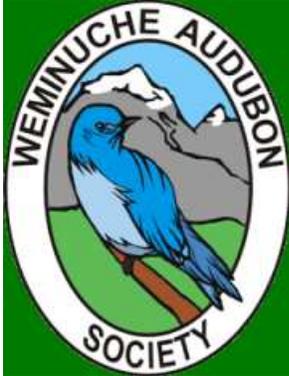


Wildlife Education and Conservation in Southwest Colorado

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WEMINUCHE AUDUBON SOCIETY

CONSTITUTION

ARTICLE I: NAME

This organization shall be known as the Weminuche Audubon Society, hereafter referred to as the "Society".

ARTICLE II: PURPOSE

SECTION 1. The Weminuche Audubon Society (WAS) is organized to promote the conservation and appreciation of birds and wildlife habitat and for such education, scientific, literary, or charitable purposes as are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and as such purposes may be part of the stated purposes of the National Audubon Society (NAS), or which this Society shall function as a chapter.

SECTION 2. This Society is not organized, nor shall it be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof, or to any private shareholder or individual. The property, assets, and net income of this Society are irrevocably dedicated to charitable purposes, and no part of the property,

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assets, profits or net income of this Society shall ever inure to the benefit of any director, officer, member thereof, or to the benefit of any private shareholder or individual.

SECTION 3. This Society shall not participate in, intervene in, or attempt to influence any political campaign on behalf of any candidate for political office, including the publishing or distributing of statements.

BYLAWS

ARTICLE I: MEMBERSHIP

SECTION 1. Any person interested in the purposes of the Society is eligible for membership.

SECTION 2. Persons shall be admitted to membership in this Society by either (a) membership in the NAS with assignment to this Chapter's territory or (b) payment to this Society of annual Chapter dues. However, only members who have paid the Chapter dues shall have voting privileges.

SECTION 3. NAS membership dues shall be established by the NAS. This Society's Board of Directors shall establish Chapter membership dues.

SECTION 4. Should renewal of local membership dues not be paid within 6 months after the time they are payable, a member in default shall forthwith be dropped from the local Society's rolls. The Board has the power to refuse or revoke without notice or cause the membership of any person whose membership in the opinion of the Board is detrimental to the WAS, its interests or reputation.

SECTION 5. All members of this Society shall enjoy equal rights and voting privileges in the Society business, in accordance with these Bylaws. Each member shall have the right to cast one vote at the Society's Annual Meeting, and at any regular or special meeting of the members, on any motion that may be properly brought before such meeting. Members must pay local chapter dues and be in good standing in all respects before they have a right to vote.

ARTICLE II: MEMBERSHIP MEETINGS

SECTION 1. Regular meetings of the members shall be held monthly or as determined by the Board.

SECTION 2. The President, other Directors or Officers and/or staff shall report on the current activities and business at each Member meeting.

SECTION 3. Special meetings of the members may be called by the President, or pursuant to the resolution of the Board, or by petition of not less than 15 members entitled to vote. Notice of a special

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meeting of the members shall state the purpose for which the meeting is called.

SECTION 4. Fifteen voting members shall constitute a quorum at any meeting of members of the Society at which Society business is to be conducted. The members may be present in person or by proxy.

SECTION 5. The Annual meeting of the Society shall be held on the third Wednesday in June each year, or as determined by the Board. At the Annual Meeting, the President, or designee, shall report on the state of affairs of the WAS and preside over the election of Directors.

SECTION 6. Notice of the Annual meeting, special meetings, and regular meetings at which elections are to be held shall be issued not less than 15 days and not more than 50 days before the date of such meetings.

ARTICLE III: BOARD OF DIRECTORS

SECTION 1. The control and conduct of business of the Society shall be vested in its Board of Directors, in this document referred to as the "Board." The Board shall determine the policies of the Society. The five elected officers of the Society, hereafter referred to as "Officers", shall be a President, a Vice-President, a Treasurer, a Recording Secretary, and a Past-President.

SECTION 2. Regular meetings of the Board shall be held monthly, or as called by the President. The dates for these meetings shall be announced at the regular membership meetings. The proceedings of the Board meetings shall be made available to the members.

SECTION 3. The Board may conduct some of its business, other than the generation or modification of policies, either telephonically or electronically.

SECTION 4. Special meetings of the Board may be called by the President or upon the request of the majority or the members of the Board.

SECTION 5. A quorum for meetings of the Board shall be a majority of the entire Board and shall include either the President or the Vice-President. A quorum must be present, either in person or telephonically or electronically, in order for the Board meeting to take place.

SECTION 6. Except as otherwise provided by law or by these Bylaws, the vote of a majority of the Directors present at a meeting at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

SECTION 7. All meetings of the Board shall be open to the membership, unless the President makes a seconded motion that is then approved by a majority vote of the Board, to call the Board into Executive Session.

SECTION 8. The Board may establish an Advisory Board to provide recommendations and guidance to

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the Board with respect to overall policies, objectives and goals.

ARTICLE IV: OFFICERS AND DIRECTORS

SECTION 1. The five elected officers of the Society, hereafter referred to as "Officers", shall be a President, a Vice-President, a Treasurer, a Recording Secretary, and a Past-President.

SECTION 2. The Board of Directors shall include: (a) the aforementioned Officers, (b) not more than six Directors-at-Large, and (c) Chairpersons of Committees established at the discretion of the Board. The Board may create additional positions which shall have such authority and perform such duties as may be prescribed by the Board, including a President-Elect as described in Article IV, Section 8.

SECTION 3. The term of office for all Officers and Directors shall be two years. Each term of office shall begin at the first meeting of the Board following the Annual Meeting. At the end of his/her term, the President shall automatically become the Past-President and serve as Past-President for one year. There shall be no limit to the number of consecutive years an individual may serve as a member of the Board.

