

**Bylaws of  
LAHONTAN AUDUBON SOCIETY, INC.  
Adopted December 6, 2016**

**ARTICLE I – NAME AND PURPOSE**

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

**Section 2** The Lahontan Audubon Society 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** Any person interested in the purposes and objectives of the Corporation is eligible for membership.

**Section 2** Two classes of membership shall be available in this Corporation: (a) dual membership in the National Audubon Society and the Lahontan Audubon Society, based upon National Audubon Society’s delineation of territory for this chapter, and (b) local membership in Lahontan Audubon Society.

**Section 3** Membership and dues policy for (a) dual membership shall be established by National Audubon Society. Membership and dues policy for (b) Lahontan Audubon Society membership shall be established by the Board of Trustees of this Corporation.

**Section 4** Should renewal of membership dues not be paid within six (6) months after the time they are payable, a member so in default shall be dropped from the rolls.

**Section 5** Any member of this Corporation shall have the right to vote at any membership meeting, hold an office, chair a committee, or be a committee member.

**ARTICLE III – MEETINGS**

The Annual Members’ Meeting of this Corporation shall be held in May of each year.

**Section 1** The regular membership meetings of this Corporation shall be held monthly from September through May. The membership meeting schedule can be amended at any time by vote of Board of Trustees if attendance or any other issue should arise. The Corporation shall not be limited to these monthly meetings. Notice of regular membership meetings shall be provided to all members of the Corporation in its newsletter, on its website, or other such appropriate medium.

**Section 2** A special meeting of the members may be called anytime by the President or by a majority of the Board of Trustees. A written notice of the special meeting, stating the purpose(s) and business of the meeting, shall be mailed or given to the entire membership of this Corporation at the member’s current address, at least ten (10) days before the start of the meeting.

**Section 3** The members present at any meeting shall constitute a quorum.

**Section 4** If any meeting date falls on a national or state holiday, the meeting shall be moved to the nearest available date after the holiday.

**Section 5** A member of this Corporation 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 in order to be valid.

## **ARTICLE IV – BOARD OF TRUSTEES**

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

**Section 1** The Board of Trustees shall consist of thirteen (13) members. The Past President, Immediate Past President, President, Vice President, Secretary, and Treasurer of the Corporation shall be Trustees of the Corporation for a term of one (1) year, concurrent with their terms as Past President, Immediate Past President, President, Vice President, Secretary, and Treasurer. All remaining Trustees shall be elected by a majority vote of the members present at the Annual Members' Meeting and shall serve for a term of three (3) years.

The seven (7) general Board of Trustee seats shall be named Seat One, Seat Two, Seat Three, Seat Four, Seat Five, Seat Six, and Seat Seven. Seat One shall be elected in May of 1980, and then every three (3) years from that date. Seat Two and Four shall be elected in May of 1981, and then every three (3) years from that date. Seat Three and Seat Five shall be elected in May of 1982, and then every three (3) years from that date. Seat Six and Seven shall be elected in May of 1983, and then every three (3) years from that date.

**Section 2** 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 3** The Board of Trustees shall meet monthly, from September to June, at a date and time chosen by the majority of the members of the Board of Trustees. Monthly Board meetings shall not fall on a national or state holiday.

**Section 4** 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.

At the discretion of the Board, a regular Board of Trustees meeting, according to Section 3, or a special meeting, according to Section 4, may be conducted by remote communications, including teleconference, video conference, web cam conference, or other like media.

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

**Section 7** The Board of Trustees shall be the sole authority that may enter into any kind of binding contract or agreement on behalf of the Corporation.

**Section 8** 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 9** 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 Corporation 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 10** 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 11** The Immediate Past President shall, no later than the first board meeting of the fiscal year, appoint up to two (2) members of the Corporation other than its officers, to the Audit Committee, as provided in Article VI, Section 3.

**Section 12** The Past President shall appoint up to two (2) other members to the Nominating Committee as provided in Article VI, Section 8. These appointments shall be done no later than March of every year.

**Section 13** 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 this Corporation shall be Past President, Immediate Past President, President, Vice President, Secretary, and Treasurer. The term of office for Past President, Immediate Past President, President, Vice President, Secretary, and Treasurer shall be one (1) year (July 1 through June 30). The terms of office for Trustees shall be in accordance with Article IV, Sections 1 and 2.

**Section 1** The Past President shall:

**Clause A** Serve as Chair of the Nominating Committee, according to Article VI, Section 11.

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

**Section 2** The Immediate Past President shall:

**Clause A** Serve as Chair of the Audit Committee, according to Article VI, Section 3

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

**Section 3** 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 Corporation'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 at the beginning of the fiscal year and no later than the September Board meeting.

