BY-LAWS OF THE SOUTH SOUND BIRD ALLIANCE

REVISED MAY 8, 2025

ARTICLE I. CHAPTER MEMBERSHIP

Section 1. As of April 2025, the name of this chapter of the National Audubon Society shall change from Black Hills Audubon Society to South Sound Bird Alliance, hereafter SSBA.

Section 2. Any person interested in the purposes of Audubon or this chapter is eligible for membership. Audubon refers to the National Audubon Society (NAS), the Washington state office (Audubon Washington), and the South Sound Bird Alliance.

Section 3. Members of the National Audubon Society who reside in Thurston, Mason, or Lewis Counties in the State of Washington are de facto chapter members of South Sound Bird Alliance (SSBA). Persons who are not such de facto members of SSBA may apply for chapter-only membership in SSBA. The classes and dues of chapter-only membership shall be determined by the SSBA Board of Directors. Both de facto and chapter-only members of SSBA have the right to vote in the transaction of any business at any duly called regular or special membership meeting and qualify for any discounts, activities, or offers conveyed to members.

Section 4. Member Recruitment and Renewal: (a) Membership dues shall be payable in full at the time of application, regardless of membership class or dues category; (b) Renewals shall be paid in a timely manner. Any member whose dues are not paid within two months of coming due may be dropped from membership rolls; (c) NAS and SSBA shall recruit National Members. NAS shall renew and service National Members. SSBA will recruit, renew, and service its chapter members.

ARTICLE II. MEMBERSHIP MEETINGS

Section 1. Meetings shall be held either in person or electronically at the discretion of the Board of Directors. Unless decided otherwise by the membership or deemed otherwise necessary by the Board of Directors, a membership meeting shall be held at least annually at a time and manner determined by the Board of Directors.

Section 2. The annual election of the Board of Directors shall take place at the regular May membership meeting.

Section 3. Twenty members in good standing shall constitute a quorum for the transaction of any business at any duly called regular or special membership meeting.

ARTICLE III. BOARD OF DIRECTORS

Section 1. The control and conduct of the chapter's business shall be vested in its Board of Directors. The Board may adopt policies and procedures to guide chapter business as needed.

Section 2. The Board shall include the officers and not more than twelve At-Large Directors. The immediate Past President shall be invited to continue on the board. Board directors shall be current chapter members.

Section 3. The elected Directors (the officers and At-Large Board Members) shall be elected for a term of one year by a simple majority of the voting members present and voting at the regular May membership meeting. Officers and At-Large Directors shall assume their duties beginning on June 1.

Section 4. If vacancies exist whereby the Board of Directors does not have the full complement of Directors, the Board may appoint a chapter member to fill those vacancies until the next annual election meeting.

Section 5. The Board of Directors shall meet regularly at a time and manner agreed upon by the Board. Meetings shall take place either in person or electronically. Any member in good standing may attend and observe the meetings.

Section 6. Special meetings of the Board may be called by the President or upon the request of a majority of the Board.

Section 7. A simple majority of the full board shall constitute a quorum for the transaction of business at any regular or specially called Board meeting.

Section 8. In the event of needed emergency action (either of a fiscal or policy nature) prior to a regularly scheduled board meeting, a motion to vote on said action, either by email or through an electronic meeting platform, may be initiated via e-mail by the President or by any member of the Board providing that a second to that motion is given. The person initiating the action should make a good-faith attempt to contact every Board member. In order to implement said action, a two-thirds affirmative vote of the total Board is required within seven days; Board members must vote individually, not by proxy; the Secretary (or an appropriate alternate) will record the votes. The action taken must be reported at the next Board meeting and recorded in the minutes.

ARTICLE IV. OFFICERS

Section 1. The officers of the chapter shall be: President, Vice-President, Secretary, and Treasurer.

Section 2. The President shall be President of the chapter, chair the Board of Directors, and an ex-officio member of all standing committees, and shall perform all other duties associated with the office of President.

