

# **Constitution and Bylaws of the Sacajawea Audubon Society, Inc.**

## **CONSTITUTION**

### **Article I \***

#### **Name**

This organization shall be known as the Sacajawea Audubon Society (Society).

### **Article II**

#### **Purpose**

The purpose and objectives of the Society shall be to engage in any such educational, scientific, investigative, literary, historical, philanthropic, and charitable pursuits as may be part of the stated purposes of the National Audubon Society (NAS), of which this Society shall function as a Chapter.

## **BYLAWS**

### **Article I \***

#### **Membership**

**Section 1.** Any person interested in the purpose of the Society may become a member, regardless of sex, race, sexual orientation, religion, creed, color, or national origin.

**Section 2.** Types of membership shall be the same as those maintained by the National Audubon Society.

**Section 2A.** The Society also offers a “Chapter Only” membership.

**Section 3.** Annual membership dues shall be the same as those of the National Audubon Society and payable directly to the National Audubon Society, which shall then remit to the Sacajawea Audubon Society its portion of the annual dues.

**Section 3A.** Annual membership dues for “Chapter Only” membership will be in accordance to chapter policy.

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\* See Article XII - Amendment

**Section 4.** Each member, regardless of the type of membership held, shall enjoy all the rights and privileges pertaining to the members of both this Society and the National Audubon Society.

**Section 4A.** Each “Chapter Only” member shall enjoy all the rights and privileges of Chapter Only membership.

**Section 5.** Membership dues shall be payable at the time of application and shall be effective from the date of election and yearly thereafter.

**Section 5A.** “Chapter Only” membership dues shall be payable at the time of application and shall be effective from the date of election, and due yearly thereafter on December 31<sup>st</sup>.

**Section 6.** Should renewal of membership dues not be paid within six (6) months after the due date, a member so in default shall be dropped from the rolls.

## **Article II**

### **Society Meetings**

**Section 1.** There shall be at least six (6) meetings of members annually (including the Annual Meeting) on such day of such months as may be determined by vote of the Board of Directors.

**Section 2.** The Annual Meeting of the Society will be held in May of each year on such date as may be determined by the Board of Directors. At the Annual Meeting, new officers will be installed and take office.

**Section 3.** Special meetings of members may be called by the President or by resolution of the Board of Directors or by petition of not less than one-tenth (1/10) of all members entitled to vote (such petition will be submitted to the Board of Directors, which will then call the special meeting). A minimum of ten (10) days written notice of such special meetings, stating its objective, shall be given to each member.

**Section 4.** A quorum at any Annual Meeting or special meeting of the members of the Society shall be ten percent (10%) of the members or 20 members, whichever is less.

## **Article III**

### **Board of Directors**

**Section 1.** The control and conduct of the property and business of the Society shall be vested in an eleven (11) member Board of Directors. The Board shall make decisions and develop the policies of the Society by majority vote. The President will not vote except in the event of a tie vote.

**Section 1A. Governing Body, Powers, and Responsibility**

**(a) *General Powers:*** The governing body of the Sacajawea Audubon Society shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of the Society; shall actively promote and pursue the Society's objectives; and shall supervise the disbursement of the Society's funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to one or more committees.

**(b) *Specific Powers:*** Without prejudice to the general powers set forth in subsection (a) above but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to other powers enumerated in these Bylaws:

(i) To select and remove at the pleasure of the Board all officers, agents, and employees; to prescribe powers and duties for them as may be consistent with the law, the Articles of Incorporation, and these Bylaws; and to require from them a guarantee for faithful service.

(ii) To conduct, manage, and control the affairs and activities of the Society and make such rules and regulations for this purpose, consistent with law, the Articles of Incorporation, and these Bylaws, as they may deem prudent and necessary.

