

**BYLAWS OF
CENTRAL SIERRA AUDUBON SOCIETY**
(a California Corporation)

ARTICLE I – NAME & OFFICES

SECTION 1 – NAME

The organization shall be known as the CENTRAL SIERRA AUDUBON SOCIETY (“CSAS”), a California Corporation.

SECTION 2 – OFFICE

The principal office of the corporation for the transaction of its business is located in Tuolumne County, California.

SECTION 3 – CHANGE OF ADDRESS

The county of the corporation’s office can be changed only by amendment of the Articles of Incorporation of this corporation and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date, and such changes of address shall not be deemed an amendment of these Bylaws.

ARTICLE II – ORGANIZATION

SECTION 1 – CSAS, A NATIONAL AUDUBON SOCIETY CHAPTER

Central Sierra Audubon Society (hereinafter called “CSAS”) shall function as a chapter of the National Audubon Society (hereinafter called “NAS”) with emphasis on Tuolumne and Calaveras Counties.

SECTION 2 – MISSION

The mission of CSAS is to participate actively in environmental education and conservation, and in the restoration, preservation, protection and enjoyment of our native natural resources with emphasis on birds and their habitats.

SECTION 3 – CSAS IS A NOT FOR PROFIT CORPORATION.

This corporation is formed exclusively for charitable, educational, scientific, literary, and historical purposes within the meaning of 501(c)(3) of the Internal Revenue Code. CSAS 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 (including scholarships and grants to other non-profit organizations and individuals) 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 to the benefit of any private shareholder or individual. Upon dissolution, or upon abandonment, the assets of this Society remaining after payment of or provision for all debts and liabilities of the Society, shall be donated to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objectives and purposes as this Society, as the Board of Directors of this Society may designate, subject to the order of a Court as provided by law. None of such assets shall be donated to any organization other than one organized and operated exclusively for charitable purposes as presently set forth in Section 501 (c)(3) of the Internal Revenue Code.

SECTION 4 – ELECTION CAMPAIGNING

No substantial part of the Society's activities shall consist of carrying on propaganda, nor shall the Society donate to, participate in, or intervene in (including publishing or distributing of statements), any political campaign on behalf of any specific candidate for public office.

ARTICLE III – MEMBERSHIP

SECTION 1

Any person interested in the purpose of the Society is eligible for membership.

SECTION 2 – TWO TIER MEMBERSHIPS

Audubon membership will consist of two tiers of members: NAS members and CSAS members.

SECTION 3 – DUES

Annual dues of NAS membership shall be established by the National Audubon Society and shall include membership categories set by the National Audubon Society. Annual dues of CSAS shall be established by the Board of Directors of CSAS and shall include membership categories set by the Board of Directors of CSAS.

SECTION 4 – MEMBERSHIP RIGHTS OF NAS AND CSAS

Members of NAS residing in the CSAS area will be considered full members of CSAS and are entitled to attend and participate in all functions and activities of CSAS. Membership in only CSAS shall be limited to persons paying annual dues to CSAS. Members of only CSAS are entitled to attend and participate in all functions and activities of CSAS and to receive the CSAS Newsletter. Members of only CSAS will not have NAS rights and privileges. The Board of Directors of CSAS may establish fees, or request donations, for participating in any functions or activities of CSAS by non-members of CSAS.

SECTION 5 – CSAS DUES

CSAS membership dues shall be payable at the time of application and annually thereafter. Should renewal of CSAS membership dues not be paid within a period of time after they are due, as determined by the Board of Directors of CSAS, a member so in default may forthwith be dropped from the CSAS rolls.

ARTICLE IV – MEETINGS OF MEMBERS

SECTION 1 – MEMBER MEETINGS

Regular meetings of CSAS are open to the public, and shall be held September through June on dates determined by the CSAS Board of Directors. Notice of meetings, including location, date and time shall appear in the CSAS newsletter for that month.

SECTION 2 – ANNUAL MEETING

The Annual Meeting of the Society shall be the June meeting, at which time the election of new officers will be held.

