

AMENDED CONSTITUTION AND BYLAWS

CONSTITUTION

Article I

NAME

This organization shall be known as the BUENA VISTA AUDUBON SOCIETY (hereinafter called SOCIETY).

Article II

PURPOSE

Section 1. The purpose and objective of this SOCIETY shall be to engage exclusively in such educational, conservation, scientific, literary, and historical and charitable pursuits as are set forth in its Articles of Incorporation and/or are the purposes and objectives of National Audubon Society, Inc., (hereinafter called NATIONAL SOCIETY), of which this SOCIETY shall function as a Chapter, and said purposes and objectives shall conform to the provisions of Section 501 (c) (3) of the Internal Revenue Code.

Section 2. This SOCIETY is not organized, nor shall it be operated, for pecuniary gain or profit and it does not contemplate the distribution of gains, profits, or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits, and net income of this SOCIETY are irrevocably dedicated to charitable purposes and no part of the property, assets, profits, or net income of this SOCIETY shall ever inure to the benefit of any private shareholder or individual, except as provided in Article XII of the Bylaws. Upon dissolution or abandonment, the assets of this SOCIETY remaining after the payment of, or provision for, all debts and liabilities of this SOCIETY, shall be donated to the NATIONAL SOCIETY or its successor or, if unwilling or unable to accept such donation, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar purposes and objectives as this SOCIETY as the Board of Directors of the SOCIETY may designate, subject to the order of a Court as provided by law, provided that none of such assets shall be donated to any organization other than one organized and operated exclusively for one or more of the purposes presently set forth in Section 501 (c) (3) of the Internal Revenue Code.

BYLAWS

All former bylaws are superseded upon adoption of these Bylaws, at which time they shall become effective.

Article I

MEMBERSHIP

Section 1. Any person interested in the purposes and objectives of this SOCIETY is eligible to apply for membership.

Section 2. The categories of membership in this SOCIETY shall include those designated by the NATIONAL SOCIETY: National Member and Chapter Member. The SOCIETY acknowledges an additional category of membership: SOCIETY Member.

Section 3. The NATIONAL SOCIETY shall assign National Members to be members of a specific Chapter (Chapter Member). Members who pay dues directly to the SOCIETY are SOCIETY members. It is not necessary to be a National Member in order to become a SOCIETY Member and, if dues are paid to both the NATIONAL SOCIETY and the SOCIETY, that person is both a Chapter Member and a SOCIETY member.

Section 4. The minimum dues for National Members shall be as established by the NATIONAL SOCIETY. The SOCIETY shall determine minimum dues and additional benefits for SOCIETY Members, as referenced in the Membership policy.

Section 5. Each Chapter or SOCIETY Member shall have the right to cast one (1) vote at the annual meeting or at any regular or special meeting of members on any motion that may properly be brought before such meeting, including the election of directors.

Section 6. Membership and renewal dues for National Members shall be as established by the National Audubon Society bylaws.

Section 7. Should renewal of SOCIETY membership dues not be paid within six (6) months after due date, a member so in default may be dropped from the rolls of the SOCIETY forthwith.

Article II

MEETINGS

Section 1. Regular meetings of members shall be held not fewer than six (6) times in any fiscal year which shall be from July 1 to June 30. Unless otherwise specified by the Board of Directors, regular meetings shall be scheduled for the third Wednesday of each month excepting July, August, and December.

Section 2. The annual meeting of members, which shall include the election of Directors, for terms beginning July 1, shall be held on the regular meeting date in May. The annual meeting shall also include a report by the outgoing President to the membership on the state of the SOCIETY.

Section 3. Not fewer than fifteen (15) voting members present shall constitute a quorum at any meeting of members at which SOCIETY business is to be conducted. A majority vote of the quorum, which shall be taken by rising, unless otherwise specified by the members, shall constitute adoption of a motion or election of a candidate.

Section 4. Notice of regular meetings, the annual meeting, and special meetings at which SOCIETY business is to be conducted shall be given not fewer than thirty (30) nor more than fifty (50) days before the date of the meeting. Such notice is given when deposited in the United States mail, with postage thereon prepaid, and directed to the member at his or her address as it appears on the record of members, or at such other address as he or she may request in writing to the Secretary of the SOCIETY. Notice of meetings may be sent by email in lieu of mailing, according to the Methods of Contacting Members policy, and may also

be conveyed in the SOCIETY newsletter or other regular publication, provided that the notice requirements set forth in this section are followed.

