

KLAMATH BASIN AUDUBON SOCIETY, Inc.

PREAMBLE

This corporation shall be known as the KLAMATH BASIN AUDUBON SOCIETY or KBAS for short (hereinafter called SOCIETY).

The purposes and objectives of this SOCIETY shall be to engage in any such educational, scientific, investigative, literary, historical, philanthropic, and charitable pursuits as may be part of the stated purposes of the NATIONAL AUDUBON SOCIETY, of which this SOCIETY shall function as a chapter. This corporation is organized and operated exclusively for the purposes within the meaning of section 501 (c) (3) of the 1954 Internal Revenue Code.

Mission Statement: The Klamath Basin Audubon Society will provide the opportunity for all to experience and appreciate our region's wildlife, focusing on birds and other natural resources.

BYLAWS

Article I. RELATIONSHIP TO THE NATIONAL AUDUBON SOCIETY

The relationship between this SOCIETY and the NATIONAL AUDUBON SOCIETY (hereinafter called the NATIONAL SOCIETY) shall be governed by the Chapter Policy of the NATIONAL SOCIETY.

Article II. MEMBERSHIP

Section 1. Eligibility— Any person interested in the purposes and mission of this SOCIETY may become a member.

Section 2. Dues— Membership dues shall be established by the Board of this SOCIETY.

Section 3. Membership Renewal— Dues for membership in this SOCIETY shall be payable upon joining and will be for one year, and shall be due for renewal each year thereafter on the anniversary of the date of joining.

Section 4. Voting Rights— Each member shall have the right to cast one vote at any regular or special meeting of members on any motion that is properly brought before such meeting,

including election of officers and directors, either in person or by proxy. Honorary members shall have the same voting rights as other members.

Section 5. Relationship of Membership— The relationship between membership in this SOCIETY and membership in the NATIONAL SOCIETY is set forth by the One Audubon Membership policy in Article XVI Section 2 of these bylaws.

Article III. BOARD OF DIRECTORS

Section 1. General Powers— The control and conduct of the business and activities of this SOCIETY shall be vested in its Board of directors (hereinafter called Board).

Section 2. Composition— The Board shall include a minimum of five (5) and no more than nine (9) elected Directors, and shall include those persons who are serving as President, Vice-President, Secretary, and Treasurer of this SOCIETY. All Directors must be members in good standing of this SOCIETY. No person may hold more than one position of the Board at one time.

Section 3. Election and terms— The Directors shall be elected for the term of one year, except in the case of the President who shall be elected for a term of two years, by a plurality of votes of members of this Society who vote in person or by proxy at the May General Meeting of members, or, if by any reason vacancies exist whereby the Board has not the full complement of Directors, the Board may elect a Director or Directors to fill such vacancies and the Director or Directors so elected shall serve until the next May General Meeting of members. There shall be no limit as to the number of terms a member may serve on the Board.

Section 4. Regular Meetings— There shall be at least five regular meetings of the Board in any calendar year but not more than one regular meeting in any one month, the dates for the regular meetings being determined by the Board at its first regular meeting following the annual meeting of members in May. The purpose of any such meetings of the Board shall be for the purpose of conducting the business of this SOCIETY and for the transaction of such other business as may come before the meeting. Regular meetings of the Board shall be open to members of this SOCIETY and to non-members who are specifically invited to attend by a Board member. Notice of regular Board meetings shall be published in this SOCIETY'S newsletter.

Section 5. Special Meetings— Special meetings of the Board shall be called by the President or by the Secretary upon request of the majority of the Board. Notice of a special meeting shall be given to Board members in person or by telephone or e-mail not fewer than three (3) or more than ten (10) days prior to the date of the meeting, or, by regular mail not fewer than ten (10) days or more than twenty (20) days prior to the date of the meeting.

Section 6. Meeting by Telephone or by E-mail— Any action which may be taken at a Board meeting may be taken, by telephone or by e-mail in response to a request by the President, if a verbal consent by telephone or a written consent setting forth the action to be taken, has been approved by a majority of the board.

Section 7. Quorum— A majority of the Board members in office at the time of the meeting shall constitute a quorum at any meeting of the Board.

Section 8. Chairperson at Meetings— The President or, in his or her absence, the Vice-President, shall act as Chairperson at any meeting of the Board, or if both are absent, by any other member of the Board designated by the Board to act as Chairperson at any such meeting.

Section 9. Disbursements— All checks and drafts of this SOCIETY must have two signatures. They may be signed by the Treasurer, the President, or by one other board member as established by the Board.

