

**BYLAWS OF MORRO COAST AUDUBON SOCIETY, INC**  
2010 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 Society 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 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. Control 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 Secretary.

Section 2. The Board shall be comprised of the four elected Officers, one Director at Large, Chairpersons of each of the Standing Committees, and the Past President.. A Past President remains a member of the Board for the year following his/her 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 Board Members:

- 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, 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 Secretary shall be elected in even years; and each 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 ad hoc Committee Chairpersons as needed;
- be a member ex-officio of all committees; and
- be responsible for the MCAS annual report to National Audubon Society.

Section 4. The President-elect shall

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

Section 5. The 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 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 review;
- prepare all tax returns and other tax documents as needed, and

- chair the Financial Advisory Committee. This committee shall be made up of the four Chapter Officers, 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 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, and Chapter investment policy.

#### ARTICLE VI DIRECTOR AT LARGE

Section 1. The Director At Large shall be elected for a one-year term only and shall serve on at least one Committee. The Director At Large is an entry Board position and shall be filled with a person new to the Board. At the end of the one-year term, the Director At Large may be considered for another Board position.

#### ARTICLE VII CHAIRPERSONS OF STANDING COMMITTEES

Section 1. Chairpersons of Standing Committees 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.

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

and the following Standing Committee Chairpersons being elected in odd years: Membership, Educational Outreach, Communications, and Fund Development.

Section 2. Standing Committee Chairpersons may choose to select a Vice-Chairperson, who will have voting rights in the absence of the Chairperson. Standing Committee Chairpersons may choose to form ad hoc committees to implement responsibilities assigned by the Board.

Section 3. Chairpersons of Standing Committees 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 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) PROGRAMS: Plan, arrange venues and refreshments, and announce (through flyers, notices in local papers and the MCAS newsletter) all MCAS meetings, programs, and events. Program publicity and hospitality may be delegated to sub-committee chairs and committees.
- (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) CONSERVATION: Study and recommend action on local, state and national governmental policies and actions affecting natural resources in San Luis Obispo County. Coordinate its actions with the policies and activities of Audubon California/National Audubon Society, and inform the National Audubon Society of such actions.
- (e) EDUCATIONAL OUTREACH: Be responsible for educational outreach in schools. Be responsible for educational outreach at selected community events by staffing an MCAS booth or table. Be responsible for selecting suitable students to receive funds from the MCAS scholarship fund. Be responsible for notifying appropriate local educators and their students about upcoming MCAS programs and events that are suitable for attendance by these groups.
- (f) COMMUNICATIONS:
- Newsletter: Be responsible for the layout, editing, and production of the Chapter newsletter, "Pacific Flyway".
  - Website: Manage and update website. Answer and/or forward MCAS email to appropriate chair. Send out MCAS Alerts and keep electronic mailing lists up to date.
- (g) 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.
- (h) FUND DEVELOPMENT: Plan and implement fund development to include: membership drives, membership giving, business memberships, grant opportunities, donations, bequests, planned giving, merchandise inventory and sales, 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 be available to the Board for systematic review as required by the Bylaws and/or at the Board's discretion.

Section 3. Separate accounts shall 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 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 \$3,000.00 need only one signer.

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 and a forecast of probable expenses. 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 person or 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 beginning in November and will recommend nominees for Board vacancies occurring during the year.

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

Section 3. The slate of nominees shall be published in the April 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, Chairpersons of the Standing Committees, the Director at Large, and the Past President 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 the consent of MCAS.

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 to acquire approval.

Section 4. In instances when a position or action is taken by the Board that is in disagreement with National Audubon Society, 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 FROM NATIONAL AUDUBON SOCIETY

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, any 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.