

PILCHUCK AUDUBON SOCIETY CHAPTER BYLAWS

Approved by the members on April 14, 2023

ARTICLE I – DEFINITION

SECTION 1. LEGAL DESCRIPTION

The name of the corporation shall be Pilchuck Audubon Society (PAS). This corporation is organized for educational and conservation purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provisions of these Bylaws, the corporation shall carry on only those activities permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. FISCAL YEAR

The fiscal year shall run from January 1 to December 31, a calendar year.

ARTICLE II - RELATIONSHIP WITH NAS

PAS is a chapter of the National Audubon Society (NAS). Neither this Chapter nor National shall enter into any commitment binding on the other without written authorization to do so. The relationship between this Chapter and the National Audubon Society shall be governed by NAS Chapter Policy.

ARTICLE III – MEMBERSHIP

SECTION 1. ELIGIBILITY

Any person interested in the purposes of PAS is eligible for membership.

SECTION 2. MEMBERSHIP CLASS

Classes of membership shall be as follows:

1. Those of the National Audubon Society only
2. Those of the local Pilchuck Audubon Society; membership categories of local members may be set by the PAS Board of Directors.

SECTION 3. DUES

Dues for members as described in Section 2.2 shall be set by the Board of Directors. All other dues shall be the same rate as prescribed by NAS. Should renewal of membership dues not be paid within three (3) months after the time they are due, a member so in default shall be dropped from the rolls. Life membership dues shall be paid in full at the time of application, or with monthly or quarterly payments that complete the obligation within one year from date of application.

SECTION 4. VOTING

All classes of members shall enjoy all the rights and privileges pertaining to the members of Pilchuck Audubon Society. Any membership based on the contribution categories set forth in Section 2 above shall be entitled to one vote, regardless of whether it is a family, organization, or corporation membership. Voting in person at our annual meeting, by email, electronic ballot, U.S. postal mail, or video conference call is allowed.

SECTION 5. MEMBERSHIP YEAR

Membership dues shall be payable at the time of application and shall run one year.

ARTICLE IV - MEMBER MEETINGS

SECTION 1. NUMBER OF MEETINGS

A minimum of eight regular program meetings of PAS members shall be held yearly.

SECTION 2. QUORUM

Fifteen members present shall constitute a quorum for the transaction of business of any duly called regular or special meeting.

SECTION 3. ANNUAL MEETING

The annual members' meeting of the society shall be held in April unless otherwise directed by the Board of Directors.

SECTION 4. SPECIAL MEETINGS

Special meetings of the general membership may be called by the President or pursuant to a resolution of the Board. Ten days notice of such special meeting, stating the objects thereof, shall be given to each member at his last known post office or electronic address.

ARTICLE V - OFFICERS AND THEIR DUTIES

SECTION 1. OFFICERS

The elected officers shall be the President, Vice President, Secretary and Treasurer, and such other officers as the Board may designate and as the members may elect.

SECTION 2. OFFICER TERMS

The officers shall assume office at the close of the annual member's meeting and shall each hold two year terms.

SECTION 3. PRESIDENT

The President shall preside at all meetings of the Board of Directors. The President shall preside at all regular or special meetings of the Society or appoint a board member in his place. The President shall supervise all phases of the Society's work, subject to instructions of the Board. The President shall appoint at-large Board members and all major committee chairs subject to the approval of the Board. The President shall regularly consult with and direct, subject to the instructions of the Board, any employees of the Society.

SECTION 4. VICE-PRESIDENT

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.

SECTION 5. SECRETARY

The Secretary shall keep minutes of the proceedings of the Board, annual member and Executive Committee meetings. The secretary shall ensure that notices of meetings are distributed in accordance with by-law requirements.

SECTION 6. TREASURER

The Treasurer is the custodian of the Society's funds and is responsible for keeping accounts, disbursing funds, and providing financial reports in accordance with the Board's direction and society policies. The Treasurer shall comply with all financial and tax regulations with respect to any employees of the Society and shall file the necessary reports. The Treasurer shall make a financial report at Board meetings and annually to the membership and at such other times as may be requested by the Board. The Treasurer is responsible for submitting the annual budget for the Society based on Executive Committee guidelines and suggestions, for approval by the Board. Persons authorized to sign checks on behalf of the Society shall be approved by the Board.

