

EAST CASCADES AUDUBON SOCIETY BYLAWS
As amended and restated November 6, 2018

ARTICLE I: MEMBERSHIP

Section 1. Any person interested in the purposes and objectives of ECAS is eligible to apply for ECAS membership. ECAS shall not discriminate on the basis of race, religion, gender, political affiliation, sexual orientation, or any other factor in consideration for membership eligibility.

Section 2. A person may become an ECAS Member without becoming a member of the National Society: these members are referred to as Local Chapter Members. Persons who are members of ECAS through their membership in the National Society are referred to as National Chapter Members. The term "ECAS Member" includes both Local and National Chapter Members.

Section 3. Classes of Local Chapter Members and dues for each class are established by the Board and may be changed from time to time. Classes of National Chapter Members and dues for such membership are established by the NATIONAL SOCIETY.

Section 4. All Local Chapter Members of ECAS enjoy all the rights and privileges accorded to ECAS Members, and all National Members of ECAS also enjoy all the rights and privileges accorded to members of the NATIONAL SOCIETY.

Section 5. Each ECAS Member has the right to cast one vote at the Annual Business Meeting and at any Regular Meeting or Special Business Meeting of ECAS Members on any motion that may be properly brought before the Meeting, including the election of Directors. ECAS Members in the class of Family Membership and in any other class of Member whose annual dues are higher than those established for the class of Family Member, will be entitled to two votes per family, provided that at least two members of the family are present in person at the time of voting.

Section 6. Dues are payable at the time of application and, except in the case of Life Members, yearly thereafter. In the case of Life Local Chapter Members, dues must be paid in full in one sum, except as may be provided by ECAS.

Section 7. If Local Chapter Membership dues are not paid within six months after the due date for renewal, a Local Chapter Member who is not also a National Chapter Member may be dropped from Chapter Membership.

ARTICLE II: MEETINGS

Section 1. Regular ECAS meeting will be held on dates determined by the Board. At least nine regular meetings will be held each calendar year and communicated to ECAS Members on the ECAS web site in January of each year. Any changes in the date of a regular meeting must be communicated to ECAS members on the ECAS web site at least ten days before the meeting. A meeting agenda will be provided upon request. Agenda items can be added by contacting the President and/or Secretary.

Section 2. The Annual Business Meeting of ECAS will be held on a date and location determined by the Board of Directors. If the Annual Business Meeting is held on a date other than the second Saturday of November, notice of date of the Annual Business Meeting must be provided to the membership not less than thirty days nor more than sixty days before the date of the meeting.

Section 3. Special Business Meetings of the membership may be called by resolution of the Board or by the President. Notice of a Special Business Meeting, stating its purpose and objectives, must be provided to each member at least ten days prior to the date of the meeting.

Section 4. ECAS Members present and in good standing constitute a quorum at any regular, Annual or Special Business Meeting, and decisions are made by a majority vote of the ECAS Members present and in good standing.

Section 5. At the Annual Business Meeting and at any Special Business Meeting, ECAS Members may consider any matter that may be placed on the agenda. At the Annual Business Meeting, ECAS Members elect new Directors. At either the Annual Business Meeting or at a duly called Special Business Meeting, ECAS Members may amend the ECAS Constitution and/or Bylaws.

ARTICLE III: BOARD OF DIRECTORS

Section 1. The control and conduct of the business of ECAS is vested in its Board of Directors (Board). The Board will include five to nine Directors, as determined by a two-thirds vote of the Board. All Directors must be ECAS Members in good standing.

Section 2. The Directors are elected for a term of three years, by a majority of the votes cast by ECAS Members present at the Annual Business Meeting. Ordinarily, a Director may serve only two full terms. However, if a Board vacancy occurs, a member in good standing can be elected to the Board in order to fill that vacancy and complete the vacant term. That Board member will still be allowed to serve a full two terms beyond the filled vacancy. In addition, if a Director position cannot be filled because no member other than a term-limited, current or former Director is willing to serve, the two-term limit established by this section will not apply to preclude the current or former director from being elected to fill the position. In addition to the elected Directors, the immediate Past President of ECAS, if his or her Board term has expired, and the Treasurer, if not an elected member of the Board, may serve as members of the Board, without voting privileges.

