

JUNEAU AUDUBON SOCIETY BY-LAWS



ARTICLE I - CONSTITUTION

Section 1. The Constitution for the Juneau Audubon Society shall consist of the following Articles from the Society's Articles of Incorporation: Articles I,II, III, IV, V, VI,VII, VIII, IX, X, and XI.

ARTICLE II - MEMBERSHIP

Section 1. Any person interested in the purposes of the Juneau Audubon Society is eligible for membership.

Section 2. Classes of membership shall be the same as those maintained by the National Audubon Society. An additional membership class will allow for a Local category defined as individuals who pay a yearly local membership directly to the Juneau Audubon Society only.

Section 3. Annual dues of membership shall be established by the National Audubon Society and shall include those categories that may be set by the National Audubon Society. Juneau Audubon Society establishes the yearly Local membership.

Section 4. Classes of membership as those maintained by National Audubon Society shall enjoy all rights and privileges pertaining to members of both the National Audubon Society and local Chapter (Juneau Audubon Society). Local membership shall enjoy all rights and privileges pertaining to the Juneau Audubon Society.

Section 5. Membership dues shall be payable at the time of application and membership is effective immediately. Thereafter, membership dues will be requested annually.

Section 6. Should renewal of membership dues not be paid within 30 days after the time they are due a member so in default shall be considered inactive and ineligible for the privileges of the society until dues are paid.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. Regular meetings of members shall be held between October and April, provided the board has sufficient resources to host such events. Other meetings may be scheduled as interest and time permits.

Section 2. The annual Membership Meeting of the members of the Juneau Audubon Society shall be held in October at which time the election of officers will take place.

Section 3. Members in attendance at the October Membership Meeting, virtually or physically, may vote. Those attending shall constitute a quorum for the transaction of business at any regular or special meeting.

Section 4. Additional meetings of members may be called by the President upon approval of the majority of the Board of Directors.

Section 5. Notice of regular meetings shall be announced at least seven days in advance.

ARTICLE IV - ELECTIONS

Section 1. Members shall be notified of the election of officers at least thirty (30) days prior to the Annual Membership Meeting in October.

Section 2. The President shall appoint a nominating committee of three members at least thirty (30) days prior to the Annual meeting in October. It shall be the duty of the committee to nominate members for each vacancy for which elections are being held. Nominees may be Board of Directors' members, Society volunteers, or interested individuals.

Section 3. The President, or a member of the nominating committee, shall call for nominations from the floor at the Annual Membership Meeting. Voting from the membership will take place when nominations are closed. All elections shall be determined by plurality. This may be a verbal vote. The Secretary, or member of the nomination committee, shall be instructed to enter into the Minutes the ballot cast for the candidate(s) on motion of the membership. A tie vote shall be resolved in whatever fair manner the President may determine.

Section 4. No member shall be entitled to vote by proxy.

Section 5. Immediately following the election, the President shall install the officers elected who shall assume the duties of the office forthwith.

ARTICLE V - OFFICERS AND THEIR DUTIES

Section 1. The officers shall be the President, Vice President, Secretary, and Treasurer.

Section 2. Officers shall be elected by the membership at large at the annual Membership Meeting in October and shall serve for terms of one year. Officers shall serve as full members of the Board of Directors and together with the standing committee chairpersons shall constitute the Board.

Section 3. Should an officer's position become vacant by reason of resignation, death, or removal by the Board of Directors for cause, the vacancy shall be filled by appointment by the Board for the unexpired term as herein provided.

Section 4. The President or, if absent, the Vice President, shall preside at all meetings of Board of Directors; shall countersign all negotiable instruments over \$100 made by the Treasurer; shall sign all contracts entered on behalf of the Chapter; and shall perform such other duties as customarily appertain to the office or as may be directed by resolution of the Board of Directors.

Section 5. The Vice President shall have and shall exercise all of the powers, authority, and duties of the President during the President's absence or inability to act, and shall perform such other duties as customarily appertain to the office or as may be directed by resolution of the Board of Directors.

Section 6. The Secretary shall maintain full and correct Minutes of all meetings of the Board of Directors as well as the annual membership meeting and elections, and shall perform other duties as may be directed by the Board.

Section 7. The Treasurer shall be the general business manager of the Chapter under control of the Board of Directors. Subject to such limitations and control which may be imposed by the Board, the Treasurer shall have custody of all funds, securities, valuable papers, and assets of the Chapter, and shall sign all checks and negotiable instruments, subject to countersignature by the President as herein provided. The Treasurer shall maintain full and complete records of all assets and liabilities; shall prepare and submit to the Board and to members at scheduled meetings a financial report showing the condition of the organization as of the close of business on the last business day of the month preceding such meetings; and shall prepare a yearly financial statement of condition for members.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. The control and conduct of business of the Society shall be vested in its Board of Directors. The Board shall determine the policies and procedures of the Society.

