



## **Bylaws of the Santa Clara Valley Audubon Society, Inc.**

### **A California Nonprofit Public Benefit Corporation**

#### **Article I. Name**

The name of the Californian Nonprofit Public Benefit Corporation shall be the Santa Clara Valley Audubon Society, Inc., referred to herein as "the Society."

#### **Article II. Principal Office**

The principal office for the transaction of the business of the Society shall be located in Santa Clara County, California. The Board of Directors, referred to herein as "the Board," may change the principal office from one location to another within the County.

#### **Article III. Mission and Objectives**

The mission of the Society shall be to promote the enjoyment, understanding and protection of birds and other wildlife by engaging people of all ages in birding, education, conservation and other charitable pursuits that conform to the provisions of Section 501 (c) (3) of the Internal Revenue Code. The Society is committed to seeking common cause with diverse Bay Area communities and furthering the inclusion of people of all backgrounds, lifestyles, and perspectives among our staff, Board, members, and supporters.

The objectives of the Society shall be to:

- provide opportunities to experience and appreciate the beauty of birds and their place in the natural world,
- educate our region's diverse population about the importance of preserving open spaces for both wildlife and our own well-being,
- promote scientifically-sound strategies to protect and restore wildlife threatened by loss of habitat and safe migration corridors, and
- collaborate with other Audubon chapters, conservation organizations, and local businesses and governments to achieve our common goals.

## **Article IV. Membership**

### **Section 1: Membership Requirements**

Any person interested in the mission of the Society is eligible for membership. Membership is established by paying membership dues to the Santa Clara Valley Audubon Society or by directly donating an amount at least equal to the cost of an individual membership, unless otherwise stated in the Society's Membership Policy. Payment of dues or direct donations shall be made annually for members to remain in good standing.

The Board of Directors may periodically set membership dues for various levels of membership. A record of each member's name and contact information for notice purposes shall be maintained. Memberships may not be transferred or assigned.

### **Section 2: Membership Meetings**

A business meeting of the members shall be called by the Board at least once annually to elect Officers and Directors. In addition, special membership meetings may be called by the Board President or pursuant to a resolution of the Board. Written notice of annual or special membership meetings, including the time, place, and purpose of the meeting, shall be provided no less than 20 or more than 90 days before the meeting date. No business other than that described in the meeting notice may be transacted at any membership meeting.

Thirty-one (31) members in good standing present at the start of a meeting shall constitute a quorum for the transaction of business at any annual or special meeting of members.

### **Section 3: Members' Rights**

All members in good standing are entitled to vote at annual or special meetings on any scheduled action by voice, raised-hand, or written ballot vote. Members shall have the right to vote on:

- the election or removal of members of the Board of Directors,
- major amendments to SCVAS's Bylaws,
- matters presented to the members for a vote by action of the Board, and
- any other matters requiring a vote of the members under California law.

Proxy voting shall not be permitted on any matter put to a vote of the members.

Members have the right to inspect current copies of the Bylaws of the Society, which shall be held at its principal office. On written request, members, either in person or through an agent or attorney, may inspect and copy at their expense the Society's account books, financial reports, tax filings, or minutes of Board and committee meetings. Such inspections shall be granted at any reasonable time for a purpose reasonably related to the member's interests as a member.

Persons who belong only to the National Audubon Society may be granted some of these rights and privileges as directed by the Board of Directors.

## **Article V. Board of Directors**

### **Section 1: Board Powers, Duties, and Terms**

The Board of Directors shall be vested with the authority and fiduciary responsibility to control the property of, conduct the business of, and determine the policies of the Society as described in the Board of Directors Responsibilities Policy and these Bylaws. Members of the Board, herein referred to as "Director" or "Directors," shall perform their duties in good faith and in such a manner as each Director believes to be in the best interest of the Society. Directors shall be members of the Society in good standing, shall serve without compensation, and shall not be personally liable for the debts, liabilities or other obligations of the Society.

The Board shall appoint an Executive Director to hire and guide the Society's staff and direct both its day-to-day and longer-term activities in support of the mission and objectives of the Society. The Board shall assist the Executive Director with general guidance consistent with the Society's policies and strategic directions.

The Board will review the performance of the Executive Director at least annually, as specified in the Society's Executive Director Selection, Compensation and Evaluation Policies. As a result of that review, the Board shall take action consistent with its findings regarding goal setting, compensation, or, if deemed necessary, the termination of the Executive Director.

### **Section 2: Number and Terms**

The Board shall contain between 9 and 15 Directors, including four Executive Officers herein referred to as "Officers."

Directors shall serve terms of three years, with one-third of those terms expiring each year. Terms shall begin on the 1st of July and end on the 30th of June. No person shall serve on the Board for more than 12 consecutive years. Exception to this limit may be made by a two-thirds vote of the Directors.

### **Section 3: Board Vacancies**

A Board vacancy shall be deemed to exist in any of the following circumstances:

- the number of current Directors is less than 15,
- a Director resigns before the end of his/her term,
- a Director has been absent from three consecutive regular Board meetings, or
- a Director is removed by a two-thirds vote of the Board or by the membership consistent with Sections 5221-5222 of the California Nonprofit Public Benefit Corporation Law.