Section 3. To stagger terms of the Directors, the Board of Directors may, by majority vote, specify that certain positions will be for a term of one or two years instead of the normal three years.

Section 4. If vacancies exist on the Board, the Board may, by majority vote, elect a Director or Directors to fill the vacancies and the Director or Directors so elected will serve until the next Annual Business Meeting of the membership.

Section 5. The President must appoint a Nominating Committee of at least three ECAS Members (including at least one non-Board member) prior to the Annual Business Meeting. This Committee establishes a slate of candidates to fill scheduled Board vacancies, which will be submitted to the general membership at the Annual Business Meeting for the purpose of election to the Board.

Section 6. Nominations for Directors may also be made from the floor of the Annual Business Meeting, and the ballot must include adequate space for the voter to write in the name of any other qualified person.

Section 7. There must be at least four regular meetings of the Board of Directors each calendar year, but not more than one regular meeting in any one month. The dates for the regular meetings will be determined by the Board. Special meetings of the Board may be called by the President or by request of the majority of the elected Directors, provided all members of the Board are given at least ten days prior notice. The President or, in his absence, the Vice President, acts as Chairman at any meeting of the Board. In the absence of both the President and the Vice President, the Board may designate any other currently serving Director to act as Chairman at a meeting.

Section 8. A majority of the elected Directors constitutes a quorum at any meeting of the Board, and decisions are made by a majority vote of the Directors present. A quorum is required for the passage of any motions and for approval of business transactions not previously approved by Board policy, budget, or resolution.

Section 9. Directors may participate in and hold a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 10 constitutes presence in person.

Section 10. Any action required or permitted to be taken at a meeting of the Board, or any committee, including the Executive Committee, may be taken without a meeting, if the proposed action is communicated to all the members of the Board, or committee, as the case may be. Action taken without a meeting has the same effect as action taken at a meeting, provided all members of the Board approve the action in writing.

Section 11. The Board must, upon motion and majority vote, approve the annual budget of ECAS, if possible at the first meeting of the Board elected at the Annual meeting. The approved annual budget will be posted on the ECAS web site. To the extent that expenditures are not anticipated in the annual budget, or approved by prior resolution, the

Board may, upon motion and majority vote, appropriate ECAS funds for expenditures that the Board determines to be in the best interests of ECAS and in accordance with its purposes and objectives.

ARTICLE IV: OFFICERS

Section 1. The Officers of ECAS are a President, a Vice President, a Secretary, and a Treasurer, and any other Officers as may be determined by the Board of Directors including, without limitation, an Assistant Treasurer. The Board of Directors may, at its discretion, divide the office of Secretary into a Corresponding Secretary and a Recording Secretary. The Corresponding Secretary shall have all the responsibilities set forth in Section 7, except such responsibilities as the Board may by resolution delegate to the Recording Secretary.

Section 2. Officers are elected by majority vote of the Board and take office immediately following their election. All officers must be elected members of the Board, except the Treasurer, who must be an ECAS Member in good standing.

Section 3. The Officers hold office for a term of two years, or as otherwise determined by the Board of Directors. Officers may be elected for successive terms.

Section 4. If by reason of resignation or death, or for any other reason, an office becomes vacant, the Board may, by resolution, appoint an Officer to fill the vacancy and the Officer so appointed shall serve until the next Annual Business Meeting of the membership.

Section 5. The President directs and administers the affairs of ECAS as its executive head and supervises all phases of its activities, subject to instructions from the Board. The President has an agenda prepared for each Board Meeting and Annual Business Meeting and circulates it to the Board prior to the meeting. The President presides at all meetings of the membership and at all meetings of the Board, and may elect, without limitation, to serve on and attend meetings of any Committee.

Section 6. The Vice-President assists the President in carrying out his duties and, in the absence of the President, directs and administers the affairs of ECAS and supervises all phases of its activities, subject to instructions by the Board, and also presides at meetings of the membership and of the Board.

