

CONSTITUTION AND BYLAWS - SHASTA BIRDING SOCIETY (2024)

Formerly known as the Wintu Audubon Society

As Amended January-September 2024

CONSTITUTION

ARTICLE I: NAME

This organization shall be known as SHASTA BIRDING SOCIETY.

ARTICLE II: MISSION

The mission of the Shasta Birding Society is to promote enjoyment, conservation, and restoration of natural ecosystems, focusing on birds, other wildlife, and their habitats for the benefit of humanity and the earth's biological diversity.

ARTICLE III: PURPOSE

Section 1. The purpose and objectives of this Chapter shall be to engage in any such educational, scientific, investigative, literary, historical, philanthropic, and charitable pursuits as may be part of the stated purposes of the National Audubon Society, of which this organization shall function as a Chapter.

Section 2. This Chapter 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 the Chapter are irrevocably dedicated to charitable purposes and no part of the property, assets, profits, or net income of this Chapter 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 the Chapter remaining after payment of or provision for all debts and liabilities of the Chapter, shall be donated to National Audubon Society, Inc. or its successor or, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objectives and purposes as this Chapter, as the Board of Directors of this Chapter may designate, subject to the order of a Court as provided by law. Provided that none such assets shall be donated to any organization or other than one organized and operated exclusively for charitable purposes as presently set forth in Section 501 (c) 3 of the Internal Revenue Code.

Section 3. No substantial part of the Chapter's activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Chapter participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

BY-LAWS

ARTICLE I: MEMBERSHIP

Section 1. Any person interested in the purpose of the Society is eligible for membership. Individuals who are members of the National Audubon Society will be members of Shasta Birding Society unless they decline membership.

Section 2. Dues of members shall be set by the Board of Directors, which may establish dues as consisting of a contribution at any level, in-kind and/or financial.

Section 3. Membership in the Shasta Birding Society confers rights and privileges for the conduct of Chapter activities/business only. Membership shall entitle individuals to vote on Chapter elections and any changes in the By-Laws or Constitution. Chapter business shall be conducted by the duly elected Board of Directors.

ARTICLE II: MEETINGS

Section 1. Membership meetings of Shasta Birding Society shall be held monthly from September through June, or as called by the Board of Directors.

Section 2. The Annual Membership Business Meeting of the Chapter shall be held in May, at which time new officers shall be elected and installed effective upon adjournment of that meeting.

Section 3. Ten members in good standing shall constitute a quorum for the transaction of business at any duly called regular or special Membership Meeting.

Section 4. Special Membership Meetings may be called by the President, or pursuant to a resolution of the Board. Two days' notice of such a special meeting, stating objectives thereof, shall be posted on the Chapter website and given to each member at his/her electronic address if known.

ARTICLE III: BOARD OF DIRECTORS

Section 1. The preparation for and conduct of the Chapter meeting shall be vested in its Board of Directors. The Board shall propose and shall carry out the business of the Chapter. The Board shall review and consider adopting Advocacy Guidelines as proposed by the Standing Conservation Committee. The Board shall consist of the elected officers as stated in Article IV and the immediate Past-President and the Chairs of Standing Committees as stated in Article VII and elected Directors At Large.

Section 2. Regular meetings of the Board shall be held one week before each regular meeting of the Chapter, September through May, plus August.

Section 3. Five members of the Board shall constitute a quorum at any Board meeting.

Section 4. Special meetings of the Board may be called by the President or upon the request of five members of the Board.

Section 5. Occasional Board business may be conducted by phone, email, or other electronic means provided that, 1) a quorum is achieved and, 2) the proceedings are recorded to the minutes of the next regular Board Meeting.

ARTICLES IV: OFFICERS

Section 1. The elected officers of the Chapter shall be a President, a Vice President, a Recording Secretary, a Corresponding Secretary, a Treasurer, Standing Committee Chairs and any Directors-at-Large. All officers must be members of the Chapter.

Section 2. A vacancy in the office of the President shall be assumed by the Vice President. A vacancy in any other office shall be filled by the majority vote of the Board of Directors to hold office until the next Annual Meeting at which time the vacancy shall be filled in the regular way.

Section 3. The President shall be President of the Chapter, Chairman of the Board of Directors, and ex-officio member of all Committees except the Nominating Committee and shall perform all other duties associated with the office of the President.

Section 4. The Vice President shall assist the President in the carrying out of his/her duties and shall preside at all meetings in the absence of the President. He/she may be designated by the President to head one of the Standing Committees.

Section 5. The Recording Secretary shall keep a record of all proceedings of the Board and the Chapter.

Section 6. The Corresponding Secretary shall execute Chapter correspondence, excepting possible correspondence that falls to a particular committee, the Board, or the President.

Section 7. The Treasurer shall have custody of the Chapter's funds. He/she shall disburse the funds as may be ordered by the Board. He/she shall report to the Board of Directors at their regular meetings, or as requested. He/she will prepare an annual report on the financial condition of the Chapter for presentation to the members. He/she will serve as a member of the Finance Committee.

Section 8. All checks and drafts of the Chapter shall be signed by the Treasurer, or President, or Board's designee, for the conduct of Chapter business as approved by the board.

Section 9. Directors-At-Large shall be elected by the members for a one-year term.

ARTICLE V: NOMINATING COMMITTEE

Section 1. The Board of Directors shall annually appoint a Standing Nominating Committee to consist of not fewer than three members, the Past-President or Board's designee to be Chair. The names of the members of the Nominating Committee shall be made known to the membership of the Chapter and suggestions for nominations for officers may be submitted to the Committee by any member of the Chapter.

