

**Bylaws of  
LAHONTAN AUDUBON SOCIETY, INC.  
Approved November 2, 2021**

**ARTICLE I – NAME AND PURPOSE**

**Section 1.** The name of this organization shall be the Lahontan Audubon Society, Incorporated, hereinafter called “the LAS.” Lahontan Audubon Society functions as a certified chapter of National Audubon Society and is based in Reno, Nevada.

**Section 2.** The LAS seeks to help restore, preserve, and improve habitat for birds and other wildlife and to provide education about birds and their habitats in Nevada and adjacent areas of California. Said purposes and objectives shall conform to the provisions of Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II – MEMBERSHIP**

**Section 1. Classes of Membership.** The Board may establish by resolution, or other means, the conditions and categories of membership, sponsorship, associates, affiliates, chapters, contributors, or other terms for recognizing official association with LAS.

**Section 2. Voting.** Only members in good standing of LAS shall be eligible to vote at membership meetings.

**Clause A. Quorum.** The number of members present at any meeting or participating in an online vote shall constitute a quorum.

**Clause B. Vote by Proxy.** A member of the LAS shall be entitled to vote by proxy vote at the Annual Members’ Meeting or any other membership meeting.

**B.1.** The proxy vote must be written, dated, and signed by the member making it.

**B.2.** The proxy vote must be received by the Secretary prior to the start of the meeting to be valid.

**Section 3. Offices and Committees.** Only members in good standing of LAS are eligible to serve as Officers, Trustees, and Committee Chairs.

**Section 4. Transfer of Membership.** Memberships are non-transferable.

**Section 5. Termination of Membership.** When a membership terminates, all rights and privileges associated with that membership terminate for all members associated with that membership.

**ARTICLE III – MEETINGS**

The Annual Members’ Meeting of the LAS shall be held in May of each year.

**Section 1.** Membership meetings of the LAS shall be held monthly, although recesses may be

established by the Board of Trustees. Additional meetings may also be called anytime by the President or by a majority of the Board of Trustees and the meeting schedule can be amended at any time by a vote of the Board of Trustees. Notice of membership meetings shall be provided to all members of the LAS on its website or through other mediums as determined appropriate by the Board of Trustees.

**Section 2.** The members present at any meeting shall constitute a quorum.

**Section 3.** A member of the LAS shall be entitled to vote by proxy vote at the Annual Members' Meeting or any other membership meeting.

**Clause A.** The proxy vote must be written, dated, and signed by the member making it.

**Clause B.** The proxy vote must be received by the Secretary prior to the start of meeting to be valid.

## **ARTICLE IV – BOARD OF TRUSTEES**

The affairs, management, and policies of the LAS shall be governed by the Board of Trustees.

**Section 1.** The Board of Trustees shall consist of nine (9) members elected by a majority of the members present at the Annual Members' Meeting. Trustees shall serve a term of three-years and may serve no more than three (3) consecutive terms.

**Section 2.** The Board of Trustees shall elect, within the first quarter of the new fiscal year, a President, Vice President, Secretary and Treasurer from among the Trustees who shall serve as officers of the LAS for a term of one year. Officers may serve up to nine consecutive terms in their position.

The nine (9) Board of Trustee seats shall be named Seat One, Seat Two, Seat Three, Seat Four, Seat Five, Seat Six, Seat Seven, Seat Eight and Seat Nine. Seat One, Seat Two and Seat Three shall be elected in May of 2020, and then every three (3) years from that date. Seat Four, Seat Five and Seat Six shall be elected in May of 2021, and then every three (3) years from that date. Seat Seven, Seat Eight and Seat Nine shall be elected in May of 2022, and then every three (3) years from that date.

**Section 3.** Any vacancy that occurs in the Board of Trustees shall be filled until the end of the term of the vacated seat by a majority vote of the Board of Trustees.

**Section 4.** The Board of Trustees shall meet monthly, although recesses may be established, at a date and time chosen by the majority of the members of the Board of Trustees. At the discretion of the Board, any meeting of the Board of Trustees may be conducted by remote communications, including teleconference, video conference, webcam conference, or other media.

**Section 5.** A special meeting of the Board of Trustees may be called by the President or a majority of the members of the Board of Trustees. All members of the Board of Trustees must be notified (orally or in writing) of the special meeting at least twenty-four (24) hours before the start of the meeting.

