

# **CONSTITUTION**

## **Article I**

### **NAME**

This organization shall be known as the KLAMATH BASIN 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 educational, 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, (hereinafter called NATIONAL SOCIETY), 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 NATIONAL SOCIETY or its successor or, if unwilling or unable to accept said donation, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objects and purposes as this SOCIETY, as the Board of Directors of this SOCIETY may designate, subject to the order of a court as provided by law; provided 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 presently set forth in Section 501 (c) (3) of the Internal Revenue Code.

## **BY-LAWS**

### **Article I**

#### **MEMBERSHIP**

Section I. Any person interested in the purposes and objectives of this SOCIETY is eligible to apply for membership.

Section 2. The classes of membership of this SOCIETY shall be the same as the voting classes of individual membership maintained by the NATIONAL SOCIETY and shall include: Regular Member, Family Member, Student Member, Sustaining Member, Supporting Member, Contributing Member, Donor Member, and Life Member, and such other voting classes of individual membership as may be established by the NATIONAL SOCIETY. There may also be Corporate Members.

Section 3. The membership dues shall be established by the NATIONAL SOCIETY.

Section 4. All members of this SOCIETY shall enjoy all the rights and privileges accorded to the members of this and the NATIONAL SOCIETY, except as otherwise provided hereinafter.

Section 5. Each member except Corporate Members 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 properly be brought before such meeting, including the election of officers and directors. Members in the Family Class of Membership shall be entitled to two votes per family, provided that at least two members of the family are present at the time of voting.

Section 6. Membership dues shall be payable at the time of application and, in the case of Regular, Family, Student, Sustaining, Supporting, Contributing, Donor, and Corporate Members, yearly thereafter. In the case of Life Members, Dues shall be paid in full in one sum, except as may be provided otherwise in the By-Laws of the NATIONAL SOCIETY.

Section 7. Should renewal of membership dues not be paid within six months after the due date, a member so in default shall be dropped forthwith from the roles.

## **Article II**

### **MEETINGS**

Section 1. Regular meetings of members shall be held on such day of such months as may be determined by vote of the Board of Directors, but such regular meetings shall be held not fewer than six times in any calendar year.

Section 2. The annual meeting of members shall be held on such date in May of each year as may be determined by vote of the Board of Directors.

Section 3. Special meetings of members may be called by the President or pursuant to resolution of the Board, or by petition of not less than one-tenth (1/10) of all members entitled to vote.

Section 4. Notice of the annual meeting, special meetings, and regular meetings, at which SOCIETY business is to be transacted, shall be given not less than thirty (30) days or more than fifty (50) days before the date of the meeting. Such notice is given when deposited in the United States mail, with postage thereon paid, and directed to the member at her/his address as it appears on the record of members, or at such address as she/he may request in writing to the Secretary of this SOCIETY. Notice of such meetings may be published in the SOCIETY'S newsletter or other regular publication, provided such publication is mailed according to the provisions stated hereinabove.

Section 5. Notice of a special meeting of members shall state the purposes for which the meeting is being called.

Section 6. The lesser of either one-tenth (1/10) of all voting members or one hundred (100) voting 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 III**

### **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 less than five (5) elected Directors and, ex-officio with full voting rights, the elected officers of the SOCIETY.

Section 2. The Directors shall be elected for the term of one year, or until the following annual meeting, whichever comes first, by a plurality of the voting members of the SOCIETY present in person or by proxy at the annual meeting of members.

Section 3. No one individual shall serve for more than four (4) consecutive terms as a member of the Board, except in the case of an individual who after four terms of consecutive service on the Board is elected an Officer, and as such may serve one additional term as set forth in Section 2. Article IV hereinafter.

Section 4. If by any 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 of members. When for such purpose, a Director has been elected for less than a full term; such part term shall be disregarded with respect to his/her qualification for re-election for additional consecutive terms, as set forth in Section 3 hereinabove.

Section 5. There shall be at least five regular meetings of the Board of Directors in any calendar year, not more than one regular meeting in any one month. The dates for the regular meetings shall be determined by the Board at its first regular meeting following the annual meeting of members.

Section 6. Special meetings of the Board shall be called by the president or by the Recording Secretary 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, not less than ten (10) nor more than twenty (20) days prior to the date of the meeting.

Section 7. A majority of the Board shall constitute a quorum at any meeting of the Board provided such quorum includes a majority of the elected Directors.

Section 8. The President or, in her/his absence, the Vice- President, shall act as Chairperson at any meeting of the Board. In the absence of both the President and Vice-President, the Board shall designate any other member of the Board to act as Chairperson at such meeting.

#### **Article IV** **OFFICERS**

Section 1. The Officers of the SOCIETY shall be a President, a Vice-President, a Recording Secretary, a Corresponding Secretary and a Treasurer, and such other Officers as may be determined by the Board.

Section 2. The President shall hold office for a two-year term, or until her/his successor is elected, and shall not succeed oneself. All other Officers shall serve one-year terms, or until their successors are elected, and no individual may hold the same office for more than three (3) consecutive terms.

Section 3. The Officers shall be elected for their 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 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. When, for such purpose, an Officer has been elected for less than a full term, such part term shall be disregarded with respect to his/her qualification for reelection for a full term or for additional consecutive terms, as set forth in Section 2 hereinabove.

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 from the Board. She/He shall also be an ex-officio member of all committees. She/He shall preside at all meetings of members and of the Board.

Section 6. The Vice-President shall assist the President to carry out her/his 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 Recording Secretary shall keep a record of all proceedings of the SOCIETY and of the Board of Directors. He/She shall send notice of all meetings. He/She shall preserve the seal of the SOCIETY, if any, and affix it to all documents requiring the seal of the SOCIETY, and shall attest the same.

