FIVE VALLEYS AUDUBON SOCIETY
CONSTITUTION

(revised 04/06/15 and approved 05/04/15)

ARTICLE I - NAME

This organization shall be known as the Five Valleys Audubon Society (hereafter referred to as Society).

ARTICLE II - PURPOSE

Section 1.

The purpose and objectives of this Society shall be to engage exclusively in any such educational, scientific, historical, and charitable pursuits as set forth in its certificate of incorporation, if such pursuits are the purposes and objectives of the National Audubon Society Inc. (hereafter referred to as the National Society), of which this Society shall function as a Chapter, and if said purposes and objectives 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 director, officer, or member thereof, or any private shareholder or individual. Upon the dissolution, or upon abandonment, the assets of this Society remaining after payment of, or provision for, all debts and liabilities of this Society, shall be donated to the National Society or its successor or, if that entity be unwilling or unable to accept said donation, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having objectives and purposes similar to those of this Society, as the Board of Directors of the Society shall 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.

BY-LAWS

ARTICLE I - MEMBERSHIP

Section 1.

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

Section 2.
Chapter members fall into two categories: National Members and Chapter Only Members. But for purposes of communication there will be one Audubon membership. National Members, which include the voting classes of Regular Member, Family Member, Student Member, Sustaining Member, Supporting Member, Contributing Member, Donor Member, and Life Member, are automatically assigned to a chapter according to the chapter's territory and are considered to be members of the chapter. Chapter Only Members are individuals accepted by the Chapter, but who are not members of the National Audubon Society.

Section 3.
The membership dues for National Members shall be as established by the National Society. The dues for Chapter Only Members shall be established by the Chapter.

Section 4.
All National Members shall enjoy all the rights and privileges as accorded the members of both the National and Chapter Societies. All Chapter Only Members shall enjoy the rights and privileges accorded the members of the chapter and be recognized under the One Audubon Membership Policy established by the National Society.

Section 5.
Each member shall have the right to cast one vote at the annual membership meeting, and at any regular or special meeting of members on any motion that may properly be brought before such meeting, including the election of officers and directors.

Section 6.
Dues of National Members (Regular, Family, Student, Sustaining, Supporting, Contributing, and Donor) and Chapter Only Members shall be payable at the time of application and yearly thereafter. Dues of Life members shall be paid in full in one sum, except as may be provided otherwise in the By-Laws of the National Society.

Section 7.
Should renewal of membership dues not be paid within six (6) months after due date, the member shall be dropped from the Society rolls.

ARTICLE II - MEETINGS

Section 1.
Regular meetings of members shall be held at least six (6) times in any calendar year, on the day of the month determined by vote of the Board of Directors.

Section 2.
The annual membership meeting shall be held on a date in March as determined by vote of the Board of Directors.

Section 3.
Notice of the annual meetings, special meetings, and regular meetings where Society business is to be transacted shall be publicized in the Society newsletter.

Section 4.
Notice of a special meeting of members shall state the purpose or purposes for which the meeting is being called.

Section 5.
Three percent (3%) of all members must be present to constitute a quorum at a meeting of members in which Society business is to be conducted.

ARTICLE III - BOARD OF DIRECTORS

Section 1.
The control and conduct of the business of the Society shall be vested in its Board of Directors. The Board shall include at least six (6) elected Directors (the exact number to be determined by the board), the elected officers of the Society, and the Society's committee chairpersons.

Section 2.
The Directors shall be elected for the term of three (3) years by a plurality of the voting members of the Society present at the annual meeting. Directors' terms start immediately upon election and expire at the third annual membership meeting thereafter.

Section 3.
If by reason of resignation or death, or for any other reason, vacancies exist whereby the Board does not have the full complement of Directors, the Board may proceed to elect a Director or Directors to fill such vacancies and the Director or Directors elected shall serve until the next annual membership meeting. When, for such purpose, a Director has been elected for less than a full term, the partial term shall be disregarded with respect to qualification for re-election for additional consecutive terms.