Section 2. The Board will consist of four elected officers (President, Vice President, Secretary and Treasurer) and up to eight appointed persons to fill the needs of the existing committees, and to conduct all the business of the chapter. Board members will allocate and assign responsibilities among themselves as they consider appropriate. Detailed tasks assigned to each officer, committee chairs, and other Board positions will be reviewed and if necessary, updated every three years in an accompanying Board of Directors Procedures document.

Section 3. Standing committee chairpersons shall be selected by the full Board of Directors. Standing committee chairpersons and appointments shall be for three-year

terms, and no member of the Board may be appointed for more than three consecutive terms (nine years) for the same position.

Section 4. If a member of the Board of Directors has unexplained or unexcused absences of three meetings or more annually, the Board has the right to remove said individual from the Board.

Section 5. Regular meetings of the Board of Directors shall be held at the discretion of the Board. The President or, if absent, the Vice-President may call additional meetings of the Board at any time and shall do so on request of any three members of the Board. The time and place of meetings, including virtual meetings, shall be mutually agreeable to the majority of members of the Board. The President or the Vice President shall fix the time and place of any additional meetings. Notification of all meetings shall be communicated to the Board at least five days in advance.

Section 6. Any vacancy on the Board of Directors, appointed or elected, shall be filled by a vote of a majority of the members of the Board, but the member so chosen shall serve only for the unexpired term created by the vacancy.

Section 7. Appointed members of the Board of Directors may be elected officers but shall relinquish their appointed posts in accepting the elected position. Vacancies thus created shall be filled as herein provided.

Section 8. A simple majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting.

Section 9. The President shall be a non-voting member of the Board of Directors except if in the deliberations of the Board a tie vote shall occur.

Section 10. No member of the Board of Directors, appointed or elected, shall receive any compensation except that the Board may provide for the payment of expenses incurred while on official business.

ARTICLE VII - COMMITTEES

Section 1. Chairpersons of the standing committees may select their own committee members from the general membership and/or the Board of Directors.

Section 2. The President, with the approval of the Board of Directors, may appoint Special Committees.

Section 3. Standing committees necessary to the Chapter include the following:

MEMBERSHIP shall cooperate with the membership department of the National Audubon Society, maintain records of all local memberships, conduct

membership campaigns, and attempt to obtain continuing memberships from those members who have become delinquent in payment of their dues.

MEETINGS and PROGRAMS shall make all plans and arrangements for membership meetings and any other additional membership meetings of the Society, and promote interest and appreciation of the Society.

FIELD TRIP shall plan, organize, and arrange for the safe and inclusive conduct of field trips in which members and the public may participate.

EDUCATION shall further the mission of the National Audubon Society and of the Juneau Audubon Society and plan, develop, and present educational programs and events.

CONSERVATION shall keep informed and advise the Board of Directors regarding land use and other actions or policies affecting the natural environment and habitat conservation in Southeast Alaska.

COMMUNICATION shall oversee the production and distribution of publications and social media posts.

ARTICLE VIII - **COMMITMENTS**

Section 1. Neither the Juneau Audubon Society, nor its officers, or Board of Directors shall enter into any commitments binding on the National Audubon Society without authorization from the latter. In like manner, the National Audubon Society shall make no commitments binding upon the Juneau Audubon Society without its consent.

ARTICLE IX - **DISCONTINUANCE**

Section 1. The Juneau Audubon Society reserves the right to terminate its chapter status on six months' notice, given in writing to the National Audubon Society, in which case all allocation of dues by the National Audubon Society to the Juneau Chapter will cease on expiration of the six months' period. The Chapter recognizes the right of the National Audubon Society to terminate the chapter relationship on six months' notice to the Juneau Chapter, in which case the members of the Juneau Chapter shall continue as members of the National Audubon Society for the balance of the term for which their dues were paid.

ARTICLE X - **PARLIAMENTARY AUTHORITY**

Section 1. In matters not governed by these By-Laws, Robert's Rules of Order shall govern.

ARTICLE XI - **AMENDMENTS**

Section 1. The Constitution and By-Laws of the Chapter may be amended by a majority vote of the members present at any regular monthly meeting, or a special meeting called for this purpose. The vote shall be taken by show of hands. Notice of such amendments shall be made available to each member at their last known contact address (physical or electronic) at least 30 days prior to such meetings.

Juneau Audubon Society By-Laws

Amended 3 May 1984.

Amended 12 November 1998.

Amended 14 October 1999.

Retyped without alteration of text: 27 October 1999.

Amended 10 October 2002.

Amended 21 October 2004.

Amended 10 January 2008.

Amended November 2008.

Retyped without alteration of text: 13 January 2011.

Retyped and amended 20 December 2022.