ARTICLE VI - NOMINATIONS AND ELECTIONS

SECTION 1. ELECTION SCHEDULE

The President and Secretary shall be elected on even years and the Vice-President and Treasurer on odd years. No officer may serve more than four consecutive years in the same position without a unanimous vote of the current Board of Directors.

SECTION 2. OFFICER ELECTIONS

Election of officers shall be held every year at the April general meeting. Notification of the April election shall be given in the March and April newsletters and at the March general meeting. A call for nominations shall be extended at the March member meeting and in the March newsletter. Voting in person at our annual meeting, by email, electronic ballot, U.S. postal mail, or video conference call is allowed. For in person voting, the election may be by voice vote or ballot, at the discretion of the Board of Directors.

SECTION 3. CANDIDATE SLATE

In the event there is no contest, the slate of candidates as presented by the Nominating Committee shall be accepted in toto. In the event there is a multiple slate of candidates, a ballot shall be provided either electronically or via U.S. postal mail to all Chapter members in good standing with instructions for proper return prior to the April members' meeting.

SECTION 4. VOTE TALLY

Email, electronic ballot, U.S. postal mail: Votes submitted by these methods must be received prior to the call to order of the April members' meeting. These votes will be collected and tallied by at least two PAS staff and/or member(s) appointed by the President. If no in person vote occurs, the result of the vote by these methods will be announced prior to the adjournment of the meeting by PAS staff or the member(s) appointed by the President.

In person ballot: Two (2) members shall be appointed at the April members' meeting by the President to serve as tellers. The ballot box will be sealed thirty (30) minutes after the call to order of the April members' meeting. The tellers will count the ballots and announce the results of the election prior to the adjournment of the meeting.

In person voice vote: Two (2) members shall be appointed at the April members' meeting by the President to serve as tellers. The tellers will tally the voice vote and confirm the results.

SECTION 5. VACANCIES

A vacancy in the office of President shall result in the Vice President assuming the office until the next April general meeting and election. A vacancy in any other office shall be filled by a majority vote of the Board. The term shall run until the next election of that office.

SECTION 6. NOMINATING COMMITTEE

It shall be the duty of the nominating committee to prepare a slate of candidates for each office for election and to assist the President with suggestions for committee chairs and other Board position appointments.

SECTION 7. NOMINATING COMMITTEE COMPOSITION

The Board of Directors shall elect annually, on or before the July Board meeting, a Nominating Committee to consist of the Chair and two (2) members of the Society who are not officers or members of the Board. If possible and unless otherwise directed by the Board, the chair shall be the immediate Past President. The names of the members of the committee shall be made known to members of the Society and suggestions for nominations for officers may be submitted to such committee by any member of the Society. The nominating committee shall serve one year from their election.

ARTICLE VII - BOARD OF DIRECTORS

SECTION 1. BOARD FUNCTION

The control and conduct of the property, business and policies of the society shall be vested in a Board of Directors. The size of the Board shall be not less than 8 members and not more than 12 members.

SECTION 2. BOARD COMPOSITION

The Board shall include the four elected officers, the chairs of four standing committees as appointed by the President, and up to four members-at-large from the general membership for two-year, renewable terms. The immediate past President shall be asked to attend all Board meetings in an advisory capacity for one year. All shall be PAS members in good standing.

SECTION 3. QUORUM

A majority of the total Board shall constitute a quorum for the conduct of any business.

SECTION 4. MEETING NOTIFICATION

Notice of all meetings of the Board shall be given to each director five days before the meeting by mail, telephone, personally or by appropriate electronic means. Such notice need not specify the business to be transacted or the purpose of the meeting.

SECTION 5. NUMBER OF MEETINGS

There shall be a minimum of nine monthly Board meetings per year.

SECTION 6. SPECIAL MEETINGS

Special meetings of the Board may be called by the President, or upon request of any three members of the Board.

SECTION 7. DIRECTOR TERM OF OFFICE

No individual shall serve for more than four consecutive years in one position as a member of the Board. This provision may be overruled by a unanimous vote of the current Board of Directors.

SECTION 8. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the elected officers of the Society and one other board member appointed by the President. It shall carry out such instructions as set forth by the Board of Directors and act on matters of urgency between Board meetings.