When a Board vacancy occurs, the Nominating Committee shall propose a candidate to act as an interim Director. If approved by the Board, an interim Director shall serve until he/she or a new replacement Director is elected at the next annual membership meeting.

## **Section 4: Board Meetings**

The Board of Directors shall hold regular meetings each year at times and places determined by its members. Directors may participate in a Board meeting remotely through the use of conference telephone calls or other media so long as all Directors participating can communicate with one another.

The Board may take action without a face-to-face meeting if a majority of Directors consent to the method of voting. The action under consideration, the number of Directors voting, the method of voting, and the results of the vote shall be recorded in the minutes of the following Board meeting.

The President, Secretary or any two other members of the Board may call a special meeting of the Board as needed. Notice of the time, place and purpose of regular and special Board meetings shall be given to each Director at least 48 hours in advance. Minutes of each regular or special Board meeting shall be kept with the Society's records and distributed to the Board.

A majority of the total number of Directors shall constitute a quorum for the conduct of business with the following exception. Two or more Directors related by marriage or family ties will count as one Director for the purpose of establishing a quorum. Once a quorum is present, a majority of the Directors attending shall be sufficient to act for the Board unless a greater number is required in these Bylaws or by California law. In the absence of a quorum, no formal action may be taken by the Board.

## **Article VI. Executive Officers**

The Society shall have four elected Executive Officers: President, Vice President, Secretary, and Treasurer. No Officer shall hold more than one office.

### **Section 1: Officers' Powers and Duties**

The Executive Officers shall be vested with the powers and duties set forth below and in the relevant Board-approved policy documents of the Society.

**President:** The President shall preside over meetings of the Board and the membership, serve as the primary contact for the Executive Director, represent the Society in the public sphere, and coordinate the work of the Board and the Society's committees. The President may serve as an ex-officio member of all standing committees with the exception of the Nominating Committee and shall have such other powers and duties as the Board or these Bylaws may require.

**Vice President:** The Vice President shall preside at all Board and membership meetings in the absence of the President and shall have such other powers and duties as the Board or these Bylaws may require.

**Secretary:** The Secretary shall create and maintain a written record of the meetings of the Board and of membership meetings in which voting takes place, and shall have such other powers and duties as the Board or these Bylaws may require.

**Treasurer:** The Treasurer shall assist the Executive Director and financial personnel in all budgetary and financial matters in accordance with the Board's direction and the Society's policies. The Treasurer shall chair or serve as a member of the Finance Committee and shall have such other powers and duties as the Board or these Bylaws may require.

## **Section 2: Terms and Vacancies**

Officers shall serve terms of one year beginning on the 1st of July and ending on the 30th of June. No person shall serve in the same Officer position for more than three consecutive terms. With the exception of the President, officers may exceed this limit if approved by a two-thirds vote of the Board.

Should an office fall vacant, the Nominating Committee may propose a candidate to serve as an interim Officer. If approved by the Board, the interim Officer shall serve until a replacement Officer is elected at the next annual membership meeting.

## **Article VII. Nomination and Election of Directors and Officers**

### **Section 1: Nominations**

Members of the Society in good standing may become candidates for Directors or Officers at any time, whether proposed by themselves or by another member. The Nominating Committee shall, in a timely manner, evaluate each candidacy. If the candidacy is approved by the Nominating Committee, the Board may vote to nominate a candidate to stand for election as a Director or Officer at the next annual meeting.

Should a seat on the Board or an office fall vacant between elections, the Board, by majority vote, may appoint a duly-vetted candidate to fill the remaining term of the vacated seat or office. The Board may also choose to increase the number of current Directors between elections following the nominating and approval process described above. All Board-approved Directors or Officers who wish to continue in office after June 30 must stand for election by the membership at the next annual meeting.

### **Section 2: Elections**

The election of Officers and Directors by the membership shall be conducted during the month of June. As determined by the Board, voting may take place by a voice, raised-hand, or written ballot vote during the Society's annual meeting as long as a quorum of 31 members is present. Alternatively, elections may be conducted by written ballots provided to all members and returned by a quorum of 31 members by a June 30th deadline. Election results shall be announced to the membership in a timely manner.

## **Article VIII. Committees and Groups**

The Board may establish committees, task forces, and other groups whose general purpose shall be to further the mission and objectives of the Society. Each group shall have the powers and duties specified by the Board and serve at the Board's pleasure. Groups may make recommendations to the Board and implement Board decisions and policies, but they may not exercise the Board's authority, make financial commitments, or authorize expenditures without Board approval. Unless otherwise specified, the participants in groups will be Directors, staff, and members of the Society in good standing.

### **Section 1: Standing Committees**

The Society shall have five permanent Standing Committees: Executive, Finance, Development, Nominating, and Personnel. Promptly after the annual election of Directors, the Board shall elect the Chair of each Standing Committee. Each Chair shall serve until the next election of Directors or until his/her successor is named. With the exception of the Executive and Nominating Committees, Standing Committees may include both Directors and volunteer members.