**Clause G** Conduct all business of the Corporation that is not specified or implied in these *Bylaws* as the responsibility of another officer, trustee, or committee chair.

**Clause H** Collate committee reports (Article VI, Section 1, Clause G) and produce a Chapter Annual Report to be submitted to the Board and to interested parties prior to the September Board meeting.

**Clause I** 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 Corporation elects to maintain status as a chapter of National Audubon Society.

**Section 4** 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.

**Section 5** 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** Keep the original copy of the Board-approved minutes signed by him- or herself on file. 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 Corporation.

**Clause E** Handle all correspondence of this Corporation, unless the correspondence is directed towards another officer.

**Clause F** Affix the seal of the Corporation, if any, to all contracts and agreements and attest to the same.

**Section 6** The Treasurer shall:

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

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

**Clause C** Follow any and 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 Corporation.

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

**Clause F** Present a financial report on the condition of the Corporation 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 Corporation's status as a domestic nonprofit corporation and the currency of the Corporation'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.

**Section 7** 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 this corporation 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 IV, Section 1, except for the Activity and Program, Audit, and Nominating Committee Chairs.

**Clause A** The chair of each committee shall be responsible for recruiting members for his or her committee. When the committee chair has found all needed members for that committee, he or she shall notify the Board of Trustees of the individuals selected. 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 his or her 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 13.

**Clause E** The committee chair may remove any member on his or her committee by notifying both the individual in question and the President of this Corporation in writing, stating the reasons for the dismissal.

**Clause F** Each committee chair shall draft a one- to two- (1-2 page) 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 by the end of the fiscal year, June 30th.

## **Section 2** 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 Corporation. The programs for the regular membership meetings shall be set at least two (2) months in advance of the meeting date and published in the newsletter, on the website, or other such medium.

## **Section 3** Audit Committee

The Immediate Past President chairs this committee. The purpose of this committee shall be to check the financial records of the Corporation 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 Corporation, 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 4** Communications Committee

The purpose of this committee shall be to raise members' and the public's awareness about the Corporation, its mission, and its activities. It will publicize, through newspaper, radio, television, websites, and other media, the purposes, activities, and programs of this Corporation. The

Communications Committee Chair shall also oversee communications-related subcommittees or activities, such as a newsletter, the LAS website, the LAS Info Line, and certain outreach events.

## **Section 5 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 Corporation 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 Corporation should participate in, and to oversee or facilitate projects approved by the Board of Trustees.

## **Section 6 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 7 Field Trip Committee**

The purpose of this committee shall be to plan and coordinate a program of field trips sponsored by the Corporation, 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 8 Fundraising Committee**

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

## **Section 9 Investment Committee**

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

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

**Clause B** The Investment 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 10** 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 Corporation. This committee shall keep an accurate and up-to-date list of all members of this Corporation 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 Corporation.

#### **Section 11** Nominating Committee

The Past President chairs this committee. The purpose of this committee shall be to nominate individuals who are members of this Corporation to offices to be elected at the Annual Members' Meeting.

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

**Clause B** The committee shall nominate candidates, with their consent, for officers of the Corporation and 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.

### **ARTICLE VII – ELECTIONS**

Elections for the Board of Trustees and Officers of the corporation 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 particular office 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.

### **ARTICLE VIII – FINANCIAL CODE**

This article shall be called the Financial Code of the Corporation. All business of the Corporation 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 this Corporation.

**Section 2** All assets of the Corporation shall be accounted for, and, if applicable, inventoried. An inventory of all tangible assets of the Corporation 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 Corporation.

**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 Corporation.

**Clause D** These financial records shall be posted and kept up to date indicating the Corporation'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 of time after the close of the fiscal year. Copies of these financial statements shall be permanently kept in the files of the Corporation.

**Section 4** All expenditures of the Corporation 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 Corporation. 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 Corporation 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 Corporation 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 Corporation 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 Corporation's funds, or misuse of other assets, shall be held liable against the person or persons misusing the funds or other assets. The Corporation 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 this Corporation shall not enter into any commitments binding upon the National Audubon Society without written authorization by the National Audubon Society, nor shall the National Audubon Society, without written authorization by this Corporation, enter into any commitments binding upon this Corporation.

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

This Corporation may terminate its status as a Chapter of the National Audubon Society, and the National Audubon Society may terminate the status of this Corporation 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 this Corporation.

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

**Section 2** Any proposed amendment must be in the possession of all Trustees of this Corporation 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 Corporation.

**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**