Section 4.
There shall be at least five (5) regular meetings of the Board of Directors in each calendar year, and not more than one regular meeting in any one month. The dates of the regular meetings shall be determined by the Board.

Section 5.
Special meetings of the Board shall be called by the President or by the Secretary, upon request of the majority of the Board. Notice of a special meeting may be given in person, by telephone, or by e-mail not less that three (3) nor more than ten (10) days prior to the date of the meeting or by mail not less than ten (10) nor more than twenty (20) days prior to the date of the meeting.

Section 6.
A meeting of the Board of Directors shall be considered to have a quorum if at least five (5) of the Officers and elected Directors and committee chairs are present. An action of the Board shall be authorized by a majority of Board Members present.

Section 7.
The President or, if the President is absent, the Vice President shall act as Chairperson at any meeting of the Board. In the absence of both the President and Vice President, The Board may designate any other member of the Board to conduct the meeting.

ARTICLE IV - OFFICERS

Section 1.
The Officers of the Society shall be a President, Vice President, Secretary, Treasurer, and other Officers as may be determined by the Board of Directors.

Section 2.
All Officers shall be elected for three (3) year terms. No individual may hold the same office for more that three (3) consecutive terms, unless the Board of Directors makes an exception approved by two-thirds (2/3) or more of the board members present.

Section 3.
The Officers shall be elected for their respective terms by a plurality of the voting members of the Society present at the annual membership meeting. Officers' terms start immediately upon election and expire at the third annual membership meeting thereafter.

Section 4.
If by reason of resignation or death, or for any other reason, an office shall become vacant, the Board may proceed to elect, by majority vote, an Officer to fill the vacancy and the officer so elected shall serve until the next annual membership meeting. When an Officer has been elected for less than a full term, the partial term served shall be disregarded with respect to qualification for re-election for a full term or to additional consecutive terms, 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 all phases of its activities, subject to instructions by the Board. The President shall preside at all meetings of members and of the Board, and shall be an ex-officio member of all committees.

Section 6.
The Vice President shall assist the President in carrying out the President's duties. In the absence of the President, the Vice President shall direct and administer the affairs of the Society, supervise all phases of its activities, subject to instructions from the Board, and preside at meetings of the members and of the Board.

Section 7.
The Secretary shall keep a record of all proceedings of the Society and of the Board of Directors.

Section 8.
The Treasurer shall have custody of the Society's funds. The duties of the Treasurer shall be: 1) Receive and deposit money collected for Society operations, 2) Maintain financial accounts held in the name of the Society, 3) Disburse funds as directed by the Board, 4) Report to the board at regular meetings as directed, 5) Prepare an annual report on the financial status of the Society for distribution to the members at the annual membership meeting and forward a copy of this report to Montana Audubon.

Section 9.
All checks and drafts of the Society may be signed by the Treasurer, President, or Vice President.

ARTICLE V - NOMINATING COMMITTEE

Section 1.
The Board of Directors shall annually appoint, by the January Board meeting, a Nominating Committee to consist of not less that three (3) members. The names of the members of the Nominating Committee shall be made known to the members through the Society's news letter, other publication, by mail, or at a regular meeting of members, not later than one (1) month after the Nominating Committee has been constituted. Suggestions for nominations may be submitted to the Nominating Committee by any member of the Society.

Section 2.
The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms expire at the next annual membership meeting. The list of Candidates shall be published in the Society's newsletter prior to the annual membership meeting.

Section 3.
Nothing contained herein shall be construed to prevent nomination of Officers and Directors from the floor at the annual membership meeting.

ARTICLE VI - OTHER COMMITTEES

Section 1.
The Board of Directors shall appoint chairpersons of standing committees who, in turn, may select their own committee members, with recommendations and suggestions from the Board. Terms of office shall be for three (3) years, or until their successors are appointed; however, no member shall serve as chairperson of the same committee for more than three (3) consecutive terms, unless the Board of Directors makes an exception approved by two-thirds (2/3) or more of the Board members present.