Section 5. Special meetings of members may be called by the President, by majority vote of the Board of Directors, or by petition of a quorum of the members.

Section 6. Notice of a special meeting shall state the purpose or purposes for which the meeting is called. No business, other than that specified in the notice, may be considered or conducted at said special meeting.

Article III

BOARD OF DIRECTORS

Section 1. Control and conduct of the business of the SOCIETY shall be vested in its Board of Directors. The Board shall consist of not fewer than six (6) nor more than twenty (20) Directors and, *ex officio* with full voting rights, the elected Officers of the SOCIETY. All Directors, both elected and *ex officio*, must be members of the SOCIETY in good standing. The number of Directors shall be specified by the Board and approved by the members of the SOCIETY.

Section 2. Directors shall normally be elected by a majority vote of members of the SOCIETY present at the annual meeting of members.

Section 3. A term for a Director shall be two (2) years. There shall be no limit to the number of terms an individual may serve as a Director, subject to the Board of Directors' right to remove him or her for cause pursuant to Section 10, below.

Section 4. Vacancies on the Board shall be filled by election by a majority of the Board of Directors. Directors so elected shall serve as full voting Directors until the next annual meeting of members.

Section 5. Pursuant to the provisions of Section 1, above, with the consent of the individual concerned, the Board of Directors may appoint an outgoing President to the Office of Past President. When so appointed, this Officer shall serve as advisor and consultant to the succeeding President for a single concurrent term of one (1) year. The Past President, during his or her term of office, shall also serve *ex officio* as a member of the Board of Directors.

Section 6. There shall be at least five (5) regular meetings of the Board of Directors in each fiscal year but no more than one (1) regular meeting in any month. Dates of regular Board meetings for the fiscal year shall be determined by the Board prior to the first regular meeting of members of the year.

Section 7. Special meetings of the Board may be called at any time by the President or by the Secretary upon request of a majority of the Board. Notice of special meetings may be given in person, by telephone, or by email not fewer than 48 hours prior to a special meeting or, if by first-class mail, not less than four (4) days. If Board action is needed more quickly, refer to the Emergency Procedures policy.

Section 8. A simple majority of the Board shall constitute a quorum at any Board meeting provided such quorum includes a majority of the elected Directors.

Section 9. The President shall act as Chair at all Board meetings. In the absence of the President, the Vice President shall so act. In the absence of these Officers, the Board shall designate one of its members as Chair.

Section 10. The Board of Directors may remove, for cause, Officers, Directors or members of the Nominating Committee who are delinquent in their duties. Such action shall be taken only by a majority vote of all members of the Board.

Article IV

OFFICERS

Section 1. Officers of the SOCIETY shall be a President, Vice President, Secretary, Treasurer, and such other Officers as the Board of Directors may determine.

Section 2. Officers shall be elected by the Board of Directors at the first meeting of the Board each fiscal year, to serve a term of one (1) year commencing with their election.

Section 3. Officers may be reelected for consecutive terms without limit, subject to being removed for cause at the discretion of the Board of Directors by a majority vote held at a properly noticed meeting.

Section 4. Should an Office be vacated, the Board of Directors may elect a replacement Officer by majority vote. Officers so elected shall serve until the next annual meeting of members. When elected for a partial term, such period of service shall be disregarded in establishing eligibility for subsequent election to consecutive full terms as an Officer as set forth in Section 2, above.

Section 5. The President shall direct and administer the affairs of the SOCIETY as its executive head and shall supervise its activities subject to the instructions of the Board of Directors and shall preside at all meetings of members. The President shall be an *ex officio* member of all committees except the Nominating Committee.

Section 6. The Vice President shall assist the President in performing his or her duties and, in the absence of the President, shall direct and administer the affairs of the SOCIETY and shall supervise its activities subject to the instructions of the Board of Directors and preside at all meetings of members.

Section 7. The Secretary shall keep a permanent record of all proceedings of the SOCIETY to include those of the Board of Directors. He or she shall send notice of all meetings and attest to all SOCIETY documents so requiring.

