

SEATTLE AUDUBON BYLAWS

Adopted by Seattle Audubon Membership at the June 15, 2017 Member Meeting, proposed amendments were approved by the Board in April and May 2017.

ARTICLE I - NAME

The name of the nonprofit corporation shall be SEATTLE AUDUBON SOCIETY, referred to herein as "the Society."

ARTICLE II – MISSION AND VALUES

Seattle Audubon Society leads a local community in appreciating, learning about, and protecting birds and their natural habitats.

Values

1. Birds are transformative.
2. Seattle Audubon has the capacity to build community in a way that no other conservation organizations do (through birds and birding activities).
3. We increase our ability to reach our goals by partnering with other organizations that share our values and goals.
4. To be successful, the Seattle Audubon Society must be staff-run and volunteer-powered.

ARTICLE III – MEMBERS

Section 1: Any person interested in the purposes of the Society is eligible for membership. Membership is established by paying the membership dues to Seattle Audubon, which shall be set by the Board of Directors.

Section 2: Initial membership dues shall be paid at the time of application for membership. Membership shall be effective for one year from the date initial dues are paid, and may be renewed annually. If renewal dues are not paid within three (3) months of being due, that membership shall be terminated. Full payment of dues will reinstate the membership and establish a new anniversary and renewal date of one year from the date of reinstatement.

Section 3: Members of the Society enjoy certain rights and privileges. Persons who belong only to the National Audubon Society may be granted some of those rights and privileges, as directed by the Board of Directors.

ARTICLE IV – MEMBER MEETINGS

Section 1: Meetings of the members shall be held a minimum of four times per year, including the Annual Meeting, unless otherwise directed by the Board of Directors. The members' Annual Meeting shall be held in May or June unless otherwise directed by the Board of Directors.

Section 2: Special meetings of the members may be called by the President of the Board of Directors, or pursuant to resolution of the Board of Directors. At least ten days' notice of such special meeting, stating the purposes thereof, shall be given to the membership.

Section 3: Twenty-five members shall constitute a quorum for the transaction of business at any duly-called meeting of members.

ARTICLE V - BOARD OF DIRECTORS

Section 1: The power and duty to control the property of, to conduct Society's business, and to determine policies of the Society shall be vested in a Board of Directors. Members of the Board of Directors are referred to herein as "Directors" or "Director."

Section 2: The Board of Directors shall provide general guidance and explicit policy directions to the Executive Director in order to achieve the Goals and Objectives of the Society. The Board will review the performance of the Executive Director at least annually.

Section 3: There shall be no fewer than 11 and not more than 17 Directors, including the elected officers. All Directors shall be members of the Society in good standing. Directors shall serve without pay.

Section 4: The Board of Directors shall hold regular meetings at least six times a year, with at least one meeting per quarter. A Director shall not participate in or be present for any Board of Director discussion on a motion to vote or a vote on a matter in which that Director has an interest other than as stated in Article V, Sections 1 or 2.

Section 5: The Governance Committee (see Article VI, Section 5) shall recommend new, renewing, and returning candidates or the Board of Directors to the Board, and the Board shall elect Directors by a simple majority vote. Society members may make suggestions to the

Committee for Board of Directors membership.

Section 6: Director's term shall be three years. A maximum of two consecutive three-year terms may be served. There shall be at least a one-year break in service after two consecutive three-year terms are served before a Director is eligible to reapply for election to a new term.

Section 7: A Director may be removed from the Board of Directors by a two-thirds majority vote of the Board of Directors for any reason that supports the effective governance of the Society including but not limited to failure to attend meetings, undisclosed conflict of interest, unlawful conduct, failure to follow the Board of Director's code of conduct, unacceptable behavior by the Director in interactions with members, staff, or other Directors.

Section 8: Special meetings of the Board of Directors may be called by the President or by any five or more Directors. At least five days' notice of any special meeting shall be given to each Director by U.S. mail, in person, by telephone, or by electronic mail.

