

**BYLAWS OF MORRO COAST AUDUBON SOCIETY, INC**  
2007 REVISION

**ARTICLE I MEMBERSHIP**

Section 1. Any person interested in the purposes of the Morro Coast Audubon Society (MCAS) is eligible for membership.

Section 2. Classes of membership may be the same as those maintained by the National Audubon Society, Inc. or may be chapter-only dues.

Section 3. Annual dues of the membership shall be established by the National Audubon Society and shall include the same categories as set by the National Audubon Society or may include a chapter-only dues in which all funds remain with the chapter.

Section 4.. All classes except Chapter only members shall enjoy all the rights, responsibilities, and privileges of National Audubon and MCAS. Those members paying only chapter dues shall enjoy the rights, responsibilities and privileges pertaining ONLY to the membership in Morro Coast Audubon.

Section 5. Membership dues shall be payable at the time of application and shall be effective from that date and annually thereafter.

Section 6. Should renewal of membership dues not be paid within 90 days after they are payable, a member is in default, and after having been notified by the Membership committee, shall be dropped from the rolls.

**ARTICLE II LOCATION**

Section 1. The location of the principal place of business of this corporation shall be in the County of San Luis Obispo, State of California.

**ARTICLE III MEETINGS**

Section1. Unless otherwise ordered by MCAS, membership meetings shall be held in accordance with the National Audubon Society requirements at a time and place determined by the MCAS Board of Directors (hereinafter called the "Board").

Section 2. The election of officers and chairpersons and an annual review of the program year shall be held at the April membership meeting.

Section 3. Special membership meetings may be called by the President or pursuant to a resolution of the Board. Ten days written notice of such special meetings, stating objectives thereof, shall be given each member at his/her last known post office address or e-mail address.

**ARTICLE IV BOARD OF DIRECTORS**

Section 1. The control and conduct of the property and business of Morro Coast Audubon Society, Inc., shall be vested in its Board. The roster of Board members shall be recorded in the minutes by the Recording Secretary.

Section 2. The Board shall be comprised of the four elected Officers, three Directors at Large, and the Chairpersons of the Standing Committees. A Past President retains the right to vote as a member of the Board of Directors for the year succeeding the presidency.

Section 3. Regular meetings of the Board shall be held at times and places set by the Board.

Section 4. A majority of the Board shall constitute a quorum for the transaction of business at any Board meeting.

Section 5. Vacancies occurring on the Board for any reason shall be filled by the current nominating committee with approval of the Board; such appointed person is to complete the elected term of the person whose vacancy he/she is filling. A vacancy may be declared by vote of the Board if any Director should fail to attend three consecutive Board meetings.

Section 6. Special meetings of the Board may be called by the President or by request of five of the Board members called on twenty-four hours' notice.

Section 7. All Directors on the Board

- are responsible for determining policy;
- shall be current MCAS members
- are expected to attend all Board meetings and membership meetings

## ARTICLE V ELECTED OFFICERS

Section 1. Elected Officers of MCAS shall be four: President, President-elect, Recording Secretary, and Treasurer.

Section 2. A President-elect shall be elected every year with the commitment of assuming the office of President the following year. The Treasurer shall be elected in odd years, the Recording Secretary shall be elected in even years, and shall serve two-year terms. No officer shall serve more than two consecutive terms in any one office except the Treasurer, who may serve longer on the recommendation of the Board.

Section 3. The President shall:

- preside at all meetings of MCAS and the Board of Directors;
- direct and administer all affairs of MCAS as its executive head;
- appoint special Committee Chairpersons as needed;
- be a member ex-officio of all committees; and be responsible for the MCAS annual report to National Audubon.

Section 4. The President-elect shall

- assist the President in carrying out the latter's duties; and
- assume these duties in the absence of the President.

Section 5. The Recording Secretary shall

- keep a record of all the proceedings of MCAS and of the Board;
- maintain a list of committees and their members;
- file committee reports;
- perform such other duties as the Board may direct; and
- shall be responsible for the physical records of the Chapter.