SECTION 3 – SPECIAL MEETINGS

Special meetings may be called by the President, or pursuant to a resolution of the CSAS Board of Directors. Notice of all such meetings, stating the general nature of business to be transacted, the meeting location, date, and time of meeting shall appear in the CSAS Newsletter for the month prior to the meeting.

SECTION 4 – ACTION AT MEMBER MEETING

Every act or decision done or made by a majority of the voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

SECTION 5 – VOTING RIGHTS

Each member in good standing, and each adult in a family membership, is entitled to one vote on each matter submitted to a membership vote.

SECTION 6 – MEMBERSHIP MEETING QUORUM

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

SECTION 7 – PROXY VOTING

Members entitled to vote shall have the right to vote either in person or by written proxy executed by such person or by his or her duly authorized agent and filed with the Secretary of the corporation prior to the vote. Proxy ballots are to be requested by the member from the Secretary or other person as designated by the Board of Directors.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1 – CSAS CONTROL AND CONDUCT

The control and conduct of the business of CSAS shall be vested in a Board of Directors. The Board shall determine the policies of CSAS.

SECTION 2 – BOARD OF DIRECTORS MEMBERSHIP

The corporation shall have eleven (11) Directors and collectively they shall be known as the Board of Directors. The Board of Directors shall consist of the five (5) elected officers, plus a Membership Director, a Field Trip Director, a Newsletter Director, an Education Director, a Publicity Director, and the Past President. The number of Directors may be changed by amendment of this Bylaw, as provided in these Bylaws.

SECTION 3 - ELECTED BOARD MEMBERS

The President, First Vice-President, Second Vice-President, Secretary, and Treasurer shall be elected by a majority vote of the members present or represented by proxy at the annual meeting of members. The First Vice President shall be the Programs Director. The Second Vice President shall be the Conservation Director. The immediate Past President shall be a member of the Board in a voting position.

SECTION 4 – NON-ELECTED BOARD MEMBERS

The President will nominate and the Board of Directors will approve the following Directors: Membership Director, Field Trip Director, Newsletter Director, Education Director, and Publicity Director. This shall happen at the first Board of Directors meeting after July 1 when the elected officers take office.

SECTION 5 – TERM OF SERVICE

Term of service of each Director shall be one (1) year. The Board shall fill vacancies for the unexpired term of the vacant office except that a vacancy in the office of Past President shall not be refilled. Replacement of Board members occurring during a term of service shall be as nominated by the President and approved by the Board of Directors to fill the vacant Board position.

SECTION 6 – REGULAR BOARD MEETINGS

Regular meetings of the Board of Directors shall be held each month from August through May, or more often as may be deemed necessary to effectively meet the needs of the Society and shall be open to the general membership and the public. Notice of such meetings, stating the location, date and time, shall appear in the CSAS newsletter for that month.

SECTION 7 – SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, or by any two (2) members of the Board. The Special meeting shall be limited to the purpose stated on a written notice mailed or e-mailed to each Board member seven (7) days prior to the meeting date, at his/her last known address.

SECTION 8 – BOARD QUORUM

A majority of the Board currently in office, shall constitute a quorum at any Board meeting.

SECTION 9 – NON-LIABILITY OF DIRECTORS

Officers and Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE VI – OFFICERS

SECTION 1 – OFFICERS

The officers of the CSAS shall be a President, a First Vice-President, a Second Vice President, a Secretary, and a Treasurer. One person may hold two or more offices. However, the Office of President and Secretary may not be held by the same person during the same term. The officers shall be elected at the annual meeting of members for a term of one (1) year. Vacancies during an Officer's term shall be filled for the remainder of the term by the Board of Directors in accordance with Article V, Section 5 of these By-Laws

SECTION 2 – TERM LIMITATIONS

The President is limited to serving three (3) consecutive one (1) year terms.

SECTION 3 – PRESIDENT DUTIES

The PRESIDENT shall preside at all general or special meetings of the members called and all meetings of the Board of Directors. He shall direct and administer the affairs of CSAS as its executive head, and shall supervise all phases of its work, subject to instructions of the Board. The PRESIDENT shall be a member ex-officio of all CSAS committees with full voting powers, with the exception of the Audit and the Nominating committees. The President is responsible for insuring annual reports, such as required by NAS, are timely filed.

