

**SACRAMENTO AUDUBON SOCIETY INCORPORATED  
BYLAWS  
DRAFT 8/28/2018**

**MISSION STATEMENT**

The Sacramento Audubon Society, Inc., is dedicated to environmental education, advocacy, and activities to preserve and conserve the Sacramento region's natural ecosystems and diverse bird populations for study and enjoyment by all.

**ARTICLE 1. MEMBERSHIP AND MEETINGS**

**Section 1. Eligibility:** Any person interested in the mission of the Sacramento Audubon Society, Inc. (hereinafter called "SAS") as stated in Article II of the Articles of Incorporation is eligible for membership.

**Section 2. SAS Voting Members:** The voting membership of SAS shall include persons paying annual dues to SAS.

**Section 3. Annual Dues:** Annual membership dues for SAS have historically been \$25 per person or per address. Future changes in annual dues shall be decided by the Board with notice to the members.

**Section 4. Newsletter Sent to Dues Paying Members:** Dues-paying members of SAS shall receive the SAS newsletter.

**Section 5: General Membership:** The general, non-voting membership of SAS includes all members of National Audubon Society (hereinafter called "National") in the Sacramento area who do not pay dues to SAS.

**Section 6. Field Activities Leaders:** Any person who leads trips or classes on a volunteer basis for SAS will automatically receive general membership status in SAS.

**Section 7. SAS Membership Meetings.** Regular meetings of SAS shall be held each month or as determined by the Board of Directors. There will be no meetings during the months of June, July, August, or December

**Section 8. Annual Meeting** The meeting of SAS for election of new Officers and Directors shall be held during the May membership meeting of each year. The

nominating committee will present a slate of Officers in the April newsletter, and the President will announce the slate at the April membership meeting. Nominations may be made from the floor at the May membership meeting. All nominations must have the concurrence of the nominee. All voting decisions must be determined by a majority of the voting members present. The term of office shall be from July 1 through June 30.

## **ARTICLE II. BOARD OF DIRECTORS**

**Section 1. SAS Board:** The control and conduct of the properties and business of SAS 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) elected Directors. Board members shall serve two-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.

**Section 2. Quorum:** A majority of the filled Board positions shall constitute a quorum. A quorum shall be necessary for the transaction of business.

**Section 3. Regular Board Meetings:** Regular meetings of the Board shall be held once each month as determined by the President. No meetings will be held in June, July, or December.

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

**Section 5. Board Vacancies:** 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 1. Officers:** Elected Officers of SAS shall be: 1) President, 2) Vice-President, 3) Treasurer, 4) Recording Secretary, and 5) Corresponding Secretary. All Officers shall serve one two-year term and may be reelected.

**Section 2. President:** The President shall: preside at all SAS general membership meetings and meetings of the Board; direct and administer all affairs of SAS 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 by the January Board meeting of each year.

**Section 3. Vice President:** The Vice-President shall assist the President in carrying out the President'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. Treasurer:** The Treasurer, under general Board supervision, shall: have custody of SAS's funds and securities; deposit moneys and securities in the name of SAS; disburse the funds for SAS 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 SAS; serve as chairperson of the Finance Committee; and conduct meetings during the absence of both the President and Vice-President.

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

**Section 6. Corresponding Secretary:** The Corresponding Secretary shall be responsible for the correspondence of SAS.

#### **ARTICLE IV. DIRECTORS**

**Section 1. Directors:** The five elected non-officer Directors will serve as advisors to the elected Officers and will have an equal vote in all matters coming before the Board. The Directors will become familiar & involved, to the extent possible, with one or more of the standing committees as set forth in Article V of these Bylaws.

#### **ARTICLE V. COMMITTEES**

**Section 1. Committees:** To carry out the objectives of SAS, the President, with Board approval, may establish committees and the responsibilities of each committee. The President shall appoint chairpersons of the committees. Standing committees may consist of, but not be limited to, the following: Nominating, Conservation, Education, Field Activities, Finance, Membership, Programs, Newsletter and Publicity.

**Section 2. Committee Membership:** Chairpersons shall have the right to select their own committee members from SAS's membership.

## **ARTICLE VI. FISCAL MATTERS**

**Section 1. Fiscal Year:** The fiscal year of SAS shall be July 1 through June 30.

**Section 2. Bank Account:** The bank account of SAS shall be in the name of the Sacramento Audubon Society, Inc., and shall be maintained with the signatures of the Treasurer and the President.

**Section 3. Expenditures:** 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. Non-routine expenditures must be approved by a vote of the Board.

**Section 4. Debts:** Neither SAS 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. Gifts of Stock:** Gifts of stock to SAS shall be liquidated immediately upon receipt.

## **ARTICLE VII. COMMITMENTS**

**Section 1. Independent Organizations:** SAS and National are separate, independent organizations. The Board shall not enter into any commitments binding on National without authorization from National. National has no authority to direct SAS's affairs or to make commitments binding on SAS without advance written approval in each instance from SAS.

## **ARTICLE VIII. DISCONTINUANCE**

**Section 1. Termination of Chapter Status:** SAS may terminate its status as a chapter of National, and National may terminate the status of SAS as a Chapter of National, 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 1. Bylaws Amendments:** These Bylaws 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 SAS's voting members present at a membership meeting. A summary of any proposed amendments or alteration shall be printed in at least one issue of SAS's newsletter prior to the meeting. A copy of the complete amendment shall be made available upon request.

## **ARTICLE X. CONSTRUCTION OF BYLAWS**

**Section 1. Meaning of Bylaws:** On all questions as to the construction or the meaning of the Bylaws and rules of SAS, the decision of the Board shall be final, unless suspended by a two-thirds (2/3) vote of the members as provided in Article IX of the Bylaws.

Revised 1984

Revised 1996

Revised 1997

Revised 2001

Revised April 2002

Revised September 2002

Revised May 2003

Revised February 2004

Revised XXX 201X