

BY-LAWS

OLYMPIC PENINSULA AUDUBON SOCIETY

January 2023

Article I: Membership

Section 1: Any person interested in the purposes and objectives of the Olympic Peninsula Audubon Society (OPAS) is eligible for membership.

Section 2: There are three classes of membership:

- Olympic Peninsula Audubon Society only members
- National Audubon Society only members
- Dual National Audubon Society and Olympic Peninsula Audubon Society members.

Section 3: National Audubon Society and Dual Members shall enjoy all the rights and privileges pertaining to the National Audubon Society. Local OPAS members and Dual Members shall enjoy all the rights and privileges pertaining to the Olympic Peninsula Audubon Chapter.

Section 4: Annual dues of national membership shall be established by National Audubon Society

Section 5: Dues of local OPAS Chapter Members shall be established by the OPAS Board of Directors. Multiple year and lifetime local chapter memberships may be established by the Board. When joining or renewing, members may designate their membership to be one or two people per household. However, for voting or quorum purposes at membership meetings, each paid membership will have only one vote. Membership dues shall be paid at the time of application and renewed in January of the year following the year their membership expires.

Article II: Meetings

Section 1: Regular meetings of OPAS shall be held on the third Wednesday of each month except for July, August and December.

Section 2: At the June regular membership Meeting of OPAS, new officers will be elected.

Section 3: A minimum of 25 members must be present to constitute a quorum for the transaction of business at any duly called regular or special membership meeting.

Section 4: Special meetings may be called by the President or pursuant to a resolution of the Board.

Article III: Board of Directors

Section 1: The control and conduct of business of OPAS shall be vested in its Board of Directors. The Board shall determine the policies of the Society. The Board shall include:

- (a) The elected officers
- (b) Chairs of the standing committees
- (c) The immediate past president for 1 year after leaving office
- (d) Not more than six directors-at-large appointed by the president and approved by the Board

Section 2: Regular meetings of the Board shall be held as determined by the President in consultation with other Board members.

Section 3: Quorum determination: A minimum of one more than one half of the filled offices and board positions shall constitute a quorum for the transaction of business at Board meetings.

Section 4: Special meetings of the Board may be called by the President or upon the request of a majority of the Board.

Article IV: Officers

Section 1: The elected officers of OPAS shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. Officers shall serve one-year terms.

Section 2: A vacancy in the office of President or in any other office shall be filled by a majority vote of the Board of Directors to hold office until the next annual election, at which time the vacancy will be filled in the regular way.

Section 3: The President shall be the President of the Society, Chair of the Board of Directors and ex-officio member of every committee and Task force and shall perform other duties associated with the office of President.

Section 4: Vice-Presidents shall assist the President in carrying out the duties, preside at meetings in the absence of the President and act as Program Chair or be responsible for appointing a Program Chair.

Section 5: The Secretary shall keep a record of Board proceedings of the Society and shall conduct such correspondence of the Society as requested by the Board.

Section 6: The Treasurer shall have custody of the Society's funds, shall disperse the funds as may be ordered by the Board, report to the Board at regular meetings, or as requested, and keep up-to-date records open for inspection. In addition, the duties of the Treasurer shall be:

- To prepare a budget for the fiscal year to be approved by the Board at the September meeting.
- To establish the procedures for the detailed accounting of the financial business of the Society.
- To prepare and submit tax and other corporate reports that are required.
- As needed, to select and work with a contracted bookkeeper with appropriate

skills. This contract shall be approved by the board as part of the budget planning process.

- To seek consultation from a CPA, when necessary and with board approval, to protect the integrity of the Society.
- To report to the Board at the Society's regular meetings on the financial state of the Society.

Section 7: Checks and drafts of the Society may be signed by either the Treasurer, Secretary, a designated Board member, or the President.

Article V: Nominating Committee

Section 1: The Board of Directors shall annually appoint a Nominating Committee of no less than three members. The names of the Nominating Committee shall be made known to the membership of the Society at the regular February meeting and suggestions for nominations for officers may be submitted to the committee by any member of the society.

Section 2: The Nominating Committee shall nominate a slate of candidates for officers to succeed those whose terms expire. The slate shall be presented to the membership of the Society at the regular May meeting. Nominations of officers from the floor will also be permitted at that meeting.

Article VI: Elections

Section 1: The election of officers shall take place at the regular June membership meeting.

Section 2: Candidates presented by the Nominating Committee or nominated from the floor shall be elected individually by a voice vote of the membership present. However, if there is more than one candidate for any office, the election to such office shall be by written ballot with the winner receiving the majority vote of the ballots cast.

Section 3: Newly elected officers assume their duties on July 1.

Article VII: Committees

Section 1: The President, with the approval of the elected officers and directors-at-large, shall appoint chairs of Standing Committees who, in turn, may select their own committee members with recommendations and suggestions from the Board. Terms of office shall be for one year or until their successors are appointed. Standing Committees are recommended to be composed of not less than three members.

Section 2: The President, with the approval of the Board of Directors, may appoint Special or Task Force Committees whose terms of office will be determined by the length of the assignment to be performed.

Section 3: Standing Committees of the Society may be as follows, and other such Committees as become necessary to carry out the functions of the Society:

Note, each of these committees may, with the approval of the Board, request the appointment of Co-Chairs both of whom will serve as standing members of the Board.