Section 7. The Secretary prepares minutes for each Board and Annual Meeting and provides notice as required for these meetings. The Secretary maintains custody of all books, records, and papers of ECAS, except those in the charge of the Treasurer or other authorized person; conducts all ECAS correspondence except that which the Board or President delegates to another Officer or Director of ECAS; and performs other duties as assigned by the President or Board.

Section 8. Article IV, Section 8: The Treasurer maintains custody of ECAS's funds and oversees the receipt, disbursement, and budgeting of ECAS funds under guidelines established by the Board. The Treasurer provides the Board with a financial report at each Board meeting; prepares a proposed budget for the coming year for distribution to and approval by the Board at the December Board meeting; and provides the NATIONAL

SOCIETY with the financial information it requests. The Treasurer is also responsible for filing tax returns and other financial information requested by government.

Section 9. The Board may employ an Executive Director with duties to be prescribed and directed and the salary fixed by the Board. The Executive Committee may delegate to the Executive Director those duties as it deems appropriate.

Section 10. Except as otherwise provided by resolution of the Board, all ECAS checks over \$1000 must be signed by both the Treasurer, and either the President, Vice President, or Secretary (or, if the office of Secretary has been divided, the Corresponding or Recording Secretary). Checks for \$1000 or less are ordinarily signed by the Treasurer, but may be signed by the President, the Vice-President or the Secretary (or, if the office of Secretary has been divided, the Corresponding or Recording Secretary) when requested by the Treasurer). No officer is authorized to sign a check made out to him or herself. All deeds, mortgages, contracts and other instruments affecting the properties and operations of ECAS must be signed by the President and Treasurer or by an officer or employee designated by Board resolution.

ARTICLE V: RESIGNATION AND REMOVAL OF OFFICERS AND DIRECTORS

Section 1. An Officer may resign at any time during the Officer's term of office. Resignations may either be announced by the Officer at a regular meeting of the Board or be submitted in writing to each member of the Board. A tender of resignation need not be accepted by the membership or Board to be effective.

Directors may resign from the Board at any time. Resignation occurs in the same manner as for Officers, and need not be expressly accepted by the membership or Board to be effective. A Director who fails to attend more than two consecutive regular meetings of the Board will be considered to have resigned as a Director, unless the Director provides advance written notice to the President and the reason for absence is accepted by the Board. In the event of resignation through unexcused absences, the Director will be replaced through the ordinary process of filling Board vacancies. A Director so removed remains eligible to run for a Board position at the next regularly scheduled election of membership.

Section 2. Directors and Officers may be removed from the Board for good cause by a majority vote of the full Board of Directors, not including any Director whose removal is under consideration. A motion that a Director or Officer be removed may be made by a majority of the Board or by a petition signed by not less than two percent of ECAS Members. The Director or Officer will be given at least ten days written notice of the reason for removal and will also be given a reasonable opportunity to rebut the stated reason for removal. The issue of removal must be resolved as soon as possible but no later than forty-five days after the Director has been given notice.

Section 3. If a motion for removal involves an Officer or Director other than the President, the President presides over the proceeding. If the motion for removal involves the President, the Vice-President will temporarily assume the power of the President until the matter is resolved. If the motion for removal involves both the President and Vice-President, the Board must appoint an acting President pending resolution of the charges.

Section 4. Any Officer or Director removed for good cause is permanently barred from holding office or serving on the Board of Directors of ECAS.

Section 5. For purposes of this section, “good cause” includes, but is not limited to: unauthorized representation of ECAS; misuse or misappropriation of ECAS funds or other assets; and conduct or behavior not conducive to the orderly running of or best interest of ECAS. Mere disagreement over Board policy is not a basis for removal for good cause.

ARTICLE VI: EXECUTIVE COMMITTEE

Section 1. The Executive Committee consists of the President, Vice-President, Treasurer, and Secretary. The Executive Committee has the ultimate responsibility for review and presentation of financial and budgeting matters to the Board, including presentation of a proposed budget at the first Board meeting following the Annual Meeting. It is also responsible for personnel matters. The Executive Director, if any, serves as a non-voting member of the Executive Committee.