Section 9: A majority of the total number of Directors shall constitute a quorum for the conduct of any business. In the absence of a quorum no formal action may be taken by the Directors. A majority of the Directors present at a meeting at which a quorum is present shall be sufficient for an act of the Board, unless a greater number is required by law. A Board vote may be conducted in any manner that is consistent with the laws of Washington State.

Section 10: The Board of Directors shall at all times have an Executive Committee consisting of the elected officers of the Society as described below in Article VI, and may include the Immediate Past President.

The Executive Committee shall

- a. Nominate and the Board of Directors shall approve volunteer Chairs of Program Committees to serve for at most two consecutive three-year terms:
- b. Approve the appointment by the Executive Director of staff Managers to serve on the Program Committees;
- c. Nominate and the Board of Directors shall approve volunteer Chairs of Standing Committees (except Governance and Finance) to serve for at most two consecutive three-year terms. Governance and Finance are chaired by the Vice-President and

- the Treasurer, respectively (see Article VI, section 4)
- d. Approve all volunteer Chairs of special and *ad hoc* committees nominated by the President.

The Executive Committee shall carry out additional instructions as set forth by the Board of Directors and shall also act on matters of emergency between Board meetings in the event that immediate action is required and calling a special meeting is impractical, impossible, or inadequate. All actions of the Executive Committee shall be made in good faith and shall be reported to the full Board at the next Board meeting.

ARTICLE VI – BOARD OFFICERS

Section 1: The officers of the Society shall be President, Vice-President, Secretary, and Treasurer. All officers shall be Directors.

Section 2: The election of officers shall take place at the Annual Meeting of the members. Officers shall assume office at the start of the fiscal year. The President shall not hold office for more than one two-year term, whereas Vice-President, Secretary, and Treasurer shall not hold office for more than two two-year terms. In the event of a vacancy in an elective office, the Board of Directors will appoint a person to fill the un-expired term.

Section 3: The Governance Committee (see Article VI, section 5) shall prepare a slate of one or more candidates for each office of the Society. The slate shall be published in the Society's newsletter that precedes the Annual Meeting, regardless of whether that newsletter is sent electronically and/or via U.S. Mail, along with contact information for one or more representatives of the Committee so that Society members may make further nominations directly to the Committee.

Also, if possible, the slate shall also be announced at the members' meeting that precedes the Annual Meeting, and members may also make further nominations from the floor at that meeting. Any nomination requires that the consent of the proposed nominee has been obtained. Nominations shall close at the adjournment of the members' meeting that precedes the Annual Meeting or within ten days after the publication of the Society's newsletter that precedes the Annual Meeting, whichever occurs later. In the event there is no contest, the slate of candidates, as presented by the Governance Committee, shall be accepted *in toto*.

Section 4: The duties of each of the Officers shall be:

a. President

The President shall preside at all meetings of the Board of Directors and shall supervise all aspects of the Society's work, subject to instructions of the Board.

b. Vice-President

The Vice-President shall preside at all meetings in the absence of the President and otherwise shall assist the President in the carrying out of the President's duties. The Vice-President shall chair the Governance Committee.

c. Secretary

The Secretary shall create and maintain (at the Society's offices) an electronic record of all meeting minutes of the Board of Directors and shall ensure that the default parliamentary rules (Robert's Rules of Order, as described in Article XI) are followed during all meetings of the Board of Directors. An electronic or paper record of the minutes of the Board's meeting shall be provided to the Board one week before the next Board meeting.

d. Treasurer

The Treasurer will assist the Society's Executive Director and accounting staff in all financial matters, including responsible record keeping, fund disbursement, and financial reporting in accordance with the Board's direction and Society policies. The Treasurer will work with the Executive Director and accounting staff in preparing financial reports.

The Treasurer shall make a financial report at Board meetings and at least annually to the membership at a meeting of the members. The Treasurer is responsible for submitting the Annual Budget for the Society based on Executive Committee guidelines and suggestions, for approval by the Board.