**Section 6.** Should a single matter requiring an urgent vote by the Board arise between regularly scheduled meetings, discussion may be conducted by means of email or like communication followed by a formal vote by email or like communication. The presiding officer will tally all responses, counting any non-responses as an abstention, and report the results to all Board members. The motion and results shall be reported as an addendum to the minutes of the next regular meeting.

**Section 7.** Five (5) members of the Board of Trustees shall constitute a quorum at any meeting or email, or like communication, vote as described in Section 6.

**Section 8.** The Board of Trustees shall be the sole authority that may enter into any kind of binding contract or agreement on behalf of the LAS.

**Section 9.** The Board of Trustees shall have the sole authority to create employed positions, interview and hire applicants, draw up job duties, review employees' performance, and fire employees.

**Section 10.** A "conflict of interest" arises when a person in a position of authority over an organization, such as an officer, trustee, or committee chair, may benefit personally from a decision he or she could make. In matters involving potential conflict of interest issues, the LAS shall follow the recommendations of the Internal Revenue Service contained in "Instructions for Form 1023 - Appendix A: Sample Conflict of Interest Policy," or any such subsequent advice set out by the Internal Revenue Service.

**Section 11.** The Board of Trustees shall have the power to remove any officer or Board Trustee from office by a three-fourths (3/4) vote of the entire Board, excluding the person who is the subject of the vote. The Board of Trustees may remove an officer or Trustee for any of the following reasons: excessive absenteeism, failure to perform the duties of office, embezzlement, the breaking of the fiduciary trust of office, or a conflict of interest.

**Section 12.** The Board of Trustees shall, within the first quarter of the new fiscal year, appoint up to two (2) members of the LAS, to the Audit Committee, as provided in Article VI, Section 3.

**Section 13.** The Board of Trustees shall, within the first quarter of the new fiscal year, appoint up to two (2) members of the Board, whose terms are not expiring, to the Nominating Committee as provided in Article VI, Section 2.

**Section 14.** If any committee chair is found to be derelict in his or her duties as stated in Article VI, Section 1, the Board may remove that person from his or her chair by a majority vote.

## **ARTICLE V – OFFICERS**

The officers of the LAS shall be President, Vice President, Secretary, and Treasurer. The term of office for officers shall be one (1) year (July 1 through June 30) in accordance with Article IV, Section 2.

**Section 1.** The President shall:

**Clause A.** Preside at all meetings of the Board of Trustees, regular membership meetings, and the Annual Members' Meeting.

**Clause B.** Appoint the chairs of the Communications, Conservation, Education, Field Trip, Fundraising, Investment, and Membership committees and other committees authorized by the Board.

**Clause C.** Appoint the editor of a newsletter, the website master, or the director of any other communication medium.

**Clause D.** Be empowered to call special meetings of the Board of Trustees as specified in Article IV, Sections 4 and 5, if needed.

**Clause E.** Be empowered to call special meetings of the LAS's membership as specified in Article III, Section 2, if needed.

**Clause F.** Prepare and present an annual budget for approval by the Board of Trustees within the first quarter of the new fiscal year at the beginning of the fiscal year.

**Clause G.** Collate committee reports (Article VI, Section 1, Clause G) and produce a Chapter Annual Report to be submitted to the Board of Trustees and to interested parties within the first quarter of the new fiscal year.

**Clause H.** Compile and produce reports and data as required to comply with annual certification as a chapter of National Audubon Society, for so long as the LAS elects to maintain status as a chapter of National Audubon Society.

**Clause I.** Provide other support and information to the Board as needed.

**Section 2.** The Vice President shall:

**Clause A.** In case the office of President becomes vacant, assume all duties and responsibilities of the President.

**Clause B.** In case the President is absent from any particular activity or responsibility, take over that activity or responsibility until such time, if any, that the President resumes his or her responsibility.

**Clause C.** Serve as the Chair of the Activity and Program Committee, according to Article VI, Section 2.

**Clause D.** Provide other support and information to the Board as needed.

**Section 3.** The Secretary shall:

**Clause A.** Prepare accurate minutes of all meetings of the Board of Trustees, the Annual Members' Meeting, and any other meeting requested by the Board of Trustees.

**Clause B.** Submit these minutes for formal approval by vote of the Board of Trustees at the following Board meeting.

**Clause C.** Sign the original copy of the approved minutes. This set of minutes shall be considered the true and legal copy of the proceedings of the particular meeting.

