

**SACRAMENTO AUDUBON SOCIETY INCORPORATED
BYLAWS**

MISSION STATEMENT

As a Chapter of the National Audubon Society, we will focus on conservation and environmental education to ensure that the Sacramento region's natural ecosystems and diverse bird populations are preserved, restored and made available for study and enjoyment.

ARTICLE 1. MEMBERSHIP AND MEETINGS

Section 1. Any person interested in the purpose of the Society as stated in Article II of the Articles of Incorporation is eligible for membership.

Section 2. Membership in the Sacramento Audubon Society (hereinafter called "Society") shall be limited to persons paying annual dues to the Society and to members of the National Audubon Society residing in the Sacramento area.

Section 3. Any non-member of the SAS who leads trips on a volunteer basis for the Society will automatically receive full non-paying membership status in the SAS for that fiscal year.

Section 4. Annual membership dues for the Sacramento Audubon Society shall be \$25 per person or per address.

Section 5. Dues-paying members of the Society shall receive the Society newsletter. Non dues-paying members of the local Society may receive the newsletter by paying an annual donation as determined by the Board of Directors.

Section 6. Regular meeting of the Society shall be held each month or as determined by the Board of Directors. There need be no meetings during the months of June, July, or August.

Section 7. The meeting of the Society for election of new officers shall be held in April of each year. The nominating committee will present a slate of officers to be voted on at this meeting. After this presentation, nominations may be made from the floor. All nominations must have the concurrence of the nominee. All voting decisions must be determined by a majority vote of members present. Installation

of new officers shall be the following month. The term of office shall be from July 1 to June 30.

ARTICLE II. BOARD OF DIRECTORS

Section 1. The control and conduct of the properties and business of the Society, and the determination of its policies shall be vested in the Board of Directors (hereinafter called "Board"). The Board shall consist of not more than eleven (11) members. The Board shall include: (a) five elected officers, (b) the immediate past president, (c) and five (5) directors elected in the same manner as the officers and serving one year terms. They may be reelected. The roster of Board members shall be duly recorded in the minutes of the first board meeting of the fiscal year. The Board may appoint a Financial and Membership Services Secretary.

Section 2. A majority of the recorded Board membership shall constitute a quorum. A quorum shall be necessary for the transaction of business.

Section 3. Regular meetings of the Board shall be held once each month as determined by the President. There need be no meetings during the months of June, July, August or December.

Section 4. Special meetings of the Board may be called either by the President or upon the request of a majority of the Board.

Section 5. Vacancies occurring on the Board shall be filled by Presidential appointment with Board approval. Such appointed board members shall serve until the next election of officers.

ARTICLE III. OFFICERS

Section I. Elected officers of this Society shall be 1) President, 2) Vice-President, 3) Treasurer, 4) Recording, and 5) Corresponding Secretary. All officers shall serve one term and may be reelected.

Section 2. The President shall: preside at all general meetings and meetings of the Board; direct and administer all affairs of the Society as its executive head; appoint committee chairpersons; and serve as an ex officio member of all committees except the Nominating Committee, which shall be named by the President two (2) months before the April election.

Section 3. The Vice-President shall assist the President in carrying out the latter's duties and preside in the absence of the President. When a vacancy occurs in the office of the President the Vice-President will immediately succeed to that office.

Section 4. The Treasurer, under general Board supervision, shall: have custody of the Society's funds and securities; deposit moneys and securities in the name of the Society; disburse the funds or the Society as may be ordered by the Board and President; report to the Board at the regular Board meetings an account of the financial condition of the Society; serve as chairperson of the Finance Committee; and conduct meetings during the absence of both the President and Vice-President.

Section 5. The Recording Secretary shall keep a record of the proceedings of the Board and of the Society. The Recording Secretary shall distribute minutes of the preceding Board meeting and the agenda for the forthcoming meeting.

Section 6. The Corresponding Secretary shall be responsible for the correspondence of the Society.

ARTICLE IV. DIRECTORS

Section I. The five elected directors will serve as advisors to the elected officers and will have a vote in all matters coming before the board. They will become familiar & involved, to the extent possible, with one or more of the standing committees as set forth in Article V of these By-Laws.

ARTICLE V. COMMITTEES

Section I. The President shall appoint chairpersons of the standing committees. To carry out the objectives of the Society, the President, with Board approval, may establish other committees. The standing committees shall consist of at least the following: Conservation, Education, Field Activities, Finance, Historical, Membership, Programs, Newsletter and Publicity. The President shall establish the responsibilities of each committee.

Section 2. The membership committee shall maintain close contact with the Membership Department of National. 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 payment of their dues.

Section 3. Chairpersons shall have the right to select their own committee members from the Society's membership.

Section 4. The President shall appoint ad hoc committees to include at least an auditing committee, a nominating committee and an awards committee.

ARTICLE VI. FISCAL MATTERS

Section I. The fiscal year of the Society shall be July 1 to June 30 inclusive.

Section 2. The bank account of the Society shall be in the name of the Sacramento Audubon Society, and shall be maintained with two alternate signatures: the Treasurer or the President.

Section 3. Expenditures of a routine nature, or of no more than a limit to be established by the Board shall be paid upon approval of the President without Board approval.

Section 4. Neither the Society nor any agency thereof shall have the authority to borrow money, enter into a contract, or otherwise incur indebtedness above the amount of unencumbered balances in bank accounts and cash on hand appropriated therefore, without express advance approval of the Board.

Section 5. Upon Board decision, authority is hereby granted to call upon each Society member for voluntary contribution to sustain its activities and programs.

Section 6. Any funds received by the Society by bequest or devise shall be held in the Sacramento Audubon Endowment Fund. Any expenditure from the principal of the Endowment Fund must be approved by a vote of two thirds (2/3) of the members present at a regularly called meeting. Notice of any proposed expenditure shall be printed in at least one issue of the Society's newsletter prior to the meeting. Interest earnings of the Fund may be expended in accordance with Article V, Section 3.

ARTICLE VII. COMMITMENTS

Section I. The Board shall not enter into any commitments binding on National without authorization from National. National shall be given no authorization to make commitments binding the Sacramento Society without advance written approval in each instance from the Society.

ARTICLE VIII. DISCONTINUANCE

Section I. This Society may terminate its status as a chapter of the National Society, and the National Society may terminate the status of this Society as a Chapter of the National Society, pursuant to procedures set forth in the 2001 "Audubon Chapter Policy adopted by the National Societies Board of Directors on December 8, 2001.

ARTICLE IX. AMEMDMENTS

Section I. These By-Laws are fundamental and shall not be altered, amended, suspended, or repealed in whole or in part, except by a two-thirds (2/3) vote of the members present at a regularly called meeting held for this purpose. A summary of any proposed amendments or alteration shall be printed in at least one issue of the Society's newsletter prior to the meeting. A copy of the complete amendment shall be made available upon request.

ARTICLE X. CONSTRUCTION OF BYLAWS

Section I. On all questions as to the construction or the meaning of the Bylaws and rules of the Society, the decision of the Board shall be final, unless suspended by a two-thirds (2/3) vote of the members as provided in Article VIII of the Bylaws.

Revised 1984

Revised 1996

Revised 1997

Revised 2001

Revised April 2002

Revised September 2002

Revised May 2003

Revised February 2004