Section 8. The Corresponding Secretary shall conduct all the correspondence of the SOCIETY except such correspondence as, by instructions of the Board or at the discretion of the President, shall be conducted by another Officer of the SOCIETY. He/She shall preserve all correspondence of the SOCIETY.

Section 9. The Treasurer shall have custody of the SOCIETY'S funds. He/She shall disburse such funds as may be ordered by the Board. He/She shall report to the Board at its regular meetings or as requested. He/She shall prepare an annual report on the financial condition of the SOCIETY along with a proposed budget for the coming year for presentation to the members at the annual meeting of members, and shall forward a copy of each report to the NATIONAL SOCIETY.

Section 10. All checks and drafts of the SOCIETY may be signed by the Treasurer, the President, or the Vice-President. Two signatures are required, except as authorized by resolution of the Board.

## **Article V**

### **NOMINATING COMMITTEE**

Section 1. The Board of Directors shall annually appoint, not later than three (3) months prior to the next annual meeting of members, a Nominating Committee, to consist of not less than two (2) members. The names of the members of the Nominating Committee shall be made known to the members by way of the society's newsletter, of 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. Any member of the SOCIETY may submit suggestions for the nominations of Officers and Directors to the Nominating Committee. Any person wishing to serve as an Officer or Director may make his/her intent known to the Nominating Committee, as long as he/she is a 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 or earlier than two (2) months 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 VI**

### **OTHER COMMITTEES**

Section 1. The President, with the approval of the Board, shall appoint Chairpersons of Standing Committees who, in turn may select their own committee members with recommendations and suggestions from the Board. Terms of office shall be for one (1) year, or until their successors are appointed; but no member shall serve as Chairperson of the same committee for more than three (3) consecutive years. Standing Committees shall be composed of no less than two (2) members.

Section 2. The President, with the approval of the Board, may appoint Special or Task Force Committees Whose terms of office will be determined by the length of the assignment.

Section 3. The Standing Committees may be as follows and may include such other committees as may be constituted by the Board to carry out the functions of the SOCIETY.

#### **MEMBERSHIP COMMITTEE**

The membership committee shall maintain close contact with the Membership Department of the NATIONAL SOCIETY. It shall keep the SOCIETY'S membership records and shall conduct 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 two individuals should be formed; the work of the committee should be shared among its members.

#### **PROGRAM COMMITTEE**

The Program Committee shall make all plans and arrangements for the regular meetings, except for matters relating to SOCIETY business that may be transacted at such meetings. The Committee shall make arrangements for lectures, discussions, and such other events as may promote interest in and appreciation of conservation, ecology, and natural history.

#### **CONSERVATION COMMITTEE**

The Conservation Committee shall keep informed on local, state, and national governmental policies and actions affecting the natural environment and conservation of natural resources. It shall draft and recommend the SOCIETY'S conservation policy to the SOCIETY'S Board of Directors. It shall carry out the conservation policy as approved by the Board and endeavor to coordinate the actions of the SOCIETY with the policy and activities of the NATIONAL SOCIETY insofar as conservation measures and policies of national scope are concerned. It shall keep the NATIONAL SOCIETY informed of such actions.

#### **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.

#### **PUBLICITY COMMITTEE**

The Publicity Committee shall publicize, through newspapers, TV, and radio the purposes, aims, and programs of the SOCIETY.

#### **PUBLICATIONS COMMITTEE**

The Publications Committee shall publish, at least four (4) times per year, a bulletin or newsletter for the members of the SOCIETY and shall prepare any other publications helpful to the SOCIETY'S program.

#### **EDUCATION COMMITTEE**

The Education Committee shall maintain close contact with the Environmental Information and Education Division of the NATIONAL SOCIETY. 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 shall conduct, or cause to be conducted, workshops in natural science for members and others, and shall cooperate in furthering the educational objections and programs of the NATIONAL SOCIETY. It shall, through other means, inform and educate the public about the natural environment.

### **Article VII**

## **COMMITMENTS**

This SOCIETY shall not enter into any commitments binding upon the NATIONAL SOCIETY without written authorization by the NATIONAL SOCIETY, nor shall the NATIONAL SOCIETY, without written authorization by this SOCIETY, enter into any commitments binding upon this SOCIETY.

### **Article VIII**

## **DISCONTINUANCE**

This SOCIETY may terminate its status as a Chapter of the NATIONAL SOCIETY upon six (6) months' notice in writing to the NATIONAL SOCIETY, and the NATIONAL SOCIETY may terminate the status of this SOCIETY as a Chapter of the NATIONAL SOCIETY upon six (6) months' notice, in writing to this SOCIETY. In the event of such notice of termination by either this SOCIETY or the NATIONAL SOCIETY, the allocation of dues by the NATIONAL SOCIETY to this SOCIETY shall cease on expiration of the six (6) month period. However, members of this SOCIETY shall remain members of the NATIONAL SOCIETY for the balance of the term for which dues have been paid.

### **Article IX**

## **AMENDMENTS**

This Construction and By-Laws may be amended by a majority vote of members in person or by proxy at any regular or special meeting of members duly called pursuant to the provisions of Article II, Section 4 hereinabove. The notice of such meeting shall recite the wording of each proposed amendment.

### **Article X**

## **PARLIAMENTARY AUTHORITY**

In procedural matters not covered by these By-Laws, Robert's Rules of Order shall govern.

### **Article XI**

## **CONSTRUCTION**

This Construction and By-Laws shall be construed under the laws of the State of Oregon.