Section 6. The Treasurer shall

- have custody of MCAS's funds and securities;
- present a budget to the Board for its review at the ~~June~~ April Board meeting;
- deposit all moneys and securities in the name of and to the credit of MCAS in such depositories as may be designated by the Board;
- pay bills as they are presented;
- prepare monthly financial reports for the Board;
- present at the proper time those requested financial records and receipts for audit review; and

- prepare all tax returns and other tax documents as needed.

## ARTICLE VI DIRECTORS AT LARGE

Section 1. Directors At Large shall be elected for a one-year term and shall serve on at least one Standing Committee or otherwise serve the chapter in a significant manner. No member shall serve more than two consecutive terms as Director at Large, unless the Board takes specific action to extend the eligibility of any Director At Large for re-nomination.

## ARTICLE VII STANDING COMMITTEE CHAIRPERSONS

Section 1. Standing Committee Chairpersons or co-chairpersons shall be elected by the membership for two years unless otherwise provided for in these Bylaws. No member shall serve more than two consecutive terms in any one Chairpersonship unless the Board takes specific action to extend the eligibility of any Chairperson for re-nomination. Such action will be announced at the next membership meeting. Co-chairpersons shall both have voting rights.

Election of Standing Committee Chairpersons shall be on a rotating schedule, with the following Committee Chairpersons being elected in even years: Conservation, Program, Field Trips, Publicity, and Hospitality;

and the following Committee Chairs being elected in odd years: Membership, Education, Communication, Lands, Financial Advisory, and Fund Development.

Section 2. It is suggested that each standing committee have a minimum of three members including the elected Chairperson, who shall have the responsibility to select the committee members.

Section 3. Standing committee chairpersons shall keep a record of all their activities projects, volunteer hours and a list of volunteers, including any receipts and expenditures, and shall present a written report to the Recording Secretary at the Board meeting in May. The reporting year shall coincide with the fiscal year.

Section 4. Following budget guidelines, committee members shall present expense receipts to the Treasurer as they occur.

### Section 5. STANDING COMMITTEE DUTIES

(a) MEMBERSHIP: Promote membership, keep up-to-date membership records, and maintain an accurate mailing list.

(b) PROGRAM: Plan and arrange for the regular or special meetings of MCAS and promote interest and appreciation in the purposes and goals of National Audubon Society.

(c) FIELD TRIPS: Plan, organize and arrange for field trips. Field trips shall be open to members of MCAS and all interested persons. Responsibility for the Christmas Bird Count rests with this committee, but it may be delegated.

(d) HOSPITALITY: Plan refreshments for the membership meetings and community programs and, working with the Membership Committee, be responsible for helping new members and visitors feel welcome.

(e) CONSERVATION: Study and recommend action on local, state and national governmental policies and actions affecting natural resources. Coordinate its actions with the policies and activities of the National Audubon Society, and inform the National Audubon Society of such actions.

- (f) EDUCATION: Be responsible for educational programming that promotes a culture of conservation.
- (g) COMMUNICATIONS: Be responsible for producing and mailing the Chapter newsletter, "Pacific Flyway" and directing electronic communications.
- (h) LANDS: Responsibilities shall include, but not be limited to, the operation and maintenance for the conservation and enhancement of the natural resources of Sweet Springs Nature Preserve, the Morro Coast Audubon Society Overlook, and other real estate owned by MCAS.
- (i) PUBLICITY: Shall be responsible for promoting MCAS and informing the public of all MCAS chapter activities.
- (j) FINANCIAL ADVISORY; This committee shall be made up of the four Chapter Officers, with the Treasurer as Chairperson. Other Chapter members can be added at the pleasure of the Treasurer, but committee membership is not to exceed eight. The committee shall meet as needed but at least two times a year. The committee shall be responsible to the Board for all Chapter fiscal matters such as budgets, financial forecasts, source of funds, review of major and/or unusual expenses prior to presentation of the Board, as well as Chapter investment policy
- (k) FUND DEVELOPMENT: Working with the committee and the Chapter Administrator, plan and implement fund development to include: membership drives, membership giving, grant opportunities, donations, bequests, special events, and other fundraising activities.

