

**CONSTITUTION AND BYLAWS
OF
WILLAPA HILLS AUDUBON SOCIETY
(CURRENT 2007, BASED ON ORIGINAL OF 8 November, 1978; AMENDED
1993,1999,2002,2005,2007,2011)**

**CONSTITUTION
Article I: Name**

This organization shall be known as the Willapa Hills Audubon Society (WHAS), a chapter of the National Audubon Society (NAS).

Article II: Purpose

Section 1. The purpose and objectives of this Society shall be to engage in educational, scientific, investigative, literary, historical, philanthropic and charitable pursuits as may be part of the stated purposes of the NAS, of which this Society shall function as a chapter, and within the meaning of Section 501©(3) of the Internal Revenue Code of 1954.

Section 2. The mission of the Willapa Hills Audubon Society is to support ecologically responsible ways of life, to help maintain biologically diverse habitats, and to promote environmental understanding and enjoyment of nature.

Section 3. Upon dissolution, or abandonment, the assets of the Society remaining after payment of or provision for all debts and liabilities of the Society, shall be donated to corporation(s), association(s), fund(s), or foundation(s) having similar objectives and purposes as WHAS, as designated by the Board of Directors, subject to the order of a Court as provided by law; provided that none of the assets shall be donated to any organization other than one organized and operated exclusively for charitable purposes as currently set forth in Section 501© (3) of the Internal Revenue Code.

Section 4. No substantial part of the Society's activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Society participate in, or intervene in any political campaign on behalf of any candidate for public office.

**BYLAWS
Article I: Membership**

Section 1. Any person interested in the purposes of the Society is eligible for membership.

Section 2. Classes of membership shall be: Chapter, Chapter-full time student, Chapter-lifetime, and Joint membership of Chapter and National Audubon Society.

Section 3. Annual dues and lifetime membership shall be established by the Board of Directors of WHAS, except for the portion required by the NAS in the case of joint membership, whose dues will be established by NAS.

Section 4. All classes of membership shall enjoy all the rights and privileges pertaining to membership in WHAS; joint members shall enjoy all rights and privileges of both WHAS and NAS. Each membership shall entitle its bearer to one vote in WHAS chapter elections.

Section 5. Membership dues shall be payable at the time of application, shall be effective for the date of election, and shall be paid yearly thereafter. Dues paid to NAS shall be in accordance with its policies.

Section 6. If membership dues are not paid within six months after the renewal date, a member so in default shall be henceforth dropped from the membership rolls.

Article II: Meetings

Section 1. Regular meetings of the Society shall be held at least four times annually.

Section 2. An Annual Meeting of the Society shall be held on the second Wednesday in March, or at such date in March as stipulated by the Board of Directors, at which time new officers will be installed and take office.

Section 3. The members in attendance shall constitute a quorum for the transaction of business at any duly called regular or special meeting.

Section 4. Special meetings may be called by the President, or pursuant to a resolution of the Board. Ten days written notice of such special meeting, stating objectives thereof, shall be given each member at his last known post office or email address.

Article III: Board of Directors

Section 1. The control and conduct of the Society shall be vested in its Board of Directors. The Board shall determine the policies of the Society not otherwise stipulated in the Bylaws. The Board shall include (a) the elected officers, (b) chairpersons or co-chairpersons of Standing Committees, and (c) not more than six (6) Directors elected by Members for two (2) year terms. Each attending board member shall have one vote.

Section 2. Regular meetings of the board shall be held at least four times annually. These may be held face-to-face or electronically.

Section 3. Five members of the Board shall constitute a quorum at any meeting.

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

Section 5. Members with two consecutive unexcused absences or four consecutive excused absences may be asked by the board to resign. A replacement, nominated by the President, must be confirmed by a majority of the Board.

Article IV: Officers

Section 1. The elected officers of the Society shall be a President and Vice-President, or two Co-Presidents, a Secretary, and a Treasurer. Officers shall serve two-year terms.

Section 2. A vacancy that occurs between regular elections in the office of President, or in any other office, shall be filled by an individual chosen from WHAS membership by a majority vote of the Board of Directors to complete the term for that office.

Section 3. The President, or Co-Presidents, shall be President(s) of the Society, Chairperson(s) of the Board of Directors and ex-officio member(s) of all committees and shall perform all other duties associated with the office of President.

Section 4. The Vice President shall assist the President in carrying out his or her duties and shall preside at all meetings in the absence of the President.

Section 5. The Secretary shall keep a record of all proceedings of the Board and the Society and shall conduct all correspondence of the Society.

Section 6. The Treasurer shall have custody of the Society's funds. He/She shall disburse funds as may be ordered by the Board. He/She shall report to the Board at their regular meetings, or as requested. He/She shall prepare an annual report on the financial condition of the Society for distribution to the membership at the Annual Meeting, a copy of which shall be forwarded to NAS.

Section 7. All checks and drafts of the Society may be signed by the Treasurer, and the President(s) or Vice President, or an additional Board Member as designated by the Board. Check and draft signing status shall be reviewed at least annually. Two signatures shall be required unless the Board authorizes specific exception to this rule.

Section 8. The immediate past-president(s) shall be a voting member of the Board. His/Her duty shall be as advisor to the President(s).

Article V: Nominations

Section 1. The President will select a Nominations Chair by October 1 preceding an election. The Nomination Chair may select up to three WHAS members in good standing to serve on a committee.