(iii) To borrow money and incur indebtedness on behalf of the Society, and cause to be executed and delivered for the Society's purposes, in the corporate name, promissory notes, bonds, debentures, deed of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(iv) To delegate the management of the activities of the Society to any person or persons provided that the activities and affairs of the Society shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

**Section 2. Board Director Terms:** The Board shall be composed of the Society's four (4) officers (see Article IV, Section 1), whose terms on the Board shall be concurrent with their term of office; and seven (7) at-large Directors elected from the membership, each for a term of two (2) years. Three (3) of these at-large Directors shall be elected in odd-numbered years and four (4)

in even-numbered years. Any Board member is eligible to succeed himself/herself and, subsequently, may be elected to any office. All directors shall be members of the Society in good standing. All Directors shall be elected by a majority vote of the members present at the Annual Meeting. Any vacancies occurring during a term of office shall be filled by appointment by the Board until the expiration of that term. Directors may be removed from the Board of Directors for cause, subject to approval of two thirds (2/3) of the remaining Board.

**Section 3. Meetings:** Meetings of the Board of Directors shall be held at least six (6) times each year on such day of such months as determined by the Directors following election at the Annual Meeting.

**Section 4. Board Procedures**

**Section 4.1. Quorum:** Two-thirds (2/3) of the full Board shall constitute a quorum for the transaction of business at any Directors' meeting.

**Section 4.2. Proxy Voting:** Proxies and proxy voting shall not be allowed on behalf of any Board member.

**Section 4.3. Meetings by Conference Telephone:** The Board may permit any or all Directors to participate in a meeting of the Board by, or conduct the meeting through, the use of conference telephone or any means of communication by which persons participating in the meeting may hear each other simultaneously during the meeting. A Director participating in the meeting by conference telephone is deemed present in person at the meeting. The President of the meeting may establish reasonable rules as to conducting the meeting by telephone.

**Section 4.4. Notice of Board of Directors Meetings**

**(a) *Forms of Notice*:** A written notice of every annual, regular, and special meeting of the Board of Directors, stating the date, time, and place, but not necessarily the purpose of the meeting must be given to each Director either personally or sent by U.S. mail or e-mail to each Director at his or her address as shown by the records of the Society. The notice must be provided not less than two (2) days prior to the date of the meeting.

**(b) *Effective Date of Notice*:** If mailed, notice of any meeting shall be deemed to be effective at the earlier of (i) five (5) days after deposited in the U.S. mail, addressed to the Director's business office, with postage prepaid, (ii) the date shown on the return receipt (if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the Director), or (iii) the date when received. If e-mailed, a notice shall be deemed delivered when an electronic notice of delivery is returned to the sender of the notice.

**(c) *Special Notice Provisions*:** Regardless of whether the meeting is a regular meeting or a special meeting, if a purpose of the meeting is to consider (i) an amendment to the Articles of Incorporation, (ii) a plan of merger, (iii) the sale, lease, exchange, or disposition of all, or

substantially all of the Society's property, or (iv) the dissolution of the Society, then a notice must be given to each Director at least seven (7) days before the meeting stating the purpose, and the notice must be accompanied by a copy of or summary, if applicable, of the proposed amendment to the Articles of Incorporation, the proposed plan of merger, the transaction for the disposition of the Society's property, or proposed plan of dissolution.

**(d) *Waiver of Notice:*** Any Director may waive notice of any meeting. The waiver must be in writing, signed by the Director entitled in the notice, and filed with the minutes or corporate records. A Director's attendance at a meeting waives the Director's right to object to lack of notice or defective notice of the meeting unless the Director, at the beginning of the meeting (or promptly upon arrival), objects to holding the meeting or transacting business at the meeting, and does not vote for or assent to action taken at the meeting.

**Section 4.5. Director Actions Without Meeting; Use of Electronic Mail:** The Directors may act on any matter generally required or permitted at a Board meeting, without actually meeting, including voting on any matter properly brought before the Board of Directors, through a unanimous written consent. Such action can be taken by e-mail if an electronic copy of the resolution of action is included in an e-mail notice to the Directors at the e-mail addresses on record for each Director. The action shall be approved when each of the Directors entitled to vote on the matter respond with an affirmative vote via e-mail from the Director's e-mail address on record with the Society. Upon receiving an electronic response from each Director, a copy of each Director's vote shall be printed and the written version of the electronic responses shall be kept in the Society's minute book. The unanimous consent shall have the same effect as a unanimous vote.

**Section 4.6. Presumption of Assent:** A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the Director's dissent is entered in the minutes of the meeting or unless a written dissent to such action is filed with the person acting as the Secretary of the meeting before the adjournment thereof, or unless such dissent is forwarded by registered mail to the Secretary of the Society immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of such action.

