

**BY-LAWS**  
**OF**  
**COEUR D'ALENE AUDUBON SOCIETY, INC.**

ARTICLE 1.

**NAME**

The organization shall be known as the Coeur d'Alene Audubon Society (hereinafter called SOCIETY).

ARTICLE II.

**PURPOSE**

Section 1. The purpose and objectives of this SOCIETY shall be to engage exclusively in any such education, scientific, literary, historical and charitable pursuits as are set forth in its Certificate of Incorporation, if any, and/or are the purposes and objectives of National Audubon Society, Inc., (hereinafter called NAS), of which this SOCIETY shall function as a Chapter, and said purposes and objectives shall conform to the provisions of Section 501(c)(3) of the Internal Revenue Code.

Section 2. This SOCIETY 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 this SOCIETY are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income of this SOCIETY 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 this SOCIETY remaining after payment of, or provision for, all debts and liabilities of this SOCIETY, shall be donated to NAS or its successor(s), or to such corporation or corporations, association or associations, fund or funds, or foundation or foundations as the NAS or its successor(s) may designate to receive said assets, subject to the order of a Court as provided by law; provided, however, that none of such assets shall be donated to any organization other than one 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.

ARTICLE III.

**MEMBERSHIP**

Section 1. A member at large is any individual who is a member of National Audubon Society (NAS) and who resides in this SOCIETY'S geographical area. An individual can also be a Chapter-Only member by payment of annual dues.

Section 2. NAS shall establish the dues for NAS members. The SOCIETY shall establish the dues for Chapter-Only members.

Section 3. All members of this SOCIETY shall enjoy all the rights and privileges accorded to the members of both this SOCIETY and NAS, except as otherwise provided.

Section 4. 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

Section 5. All membership dues shall be payable annually.

Section 6. Renewal of National Audubon Society dues will be the responsibility of NAS. Renewal of Chapter-Only membership dues will be the responsibility of the SOCIETY.

## **ARTICLE IV.**

### **MEETINGS**

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

Section 2. The annual meeting of members shall be held in June.

Section 3. Notice of the annual meeting, special meetings, and regular meetings at which SOCIETY business is to be transacted, shall be given not less than fourteen (14) days nor more than fifty (50) days before the date of the meeting. Notice of such meetings will be published in the SOCIETY'S newsletter, mailed by the US Postal Service to a member's address if they subscribe to a hard copy. Notice of meetings will also be posted on the SOCIETY'S website.

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 members or 20 members, shall constitute a quorum at any meeting of members at which SOCIETY business is to be conducted. The members may be present in person or by proxy.

## **ARTICLE V.**

### **BOARD OF DIRECTORS**

Section 1. The control and conduct of the business of the SOCIETY shall be vested in its Board of Directors. The Board shall include no fewer than five (5) elected Directors, ex-officio with full voting rights.

Section 2. A director shall be elected for the term of two years, or until his or her successor is elected. All directors will be members in good standing.

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.

Section 4. There shall be at least five regular meetings of the Board of Directors in any one fiscal year, not more than one regular meeting in any one month.

Section 5. Special meetings of the Board may be called by the President or 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 date of the meeting or, if by mail, or by e-mail with an acknowledgement, 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 of Directors shall constitute a quorum for the transaction of business at any meeting of the board. Except for special meetings called by telephone notice utilizing the telephone conference call the whole or part as specified in Paragraph 7, quorum shall be determined from those physically present. Where a special meeting is held utilizing the telephone, the quorum shall be determined from those physically present and those audible by phone. Proxies cannot be used either to determine a quorum or to vote.

Section 7. Special meetings may be called utilizing the telephone by telephone conference call. Directors need not be physically in the presence of each other. Any director who is capable of being heard and of hearing others may participate by phone and shall be able to vote and to be counted on all matters coming before the meeting. Notice of a special meeting utilizing the telephone call shall be given by telephone to the listed number of each director at least one day prior to the time fixed for the meeting and the conference call.

Section 8. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 9. Any director who has failed to attend three consecutive regular and/or special meetings including participation by telephone if a special telephone meeting has been called may be terminated and replaced by vote of the majority of the members of the Board of Directors.

Section 10. Any director may be removed for cause by a two-thirds vote of the members of the Board of Directors at any regular or special meeting whenever in the judgment of the Board of Directors the best interests of the Society would be served thereby. Notice of intent to vote upon the removal of a director shall be given prior to any meeting at which such action is proposed.