Section 3. The Vice-President shall assist the President in carrying out his/her duties and responsibilities. The Vice-President shall be in charge of organizing one or more major chapter activities or committees.

Section 4. The Secretary shall keep a record of all of the proceedings of the chapter and of the Board, shall circulate meeting minutes to the Board, and keep records of proceedings in the formal chapter files as well as a digital copy.

Section 5. The Treasurer shall have custody of the chapter's funds, shall deposit monies into the chapter's account, shall disburse the funds as directed by the Board, shall report to the Board on issues pertaining to the chapter's finances as necessary or as requested by the Board, and shall submit tax returns as required. An annual financial statement shall be prepared for inclusion in the chapter's annual recertification documents and for presentation to the Board at the beginning of the chapter's new fiscal year (June 1).

ARTICLE V. STANDING AND AD HOC COMMITTEES

Section 1. The President, with the approval of the Board of Directors, shall appoint chairs of Standing and Ad hoc Committees. Terms of office shall be one year for chairs of Standing Committees or until their successors are appointed.

Section 2. Membership Committee. This committee shall maintain accurate records of chapter members for the purpose of providing them with the chapter newsletter and other information regarding chapter activities. The committee shall also act as a liaison between chapter members and the National Audubon Society membership office. Additionally, the committee shall promote new and continuing membership for both national and chapter members.

Section 3. Program Committee. This committee shall plan and arrange for membership meetings of the chapter, particularly contacting speakers and program presenters. The committee shall promote interest and appreciation of SSBA objectives through lectures, discussions, exhibits, and meetings.

Section 4. Conservation Committee. This committee shall keep informed on local, state, and national actions and policies affecting the natural environment and conservation of natural resources. The committee shall advise the Board of Directors and chapter members regarding these types of issues and take courses of action, as necessary. The Conservation Chair shall be the designated chapter representative and voting member of the Washington State Audubon Conservation Committee. When required, the Board may designate an alternate representative to fulfill this duty.

Section 5. Field Trip Committee. This committee shall plan, organize, and coordinate field trips for the chapter, which may be attended by the general public.

Section 6. Hospitality Committee. This committee shall plan and organize refreshments and provide other social aspects for membership meetings and other events sponsored by the chapter. The committee shall be responsible for providing necessary items for socializing and membership recruitment at such events.

Section 7. Communications Committee. This committee shall select the editor and layout designer for the Echo chapter newsletter, and the webmaster. Other duties include proofreading the Echo and major website updates prior to publication, revising the newsletter style guide as needed, publicizing chapter

events, and assisting in the preparation of additional publications helpful to the ongoing programs of the chapter. In addition, the committee shall arrange coordinators to monitor any social media outlets that the chapter uses.

Section 8. Education Committee. This committee shall plan, develop, and present programs of an educational nature on conservation of natural resources, preservation of wildlife habitat, identification of plants and animals, and other topics related to Audubon objectives to both adults and children. The Youth Outreach Coordinator shall serve on this committee. Their role will be to find opportunities for collaboration with other groups and organizations and also to work with other Committees, such as Outreach and Field Trips, to facilitate programs for children and youth.

Section 9. Finance Committee. This committee shall raise money to support chapter activities including developing, initiating, and coordinating fundraising activities and events; keeping records of success/failure of fundraising events for future reference. Other duties might include coordinating and publicizing planned giving opportunities and making investment recommendations to the Board. In addition, a member of the Finance Committee – generally the Chair – will review chapter financial records on a semi-annual basis.

Section 10. Avian Science. This position will oversee projects that deal directly with birds. This may involve working cooperatively with other regional organizations and agencies to improve scientific knowledge of birds and their habitats. Duties shall include coordinating the Christmas Bird Count and other volunteer-based research projects, publicizing opportunities for community science projects in the chapter newsletter, and evaluating and choosing projects within the limits of our volunteer and financial resources.