**Section 4.7. Director Leave of Absence; Non-voting Status:** If a Director is unable to perform his or her duties for an extended period of time due to hospitalization or extended travel without access to communication technology, then the Director may request to be placed on a leave of absence. The Executive Committee (see Article IV, Section 1) may approve a request for a leave of absence. While on a leave of absence, the Director's voting privileges are suspended, and he or she will not be counted for purposes of determining a quorum.

**Section 4.8. Compensation of Directors:** No Director shall receive any compensation from the Society for services rendered as a Director. Directors may be reimbursed for any reasonable expenses incurred by them in the execution of their official duties, including travel

expenses. Nothing contained herein shall be construed to preclude any Director from serving the Society in any other capacity and receiving reasonable compensation for personal services rendered to the Society that are reasonable and necessary to carry out one or more of the tax exempt purposes of the Society.

## **Section 5. Contracts, Loans, Checks & Deposits; Special Corporate Acts**

**Section 5.1. Contracts:** The Board may authorize any officer(s) or agent(s) to enter into any contract, or execute or deliver any instruments, in the name of and on behalf of the Society and such authorization may be general or confined to specific instruments.

**Section 5.2. Loans:** The Society shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless the Board authorizes such a contract by resolution. The Society shall not allow anyone to issue evidence of the Society's indebtedness unless the Board authorizes the issuance by resolution. The authorization may be general or specific. The Society shall make no loans to any Directors or officers.

**Section 5.3. Checks, Drafts, and Deposits:** All bank accounts and deposit accounts shall be in the name of the Society, and, unless specifically directed by the Board of Directors, such depositories may be designated by the President of the Society or any other individual specifically authorized by resolution of the Board. The Board shall authorize by resolution which officers or agents may sign and issue all Society checks, drafts or other orders for payment.

**Section 5.4. Investments:** The Society shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Society if such action would result in the denial of the tax exemption under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended. The Board may delegate to the Treasurer the day to day management of such investments as the Board may authorize.

## **Section 6. Indemnification and Advance for Expenses**

**Section 6.1. Mandatory Indemnification:** The Society shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the Society against reasonable expenses incurred by him or her in connection with the proceedings.

**Section 6.2. Permissible Indemnification:** The Society shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the Society, against liability incurred in the proceeding, if determination to indemnify him or her has

been made in the manner prescribed by the Act and payment has been authorized in the manner prescribed by the Act.

**Section 6.3. Advance for Expenses:** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Society in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (a) a written affirmation from the Director, officer, employee, or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this Article, and (b) an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Society authorized in this article.

**Section 6.4. Indemnification of Officers, Agents and Employees:** An officer of the Society who is not a Director is entitled to mandatory indemnification under this Article to the same extent as a Director. The Society may also indemnify and advance expenses to an employee or agent of the Society who is not a Director, consistent with the Act and public policy, provided that such indemnification, and the scope of such indemnification, must be set forth by the general or specific action of the Board or by contract.

**Section 6.5. Insurance:** The Society may purchase and maintain insurance (a) to insure itself with respect to the indemnification payments it is authorized or obligated to make pursuant to this Article, and (b) on behalf of any person who is or was a Director, officer, employee or agent of the Society, or is or was serving at the request of the Society as a Director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise to insure against any liability asserted against person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Society would have the power to indemnify the person against such liability under the provisions of this Article.

## **Section 7. Conflict of Interest**

A Director shall disclose to the Board of Directors any material interest which the Director directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board of Directors. The interested Director shall abstain from voting on the transaction, provided, however that the Director's presence may be counted in determining whether a quorum is present for purposes of Article III, Section 4.1 of these Bylaws.

**Section 7.1 Approval of Conflict of Interest Transactions:** A transaction in which a Director has a conflict of interest may be approved:

(a) In advance by the vote of the disinterested Board of Directors or a committee of the Board if: (i) the material facts of the transaction are disclosed or known to the Board or

committee of the Board; and (ii) the disinterested Directors approving the transaction in good faith reasonably believe that the transaction is fair to the Society; or

(b) Before or after the transaction is consummated by obtaining approval of: (i) the Montana Attorney General; or (ii) a Montana State District Court in any action in which the attorney general is joined as a party.