SECTION 4 –FIRST VICE-PRESIDENT DUTIES

The FIRST VICE-PRESIDENT shall assist the President in carrying out the latter's duties. The FIRST VICE-PRESIDENT shall act for the President in his absence or his/her disability. The FIRST VICE-PRESIDENT shall act as the Program Committee chair for CSAS.

SECTION 5 –SECOND VICE-PRESIDENT DUTIES

The SECOND VICE-PRESIDENT shall assist the President in carrying out the latter's duties. The SECOND VICE-PRESIDENT shall act for the President in his absence or his/her disability and in the absence of the FIRST VICE-PRESIDENT. The SECOND VICE-PRESIDENT shall act as the Conservation Committee chair for CSAS.

SECTION 6 – SECRETARY DUTIES

The SECRETARY shall keep a record of the proceedings of CSAS Board of Directors meetings and the annual meeting of the members. The SECRETARY shall preserve correspondence of CSAS, as required. The SECRETARY shall attest to contracts or agreements representing CSAS, as required.

SECTION 7 – TREASURER

The TREASURER shall have custody of CSAS funds and securities. He/she shall deposit funds or securities received to the credit of CSAS in a depository as designated by the Board of Directors. The TREASURER shall disburse the funds of CSAS as directed by the Board and shall keep appropriate records of all such transactions. At regular Board meetings he/she shall report on the financial conditions of CSAS and on his/her transactions since the previous Board meeting. Checks or drafts of CSAS shall be signed as prescribed by a resolution of the Board of Directors. The TREASURER shall prepare an annual report of the financial condition of CSAS for distribution to the Board and members.

ARTICLE VII – AUDIT COMMITTEE

Section 1 – APPOINTMENT AND DUTIES

The President shall nominate, and board shall approve, a special committee on Audit, consisting of two (2) members in good standing, not including the Treasurer, at least one (1) of whom is not an officer or member of the Board. The Audit Committee shall report to the Board within six (6) months of the fiscal year end upon the scope, character, and accuracy of the Treasurer's records and financial report. However, at its discretion, the Board may designate that CSAS records be examined by certified public accountants, in which case the Audit Committee shall report to the Board on such independent audit.

ARTICLE VIII – NOMINATING COMMITTEE

SECTION 1 – APPOINTMENT OF COMMITTEE

Prior to February 1, the President shall nominate, and the Board of Directors shall approve a Nominating Committee consisting of up to three (3) members in good standing, at least one of which is not an officer or member of the Board. Notice with names of the members of the Nominating Committee will be given in the March issue of the Society's Newsletter. Any member of CSAS may submit suggested names for nominations to the Offices to the Nominating Committee.

SECTION 2 – NOMINATING COMMITTEE DUTIES

The Nominating Committee's nominations for President, First Vice-President, Second Vice President, Secretary, and Treasurer shall be presented to the membership in the May Society newsletter and at the May meeting. Nominations from the floor may also be made. The Nominating Committee shall function until the election of officers and Director-at-Large of CSAS is held.

ARTICLE IX – ELECTIONS

SECTION 1 – TIME OF ELECTION

The election of officers shall take place at the Annual Meeting of members in June. The officers will take office on July 1.

SECTION 2 – ELECTION PROCEDURE

Candidates for Offices presented by the Nominating Committee may be elected by a voice vote of the membership present or by motion of the membership instructing

the Secretary to cast a unanimous ballot in favor of the recommendations presented by the Nominating Committee. However, if there is more than one candidate for any office, the election to such office shall be by written ballot with the winner receiving the majority vote of the ballots including proxy votes cast.

SECTION 3 – MEMBER VOTING

There shall be one vote per individual member, and no more than two (2) votes, maximum, per membership group residing at the same address. Members present may vote and proxies will be accepted as specified in Article IV, Section 7. If necessary, membership status of voters will be verified.

ARTICLE X – COMMITTEES

SECTION 1 – COMMITTEE CHAIRS

The President shall nominate, and the Board of Directors approve, chairpersons of Standing Committees who in turn may select their own committee members except for the Audit and Nominating Committees. The Program Chairperson shall be the First Vice President of CSAS. The Conservation Chairperson shall be the Second Vice-President. Term of office shall be for one year.