SECTION 9. CONFLICT OF INTEREST

This conflict of interest policy of Pilchuck Audubon Society: (1) defines conflicts of interest; (2) identifies classes of individuals within the Organization covered by this policy; (3) facilitates disclosure of information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interest.

- a. Definition of conflicts of interest. A conflict of interest arises when a person in a position of authority over the organization may benefit 5 financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest or, or benefit to, such persons.
- b. Individuals covered. Person covered by this policy are the organization's officers, board of directors and staff.
- c. Facilitation of disclosure. Persons covered by this policy will annually disclose or update to the President of the Board of Directors on a form provided by the Organization their interests that could give rise to conflicts of interest, such as substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.
- d. Procedures to manage conflicts. For each interest disclosed to the President of the Board of Directors, the President will determine whether to: (a) take no action; (b) assure full disclosure to the Board of Directors and other individuals covered by this policy; (c) ask the person to recuse from participation in related discussions or decisions within the organization: or (d) ask the person to resign from his or her position in the Organization or, if the person refuses to resign, become subject to possible removal in accordance with the organization's removal procedures. The Organization's Legal Advisor will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the President of the Board of Directors in order to deal with the potential or actual conflicts, whether discovered before or after the transaction has occurred.

SECTION 10. MEETING ATTENDANCE

All Directors shall be expected to attend all Board meetings unless excused by the President or Vice-president. Prolonged absence may result in temporary or permanent replacement as decided by a majority vote of the remaining Board of Directors.

SECTION 11. REMOVAL PROCEDURES

Any elected officer, Board member, Committee Chair, or Task Force Chair may be terminated from that position for cause by a majority vote of the Board of Directors after a hearing before the Board.

ARTICLE VIII – COMMITTEES

SECTION 1. The President shall appoint, subject to Board of Directors approval, chairs of standing and ad hoc committees as needed. No standing committee chair shall serve in more than one Board position at a time unless approved by the Board (if this occurs, this person shall have only one vote on the Board). Committee chairs shall serve two-year terms, and may be reappointed. Committee chairs may select their own committee members with recommendations and suggestions from the Board of Directors.

SECTION 2. Committees shall keep a record of all their activities and projects, submit written reports to the Board of Directors, and on a regular basis submit articles to the newsletter as appropriate.

ARTICLE IX – ANNUAL AUDIT

SECTION 1. The Board of Directors shall provide for the annual review of the books and accounting systems of the Society. This review shall be performed by a committee of non-Board members or by a third party or parties.

ARTICLE X - LEGAL ADVISOR

It shall be the duty of this person to provide information and advice of a legal nature as required by the Board and provide liaison between the society and the legal community.

ARTICLE XI - POLICIES AND PROCEDURES HANDBOOK

SECTION 1. HANDBOOK CONTENTS

A handbook containing PAS by-laws, NAS chapter policies and PAS policies shall be established, maintained and distributed to all Board Directors and Officers. The Handbook shall contain the annual budget along with the duties and responsibilities of the officers and standing committee chairs. The handbook shall list the current Officers and Board members along with their contact information.

SECTION 2. ORGANIZATIONAL CONTINUITY

The Handbook shall accumulate all documents of continuing interest or policy and provision shall be made for proper filing. This procedure is to provide organizational continuity.

SECTION 3. HANDBOOK RESPONSIBILITY

The President shall appoint a board member to be in charge of maintaining an up-to-date Handbook and the proper filing of accumulated documents.

ARTICLE XII – DISCONTINUANCE

Upon dissolution of this corporation, after paying or providing for all debts and obligations, the remaining assets shall be given to another WA Audubon chapter or other 501 (c)(3) organization as voted on by the Board. Any funds in accounts that have restrictions upon their use, such as a grant from a foundation or private donor, shall revert to the original donor or foundation.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

In matters not governed by these Bylaws, the current edition of Robert's Rules of Order shall govern.

ARTICLE XIV - AMENDMENTS TO THE BYLAWS

Amendments to the bylaws of this Society may be proposed by a majority of the Board of Directors. Notice of any proposed amendments shall be published in the Society's newsletter and sent out at least 10 days prior to the regular or special meeting where such amendments shall be voted upon. Amendments shall be adopted by the affirmative vote of a majority of the Society's members present, provided they constitute a quorum. If the need arises, a parliamentarian shall be consulted.