SECTION 4. The President and Vice-President shall be elected and begin their terms in even-numbered years. The Treasurer and Recording Secretary shall be elected and begin their terms in odd-numbered years. At the completion of an Officer's term, they may be elected to an additional term.

SECTION 5. A mid-term vacancy in any Board position shall be filled by the majority vote of the Board. The replacement shall serve the remainder of the original term, until the next regularly scheduled election for the vacancy being filled. Should the office of President become vacant, the President-Elect, if established, or the Vice-President shall immediately assume the office of President.

SECTION 6. If a Board member is absent for three consecutive Board meetings, or is absent for a majority of Board meetings over a six-month period, the Board Member may be removed from office upon the recommendation of the President and upon vote of two-thirds of the Board.

SECTION 7. Officers and Directors are responsible for the oversight, management, supervision and guidance of the Society and shall set and maintain the policies of the Society.

SECTION 8. At the close of the first year of any Presidency, a President-Elect may be elected by the members to serve on the Board in the year prior to becoming President. The President-Elect, during his/her year on the Board, shall be assigned special duties helpful to the President and/or the Board.

SECTION 9. The Vice-President shall assist the President in the carrying out of his/her duties and shall preside at all meeting in the absence of the President. The Vice-President may chair one or more committees during his/her term.

SECTION 10. The Treasurer shall:

- (a) have custody of the Society's funds;
- (b) assure that the financial systems and records of the Society are current and well-maintained;
- (c) disburse funds as may be directed by the Board;

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- (d) give a financial report to the Board at their regular meetings, or as requested, and
- (e) prepare an annual report on the financial condition of the Society for distribution to the members at the Annual Meeting of the members, and a copy of which shall be forwarded as required for annual reporting to the NAS;
- (f) Prepare an annual budget;
- (g) File annually with the IRS to maintain 501(c)(3) standing;
- (h) File annually with the state of Colorado for tax-free status.

SECTION 11. The Recording Secretary shall keep a record of all proceedings of the Board, the Society, and any Committees which may be established and shall prepare condensed versions of the Board and Society meetings for publication to the membership. The Recording Secretary shall also supervise all administrative matters of the Society and ensure that an archive of the important historical documents is maintained. Draft versions of minutes shall be forwarded electronically to all Board members within ten days of the Board meetings. Board members will have one week after receipt of the minutes to comment or suggest corrections, after which a final version will be submitted for approval at the next Board meeting. Only the approved minutes will be posted on the website.

SECTION 12. The Past-President shall provide guidance and support to the Officers and Board and to the Society generally and undertake such duties and responsibilities as are deemed appropriate and necessary by the President.

SECTION 13. The Treasurer, President, and Vice-President are authorized to sign checks and be issued debit cards pertaining to the funds of the Society.

ARTICLE V: AUDITING

The Board may appoint an outside auditing firm to conduct an audit of financial records for the fiscal period of July 1 through June 30 of each year, according to generally accepted accounting principles. If appointed, the auditing firm shall prepare an annual report and present it to the Board upon completion of the audit.

ARTICLE VI: NOMINATIONS

SECTION 1. The Board or a Nominating Committee, if established, annually shall nominate candidates for Officers and Directors to succeed those whose terms are expiring. The slate of candidates shall be published to the membership not less than fifteen days and not more than fifty days prior to the Annual Meeting.

SECTION 2. Any member of the Society may suggest nominations for Officers and Directors.

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SECTION 3. Nothing herein shall prevent nominations from the floor at the Annual Meeting, and no motion to cease nominations shall be in order until all nominations from the floor have been accepted.

ARTICLE VII: ELECTIONS

SECTION 1. Election of Officers and Directors shall take place at the Annual Meeting of the members.

SECTION 2. Officers and Directors presented by the Board or by a Nominating Committee, as well as any Officers and Directors nominated from the floor, shall be elected by a voice vote of the voting members present at the Annual Meeting. Written ballots may be used in the event that a voice vote will not suffice for accuracy.

SECTION 3. The President shall conduct the election using voting methods designed to assure the reasonable opportunity of voting Members to participate, while also maintaining reasonable controls to assure accuracy and fairness.

ARTICLE VIII: COMMITMENTS

SECTION 1. The Society shall not enter into any commitments binding upon the NAS without written authorization by the NAS, nor shall the NAS, without written authorization by this Society, enter into any commitments binding upon this Society.

SECTION 2. The Society shall abide by NAS guidance and policies. Issues that arise locally that are deemed by a majority of the Board to be politically contentious, or which may be divisive among the Members, shall be assessed by a Special Committee, and the Committee's findings will be presented by the Committee Chair to the Members for a deciding vote.

ARTICLE IX: DISCONTINUANCE

The Weminuche Audubon Society may terminate its status as a chapter of the National Audubon Society, and the National Audubon Society may terminate the status of the Weminuche Audubon Society 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 on December 8, 2001.

ARTICLE X: PARLIAMENTARY AUTHORITY

In matters not covered by these Bylaws or Colorado law, the most current Robert's Rules of Order shall govern.

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ARTICLE XI: AMENDMENTS

The Constitution and Bylaws may be amended by a two-thirds vote of the Board.

ARTICLE XII: DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to the state of Colorado, local government, or non-profit conservation organization.

The Constitution and By-Laws of the Weminuche Audubon Society are hereby authenticated by:

Print Name: _____

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Signature: _____

Title: _____

Date: _____

Print Name: _____

Signature: _____

Title: _____

Date: _____

DOCUMENT REVISION HISTORY

New: March, 2008

Revised: February, 2009

Revised: September, 2013

Revised: April, 2016