.

Section 2. The President shall hold office for a two (2) year term. The Treasurer shall serve for a two (2) year term. The Vice President and Secretary shall serve for one (1) year terms.

Section 3. The Officers shall be elected for their respective terms by a plurality of a quorum of the voting members of VMIAS present, in person or by proxy, at the annual meeting of members.

Section 4. If by reason of resignation or death, or for any other reason, an office shall become vacant, the Board may proceed to elect by majority vote, such Officer to fill the vacancy and the Officer so elected shall serve until the next annual meeting of members.

Section 5. The President shall direct and administer the affairs of VMIAS as its executive head and shall supervise all phases of its activities, subject to instructions by the Board. He/she shall also be an ex-officio member of all committees. He/she shall preside at all meetings of members and the Board. He/she shall ensure that an annual report is prepared on the activities of VMIAS along with a proposed plan for the coming year for distribution to the members at the annual meeting of the members and shall forward a copy of each report to the NATIONAL AUDUBON SOCIETY.

Section 6. The Vice President shall assist the President to carry out his/her duties and, in the absence of the President, the Vice President shall direct and administer the affairs of VMIAS and supervise all phases of its activities, subject to instructions by the Board, and shall preside at meetings of the members and of the Board in turn, at their discretion.

Section 7. The Secretary shall keep a record of all proceedings of VMIAS and of the Board of Directors. He/she shall preserve the logo of VMIAS and shall provide copies for purposes approved by the Board. The Secretary shall conduct all the correspondence of VMIAS except such correspondence as, by instructions of the Board or at the discretion of the President, shall be conducted by another Director of VMIAS. The Secretary shall receive and preserve all correspondence and minutes of VMIAS.

Section 8. The Treasurer shall have custody of VMIAS's funds. He/she shall disburse such funds as may be ordered by the Board. The Treasurer shall report to the Board of Directors at its regular meetings or as requested. He/she shall prepare an annual report on the financial condition of VMIAS along with proposed budget for the coming year for distribution to the members at the annual meeting of members and shall forward a copy of each report to the NATIONAL AUDUBON SOCIETY.

Section 9. All checks and drafts of VMIAS may be signed by the Treasurer, the President or any other authorized Officer. At least two Officers shall be authorized as signatories at all times.

ARTICLE V

COMMITTEES

Section 1. The President, with the approval of the Board of Directors, shall appoint chairpersons of Standing Committees, who, in turn, may solicit volunteers for their own committee members with recommendations and suggestions from the Board. Terms of office shall be for one (1) year, or until their successors are appointed without limitation as to consecutive terms.

Section 2. The President, with the approval of the Board of Directors, may appoint Special or Task Force Committees whose terms of office will be determined by the length of the assignment to be done.

Section 3. If the chair of the Standing Committee is not an elected member of the Board of Directors, that person shall report to the President of the Board of Directors two weeks prior to

the regular meeting of the Board of Directors or as requested. If the head of a Subcommittee is not an elected member of the Board of Directors, that person shall report to the Standing Committee Director overseeing the Subcommittee. If requested to attend a regular Board meeting for purposes of policy discussions or updates, the non-Board chair shall comply to the best of his/her ability.

Section 4. The Standing Committees may be as follows and may include such other committees as may be constituted by the Board of Directors to carry out the functions of VMIAS.

COMMUNICATION COMMITTEE

The Communication Committee shall oversee the dissemination of information to the VMIAS membership and islanders that promotes upcoming programs, that transmits VMIAS Chapter business, that concerns conservation and ecology, or that delivers other content as directed by the Board of Directors. The Communication Committee Chair shall oversee the content of the communications and the volunteers who produce the methods of communication, such as newsletter, electronic communication, and future forms of electronic or other future forms of communication. The Newsletter Subcommittee shall publish, at least five (5) times a year, a bulletin or newsletter for the members of VMIAS.

CONSERVATION COMMITTEE

The Conservation Committee shall keep VMIAS informed of governmental policies and actions affecting the natural environment and conservation of natural resources. It shall draft and recommend VMIAS's conservation policy to the Board of Directors and carry out that policy as approved by the Board.

EDUCATION COMMITTEE

The Education Committee shall offer classes for the public, for school classes, and other interested groups. It shall, through these and other means, inform and educate the public about the natural environment.

FIELD TRIP COMMITTEE

The Field Trip Committee shall plan, organize, and arrange for the proper conduct of field trips that may be participated in by members of VMIAS and others interested in the purposes and aims of VMIAS.

MEMBERSHIP COMMITTEE

The Membership Committee shall keep VMIAS's membership record, shall conduct all correspondence related to new and renewal memberships, and shall conduct membership campaigns to enroll new members. It shall endeavor to retain those members who have become delinquent in the payment of their dues. Whenever possible a Membership Committee comprised of more than one individual should be formed; the work of the Committee should be shared among its members.

The Membership Committee shall maintain close contact with the Membership Department of the NATIONAL AUDUBON SOCIETY. The definition of a NATIONAL AUDUBON SOCIETY

member and the relationship between Chapter members and NATIONAL AUDUBON SOCIETY members are set forth by the NATIONAL AUDUBON SOCIETY's Membership Policy (December 9, 2001).

NOMINATING COMMITTEE

The Nominating Committee shall recruit candidates for the board, publicize the annual election, prepare the ballot, and conduct the annual election at the annual membership meeting.

PROGRAM COMMITTEE

The Program Committee shall make all plans and arrangements for lectures, discussions, and such other events as may promote interest in and appreciation of conservation, ecology and natural history.

ARTICLE VI

PROBATION AND DISCONTINUANCE

The relationship between this Chapter and the NATIONAL AUDUBON SOCIETY shall be governed by the NATIONAL AUDUBON SOCIETY Chapter Policy (May 17, 2014). VMIAS may terminate its status as a Chapter of the NATIONAL AUDUBON SOCIETY, and the NATIONAL AUDUBON SOCIETY may terminate the status of VMIAS as a Chapter of the NATIONAL AUDUBON SOCIETY, pursuant to procedures set forth in this Chapter Policy.

ARTICLE VII

AMENDMENTS

The Constitution and Bylaws may be amended by a majority vote of a quorum of members present, in person or by proxy, at a regular or special meeting of members duly called pursuant to the provisions of ARTICLE II hereinabove. The notice of such meeting shall recite the wording of each proposed amendment.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

In procedural matters not covered by these Bylaws, Robert's Rules of Order shall govern.

ARTICLE IX

CONSTRUCTION

This Constitution and Bylaws shall be construed under the laws of the State of Washington.

Revised 4/20/17