**Clause D.** Preserve all files and minutes of the LAS.

**Clause E.** Provide other support and information to the Board as needed.

**Section 4.** The Treasurer shall:

**Clause A.** Have custody of all the LAS's funds, securities, and inventory as directed by the Board of Trustees.

**Clause B.** Deposit all of the monies and securities of the LAS according to Article VIII, the Financial Code.

**Clause C.** Follow all procedures in Article VIII, the Financial Code.

**Clause D.** With the approval of the Board of Trustees, provide for storage and safekeeping of all assets of the LAS.

**Clause E.** Prepare a monthly report on the financial condition of the LAS for formal approval by the Board of Trustees at each Board meeting.

**Clause F.** Present a financial report on the condition of the LAS as an appendix to the Chapter Annual Report, as provided in Article V, Section 1, Clause H.

**Clause G.** File any documents, reports, or applications required by the State of Nevada to maintain the LAS's status as a domestic nonprofit LAS and the currency of the LAS's sales/use tax exemption.

**Clause H.** Prepare, or cause to be prepared, and submit Internal Revenue Service *Form 990 - Return of Organization Exempt from Income Tax*, and/or any subsequent or additional reporting forms as required by the Internal Revenue Service.

**Clause I.** Provide other support and information to the Board as needed.

**Section 5.** The Board of Trustees may direct any officer to do a specific duty on a temporary basis only. Any permanent duties must be added to these *Bylaws* as provided by Article XI.

## **ARTICLE VI – COMMITTEES**

The standing committees of the LAS shall be Activity and Program, Audit, Communications, Conservation, Education, Field Trips, Fundraising, Investment, Membership, and Nominating.

**Section 1.** Committee chairs shall be appointed by the President as stated in Article V, Section 1, except for the Audit Committee (Article IV, Section 12), Nominating Committee (Article IV,

Section 13), and Activity and Program Committee (Article V, Section 2).

**Clause A.** The chair of each committee shall be responsible for recruiting members for the committee and shall provide the Board of Trustees with the names and contact information for all the members of the committee. No approval of committee members is needed.

**Clause B.** The chair shall make a monthly report, oral or written, to the Board of Trustees on the committee's activities during the preceding month and current or planned activities.

**Clause C.** The chair shall call all meetings of the committee. A committee member must be notified, orally or in writing, at least twenty-four (24) hours prior to the start of the meeting.

**Clause D.** A committee chair may be removed as stated in Article IV, Section 14.

**Clause E.** The committee chair may remove any member of the committee by notifying both the individual to be removed and the President of the LAS in writing, stating the reasons for the dismissal.

**Clause F.** Each committee chair shall draft an annual report including a summary of committee activities. The report will refer to committee projects undertaken, completed, and ongoing. The summaries will be submitted to the President within the first quarter of the new fiscal year.

## **Section 2. Nominating Committee**

The purpose of this committee shall be to nominate individuals who are members of the LAS for Trustee positions to be elected at the Annual Members' Meeting.

**Clause A.** The committee shall request from the entire membership of the LAS names of members who might fill upcoming vacant positions.

**Clause B.** The committee shall nominate candidates, with their consent, for members of the Board of Trustees to succeed those whose terms of office will expire by the end of the fiscal year, June 30th.

**Clause C.** Nothing in this section shall supersede the provisions set by Article II.

## **Section 3. Activity and Program Committee**

The Vice President chairs this committee. Its purpose shall be to plan and execute all programs at the monthly membership meetings and any other special membership activity in the LAS. The programs for the regular membership meetings shall be set in advance of the meeting date and published in the newsletter, on the website, or other such medium.

## **Section 4. Audit Committee**

The purpose of this committee shall be to check the financial records of the LAS to ensure that the Treasurer is following the Financial Code in Article VIII of these *Bylaws*. The committee, after an annual audit of the financial records of the LAS, shall report its findings in writing to the Board of Trustees. Random audits may also be conducted, as directed by the President or a quorum of the Board of Trustees.

#### **Section 5. Communications Committee**

The purpose of this committee shall be to raise members' and the public's awareness about the LAS, its mission, and its activities. It will publicize, through newspaper, radio, television, websites, and other media, the purposes, activities, and programs of the LAS. The Communications Committee Chair shall also oversee communications-related subcommittees or activities, such as a newsletter, the LAS website, and certain outreach events.