#### ARTICLE VIII FISCAL MATTERS

Section 1. The fiscal year shall be from May 1<sup>st</sup> to April 30<sup>th</sup> inclusive.

Section 2. Financial records of MCAS shall be maintained by the Treasurer. Books and records shall at times be accessible to the Board for systematic review as required by the Bylaws and/or at the Board's discretion.

Section 3. Separate accounts shall at times be established as needed by the Board to carry out the purposes and programs of the MCAS as set forth in the Articles of Incorporation.

Section 4. The bank accounts of the Corporation shall be in the name of the Morro Coast Audubon Society, Inc. Individual signers on the accounts shall be the Treasurer, President, President-Elect and Recording Secretary. Checks drawn over the amount of \$3,000.00 shall be signed by two of the signers or with documented authority from a second signer. Checks drawn under \$3000.00 need only one signature of the signers.

Section 5. A year-end financial review and a Chapter Operating Budget will be presented by the Treasurer and will be approved by to the Board at its April meeting. The budget will include a forecast of sources and amounts of revenue. Expenditures in excess of annual budgeted items must have advance Board approval.

Section 6. There shall be a financial review of the Chapter's books at least every three years. The review shall be conducted by a qualified persons selected by the Board. Copies of the findings shall be accepted and approved by the Board.

## ARTICLE IX NOMINATIONS AND ELECTIONS

Section 1. The Nominating Committee shall be made up of five Chapter members in good standing, three from the Board and two from the general membership. The Chairperson of the committee will be appointed by the President, with Board approval, at the November Board meeting. The other members shall be appointed by the Chairperson. The committee shall serve a one-year term and will recommend nominees for Board vacancies during the year.

Section 2. The Nominating Committee shall prepare a slate of nominees on the Board of Directors to succeed those whose terms expire.

Section 3. The slate of nominees shall be published in the March issue of the chapter newsletter. Additional nominations may be made from the floor at the April Annual meeting, provided the consent of the nominee has been secured prior to such a nomination.

Section 4. The election of members of the Board of Directors shall be by vote of members in good standing who are present at the Annual meeting in April.

Section 5. At the April meeting, if the election is by voice vote, the President will conduct the election. If it is by written ballot, the Nominating Committee shall serve as an election team to conduct the election and report the results to the President before the close of the meeting.

Section 6. Elected Officers, Committee Chairpersons, and Directors at Large shall assume their active duties on May first.

## ARTICLE X COMMITMENTS

Section 1. The Board of Directors of MCAS shall not enter into any commitments binding on the National Audubon Society without authorization from the latter. In like manner, the National Audubon Society shall make no commitments binding on MCAS without its consent.

Section 2. The Morro Coast Audubon Society, with Board approval, may issue public statements, pass and publish resolutions, and/or author letters to appropriate individuals and/or organizations concerning various environmental and conservation issues pertinent to the goals and objectives of our local and/or National Audubon.

Section 3. Should a situation arise in which action is required before a regular Board meeting is held, the President shall call a special meeting of the Board or shall contact a majority of the Board for their approval.

Section 4. In instances when an action is taken by the Board that is in disagreement with National Audubon Society, and a majority of the Board so votes, such action, statement, letter, position or resolution should be brought to the membership for information, concurrence or denial at the next earliest opportunity.

Section 5. The relationship between MCAS and the National Audubon Society shall be governed by the National Audubon Chapter Policy.

## ARTICLE XI DISCONTINUANCE

Section 1. MCAS may terminate its status as a Chapter of the National Society, and the National Society may terminate the status of MCAS as a 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 and amended January 2005.

## ARTICLE XII DISSOLUTION OF THE CORPORATION

Section 1- Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and scientific purposes and which has established its tax exempt status under section 501 (c)(3) of the Internal Revenue Code.

## ARTICLE XIII AMENDMENTS

Section 1. Proposed amendments to the Bylaws by either the Board of Directors or the general membership shall be announced in the "Pacific Flyway" with complete proposed changes available on the MCAS website or by contacting the MCAS office at least two weeks before a membership meeting of the Society in which it is to be considered. Amendments to these Bylaws require a two-thirds vote of members present and voting.