Section 2.
The President, with the approval of the Board of Directors, may appoint Special Committees whose terms of office will be determined by the requirements of the assigned tasks.

Section 3.
The standing committees may be as follows, and may include such other committees as may be constituted by the Board of Directors in order to carry out the functions of the Society.

MEMBERSHIP RECORDS COMMITTEE
The Membership Records Committee shall maintain close contact with the membership department of the National Society. It shall keep the Society’s membership records and shall endeavor to retain those members who have become delinquent in the payment of their dues.

MEMBERSHIP PROMOTION COMMITTEE

The Membership Promotion Committee shall seek ways to increase and retain membership. It shall promote hospitality at meetings and utilize various means of providing informational materials to prospective members.

PROGRAM COMMITTEE

The Program Committee shall make plans and arrangements for the regular meetings, except for matters relating to Society business that may be transacted at such meetings. The Committee shall make arrangements for lectures, discussions, and other such events as may promote interest in and appreciation for conservation, ecology, and natural history.

CONSERVATION ADVOCACY COMMITTEE

The Conservation Advocacy Committee shall keep informed on local, state, and national governmental issues, policies, and actions affecting the natural environment and conservation of natural resources. It shall draft and recommend the Society's conservation policy to the Society's Board of Directors. The Committee shall carry out the conservation policy approved by the Board and endeavor to coordinate the actions of the Society with the policy and activities of the national Society insofar as conservation measures and policies of national scope are concerned. The Committee will encourage the Chapter to act as a voice in the community for conservation of birds and other wildlife. It shall keep the National Society informed of such actions and encourage conservation to benefit birds and other wildlife in the community.

HABITAT PROTECTION AND RESTORATION COMMITTEE

The Habitat Protection and Restoration Committee shall work to protect, improve, and restore habitat for birds and other wildlife.

FIELD ACTIVITIES COMMITTEE

The Field Activities Committee shall plan, organize, and arrange for the proper conduct of field trips that may be participated in by members of the Society and others interested in the purposes and aims of the Society.

PUBLICITY COMMITTEE

The publicity committee shall maintain contacts with media such as newspapers, radio, and television using these and other appropriate means to publicize the purposes, aims, and programs of the Society.

EDUCATION COMMITTEE

The Education Committee shall maintain close contact with the education services of the National Society. It shall encourage schools and colleges within the Society's community to conduct courses in, or otherwise stress, natural history, ecology, and conservation. The Committee shall conduct, or cause to be conducted, workshops in natural science for members and others. It shall cooperate in furthering the educational objectives and programs of the National Society. It shall act to inform and educate the public, by other means, about the natural environment.

PHILIP L. WRIGHT ENDOWMENT COMMITTEE

1. The purpose of the Philip L. Wright Endowment (henceforth "the Endowment") of the Five Valleys Audubon Society (FVAS) is to support the Philip L. Wright Memorial Research Awards ("Awards"), given annually to high school and college students in our area.

2. This committee shall manage the Endowment as follows:
   a. meet at least annually, the primary meeting to be held in March or April.
   b. notify the Board how much is available from the Endowment for Awards.
   c. solicit proposals for research from university and high school students in the Missoula area.
   d. evaluate proposals and make Awards as funds permit.
   e. review and make recommendations to the Board regarding investment of the Endowment.
   f. review the stated rules governing the Endowment, and committee operating policies, and bring any recommended changes to the board.

3. The Endowment has grown to a size where annual income plus unrealized capital gains will support a change in manner of funding Awards:
   a. 4.0% of the Endowment's previous year-end value may be used for awards. (i.e., 4.0% of 2015 year-end value available for 2016 Awards)
   b. this practice will be followed for five (5) years. At the end of the fifth year (2019) it will be reviewed to determine if it should be continued.
   c. the Board will no longer be asked to make annual supplements to the Awards.
   d. in any year that private contributions to the Endowment are less that $600, the Board will consider adding enough to bring the annual increment up to $600.