#### **Section 6. Conservation Committee**

The purposes of the Conservation Committee shall be as described below. All projects or activities involving, or appearing to involve, advocacy shall be conducted in compliance with Internal Revenue Service codes applying to the operations and activities of 501(c)(3) nonprofit corporations.

**Clause A.** to keep informed on local, state, and federal legislation and governmental matters affecting the environment within the State of Nevada, to propose to the Board of Trustees positions and actions that the LAS should take regarding any such matters, and to oversee or facilitate activities in support of Board-approved positions or actions.

**Clause B.** to identify potential community conservation projects, to advise the Board of Trustees on which projects the LAS should participate in, and to oversee or facilitate projects approved by the Board of Trustees.

#### **Section 7. Education Committee**

The purpose of this committee shall be to stimulate a greater local appreciation, awareness, and understanding of birds, wildlife, and their habitats and their essential connection to people. The committee shall promote educational activities in accordance with the strategies and programs approved in LAS's strategic plan and/or other approved planning documents.

#### **Section 8. Field Trip Committee**

The purpose of this committee shall be to plan and coordinate a program of field trips sponsored by the LAS, including recruiting leaders, overseeing field trip policies, and ensuring both notice and reports of field trips. Goals of the field trip program shall include engendering the enjoyment and appreciation of birds, habitat, and environmental issues, guided by a focus on outreach to both members and interested members of the public.

#### **Section 9. Fundraising Committee**

The purpose of this committee is to organize, coordinate, facilitate, or otherwise assist fundraising activities to help underwrite the LAS's operations and local conservation and education programs, as approved by the Board of Trustees.

**Section 10. Investment Committee**

The purpose of this committee shall be to manage, either directly or through financial advisors, investment accounts of the LAS.

**Clause A.** The committee shall manage the investment accounts in accordance with a Board approved policy statement.

**Clause B.** The committee shall submit four quarterly reports to the Board on investment performance for the quarterly periods ending in March, June, September, and December. The committee shall compare the investment performance against appropriate benchmarks.

**Section 11. Membership Committee**

The purpose of this committee shall be to cooperate with the membership department of the National Audubon Society, Inc., or its designee, by such measures as obtaining lists of names and addresses of potential members residing within the designated territory of the LAS. This committee shall keep an accurate and up-to-date list of all members of the LAS and attempt to obtain the continuing membership of those who have become delinquent in the payment of their dues. The committee shall also make a sustained effort to attract new and returning memberships to the LAS.

**ARTICLE VII – ELECTIONS**

Elections for the Board of Trustees of the LAS shall occur at the Annual Members’ Meeting.

**Section 1.** Before the start of elections at the Annual Members’ Meeting, the Nominating Committee shall report its nominations to the membership. Additional nominations may be made from the floor, with the consent of the nominee.

**Section 2.** The vote shall be conducted by ballots, which will be collected and tallied during the Annual Members’ Meeting. The person receiving the most votes of all those cast for each Trustee Seat shall be declared the winner of that election.

**Section 3.** A copy of the vote tally, as certified by a member of the Nominating Committee, shall be retained in the Corporate records.

**Section 4.** If circumstances prevent the Annual Members’ Meeting from occurring as scheduled, the Board shall conduct an online vote of all members for whom the LAS has email addresses during the same week that the Annual Members’ Meeting would have occurred.

**ARTICLE VIII – FINANCIAL CODE**

This article shall be called the Financial Code of the LAS. All business of the LAS using its funds must be conducted according to this code.

**Section 1.** The Board of Trustees has complete control over the receipt and disbursement of the assets of the LAS.

**Section 2.** All assets of the LAS shall be accounted for, and, if applicable, inventoried. An inventory of all tangible assets of the LAS shall be conducted at least once a year by the Treasurer.

**Section 3.** There shall be a set of financial records with which to record all financial transactions of the LAS.

**Clause A.** These financial records shall be composed on a cash basis accounting system, with accounting for equipment and its depreciation.

**Clause B.** The financial records shall commence on July 1st of every year and close on June 30th of the following year. This period shall be known as the fiscal year.