**Executive Committee:** The Executive Committee is made up of the Society's four Officers with the President generally serving as Chair. Its chief functions are to:

- guide the work of the Board and its committees, and
- act in the name of the Board in emergency situations when a meeting of the full Board is not feasible on issues related to the mission and objectives of the Society.

A full report of any emergency actions taken by the Committee shall be made at the next Board meeting.

**Finance Committee:** The Finance Committee is made up of at least three Directors with the Treasurer generally serving as its Chair. Its chief functions are to:

- advise the Executive Director and Treasurer on budgeting, financial planning, and reporting issues,
- monitor and update the internal controls and accountability procedures detailed in the Society's Financial Policies, and
- provide information to the Board regarding the Society's finances.

**Development Committee:** The Development Committee is made up of at least three Directors with one generally serving as its Chair. Its chief functions are to assist the Board and staff in fundraising by:

- developing fundraising plans that include revenue goals and action plans,
- encouraging Board participation in fundraising activities, and
- developing and maintaining positive relationships with donors.

**Nominating Committee:** The Nominating Committee is made up of at least three Directors with one generally serving as its Chair. Its chief function is to oversee the identification, recruitment and orientation of Directors and Officers.

**Personnel Committee:** The Personnel Committee is made up of at least three Directors with one generally serving as its Chair. Its chief functions are to

- conduct an evaluation of the Executive Director at least once a year,
- consult with the Executive Director when personnel problems arise, and
- organize the search for a replacement Executive Director when needed.

## **Section 2: Additional Committees and Groups**

The Board shall establish additional committees and groups as necessary to further the mission of the Society and to carry out the Board's policies and goals. The following are examples of such committees and groups.

**Bay Area Bird Photography Group.** The chief function of the Bay Area Bird Photography group is to promote the enjoyment of birds and their environment through photography.

**Birdathon Committee:** The chief function of the Birdathon Committee is to plan and oversee the Society's annual Birdathon fundraising activity.

**Education Committee:** The chief function of the Education Committee is to initiate, support, and review the education programs of the Society.

**Environmental Action Committee:** The chief functions of the Environmental Action Committee are to monitor the actions of businesses and governments that affect wildlife and advocate for best practices to preserve and protect avian species and their habitats.

**Investment Committee:** The chief function of the Investment Committee is to ensure the prudent management of the Society's investment portfolio.

**Membership and Birding Task Force:** The chief functions of the task force are to oversee the Society's membership database, recommend membership fees and benefits, and promote activities that increase interest in birding and SCVAS membership.

**Outreach Committee:** The chief functions of the Outreach Committee are to advise on strategies to promote the Society's mission and activities and provide guidance to the Board and staff regarding the Society's public image.

## **Article IX. Conflict of Interest**

A conflict of interest occurs when an individual's obligation to further the charitable interests of the Society is at odds with his or her own financial interests. Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board, he/she shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Society to do so. The minutes of meetings at which such votes are taken shall record any such disclosures and that the interested Director(s) were not present during discussion and abstained from voting.

Directors and Officers shall annually sign a statement affirming that they have read the Society's Conflict of Interest Policy and are in compliance with it.

The Board shall not approve any loan of money or property to a Director or Officer.

## **Article X. Indemnification**

Any Director, Officer, employee, or other agent of the Society shall be indemnified against expenses actually and reasonably incurred by this person in connection with a successful defense of a civil, criminal, administrative, or investigative proceeding brought to procure a judgment against that person acting an agent of the Society. If that person either settles such a claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, or other amounts reasonably incurred in connection with such proceedings shall be provided by the Society, but only to the extent allowed by and in accordance with the requirements of Section 5238(a) of the California Nonprofit Public Benefit Corporation law.

The Board shall authorize the purchase of sufficient Directors and Officers insurance to provide a source of payment for litigation costs in addition to the Society's own funds. No indemnification is permitted for fraud, acts of bad faith, or an unsuccessful defense of self-dealing.

## **Article XI. Miscellaneous**

### **Section 1. Parliamentary Authority**

The rules in the current edition of *Robert's Rule of Order* shall govern the Society in all instances in which they are applicable and not inconsistent with these Bylaws.

### **Section 2. Governing Law**

California Nonprofit Public Benefit Corporation Law, as then in effect, shall apply in all matters not specified by these Bylaws or in the event these Bylaws do not comply with applicable law.

### **Section 3. Amendment of Bylaws**

The Board, by majority vote of the Directors then in office, may make minor amendments to these Bylaws. Major amendments must be approved by a majority of members present at the annual membership meeting or voting by written ballot.

These Bylaws were officially adopted by the members of the Society at the Annual Meeting in June of 2018.

**CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the presently elected and acting Secretary of Santa Clara Valley Audubon Society, a California nonprofit organization, and the above Bylaws, consisting of eight pages, are the bylaws of this corporation as adopted at a meeting of the members of the Society held on June XX, 2018.

Date \_\_\_\_\_

Secretary \_\_\_\_\_