ARTICLE XV - DOCUMENT RETENTION AND DESTRUCTION

PAS shall maintain a policy regarding document retention and destruction in the chapter's leadership handbook.

ARTICLE XVI - WHISTLEBLOWER POLICY

This Whistleblower Policy of Pilchuck Audubon Society: (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the Organization; (2) specifies that the organization will protect the person from retaliation; and (3) identifies where such information can be reported.

SECTION 1. ENCOURAGEMENT OF REPORTING

The Organization encourages complaints, reports or inquiries about illegal practices or serious violations of the organization's policies, including illegal or improper conduct by the organization itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other complaints may be channeled through the President of the Board of Directors.

SECTION 2. PROTECTION FROM RETALIATION

The Organization prohibits retaliation by or on behalf of the Organization against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The organization reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

SECTION 3. WHERE TO REPORT

Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis through written correspondence to the PAS business address. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to the President of the Board of Directors; if that person is implicated in the complaint, report or inquiry, it should be directed to the Organization's Legal Advisor. The Organization will conduct a prompt, discreet and objective review or investigation. Staff or

volunteers must recognize that the Organization may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.

ARTICLE XVII - JOINT VENTURE POLICY

This Joint Venture Policy of Pilchuck Audubon Society requires that the Organization evaluate its participation in joint venture arrangements under Federal tax law and take steps to safeguard the organization's exempt status with respect to such arrangements. It applies to any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment or exempt-purpose activity as further defined in this policy.

SECTION 1. JOINT VENTURES OR SIMILAR ARRANGEMENTS WITH TAXABLE ENTITIES.

For purposes of this policy, a joint venture or similar arrangement (or a "venture or arrangement") means any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment or exempt-purpose activity without regard to: (1) whether the organization controls the venture or arrangement; (2) the legal structure of the venture or arrangement; (3) whether the venture or arrangement is taxed as a partnership or as an association or corporation for federal income tax purposes. A venture or arrangement is disregarded if it meets both of the following conditions:

- a) 95% or more of the venture's or arrangement's income for its tax year ending within the Organization's tax year is excluded from unrelated business income taxation [including but not limited to: (i) dividends, interest, and annuities; (ii) royalties; (iii) rent from real property and incidental related personal property except to the extent of debt-financing; and (iv) gains or losses from the sale of property]; and
- b) the primary purpose of the Organization's contribution to, or investment or participation in, the venture or arrangement is the production of income or appreciation of property.

SECTION 2. SAFEGUARDS TO ENSURE EXEMPT STATUS PROTECTION

The Organization will: (a) negotiate in its transactions and arrangements with other members of the venture or arrangement such terms and safeguards adequate to ensure that the organization's exempt status is protected; and (b) take steps to safeguard the Organization's exempt status with respect to the venture or arrangement. Some examples of safeguards include:

- i) control over the venture or arrangement sufficient to ensure that it furthers the exempt purpose of the organization;
- ii) requirements that the venture or arrangement gives priority to the exempt purposes over maximizing profits for other participants;
- iii) that the venture or arrangement not engage in activities that would jeopardize the Organization's exemption; and
- iv) that all contracts entered into with the organization be on terms that are arm's length or more favorable to the Organization.

ARTICLE XVIII - POLICY FOR DETERMINING COMPENSATION

This Policy on the Process for Determining Compensation of Pilchuck Audubon Society applies to the compensation for persons employed by the Organization. The process includes all of these elements: (1)

review and approval by the board of directors or compensation committee of the organization; (2) use of data as to comparable compensation; and (3) contemporaneous documentation of recordkeeping.

SECTION 1. REVIEW AND APPROVAL

The compensation of the person is reviewed and approved by the board of directors or compensation committee of the organization, provided that persons with conflicts of interest with respect to the compensation arrangement at issue are not involved in this review and approval.

SECTION 2. USE OF DATA AS TO COMPARABLE COMPENSATION

Compensation of the person when initially hired will be reviewed and approved using data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations.

SECTION 3. CONTEMPORANEOUS DOCUMENTATION AND RECORDKEEPING

There is contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding the compensation arrangement.