Section 10. Compensation— There shall be no compensation of the Directors or Officers. The Board may provide reimbursements to a Director or Officer for approved expenses incurred pursuing this SOCIETY'S business or activities.

Article IV. OFFICERS

Section 1. Officers— The Officers of this SOCIETY shall be President, Vice-President, Secretary, and Treasurer, and such other Officers as may be established by the Board. No more than one office may be held by the same person at one time. Offices may be served by one or two duly elected by members of this SOCIETY.

Section 2. Elections— Officers shall be elected for their respective terms by a plurality of votes made in person or by proxy by the voting members of this SOCIETY at the annual meeting of members.

Section 3. Terms of Office— Upon his or her first election to office, the office of the President shall terminate upon the date of the second annual meeting of this SOCIETY following his or her election, and the terms of all other Officers shall terminate upon the date of the first annual meeting of this SOCIETY following their election. There shall be no limit as to the number of terms in any office that a member may serve.

Section 4. Vacancies— If for any reason an office shall become vacant, the Board by majority vote may elect a member to fill the vacancy until the next annual meeting of members.

Section 5. The President— The President shall direct and administer the affairs of this SOCIETY as its executive head and shall supervise all phases of its activities, subject to

instructions from the Board. The President shall also be an ex-officio member of all committees, and shall also preside at meetings of members and the Board. The President shall represent this SOCIETY at public functions, and sign contracts and other written obligations of this SOCIETY which have been approved by the Board. At the annual meeting the President shall report to the membership on the status and activities of this SOCIETY for the past year.

Section 6. The Vice-President— The Vice-President shall assist the President to carry out his or her duties and, in the absence of the President, the Vice-President shall direct and supervise the business and activities of this SOCIETY subject to instructions by the Board, and shall preside at meetings of members and the Board.

Section 7. The Secretary— The Secretary shall have overall responsibility for all record keeping of the SOCIETY, and shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board and members' meetings, and of the proceedings of those conducted by the Board using telecommunications, e-mail, or regular mail; (b) provision for notice of all meetings of the Board and members; (c) conduct all the correspondence of this SOCIETY except such as shall be conducted by another Officer; (d) preserve all correspondence of this SOCIETY; (e) and any other duties as may be prescribed by the Board.

Section 8. The Treasurer— The treasurer shall have overall responsibility for the financial record keeping of all SOCIETY funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) keep full and accurate accounts of all financial records of this SOCIETY; (b) deposit all monies in the name and to the credit of this SOCIETY in such depositories as may be designated by the Board; (c) disbursement of all funds when proper to do so as established by the Board; (d) make financial reports as to the financial condition of this SOCIETY to the Board at its regular meetings; (e) present an annual report as to the financial condition of this SOCIETY to the members at their annual meeting; and, (f) any other duties as may be prescribed by the Board.

Article V. MEMBER MEETINGS

Section 1. Member Meetings— No fewer than six regular member meetings per year shall be held on such day of such months as shall be determined by the Board.

Section 2. Annual Meeting— The annual meeting of members shall be held on such date in May of each year as shall be determined by the Board.

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

Section 4. Notice of Meetings— Notice of all meetings at which SOCIETY business is to be transacted shall be published in this SOCIETY’S newsletter, and/or by electronic communication.

Article VI. NOMINATING AND MEMBERSHIP COMMITTEES

Section 1. Nominating Committee— The Board shall annually appoint not later than three (3) months prior to the next annual meeting a Nominating Committee to consist of not fewer than two (2) members. Their names shall be made known to the members by way of this SOCIETY’S newsletter or at a regular meeting of the members not later than one (1) month after the Nominating Committee has been constituted. Suggestions for the nominations of Officers and Directors may be submitted to the Nominating Committee by any member of this SOCIETY. Any person wishing to serve as an Officer or Director may make his or her intent known to the Nominating Committee as long as he or she is a member in good standing of this SOCIETY.

Nothing contained herein shall be construed to prevent nominations of Officers and Directors from the floor at the annual meeting.

Section 2. Membership Committee— The Membership Committee shall be composed of no fewer than two (2) members. This committee shall maintain close contact with the Membership Department of the NATIONAL SOCIETY, shall keep this SOCIETY’S membership records, and shall conduct membership campaigns to enroll new members. This committee 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 members who shall share the work of this committee shall be formed. This committee shall keep an up to date membership list for the purpose of contacting members for membership renewal, any and all meetings and other functions, and shall supply said list to the Newsletter Editor for purpose of mailing said newsletter to members, and any other correspondence as deemed necessary by the Board.