## **Section 8. Miscellaneous**

**Section 8.1. Books and Records:** The Society shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board and committees having any of the authority of the Board. All books and records of the Society may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time at the main office of the Society.

**Section 8.2. Fiscal Year:** The fiscal year shall begin January 1 and end December 31 each year, unless otherwise established by the Board.

**Section 8.3. Electronic Transmissions:** Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or e-mail, provided (i) for electronic transmissions from the Society, the Society sends the transmission to the fax number, email address, or other electronic address provided by the recipient to the Society for its records; (ii) for electronic transmissions to the Society, the Society has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

**Section 8.4. Electronic Signatures:** The provisions of the Uniform Electronic Transaction Act, Sections 30-18-101, *et. seq*, MCA [Montana Code Annotated] shall apply to all documents executed in connection with the operation and governance of the Society so that signatures transmitted electronically shall be effective in all respects as originals.

## **Section 9. Special Meetings**

Special meetings of the Board of Directors may be called by the President or by any two-thirds (2/3) of the full Board. Any business may be transacted at these special meetings that might be transacted at a regular Board meeting. A minimum of five (5) days prior notice of any special meeting shall be given to each Board member and, as far as practical, statement of the reason for the special meeting shall be given.



## **Section 10. Bylaws Interpretation**

In the event that an interpretation of the Bylaws becomes necessary, the interpretation shall be made by a two thirds (2/3) majority vote of Board members.

## **Article IV Officers**

**Section 1.** The officers of the Society (also known as the Executive Committee) shall be President, Vice-President, Secretary, and Treasurer, all of whom shall be members in good standing of the Society. Officers shall be elected by a majority vote of the members present at the Annual Meeting. Officers shall serve for a term of two (2) years. The President and Vice-President shall be elected in even-numbered years, and the Secretary and Treasurer shall be elected in odd-numbered years. Any officer is eligible to succeed himself (herself) in office and, subsequently, may be elected to any other office or Board position. In the case of any vacancy occurring before the end of an officer's term, the Board of Directors shall appoint another member in good standing to fulfill the term of the position.

**Section 2.** The President shall preside at all meetings of the Board of Directors, member meetings, the Annual Meeting, and any special meetings. The President shall, subject to the direction of the Board of Directors, conduct and administer the affairs of the Society, supervise all phases of its work, and act as its spokesperson. He (She) shall appoint all committee chairs and be a member *ex-officio* of all committees.

**Section 3.** The Vice-President shall assist the President in the carrying out of his (her) duties and shall preside at all meetings that the President cannot attend.

**Section 4.** The Secretary shall keep a record of all the proceedings of the Society, of the meetings of the Board of Directors, and of all member meetings. He (She) shall prepare and preserve all necessary correspondence relating to the Society and perform such other duties as the Board may direct. He (She) shall affix the seal of the Society to all contracts and agreements requiring said seal and shall provide notice of all meetings to the membership. Following the Annual Meeting and election of new officers (or any change in officers during the year), he (she) shall notify the Membership Secretary of the National Audubon Society.

**Section 5.** The Treasurer shall have custody of the Society's funds and securities and shall keep all financial records up-to-date. He (She) shall see to the deposit of all monies and securities in the name of and to the credit of the Society in such depositories as may be designated by the Board of Directors. He (She) shall disburse the funds of the society as directed and approved by the Board, properly documenting such disbursements. He (She) shall report all transactions and the financial condition of the Society to the Board of Directors at each Board meeting or whenever they may require it. He (She) shall keep a register of the members of the Society and

shall submit a report of the Society's financial condition to the membership at the Annual Meeting.

## **Article V** **Committees**

### **Section 1. Committees**

The Board may, by a majority vote of the full Board, create committees that shall have the power to exercise the authority of the Board with regard to matters delegated by resolution of the Board. Committees shall include no less than two (2) Directors. Non-Board members may serve on committees, however, such individuals shall not have any voting power with regard to matters that otherwise would be approved by the Board of Directors, and shall serve only in an advisory capacity. The members of any such committees shall serve at the pleasure of the Board of Directors. Committees shall exercise such powers as may be designated by the Board of Directors.