**Clause C.** These financial records shall be in the custody of the Treasurer of the LAS.

**Clause D.** These financial records shall be posted and kept up to date indicating the LAS's financial transactions.

**Clause E.** The Treasurer shall close the financial records and prepare appropriate financial statements, or he or she shall cause these activities to be done by a certified public accountant, within a reasonable period after the close of the fiscal year. Copies of these financial statements shall be permanently kept in the files of the LAS.

**Section 4.** All expenditures of the LAS shall be made by drawing a check or electronic disbursement on its account(s), unless made through a petty cash fund.

**Clause A.** All checks must be signed or electronically authorized by the Treasurer of the LAS. Checks or electronic disbursements for amounts exceeding two hundred dollars (\$200.00) must be signed or authorized by the Treasurer and approved by one (1) other officer of the LAS to be valid. Ordinary recurring payments authorized by the Board are exempted from this second signature approval. In the absence of the Treasurer, another officer of the LAS may sign or authorize disbursements.

**Clause B.** An invoice or receipt from the payee of each check or electronic disbursement must be kept by the Treasurer as proof of the validity of the expenditure.

**Clause C.** Committee chairs and officers are authorized to incur commitments on behalf of the LAS for normal and reasonable operating and program expenses, after the Board of Trustees has approved and authorized the annual budget for their respective programs. An expenditure not contemplated by the approved budget may be authorized by a vote of the Board of Trustees on that specific expenditure.

Committee chairs and/or officers will ensure that the cumulative commitments under their programs do not exceed amounts authorized in the approved budget for their programs. Any increase in an approved budget requires Board of Trustee approval, based on specific anticipated expenditures.

**Section 5.** Any unauthorized expenditure of the LAS's funds, or misuse of other assets, shall be held liable against the person or persons misusing the funds or other assets. The LAS shall seek restitution from the person or persons who are liable. If necessary, appropriate civil and/or criminal proceedings shall be filed in the appropriate court(s) of jurisdiction.

## **ARTICLE IX – COMMITMENTS**

The Board of Trustees of the LAS shall not enter any commitments binding upon the National Audubon Society without written authorization by the National Audubon Society.

## **ARTICLE X – DISCONTINUANCE OF CHAPTER STATUS**

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

## **ARTICLE XI – AMENDMENTS AND REVISIONS**

These *Bylaws* may be amended at any time by the Board of Trustees of the LAS.

**Section 1.** The amendments can be considered at any regular or special meetings of the Board of Trustees.

**Section 2.** Any proposed amendment must be in the possession of all Trustees of the LAS at least seven (7) days prior to the meeting at which it will be considered.

**Section 3.** A two-thirds (2/3) vote of the Board of Trustees is needed to adopt an amendment to these *Bylaws*.

**Section 4.** Upon amendment of the *Bylaws*, a complete and accurate set, containing the amendment(s), shall be distributed to the officers, Trustees, and committee chairs and a copy given, upon request, to any member of the LAS.

**Section 5.** A total revision of the *Bylaws* is permissible if it follows the same course of consideration as any amendment to the *Bylaws*.

**Section 6.** No part of Article IX or Article X shall be amended without approval of the National Audubon Society.

## **ARTICLE XII - RULES OF ORDER**

In procedural matters of the LAS not covered by these *Bylaws*, *Robert's Rules of Order* shall govern to the extent that they are not inconsistent with the *Articles of Incorporation or Bylaws* of the LAS or the laws of the State of Nevada.

## **ARTICLE XIII - ENABLING CLAUSE**

This set of *Bylaws* shall be the operating procedures of the LAS. It shall supersede any and all

previous constitutions or bylaws. It shall be empowered from the date of adoption until such time it is replaced with a different set of operating procedures.

These Bylaws, with updates, amendments, and revisions, were adopted by the Board of Trustees on the 2<sup>nd</sup> day of November, Two Thousand and Twenty-One (2021).

Certified by:

*David Jickling*

David Jickling, President, Trustee Seat 1

*William Fletcher*

William Fletcher, Treasurer, Trustee Seat 2

*Brendan Bucy*

Brendan Bucy, Trustee Seat 3

*Michael Goddard*

Mike Goddard, Trustee Seat 4

Avery Sigarroa, Trustee Seat 5

*Rose Strickland*

Rose Strickland, Trustee Seat 6

*Olivia Sembach*

Olivia Sembach, Trustee Seat 7

Jacque Lowery, Trustee Seat 8

*Suzie Reynolds*

Suzie Reynolds, Secretary, Trustee Seat 9