

# Pasadena Audubon Society Bylaws

January 7, 2015

## Article I

### NAME

Section 1. This organization shall be known as the Pasadena Audubon Society, hereinafter referred to as "the Society."

Section 2. The Society shall be a chapter of the National Audubon Society and shall observe its principles and policies.

## Article II

### PURPOSE

Section 1. The purpose of the Society is "to bring the excitement of birds to our community through birding, education and conservation of bird habitats."

## Article III

### MEMBERSHIP

Section 1. Any person interested in the purposes and objectives of this Society is eligible to apply for membership.

Section 2. Payment of National Audubon Society annual membership dues shall entitle individuals to a joint membership in the National Audubon Society and the Pasadena Audubon Society, and to a subscription both to Audubon magazine and the Pasadena Audubon Society newsletter, the Wrenit. National Audubon Society shall establish their dues policy.

Section 3. Payment of Pasadena Audubon Society annual membership dues shall entitle individuals to a membership in the Pasadena Audubon Society and to a subscription the Pasadena Audubon Society newsletter, the Wrenit. Pasadena Audubon Society shall establish their dues policy.

Section 4. Each member shall be entitled to one vote at the annual election of officers or other meeting requiring a vote of members; a family membership shall entitle two members of each family to cast votes.

## Article IV

### BOARD OF DIRECTORS

Section 1. The governing body of the Society shall be called the Board of Directors, hereinafter also referred to as "the Board." It shall consist of the elected officers, chairs of the Standing Committees, and six other members of the society who shall be called Members-at-Large. Members-at-Large shall be appointed by the President with Board approval.

Section 2. The function of the Board shall be to conduct the business of the Society, to fill any vacated elected offices until the next election is held, and to fill other vacancies on the Board.

Section 3. A quorum of 50% of filled Board Positions shall be required to conduct business

Section 4. The Board shall act as a liaison between the Pasadena Audubon Society and the regional and national offices of the National Audubon Society. The Board shall represent the Society in the Society's relationship with other organizations.

## Article V

### ELECTED OFFICERS

Section 1. The elected officers of the Society shall be President, Vice President, Secretary, and Treasurer.

Section 2. The officers shall be members of the Society; they shall be elected annually at a designated general meeting.

## Article VI

### STANDING COMMITTEES

Section 1. The President, with the approval of the Board, shall name the chair of each Standing Committee.

Section 2. The Standing Committee chair may appoint committee members.

Section 3. The Standing Committees and their duties shall be:

1. Conservation - To keep informed on conservation issues, particularly concerning birds and their habitat; to forward information on these issues to the Board, the newsletter editor, the web master, and the general membership; to suggest to the Society appropriate responses to conservation issues.

2. Education - To inform both adults and children about matters relevant to the purpose of the Society.

3. Field Trips - To secure leaders for field trips; to select the sites and times of field trips; to convey this information to the Wrentit Editor and the Publicity chair; to ensure that the Wrentit editor receives field trip reports; to oversee field trip policies; to organize the Christmas Count and other special birding events.

4. Hospitality - To procure refreshments for each general meeting; to arrange for the serving of the refreshments.

5. Past President – The Immediate Past President shall serve as a continuing Board member for one year.

6. Membership - To keep statistical records of the Society's membership; to regularly report changes in the membership; to welcome new members and to offer them opportunities to participate in the Society; to welcome all members at the general meetings and oversee the name badges.

7. Program - to provide a program, approved by the Board, for each general meeting; to present such programs; to provide notice of the location, time, and a description of the program for the Wrentit and the Publicity Committee chair.

8. Wrentit - To edit and publish the Wrentit, and any other publications that the Board authorizes.

9. Publicity - To maintain a list of media sources for publicizing the activities and/or concerns of the Society; to write and/or solicit material for publicity; to distribute prepared materials to the media.

## Article VII

### AD HOC COMMITTEES

Section 1. The Board may create Ad Hoc committees at any time to accomplish short-range projects.

Section 2. The Board shall appoint Ad Hoc committee chairs, who need not be Board members. The committee chairs shall appoint their committee members.

Section 3. Ad Hoc committees shall periodically report their progress to the Board. Upon completion of their task, the committees shall provide a final report and dissolve.

## Article VIII

### MEETINGS

Section 1. General meetings shall be held for Society members and the public at least six times a year. The time, location, and subject of the program shall be announced in an issue of the Wrentit preceding the meeting.

Section 2. The Board of Directors shall meet at least six times a year. A statement of the Board's meeting time and place shall appear in the Wrentit; the specific time and place of each upcoming Board meeting shall appear in the minutes of the previous meeting.

Section 3. Members of the Board of Directors must inform the Secretary, in advance of the meeting date, if they are not going to attend the meeting. If a Director misses three Board meetings in a row, without notice to the Secretary, the Director will forfeit his/her Board position.

Section 4. Special meetings of the Board may be called by the President or the Board at any time. All Board members shall be informed of the special meeting.

Section 5. Committee meetings may be held at the discretion of the committee chairs as deemed necessary.

## Article IX

### ELECTIONS

Section 1. Each year by the first of March the Board shall appoint three members of the Society, at least one of whom is a member of the Board, to a nominating committee to solicit candidates to serve as Officers during the following fiscal year. The members of the nominating committee shall be announced in the Wrentit to encourage the recommendation of candidates for the committee's consideration.

Section 2. One month before elections, names of the candidates nominated for election shall be announced in the Wrentit and at the general meeting.

Section 3. Election of the officers shall be held annually at the designated general meeting. Nominations from the floor shall be accepted following the announcement of the nominating committee's slate. Nominees who receive a plurality of the vote of the members present shall be considered elected.

Section 4. Newly elected officers shall begin their terms at the beginning of the following fiscal year.

## Article X

### AMENDMENTS TO BYLAWS AND STANDING RULES

Section 1. The Board may recommend amendments to the Bylaws at any time. Such amendments shall be announced in the Wrentit and presented at the subsequent general meeting; text of the recommended amendments shall be available to all

interested members. Amendments to the Bylaws shall be accepted if, at the general meeting, a plurality of those attending approve.

Section 2. Establishment or amendment to the Standing Rules may be proposed by any member of the Board at any meeting of the Board. The Board shall vote on the amendment(s) at its next meeting. A Standing Rule Amendment shall pass if a plurality of the Board members attending approve.

## Article XI

### CHAPTER POLICY

The relationship between this Society and the National Audubon Society shall be governed by the Chapter Policy.