The Treasurer shall be assisted by a Finance Committee, which shall be chaired by the Treasurer, subject to the President's approval. Persons authorized to make financial transactions on behalf of the Society shall be approved by the Board.

ARTICLE VII – EXECUTIVE DIRECTOR

Section 1: The Executive Director (E.D.) will be appointed after a search has been conducted and a candidate presented for selection by the Board.

Section 2: The E.D. shall be generally knowledgeable in the disciplines and activities of Program Committees, finance, communication, funding, and personnel. The E.D. reports to the Board and receives his/her annual performance evaluation from the President.

Section 3: The E.D. hires and guides the staff, directs day-to-day operations, and longer-term activities that support the goals and objectives of the Society.

Section 4: The E.D. conducts (or instructs staff managers to conduct) written annual evaluations for each staff member under his/her supervision.

Section 5: The E.D. submits to the Board for the forthcoming fiscal year, the priorities and intended outcomes to advance the Society's strategic plan, and provides regular progress updates at regular Board meetings or as required. The Treasurer and E.D. submit a detailed annual proposed budget to the Board for the forthcoming financial year and submit financial reports at regular Board meetings or as required.

ARTICLE VIII – STAFF

Professional staff are hired to work with program committees and to advance the Society's approved strategic and financial plan. Staff members shall be responsible for developing and directing volunteer personnel in the execution of projects and activities. They report directly to the E.D., who provides guidance, approval, and supervision.

ARTICLE IX – STANDING, PROGRAM AND AD HOC COMMITTEES

Section 1: The Standing Committees and their functions shall be as follows:

A. Development: It shall be the duty of the Development Committee to advise and assist the Board in raising funds for the use of the Society and in cultivating and maintaining relationships with donors. The committee will be staffed by the Development Director.

B. Finance: It shall be the duty of the Finance Committee to provide information and recommendations to the Board of Directors regarding the Society's finances, and to facilitate and ensure the review of the books and accounting systems of the Society. The Finance Committee shall also ensure that an annual review is performed by a certified professional auditor. The committee will be staffed by the Executive Director and accounting staff person.

C. Messaging and Branding: It shall be the duty of the Messaging and Branding Committee to provide thought leadership, guidance and oversight to the Board of Directors regarding the Society's public image and brand perception. The Messaging and Branding Committee shall also ensure that the Society's usage of branded assets such as logos and external-facing communication meet the ethical and professional standards consistent with the Audubon brand and value.

D. Personnel: It shall be the duty of the Personnel Committee to conduct an annual evaluation of the Executive Director, to provide guidance on personnel policies, and to consult with Executive Director and President when personnel problems arise.

E. Governance: It shall be the duty of the Governance Committee to i) periodically review and recommend new or modified policies and practices to enhance the quality and viability of the Society's Board of Directors, ii) recommend new Board candidates for approval by the Board, consistent with Article V, section 5, iii) prepare an officer slate of candidates, consistent with Article VI, section 3; iv) develop and oversee Board orientation and evaluation. The Society's Vice-President shall chair the Governance Committee (see Article VI, section 4b).

Section 2: The Program Committees and their functions shall be as follows:

A. Conservation: It shall be the duty of the Conservation Committee to keep informed on local, regional, state, and national legislative and governmental administrative matters and on private actions affecting the conservation of wildlife, plants and their habitats. The Committee advises the Board of Directors and the members of its findings, and acts for the Board and members in presenting the views of the Society to agencies, individuals, and the public on such matters. Conservation staff and committee members will identify potential partners, including Audubon Washington and National Audubon Society. The Conservation Manager will staff the committee.

B. Education: It shall be the duty of the Education Committee to promote and support educational activities and programs conducted by the Society. The Education Manager will staff the committee.

C. Science: It shall be the duty of the Science Committee to work cooperatively with other regional organizations and agencies to improve scientific knowledge of birds and their habitats. The Science Manager will staff the committee.