Section 11. Outreach. It shall be the goal of this position to expand the number of BHAS members as well as to promote membership diversity and inclusion according to NAS policy. The coordinator will develop and maintain tabling materials to publicize the scope of SSBA activities and promote membership in all three of our counties. Outreach will have the following two subcommittees:

A. Equity, Diversity, Inclusion, and Belonging Committee (EDIB). It will work to ensure that SSBA welcomes all who wish to constructively participate in our programs and field trips. SSBA will not discriminate on the basis of race, color, religion, age, disability, sex, sexual orientation, marital status, veteran status, national origin, citizenship, or immigration status.

B. Volunteer Coordinator. It shall be the duty of this subcommittee to survey new members for volunteer potential, maintain a roster of active volunteers, recruit volunteers for specific projects, assist other committees in finding needed volunteers, direct the choice of the Board's Volunteer of the Year, and organize an annual recognition celebration for active volunteers.

ARTICLE VI. NOMINATING COMMITTEE AND ELECTIONS

Section 1. The Board of Directors shall annually appoint, prior to the March membership meeting, a Nominating Committee to consist of no fewer than three members. The names of the members of this committee shall be made known to the chapter membership in the March newsletter. Suggestions and

nominations for prospective officers and elected directors may be submitted to the Committee by any chapter member.

Section 2. The Nominating Committee shall nominate candidates for elective office, which shall be reported at the April membership meeting and voted on at the May membership meeting. Nominations that have not received the consent of the nominee will not be considered valid.

ARTICLE VII. FISCAL MATTERS

Section 1. The fiscal year shall run from June 1 to May 31.

Section 2. Financial records shall be maintained by the Treasurer and shall at all times be accessible to the Board of Directors for systematic review or auditing as required by the By-Laws and/or at the discretion of the Board of Directors.

Section 3. The chapter's bank account(s) shall be in the Name of the South Sound Bird Alliance. All checks and drafts of the chapter may be signed by the President, Finance Chair, or Treasurer. Non-budgeted expenditures greater than $100 or expenditures that exceed 10% of a fiscal year budget category must be approved by the Board.

Section 4. The Board shall authorize budgeted and non-budgeted expenditures; the Board's decisions will be recorded in the minutes. The Treasurer shall report expenditures and income to the board monthly.

ARTICLE VIII. SPECIAL RULES

Section 1. Recall Procedures. At any regular or specially called board meeting, any board member may be removed from office by a simple majority vote of the Board of Directors. Notice of proposed removal must be provided to that person at least ten days prior to the date of the meeting.

ARTICLE IX. DISCONTINUANCE

Section 1. SSBA may terminate its status as a chapter of the NATIONAL SOCIETY, and the NATIONAL SOCIETY may terminate the status of SSBA as a chapter of the NATIONAL SOCIETY, pursuant to procedures set forth in the 2014 Audubon Chapter Policy adopted by the NATIONAL SOCIETY'S Board of Directors on May 17, 2014.

ARTICLE X. COMMITMENTS

Section 1. SSBA 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 by this SSBA, enter into any commitments binding upon this SOCIETY.

ARTICLE XI. AMENDMENTS

Section 1. A copy of the proposed amendments to these By-Laws shall be made available at a regular chapter membership meeting. The proposed changes must be approved by the Board.

Section 2. A notice of proposed changes shall also be advertised in the newsletter and on the website at least two weeks prior to the meeting at which the changes are to be considered.

Section 3. Amendments to these By-Laws require a two-thirds majority vote of members present and voting at such meeting.

Section 4. No amendments to these By-Laws will be considered that would change the intended goals of preservation of wildlife and its habitat as the primary focus of conservation issues to be addressed by the chapter.

ARTICLE XII. AUTHORITY

Section 1. For matters not covered in these By-Laws, Robert's Rules of Order Revised shall be used to govern rules of parliamentary procedure.