### **Section 2. Restrictions on Committees**

Each committee may exercise the specific authority which the Board confers upon the committee in the resolution creating the committee; provided, however, a committee may not (1) approve the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Society's assets; (2) elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or (3) adopt, amend, or repeal the Articles of Incorporation or Bylaws.

### **Section 3. Committee Meetings**

The sections of these Bylaws which govern meetings, notice and waiver of notice, quorum and voting requirements, conduct of the Board, and action without meetings apply to committees and their members. In addition, the committees shall keep regular minutes of their meetings and report the same to the Board. The committees are subject to all procedural rules governing the operation of the Board itself.

## **Article VI** **Finance Committee**

For the protection of both the Society and the Treasurer, there shall be a Special Committee on Finance appointed annually by the Board. This committee shall consist of at least one (1) Board member and one (1) non-Board member. If this Committee's findings indicate the need for a

professional audit or additional services by a certified public accountant, it shall be the duty of the Committee to recommend an accountant to the Board for hiring approval and to report the findings of the professional audit to the membership at the next Annual Meeting.

## **Article VII** **Nominating Committee**

Organizations can only remain healthy if its members are involved and leadership opportunities are shared. The President shall annually, in February, appoint a three (3) member Nominating Committee to solicit nominations to offices and Board positions that will become vacant that year. The slate of candidates prepared by this committee shall be presented to the membership in April. Voting and election of new officers and Board members shall be held at the Annual Meeting in May. (While it is the responsibility of the current President to appoint Chairpersons to any committees that the Board establishes, the President may ask the Nominating Committee to seek willing appointees to said committees during their search for officers and Board members.)

## **Article VIII \*** **Membership Committee**

The President shall appoint a Membership Committee each year. It shall be the duty of this committee to cooperate with the Membership Department of the National Audubon Society by obtaining and sending a list of the names and addresses of potential members residing within the allotted territory of the Society. It shall also be the duty of this committee to conduct membership campaigns and to attempt to obtain the continuing membership of those who have become delinquent in the payment of their dues.

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\* See Article XII - Amendment

## **Article IX** **Other Committees**

**Section 1.** The Board of Directors shall specify additional committees as may be necessary to assist with the affairs of the Society. As stated in Article VI, Section 2, the President shall be responsible for appointing a chairperson to these committees and shall be considered an *ex-officio* member of each committee.

**Section 2.** The President may appoint *ad hoc* committees to assist him (her) in conducting the Society's business.

**Section 3.** The Board of Directors shall review all existing committees at the first meeting of the Board following the Annual Meeting and shall at that time recommend future disposition of each committee to the President.

**Article X \***  
**Commitments**

The Society, its officers, and its Board of Directors shall not enter into any commitments binding the National Audubon Society without authorization from the latter. In like manner, the National Audubon Society shall make no commitments for this Society without its consent.

**Article XI \***  
**Discontinuance**

This Society reserves the right to terminate its Chapter status on six (6) months notice given in writing to the National Audubon Society in which case all allocation of dues by the National Audubon Society to this Society will cease on expiration of the six (6) months period. This Society recognizes the right of the National Audubon Society to terminate the Chapter relationship on six (6) months notice given by it to this Society in which case the members of this Society shall continue as members thereof for the balance of the term for which dues have been paid.

**Article XII**  
**Amendment**

The Bylaws may be amended by a two-thirds (2/3) vote of a quorum of members present at any regular meeting or at any special meeting provided notice of such amendments have been mailed to each member at least ten (10) days prior to said meeting. There may be no amendment made to the sections and articles required by the National Audubon Society (asterisked [\*] in this document) of its Chapters except with the concurrence of the National Audubon Society.

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\* See Article XII – Amendment

**Article XIII**  
**Regulation of Corporate Activities and Distributions**

**Section 1. Restricted Activities**

No substantial part of the Society's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Society shall not participate in or intervene in

(including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**Section 2. Exempt Activities**

Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or representative of this Society shall take any action or carry on any activity by or on behalf of the Society not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or an organization contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may hereafter be amended.

**Section 3. Prohibited Distributions**

No part of the net earnings, properties, or assets of this Society, on dissolution or otherwise, shall inure to the benefit of or be distributable to its Directors, officers, or other private person or individual, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Constitution, Article II.

Revised: August 13, 2019

Approved unanimously by SAS members present at the September 12, 2019 meeting.