Article VII. OTHER COMMITTEES

Standing and ad hoc Committees— The President with the approval of the Board may from time to time establish such committees as deemed necessary and desirable to carry out the functions of this SOCIETY. The President with the approval of the Board shall appoint chairpersons of all committees, who in turn may select their own members. All committees shall be composed of no fewer than two (2) members. The Board shall establish and maintain written job descriptions for all committees.

ARTICLE VIII. NEWSLETTER

The newsletter shall be published by the Newsletter Editor (who shall be appointed by the President), no less than 5 times per year or as directed by the Board.

ARTICLE IX. ENDOWMENT AND GRANT FUNDS

Section 1. The Board may establish or cause to be established an endowment fund for the purpose of funding educational grants. The management of the endowment fund shall be consistent with the Uniform Prudent Management of Institutional Funds Act, ORS 128.305 et seq., which restricts the ability of the Board to spend principal held in the endowment fund. The Board shall periodically decide how to allocate income from the endowment fund.

It is the intention of this SOCIETY that the endowment fund be permanent.

Removal of principal from the endowment fund shall require an affirmative vote of 80% of all Board members and Officers of this SOCIETY

Section 2. The Board may also set aside or cause to be set aside funds for such other grants as are deemed worthy by a simple majority vote of the Board.

Article X. AMENDMENTS

These Bylaws may be altered or amended or repealed, and new Bylaws adopted by a Resolution of the Board, and a vote of the general membership. Members shall be given at least thirty days notice before the meeting at which a proposed change of the Bylaws is to be considered, and such notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall state the proposed changes.

The Preamble and Bylaws of this SOCIETY may be amended by a majority vote of its members in person or by proxy at any regular or special meeting of the members. The notice of any such meeting in which any amendment is to be voted upon shall state the wording of each proposed amendment.

Article XI. CONFLICT OF INTEREST

Section 1- It is in the interest of this SOCIETY that its Board of Directors, staff, Committee members or other persons designated to represent the SOCIETY in a particular situation (“representatives”) be reasonably ready and willing to represent the purposes of the SOCIETY as the opportunity or need arises. Whenever a representative instead represents an adverse or potentially conflicted purpose or interest, then said representative has or may have a conflict of interest in relation to the SOCIETY.

Presentation and/or critical discussion of different views or interests as part of the deliberations in Board or committee meetings in order to better develop and understand the issues is not a conflict of interest.

Section 2- Factors to consider in determining whether a conflict exists and how it can best be resolved include:

- a) How serious is the conflict and what are its likely consequences?
- b) What is the scope and nature of the conflict?
- c) What is the position of the conflicted person?

Section 3- Representatives have a duty to disclose conflicts of interest, or circumstances reasonably likely to be perceived as a conflict of interest, to the Board in a timely manner.

Section 4- The Board has the responsibility to determine whether a conflict exists and its disposition.

Article XII. EQUAL OPPORTUNITY

This SOCIETY is an equal opportunity organization that does not discriminate against Board members, volunteers, members or program participants on the basis of race, creed, sex, sexual orientation, age, religion, marital status, national origin, political affiliation, or mental or physical disabilities.

Article XIII. FISCAL YEAR

The fiscal year of this Corporation shall begin on the first day of July and end on the last day of June.

Article XIV. PARLIAMENTARY AUTHORITY

All meetings of members and of the Board shall be conducted in keeping with the parliamentary procedures set forth in Roberts Rules of Order.

ARTICLE XV. DISSOLUTION

Terms of dissolution shall be governed by Article VI of the articles of incorporation of this Society.

Article XVI. ATTACHMENTS

Section 1. Audubon Chapter Policy— The AUDUBON CHAPTER POLICY of December 9, 2001, as amended January, 2005 (or the corresponding future provisions of the NATIONAL SOCIETY’S Chapter Policies) is attached hereto. Provisions in that document pertaining to its chapters shall be binding on this SOCIETY pursuant to Article I of these Bylaws.

Section 2. Audubon Membership— The December 9, 2001 Final Recommendation of the “Friends of” Task Force of the NATIONAL SOCIETY titled One Audubon Membership (or the corresponding future provisions of the NATIONAL SOCIETY’S policy on Audubon Membership) is attached hereto.

Provisions of that document pertaining to NATIONAL SOCIETY membership and membership in this SOCIETY shall be binding on this SOCIETY pursuant to Article I of these Bylaws.