Section 2. In the interim between meetings of the Board, the Executive Committee controls the routine business of ECAS. It supervises the finances and property of ECAS and has authority to authorize expenditures in excess of those approved by the Board in adopting the annual budget; provided, however, that the Executive Committee shall not (a) commit ECAS to more than \$3000 of such expenditures, or (b) approve a grant in excess of \$1000 to any grantee.

Section 3. Meetings of the Executive Committee may be held in person, by telephone conference call, or via internet capabilities. Two voting members of the Executive Committee constitute a quorum at any executive meeting. The Executive Committee shall report any actions taken to the full Board at the next succeeding meeting; it shall also make a written record of each Executive Committee meeting which, except for confidential personnel matters, shall be made available to any Board member upon request.

ARTICLE VII: OTHER COMMITTEES

Section 1. The Board may by resolution authorize Committees and define their powers and duties. Committees have the power to make recommendations to the Board on matters affecting the community or ECAS as a whole. However, no Committee has the power to commit ECAS on any matter of general policy. All resolutions adopted by a Committee and all reports and other communications which purport to reflect the position of ECAS must be approved by the Board before being made available either to the ECAS membership or to the public.

Section 2. The President, with the approval of the Board of Directors, appoints the Chairs of Committees who, in turn, may select their own Committee members. Committee Chairs serve for two years, or until their successors are appointed. Chairs may be re-appointed for successive two-year terms. The Chair reports the activities of the Committee to

the Board as required by the Board, including a written report of the Committee's activities at least once each year, at a time determined by the Board.

Section 3. If any Committee fails to discharge its duties with reasonable promptness or violates any provision of these bylaws or directives of the Board, the Committee may be discharged by the President, who must report this action to the Board and then appoint a new Committee.

ARTICLE VIII COMMITMENTS

ECAS shall not enter into any commitments binding upon the NATIONAL SOCIETY without written authorization by the NATIONAL SOCIETY, nor shall the NATIONAL SOCIETY, without written authorization from ECAS, enter into any commitments binding upon ECAS.

ARTICLE IX: DISCONTINUANCE

ECAS may terminate its status as a Chapter of the NATIONAL SOCIETY, and the NATIONAL SOCIETY may terminate the status of ECAS 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.

ARTICLE X: PUBLIC POLICY POSITIONS

Section 1. ECAS will only take public positions on issues involving bird conservation, habitat conservation, or similar issues, and will do so only when approved by a two-thirds vote of the Board at a regular or special board meeting.

Section 2. ECAS will be non-partisan and non-sectarian, and will not take part in, or lend its influence or facilities, either directly or indirectly, to the nomination or election of any candidate for elected public office, nor will it sponsor any meeting of a partisan political nature.

ARTICLE XI: AMENDMENTS

The ECAS Bylaws may be amended by a two-thirds vote of the Directors or by a majority vote of ECAS Members in good standing present at the Annual Business Meeting or a Special Business Meeting. An Annual or Special Business meeting at which amendments to the Bylaws are to be voted upon by the membership must be duly called pursuant to the provisions of Article II, and the notice of the meeting must either recite the wording of the proposed amendments or provide Members with a link to a web site that contains the wording of the proposed amendments. Amendments to the Bylaws may be proposed by the Board of Directors or by a petition signed by at least twenty-five percent of the ECAS Members in good

standing. In the event a valid petition is submitted, the Board must submit the proposed amendment at the next Annual Business Meeting of the membership.

ARTICLE XII: PARLIAMENTARY AUTHORITY

In procedural matters not covered by these Bylaws, Robert's Rules of Order will govern.

ARTICLE XIII: CONSTRUCTION

Section 1. These Bylaws will be construed under the laws of the State of Oregon.

Section 2. The masculine pronoun, if used, includes both the masculine and feminine, wherever applicable.

Section 3. The terms "notice", "written notice", and "mail" include notice provided by dated electronic communication, such as electronic mail to a member's last known email address or, in the event no email address has been provided, also include notice posted on the ECAS web site.

ADOPTION: These amended and restated bylaws of the East Cascades Audubon Society were adopted by a unanimous vote of the ECAS Members present at the Special Business Meeting held on December 16, 2010.

President: Steve Dougill

Secretary: Mary Oppenheimer