Conservation Committee

The President shall appoint a Conservation Chair. It shall be the duty of this committee to keep informed on local, state and national governmental policies and action affecting the natural environment and the conservation of natural resources, to advise the board of Directors and to carry out the policies of the Society. It shall be the duty of this committee to endeavor to coordinate its actions with the policies and activities of the National Audubon Society insofar as conservation measures and policies of national scope are concerned and to keep the National Audubon Society informed of such actions.

Education Committee

The President shall appoint an Education Chair. It shall be the duty of this committee to further the education objectives of the National Society; to encourage the schools and colleges of the community to conduct courses in, or otherwise stress natural history, ecology and conservation; to conduct lectures and/or workshops in natural science for members and friends; and through other means to inform and educate the public about the natural environment with an emphasis on Birds and their habitat. The Chair of this committee will also serve on the Education Committee of the Dungeness River Nature Center, and coordinate OPAS classes and education objectives with the Center's education committee and Center staff.

Field Trip Committee

The President shall appoint a Field Trip Chair. It shall be the duty of this committee to plan, organize and arrange for the proper conduct of field trips that may be participated in not only by the members of the Society, but by non-members as well.

Fund Raising

The President shall appoint a Fund-Raising Chair. It shall be the duty of this committee to research, plan, and implement fund raising activities such as sending a letter soliciting donations each Spring at the time of the Birdathon (International Bird Migratory Day). Funds raised are to support the purposes, programs, and projects of the Society.

Hospitality Committee

The President shall appoint a Hospitality Chair. It shall be the duty of this committee to plan and conduct such social gatherings of the members, or to provide the social aspects of regular meetings, such as refreshments, as may seem desirable to the Board of Directors.

Membership Committee

The President shall appoint a Membership Chair. It shall be the duty of this committee to cooperate with the Membership Department of National Audubon Society by such measures as obtaining lists of names and addresses of potential members residing within the allotted territory of this Society. It shall also be the duty of this Committee to conduct membership campaigns and strive to maintain and encourage continuing memberships.

Newsletter Committee

The President shall appoint an Editor for Harlequin Happenings, the Chapter Newsletter. It shall be the duty of this committee to edit, publish and circulate the newsletter. Members who have internet access are encouraged to receive the newsletter by electronic delivery. Members who provide their current e-mail address are entitled to e-mail notification when a new issue is available on the Internet. OPAS current dues paying members are entitled to receive a printed version of the newsletter during the period of their membership if they do not elect to receive electronic delivery. Household memberships may receive two email notifications when a new issue is available on the Internet but shall be entitled to only one printed version of the newsletter.

Program Committee

The Vice-President shall act as Program Chair or appoint a Program Chair. It shall be the duty of this committee to make plans and arrangements for the regular meetings of the Society.

Publicity Committee

The President shall appoint a Publicity Chairperson. It shall be the duty of this committee to publicize, through newspaper, radio, television and other publicity media, the purposes and programs of the Society.

Website and Social Media Communications Committee

It shall be the duty of this committee to monitor and update the Society's website, ensuring accurate and timely information for members and the public. The webmaster may be a member of the board or responsible for preparing a monthly report, depending on roles negotiated between the Webmaster, Facebook administrator, the President, and the Board. An administrator or co-administrators for the OPAS Facebook page or other social media will be designated to manage the page and report to the Board each month regarding the traffic to the page.

Bird Count/Bird Record Committee

The President shall appoint a Bird Count/Bird Record Committee Chair. It shall be the duty of this committee to organize counters and compile count data for OPAS-sponsored Christmas Bird Counts in December/January and for the Clallam County Birdathon/Migratory Bird Count in May. The committee shall maintain count records and make reports at board meetings, general membership meetings, and in the Harlequin Happenings.

Article VIII: Relationship to Center

The President shall appoint one or more representative(s) of the OPAS Board to serve on the Dungeness River Nature Center Board and at least one representative to serve on its Executive Committee. Members appointed to these positions will be members of the OPAS board. They will represent the best interest of OPAS, as they will work in collaboration with the other Center participants toward the advancing of the Center's mission. The OPAS representatives to DRNC may not simultaneously be elected directly to the DRNC board. There will be a memorandum of Understanding (MOU) negotiated by the participants outlining the relationships and responsibilities of each.

Article IX Conflict of Interest

OPAS Board members shall sign a Conflict of Interest (COI) form when joining the board and renewed each year in January. Board members will be expected to voluntarily recuse themselves from acting on a specific matter should they believe a Conflict of Interest exists. A board member can be asked to not participate in Board decisions on a specific matter, due to a Conflict of Interest only after a vote by the majority of OPAS Board members.

Article X Indemnity or Liability Insurance

The Olympic Peninsula Audubon Society shall carry indemnity or liability insurance for Board Members.

Article XI Commitments

This Society, or its officers or Board of Directors, 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 this Society without its consent.

Article XII: Discontinuance

The relationship between this Society and the National Society shall be governed by the Chapter Policy of the National Audubon Society, and pursuant to procedures set forth in the 2001 Audubon Chapter Policy, adopted by the National Society's Board of Directors on December 8, 2001.

Article XIII: Parliamentary Authority

In matters not covered by these By-Laws, Roberts' Rules of Order, as currently revised, shall govern.

Article XIV: Amendments

The Constitution and By-Laws may be amended by a majority vote of members in good standing present at any regular meeting or at any special meeting regularly called, provided that notice of such amendments shall have been given to the members one month prior to the said meeting.