Section 2. The Nominating Committee shall nominate candidates for officers, including all Standing Committee Chairs. In consultation with the full Board of Directors, the Nominating Committee may also nominate Directors-at-Large. Its nominations shall be presented to the membership at a regular meeting one month prior to the Annual Meeting.

Section 3. When requested by the President, the Nominating Committee shall name candidates to fill unexpected vacancies and unexpired terms created by resignations, illness, death, etc.

Section 4. Nominations of officers shall be accepted from the floor at the time of the meeting. Officers will be installed upon adjournment of the Annual Meeting.

ARTICLE VI: ELECTIONS

Section 1. The election of officers including Committee Chairs and Directors-at-Large shall take place at the Annual Meeting in May.

Section 2. If there is more than one candidate for any office, the election for that office shall be by ballot.

Section 3. If the candidates presented by the Nominating Committee are unopposed, they shall be elected by voice vote of the membership, or by motion of the membership instructing the Secretary to cast a unanimous ballot in favor of the recommendations presented by the Nominating Committee.

ARTICLE VII: COMMITTEES

Section 1. Chairs of Standing Committees may select their own committee members with recommendations and suggestions from the Board. Standing Committees shall be composed of not fewer than two members.

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.

Section 3. Standing Committees of the Chapter and other such Committees, as become necessary by consent of the members to carry out the functions of the Chapter, may be as follows:

MEMBERSHIP COMMITTEE

It shall be the duty of this Committee to cooperate with the Membership Department of the National Audubon Society. The Chair shall maintain a correct roster of all members and their contact information for Chapter purposes. It shall also be the duty of the Committee to conduct membership campaigns and to attempt to obtain continuing membership of those who have joined.

PROGRAM COMMITTEE

It shall be the duty of this Committee to make all plans and arrangements for programs at the regular meetings of the Chapter, and it shall promote interest and appreciation through lectures, discussions, exhibits, publications, and meetings.

CONSERVATION COMMITTEE

This Committee shall keep informed on local, state, and national governmental policies and actions affecting the natural environment and the conservation of natural resources, to advise the Board of Directors, and to carry out the policies of the Chapter. The Committee shall annually review and revise, if necessary, guidelines for advocacy consistent with the policies of the Chapter. It shall be the duty of this Committee to endeavor to coordinate its actions with the policies and activities of the National Audubon Society insofar as conservation measures and policies of national scope are concerned.

FIELD TRIP CHAIR

It shall be the duty of this Chair to plan, organize and arrange for the proper conduct of field trips participated in by the members of the Chapter and by non-members and friends.

PUBLICITY/TECHNOLOGY CHAIR

It shall be the duty of this Chair to publicize, through newspaper, radio, television, and/or other publicity media, the purposes, and programs of the Chapter. Additionally, the chair shall manage the chapter's Internet presence including its website, calendars, social media accounts and other online resources.

EDUCATION CHAIR

It shall be the duty of this Chair to further the Educational Services of the National Audubon Society; for example, to encourage the schools and colleges of the community to conduct courses in or otherwise stress natural history, ecology and conservation; to conduct lectures and/or workshops in natural science for members and friends, to encourage schools or youth groups to use the Audubon study programs and other Audubon aids in natural science, and through other means to inform and educate the public about the natural environment.

NEWSLETTER CHAIR

It shall be the duty of this Chair to publish a bulletin or newsletter for the members of the Chapter.

FINANCE COMMITTEE

It shall be the duty of this committee to plan the annual budget of the Chapter, assist the Treasurer in the preparation of financial reports, and to make recommendations and carry out plans for obtaining financial support for the Chapter.

ARTICLE VIII: INDEMNIFICATION

Section 1. Right of Indemnification. To the fullest extent permitted by law, this Chapter shall indemnify its Directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Chapter, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in these Bylaws, shall have the same meaning as in Section 7237(a) of the California Corporations code.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met, and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met, and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law, and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article, and of these Bylaws, in defending any proceeding covered by those ~~23~~ sections shall be advanced by the Chapter before final

disposition of the proceeding, on receipt by the Chapter of an undertaking by or on behalf of entitled to be indemnified by the Chapter for those expenses.

ARTICLE IX: INSURANCE

The Chapter shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity, or arising out of the officer's, Director's, employee's, or agent's status as such.

ARTICLE X: CONFLICT OF INTEREST

The Board officers and directors are obligated to make decisions and take actions that are in the best interests of the organization, and which are not based on or unduly influenced by personal relationships or benefits.

ARTICLE XI: COMMITMENTS

Neither Shasta Birding Society nor National Audubon Society shall enter into any commitments binding on the other without prior written authorization to do so.

ARTICLE-XII: DISCONTINUANCE

This organization reserves the right to terminate its Chapter status on sixty days' notice, given in writing to the National Audubon Society. This organization recognizes the right of the National Audubon Society to terminate the Chapter relationship on sixty days' notice, in which case the members of this Chapter who are National Audubon Society members shall continue as National Audubon Society members for the balance of the term for which their dues have been paid.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

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

ARTICLE XIV: AMENDMENTS

The Constitution and Bylaws may be amended by a majority vote of members in good standing present at any regular meeting or at any special meeting, regularly called, provided a quorum of members is present, and provided further that notice is given at least ten days prior via Chapter website, electronic communication, or at the previous general meeting.