Section 2. The Secretary and Nomination Chair will create for members a nomination form to be inserted into the November/December newsletter as a single sheet with instructions to fold, staple, stamp and return. It must be signed in order for the Membership Chair to verify current membership of the nominator; to be valid it must reach the WHAS post office box by January 10th of an election year.

Section 3. It is the duty of the Nomination Chair and Committee members to seek out and encourage nominations of capable WHAS members to assure a full slate of candidates for balloting and election.

Article VI: Elections

Section 1. The Nomination Chair will create a ballot form with assistance of the Secretary. The Ballot will be inserted in the newsletter before but nearest to the annual meeting, as a single sheet with instructions to fold, staple, stamp, and return. It must be signed; for verification of current membership by the Membership Chair. Ballots must reach the WHAS post office box by March 1st to be valid.

Section 2. The ballots will be counted by at least two people: The Nomination Chair and at least one Director at Large.

Section 3. Balloting may be done electronically, if voting can be verified as above. An electronic voting option will be included on the ballot sheet inserted in the newsletter.

Section 4. Elected officers and directors will be installed at the Annual Meeting.

Article VII: Committees

Section 1. The President(s), with approval of the Board of Directors, shall appoint chairpersons of Standing Committees who, in turn, may select committee members with recommendations and suggestions of the Board. Terms of office shall be for two years or until successors are appointed.

Section 2. The President(s), with approval of the Board of Directors may create Special or Ad Hoc Committees and appoint chairpersons whose term of office shall be determined by the length of time needed to complete the task at hand.

Section 3. Standing Committees of the Society are as follows, in addition to other such committees as may become necessary:

CONSERVATION

It shall be the duty of this committee to keep informed on local, state and national governmental policies and actions affecting the natural environment and the conservation of natural resources, to advise the Board of Directors, and to carry out the policies of the Society. It shall also be the duty of this committee to coordinate its actions with the actions and policies of NAS, insofar as conservation measures and policies of national scope are concerned and to keep NAS informed of such actions.

EDUCATION

This committee shall encourage schools and colleges of the community to conduct courses and otherwise stress natural history, ecology and conservation; conduct lectures and/or workshops in natural science for members and friends; and by other means inform and educate the public about the natural environment. This committee shall also maintain and utilize whenever possible the chapter collection of bird and wildlife specimens of the Lower-Columbia region.

FIELD TRIP

This committee shall plan, organize and properly conduct field trips for the benefit of WHAS membership as well as the general public.

FINANCE

It is the responsibility of this committee to plan the annual budget of the Society, assist the Treasurer in the preparation of financial reports, and to make recommendations and carry out plans for financial support of the Society. The committee shall also conduct an in-house audit annually by the end of January. An audit by an outside professional shall be performed at least once in every five years.

HOSPITALITY

This committee shall see to the details of providing food and refreshment at regular meetings and social gatherings of WHAS, including the banquet at the Annual Meeting, and as directed by the Board.

MEMBERSHIP

It shall be the duty of this committee to coordinate with the Membership Department of NAS regarding records of current and potential members. It shall also be the duty of this committee to maintain and increase membership: to conduct membership campaigns and attempt to retain membership of those who have become delinquent in payment of dues. It shall further be the duty of this committee to maintain an up-to-date list of WHAS members (of all membership types), and to give notice to those whose chapter-only membership is about to expire.

PROGRAM

It shall be the duty of this committee to organize and present programs at regular meetings, or at special meetings open to the public, that promote the mission of WHAS through lectures, discussions, exhibits, and publications. The program committee shall also keep the regular membership informed of other community activities that mesh with the interests and vision of the Society.

PUBLICATIONS

It is the responsibility of this committee to edit and publish the Society newsletter, the Whistler, for the WHAS membership, and to prepare other publications, as needed, that further enhance the ongoing programs and activities of the local Society.

PUBLICITY

This committee shall have the responsibility of publicizing activities, programs, field trips, etc., and all forums that are open to the public, and work with other committees to create ads that will encourage public participation in these events.

SCIENCE & STEWARDSHIP

This committee shall oversee and coordinate WHAS subcommittees and projects related to land or species conservation, collection of natural history information, and management of land owned by the Society, solely or in partnership with other groups, entities or landowners. Each subcommittee or land acquisition must be approved by the Board. Science and Stewardship projects without budget impacts, or are temporary, do not require board approval.

WEBSITE

It shall be the duty of this committee to construct and maintain a website for WHAS.

Article VIII: Commitments

Willapa Hills Audubon shall not enter into any commitments binding upon the National Audubon Society without written authorization by the National Society, nor shall the National Society, without written authorization of this Society, enter into any commitments binding on the Willapa Hills Audubon.

Article IX: Discontinuance

Willapa Hills Audubon may terminate its status as a Chapter of the National Audubon Society, and the National Society may terminate the status of this Society as chapter of the National Society, pursuant to procedures set forth in the 2001 Audubon Chapter Policy adopted by the National Society's Board of Directors on December 8, 2001.

Article X: Parliamentary Authority

In matters not covered by these bylaws, "Roberts Rules Of Order" shall govern.

Article XI: Amendments

Proposed amendments to the Constitution and Bylaws must be either reviewed and approved by the Board of Directors before being voted upon by the membership, or submitted to the chapter Secretary by means of a petition signed by at least thirty (30) members in good standing.

The Constitution and Bylaws may be amended by a majority vote of any members in good standing present at any regular meeting or any special meeting thereof, regularly called, and provided further that notice of such amendments pending a vote shall have been mailed to each member of the Society at his/her last known address at least fifteen (15) days prior to said meeting.