Section 3: Committee governance shall be as follows: Committee Chairs are nominated and approved according to Article V, Section 10. With respect to their Committees, Committee Chairs are bound by the same provisions as the Board of Directors regarding removal (Article V, Section 7) and recusal (Article V, Section 4).

- A. Each Standing and Program Committee shall have a Vice-Chair, who shall be included as a candidate to replace the Chair when that vacancy occurs.
- B. Standing and Program Committee members and Vice-Chairs shall be appointed by the Committee Chair, who shall consider input from the Executive Director and President (in the case of Standing Committees) and from the Executive Director and Program Staff Manager (in the case of Program Committees). Ad Hoc or Special Committee members shall be appointed by the relevant Committee Chair and President. All Chairs shall provide a list of current Committee members to the Executive Director and Board of Directors.
- C. All Program and Standing Committees shall have a charter, which is drafted and updated as needed within two months of the start of each fiscal year by the Committee, and which is approved by the Board. All Program and Standing Committees may form subcommittees, without input or approval from the Executive Committee or Board, to further the Committee's charter or priorities.
- D. All Program and Standing Committees shall determine their priorities within two months of the start of each fiscal year. Priorities shall be within the scope of the relevant committee's charter, and shall support the Society's priorities and budget as approved by the Board of Directors. The relevant Committee Chair shall provide an informational copy of priorities to the

Board of Directors, which shall require revisions only if not aligned with the relevant Committee charter or the Society's priorities and budget.

ARTICLE X - MARTIN MILLER COMMITTEE

Section 1:

It shall be the duty of the Finance Committee to administer the "Martin Miller Wildlife Sanctuary Fund" in accordance with the terms of the Last Will and Testament of Martin B. Miller, dated December 18, 1985, and with applicable court orders.

The Martin Miller Wildlife Sanctuary Fund shall consist of the funds received from the Martin Miller estate for the sole purpose of, and restricted to, providing earnings to acquire habitats to be protected in perpetuity for plants, animals, birds and fish and their ecosystems.

Section 2: It shall be the duty of the Martin Miller Habitat Selection Committee to manage the Martin Miller Wildlife Sanctuary Fund by: (1) Establishing criteria for, (2) developing a project proposal format for, and (3) recommending distribution of earnings from the Martin Miller Wildlife Sanctuary Fund. This committee shall have a minimum of seven members selected by the Board of Directors for their expert ability to select habitat projects. All meetings of this committee shall be announced and open to Society members.

ARTICLE XI - PARLIAMENTARY AUTHORITY

In matters not covered by these By-laws, and in conducting meetings, the current edition of Robert's Rules of Order shall govern.

ARTICLE XII – CHANGES AND AMENDMENTS TO BY LAWS

Amendments to the Society's By-laws may be proposed by a majority of the Board of Directors. Notice of any proposed amendments shall be given to the members at least twenty (20) days before the next members' meeting or a special meeting of the members. Such proposed amendments shall be acted upon at the following members' meeting. Amendments shall be adopted by the affirmative vote of two-thirds (2/3) of the Society's members present, provided they constitute a quorum.

ARTICLE XIII - INDEMNIFICATION

To the full extent permitted by law, the Seattle Audubon Society shall indemnify any person who was or is 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 right of the Seattle Audubon Society or otherwise) by reason of the fact that he/she is or was a Director or Officer of the Seattle Audubon Society, or is or was serving at the request of the Seattle Audubon Society as a Director or Officer of another corporation, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement of any action, suit or proceeding; and the Board may, at any time, approve indemnification of any person which the Seattle Audubon Society has power to indemnify under the Washington Non-profit Corporation Act.

However, this indemnification provision shall not apply to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or 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 by-law agreement, vote of the Board of Directors, or as a matter of law or by contract, or otherwise.

ARTICLE XIV – FISCAL YEAR

The Society's fiscal year shall run from July 1 to June 30th of the following year.

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