

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

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 and 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.

BY-LAWS

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 of VMIAS shall be National Audubon Society membership, local Vashon-Maury Island Audubon Society membership, and Life membership. NAS membership automatically includes local VMIAS membership.

Section 3. The membership dues shall be as established by the NATIONAL SOCIETY for NAS and Life memberships, and as established by the VMIAS board for the local VMIAS memberships.

Section 4. All NAS and Life members of VMIAS shall enjoy all the rights and privileges accorded the members of both this and the NATIONAL SOCIETY. All local members shall enjoy only the rights and privileges accorded to members of the local 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 and 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 yearly thereafter. In the case of Life members, due shall be paid in full in one sum, except as may be provided otherwise in the By-laws of the NATIONAL SOCIETY.

Section 7. Should renewal of membership dues not be paid by the due date, a member so in default shall be dropped forthwith from the active rolls. Inactive rolls may be maintained by VMIAS for a period of one year.

ARTICLE II

MEETINGS

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

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 thirty (30) days nor more than *sixty (60)* before the date of the meeting. Such notice is given when deposited in the United States mail, with postage thereon prepaid, and directed to the member at his address as it appears on the record of members or at such other address as he may request in writing to the Secretary of VMIAS. Notice of such meetings may be published in the VMIAS newsletter or other regular publication, provided such publication is mailed according to the provisions stated above.

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 officers of VMIAS and the chairpersons of standing committees.

Section 2. The Directors shall be elected for the term of one year, or until the following annual meeting, whichever comes first, by a plurality 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 has not 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 not less than three (3) nor more than ten (10) 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, either one being 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-year term, or until his/her successor is elected. The Vice President shall serve for one (1) year term, or until his/her successor is elected. The Secretary and Treasurer shall serve for one (1) year terms.

Section 3. The Officers shall be elected for their respective terms by a plurality 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 members and shall forward a copy of each report to the NATIONAL 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 Presidents 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 officer of VMIAS. The Secretary shall preserve all correspondence 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 SOCIETY.

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

ARTICLES 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. 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 the SOCIETY.

CONSERVATION COMMITTEE

The Conservation Committee shall keep VMIAS informed 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 interest in the purposes and aims of VMIAS.

MEMBERSHIP COMMITTEE

The Membership Committee shall maintain close contact with the Membership Department of the NATIONAL SOCIETY. It shall VMIAS's membership records 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.

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 the regular meetings, except for matters relating to- VMIAS business that may be transacted at such meetings. The Committee shall make arrangements for lectures, discussions, and such other events as may promote interest in and appreciation of conservation, ecology and natural history.

NEWSLETTER COMMITTEE

The Newsletter Committee shall publish, at least six (6) times a year, a bulletin or newsletter for the members of VMIAS.

PUBLICITY COMMITTEE

The Publicity Committee shall publicize, through newspapers, radio, TV and other publicity media, the purposes, aims and programs of VMIAS.

ARTICLE VI

COMMITMENTS

VMIAS shall not enter into any commitments binding upon the NATIONAL SOCIETY without written authorization by the NATIONAL SOCIETY, nor shall the NATIONAL SOCIETY, without written authorization by VMIAS, enter into any commitments upon this Society.

ARTICLE VII

DISCONTINUANCE

VMIAS may terminate its status as a chapter of the NATIONAL SOCIETY, and the NATIONAL SOCIETY may terminate the status of this SOCIETY as a chapter of the NATIONAL SOCIETY,

pursuant to procedures set forth in the 2001 Audubon Chapter Policy adopted by the NATIONAL SOCIETY's Board of Directors on December 8, 2001.

ARTICLE VIII

AMENDMENTS

The Constitution and By-Laws may be amended by a majority vote of members present in person, or by proxy, at any regular or special meeting of members duly called pursuant to the provisions of ARTICLE II, Section 4 hereinabove. The notice of such meeting shall recite the wording of each proposed amendment.

ARTICLE IX

PARLIAMENTARY AUTHORITY

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

ARTICLE X

CONSTRUCTION

This Constitution and By-Laws shall be construed under the laws of the State of Washington.

Revised 7/30