SECTION 2 – STANDING COMMITTEE DEFINED

Standing Committees of CSAS may be as follows, and may be modified by the Board without a change in these By-Laws as it becomes necessary to carry out the functions of CSAS. The following Committee Chairpersons are also members of the Board of Directors: Membership, Field Trip, Newsletter, Education, and Publicity.

SECTION 3 – PROGRAM COMMITTEE

It shall be the duty of this committee to make all plans and arrangements for the regular meetings of CSAS, and it shall promote interest and appreciation through lectures, discussions, exhibits, publications and meetings.

SECTION 4 – MEMBERSHIP COMMITTEE

It shall be the duty of this committee to cooperate with the Membership Department of the NAS by such measures as obtaining and maintaining lists of names, addresses, and e-mail address if available, of members residing within the territory of CSAS. It shall also be the duty of this committee to conduct membership campaigns and attempt to obtain the continuing membership of those who have become delinquent in the payment of their dues.

SECTION 5 – CONSERVATION COMMITTEE

It shall be the duty of this committee to keep informed on local, state, and national governmental policies and actions affecting the natural environment and the conservation of natural resources, to advise the Board of Directors, and to carry out the policies of CSAS. It shall be the duty of this committee to endeavor to coordinate its actions with the policies and activities of the NAS insofar as conservation measures and policies of national scope are concerned and to keep the NAS informed of such actions.

SECTION 6 – NEWSLETTER COMMITTEE

This Committee shall be responsible for all functions required to write, print, and distribute to members the Society's newsletter on a monthly basis between September and June, or as determined by the Board of Directors.

SECTION 7 – EDUCATION COMMITTEE

It shall be the duty of this committee to further the educational services of CSAS, to encourage the schools, youth groups, and the community to appreciate birding, natural history, ecology, and conservation and to conduct lectures and/or workshops in natural science. It shall also be responsible for any scholarship matters as approved by the Board of Directors.

SECTION 8 – PUBLICITY COMMITTEE

It shall be the duty of this committee to publicize through newspaper, radio, television, and other publicity media, the purposes and programs of CSAS.

SECTION 9 – FIELD TRIP COMMITTEE

It shall be the duty of this committee to plan, organize, and arrange for the proper conduct of field trips that may be participated by the members of CSAS, and by non-members.

SECTION 10 – HOSPITALITY COMMITTEE

It shall be the duty of this committee to provide refreshments, as may seem desirable to the Board of Directors.

SECTION 11 – BIRD COUNTS COMMITTEE

It shall be the duty of this committee to co-ordinate the various bird counts within the territory of CSAS.

ARTICLE XI – COMMITMENTS

SECTION 1 – RE NATIONAL AUDUBON SOCIETY

CSAS shall not enter into any commitments binding upon NAS without written authorization by the NAS; nor shall NAS, without written authorization by CSAS, enter into any commitments binding upon CSAS.

ARTICLE XII – DISCONTINUANCE

SECTION 1 – DISCONTINUANCE WITH NAS

CSAS may terminate its status as a Chapter of NAS and NAS may terminate the status of CSAS as a Chapter of the NAS pursuant to procedures set forth in the 2001 Audubon Chapter Policy adopted by Board of Directors of NAS on December 8, 2001.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

SECTION 1 – ROBERTS RULES OF ORDER

In matters not covered by these Bylaws or Articles of Incorporation, Roberts Rules of Order shall govern.

ARTICLE XIV – AMENDMENTS

SECTION 1 – AMENDMENTS

The Bylaws may be amended by a majority vote of CSAS members in good standing, present or by proxy, at any regular meeting or any special meeting thereof, provided a quorum is present, and provided further that notice of such amendments shall have appeared in the CSAS newsletter for the month prior to the meeting.

The foregoing revision of the Bylaws of Central Sierra Audubon Society (a California Corporation) has been duly approved by the required vote of members on June 24, 2011.

SIGNATURE OF PRESIDENT
/s/David Harden

SIGNATURE OF SECRETARY
/s/Tom Harrington

Executed at Sonora, California on _____, 2012.