Section 8. The Treasurer shall have custody of all SOCIETY funds, shall make such disbursements as may be directed by the Board of Directors, and shall make financial reports to the Board as requested. The Treasurer shall also prepare an annual report on the financial status of the SOCIETY for presentation to the membership at the annual meeting.

Section 9. All checks and drafts of the SOCIETY may be signed by the President or the Treasurer. Two signatures are not necessary except as may be legally required or requested by the Board of Directors.

Article V

ELECTIONS

Section 1. The Board of Directors shall act as the Nominating Committee for annual elections of the Officers and Directors of the SOCIETY. An ad hoc Chair for the Nominating Committee may be appointed by the President or a majority of the Board of Directors if deemed necessary.

Section 2. It shall be the duty of the Nominating Committee to nominate a single slate of candidates for the offices of President, Vice President, Secretary, Treasurer, and members of the Board of Directors. The Committee shall accept unsolicited nominations of potential candidates from the general membership of SOCIETY at any time during the Nominating Committee's deliberations.

Section 3. Candidates for membership on the Board shall be elected by the general membership of the SOCIETY pursuant to Article III, Section 2, of these Bylaws. Candidates for the positions of Officer shall be elected by the new Board of Directors so elected pursuant to Article IV, Section 2, of these Bylaws.

Section 4. Nothing in this Article shall be construed to preclude nomination of candidates for Director from the floor at the annual meeting, contingent upon the consent of the person nominated.

Article VI

STANDING COMMITTEES

Section 1. The SOCIETY shall have standing committees as may from time to time be designated by resolution of the Board of Directors. (See the Standing Committees Policy.) Such committees may consist of persons who are not also members of the Board. These additional committees shall act only in an advisory capacity to the Board and shall be clearly titled as "advisory" committees. With the approval of the Board of Directors, the President shall appoint Chairs of standing committees who may select additional committee members subject to confirmation by the Board. Standing committees should consist of the Chair and such additional members as the Chair or Board may deem necessary. The standing committee Chairs shall be responsible for reporting to the Board of Directors at each regularly scheduled meeting of the Board and as he or she may otherwise deem necessary.

Section 2. With the approval of the Board of Directors, the President may appoint ad hoc committees whose terms of office are defined by the duration of the task assigned.

Section 3. All committees shall maintain records and files of their activities sufficient to ensure continued committee functioning in the absence or succession of their members. Committee Chairs shall submit a written report to the President two (2) weeks prior to the annual meeting, describing the activities of his or her committee during the preceding year.

Section 4. No committee member may make any public statement of SOCIETY policy without prior approval of the Board of Directors. Should expeditious response preclude Board action, the President may approve such statement.

Section 5. Standing committees may be augmented by such other committees as the Board of Directors may from time to time see fit to constitute to carry out the functions of the SOCIETY.

Section 6. Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Article VII

CHAPTER POLICY

The relationship between this SOCIETY and the NATIONAL SOCIETY shall be governed by the Chapter Policy.

Article VIII

AMENDMENTS

These Bylaws may be amended by a majority of members present at any regular or special meeting of members duly called pursuant to the provisions of Article II above. Notice of such meeting shall recite the wording of each proposed amendment or otherwise make available to the membership such wording concurrent with publication of the notice.

Article IX

PARLIAMENTARY AUTHORITY

In procedural matters not governed by these Bylaws, the current edition of Robert's Rules of Order Newly Revised shall pertain.

Article X

CONSTRUCTION

This Constitution and Bylaws shall be constructed under the laws of the State of California.

Article XI

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Section 1. Agents, Proceedings, and Expenses: For the purpose of this article, "agent" means any person who is or was a Director, Officer, employee, or other agent of this SOCIETY: "proceeding" means any threatened, pending, or completed action, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorney's fees and any expenses of establishing a right of indemnification under Section or 3 of this Article.