Section 11. The President or, in his or her absence, the Vice President, shall act as Chairman at any meeting of the Board. In the absence of both the President and the Vice President, the Board shall designate any other member of the Board to act as Chairman at such meeting.

## **ARTICLE VI.**

### **OFFICERS**

Section 1. The officers of the SOCIETY 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. An officer shall hold office for a two-year term, or until his or her successor is elected. Officers will be members in good standing.

Section 3. The officers shall be elected for the respective terms by a plurality of the voting members of the SOCIETY 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 the SOCIETY as its executive head and shall supervise all phases of its activities, subject to instructions by the Board. He or she shall also be an ex-officio member of all committees. He or she shall preside at all meetings of members and of the Board.

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

Section 7. The Secretary shall keep a record of all proceedings of the SOCIETY and of the Board of Directors. He or she, or their designee, shall publicize all meetings and activities in the local press.

Section 8. The Treasurer shall have custody of the SOCIETY'S funds. He or she shall disburse such funds as may be ordered by the Board. He or she shall report to the Board of Directors at its regular meetings or as requested. He or she shall prepare an annual report on the financial condition of the SOCIETY along with a 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 President for inclusion in the annual report.

Section 9. All checks and drafts of the SOCIETY may be signed by the Treasurer, the President or Vice-President.

## **ARTICLE VII.**

### **NOMINATING COMMITTEE**

Section 1. The Board of Directors shall annually appoint, not later than two (2) months prior to the next annual meeting of members, a Nominating Committee, to consist of no fewer than three (3) members. The names of the members of the Nominating Committee shall be made known to the members through the SOCIETY'S newsletter, website, or other publication, or by mail, or at a regular meeting of members, not later than one (1) month after the Nominating Committee has been constituted. Suggestions for nominations of Officers and Directors may be submitted to the Nominating Committee by any member of the SOCIETY.

Section 2. The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms expire at the next annual meeting. The Committee's report shall be presented to the membership at a regular meeting of members not later than one (1) month prior to the annual meeting.

Section 3. Nothing contained herein shall be construed to prevent nominations of Officers and Directors from the floor at the annual meeting.

## **ARTICLE VIII**

### **OTHER COMMITTEES**

Section 1. The President, with the approval of the Board of Directors shall appoint chairmen of Standing Committees who, in turn, may select their own committee members with recommendations and suggestions from the Board.

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 th SOCIETY:

### **CONSERVATION COMMITTEE**

The Conservation Committee shall be responsible for monitoring local, state, and national issues that relate to bird conservation as well as habitat conservation. The Committee Chair will report to the board and bring forth issues on which the board may wish to take action. Members of the Conservation Committee will also write articles for the monthly newsletter as issues arise that members should be aware of. Committee members may, on occasion, present issues to the members at monthly meetings.

### **EDUCATION COMMITTEE**

The Education Committee shall maintain close contact with the Environmental Information and Education Division of the NAS. It shall encourage schools and colleges within the SOCIETY'S territory to conduct courses in, or otherwise stress, natural history, ecology and conservation. The Committee may conduct, or cause to be conducted, workshops in natural science for members and others, and shall cooperate in furthering the educational objectives and programs of the NAS. It may, through 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 the SOCIETY and others interested in the purposes and aims of the SOCIETY

**MEMBERSHIP COMMITTEE**

The Membership Committee shall maintain close contact with the Membership Department of the NAS. It shall keep the SOCIETY'S membership records and shall conduct membership campaigns to enroll new members. It shall endeavor to retain those 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.

**PUBLICATIONS COMMITTEE**

The Publications Committee shall publish, at least six (6) times a year, a bulletin or newsletter for the members of the SOCIETY and shall prepare any other publications helpful to the SOCIETY'S program.

**ARTICLE IX.**

**COMMITMENTS**

The relationship between this chapter and the National Audubon Society shall be governed by the NAS Policy.

**ARTICLE X.**

**BOOKS AND RECORDS**

The SOCIETY shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. All books and records of the SOCIETY may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

**ARTICLE XI.**

**FISCAL YEAR**

The fiscal year of the SOCIETY shall begin on the first day of July and end on the last day of June of the following year, unless and until the Board of Directors determines that some other 12 month period should be fixed.

**ARTICLE XII.**

**AMENDMENTS TO BY-LAWS**

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the directors present at any regular meeting or any special meeting if at least ten (10) days written notice is given of intentions to alter, amend or repeal or to adopt new By-Laws at such meeting.

In Witness Whereof, we have hereunto set our hand this day \_\_\_\_\_ of \_\_\_\_\_.

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\_\_\_\_\_  
President

Attested by:  
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