4. The Treasurer shall:
   a. as contributions to the endowment are received, deposit the contributed funds to the Endowment's investment fund, which is held separately from the FVAS operating funds.
   b. redeem shares as required to fund Awards announced in March or April, and provide the Endowment Chair with an individual check for each awardee.

ARTICLE VII - COMMITMENTS

This Society shall not enter into any commitments binding upon the national Society without written authorization by the national Society, nor shall the national Society enter into any commitments binding upon this Society without written authorization by this Society.

ARTICLE VIII - ESSENTIAL ELEMENTS

This Society will utilize the Essential Elements of a Chapter as promulgated by The National Society to guide its programs and activities. To maintain certifications an Audubon Chapter, this Society will submit an annual report to the Montana Audubon State Office or other designated National Office that summarizes significant programs, activities and accomplishments of the preceding year. The report should include:

1. Statement of annual goals and objectives
2. Summary of previous years accomplishments toward meeting the goals and objectives stated in (1).
3. Financial Report

4. Any changes to Chapter legal status

ARTICLE IX - DISCONTINUANCE

The Society may terminate its status as a Chapter of the National Society upon 60 days written notice to the National Society. The National Society may terminate the status of this Society as a Chapter of the National Society upon 60 days written notice to this Society preceded by efforts of the National Office (State Director or Chapter Services Office) to help this Society restore full activity. In the event of such notice of termination by either this Society or the National Society, the allocation of dues by the National Society to this Society shall cease on expiration of the 60 day period. However, members of this Society shall remain members of the National Society for the balance of the term for which dues have been paid.

ARTICLE X - AMENDMENTS

This Constitution and these By-Laws may be amended by a majority vote of Board members present at any regular or special Board meeting duly called pursuant to the provisions of ARTICLE II, Section 4. The notice of such meeting shall contain the wording of each proposed amendment.

ARTICLE XI - STATE AFFILIATION

This Society shall be a member organization of Montana Audubon. The Board of Directors of the Society shall elect from the membership of the Society one (1) representative and one alternate to serve two year terms on the Board of Directors of Montana Audubon. The alternate shall represent the Society in the event the representative is unable to attend a Montana Audubon Board meeting. The Society Board will approve the representative no later than the May meeting. The Society president must certify to the Secretary of Montana Audubon the name, address, and signed job description of the representative and alternate by July 15 of the year they are selected.

ARTICLE XII - ENDOWMENT

Section 1.
There may be Five Valleys Audubon Society Endowment funds which are to be managed in such manner as the Board of Directors may direct and in accordance with any and all governing legal authorities.

Section 2.
The Society may solicit and receive monies for the Endowment Funds.

Section 3.
The purpose of the Endowment Funds is to support and foster the Society and its programs by soliciting, accepting, and managing monies received from benefactors for funding the operations and programs of the Society.

Section 4.

The Board may establish such policies in accordance with any and all governing legal authorities as are necessary for the solicitation, receipt, management, and expenditure of monies given for the Endowment Funds.

Section 5.
The Board of Directors may not expend the principal of any monies received for endowment purposes unless the donor expressly directs expenditure of principal.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

IN PROCEDURAL MATTERS NOT COVERED BY THESE By-Laws, Robert's Rules of Order shall govern.

ARTICLE XIV

Section 1.
This Constitution and these By-Laws shall be construed under the laws of the State of Montana.

Section 2.
This Constitution and its By-Laws were revised and approved by the Board of Directors on December 1, 2003.

Section 3.
This Constitution and its By-Laws were revised and approved by the Board of Directors on September 4, 2012.

Section 4.
This Constitution and its By-Laws were revised and approved by the Board of Directors on December 2, 2013.

Section 5.
This Constitution and its By-Laws were revised and approved by the Board of Directors on May 4, 2015.