Section 2. Actions Other Than By the SOCIETY: This SOCIETY shall indemnify any person who was or is a party, or is threatened to be made a party to any proceeding (other than an action by or in the right of this SOCIETY) by reason of the fact that such person is or was an agent of this SOCIETY, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if that person acted in good faith and in a manner that this SOCIETY and, in the case of a criminal proceedings, had no reasonable cause to believe that the conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person reasonably believed to be in the best interests of this SOCIETY or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Actions by the SOCIETY: This SOCIETY shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action by or in the right of this SOCIETY to procure a judgment in its favor by reason of the fact that that person is or was an agent of this SOCIETY, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if that person acted in good faith, in a manner that person believed to be in the best reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

- (a) In respect of any claim, issue, or matter as to which that person shall have been adjudged to be liable to this SOCIETY in the performance of that person's duty to this SOCIETY, unless and only to the extent that the Court in which the action was brought shall determine upon application that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for expenses which the Court shall determine.
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without Court approval; or
- (c) Of expenses incurred in defending a threatened or pending action which is settled or disposed of with or without Court approval.

Section 4. Successful Defense by Agent: To the extent that an agent of this SOCIETY has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Approval: Except as provided in Section 4 of this Article, any indemnification under this Article shall be made by this SOCIETY only if authorized in the specific case on a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article by:

- (1) A majority of a quorum consisting of Directors who are not parties to the proceeding
- (2) The Court in which the proceeding is or was pending, on application made by this SOCIETY or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by this SOCIETY.

Section 6. Advance of Expenses: Expenses incurred in defending any proceeding may be advanced by this SOCIETY before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent determined ultimately that the agent is entitled to be indemnified as authorized by this Article.

Section 7. Other Contractual Rights: Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and Officers of this SOCIETY may be entitled by contract or otherwise.

Section 8. Limitations: No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 3(a), in any circumstances where it appears:

- (a) That it would be inconsistent with a provision of the Articles, a resolution of the Shareholders, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a Court in approving a settlement.

Section 9. Insurance: Upon and in the event of a determination by the Board of Directors of this SOCIETY to purchase such insurance, this SOCIETY shall purchase and maintain insurance on behalf of any agent of the SOCIETY against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this SOCIETY would have the power to indemnify the agent against that liability under the provision of this Section.

Section 10. Fiduciaries of Corporate Employee Benefit Plan: This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the SOCIETY as defined in Section 1 of this Article. Nothing contained in this Article shall limit any right of or indemnification to which such trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law other than this Article.

Article XII

SELF-DEALING

Section 1. Compliance with State Law: This SOCIETY and its Directors shall comply with the laws of the State of California, particularly Section 5233 of the California Corporations Code, in connection with self-dealing, to which reference shall be made in clarifying any provisions in Article XII.

Section 2. Definition of Self-Dealing Transaction: A "self-dealing transaction" as used in this Article XII shall mean a transaction

- (1) to which the SOCIETY is a party and one in which one or more Directors has a material financial interest or
- (2) between a SOCIETY and one or more of its Directors or between a SOCIETY and any person or persons in which one or more of its Directors has a material financial interest.

Section 3. Exceptions to Self-Dealing: A more common directorship does not constitute a material financial interest as set forth under Article XII, Section 2. A resolution of the Board fixing the compensation of Directors or Officers of the SOCIETY is not considered in itself to involve a self-dealing transaction.

Section 4. Methods of Averting Self-Dealing Transactions: In the event a transaction is suspected of involving self-dealing, the Board of Directors shall determine the following matters to avoid self-dealing.

- (a) That the SOCIETY entered into the transaction for its own benefit.
- (b) That the transaction is or was fair and reasonable as to the SOCIETY at the time the SOCIETY entered into the transaction.
- (c) That prior to consummating the transaction or any part thereof, the Board authorized or approved the transaction in good faith by a majority vote of the Directors then in office without counting the vote of the interested Director or Directors and with a knowledge of the material facts concerning the transaction and the Director's interest in the transaction. Action by a Committee of the Board shall not satisfy the requirements of this subparagraph 4(c).
- (d) That prior to authorizing or approving the transaction, the Board considered and in good faith determined after reasonable investigation under the circumstances that the SOCIETY could not have obtained a more advantageous arrangement with reasonable effort under the circumstances or the SOCIETY in fact could not have a more advantageous arrangement under the circumstances. If the Board determines that the requirements of subsection 4(a), (b), (c), and (d) have been met, the transaction shall not be deemed a "self-dealing transaction" and if such requirements are not determined to be met by this Board, the Board shall not authorize the transaction.

This Amended Constitution and Bylaws were approved by a majority vote of SOCIETY members at a meeting convened on ????, to be effective immediately thereafter.

Attest:

Date: _____

Secretary

BUENA VISTA AUDUBON SOCIETY