

BYLAWS

MT. DIABLO AUDUBON SOCIETY

ARTICLE I. NAME

This organization shall be known as the Mt. Diablo Audubon Society.

ARTICLE II. MISSION STATEMENT

Mt. Diablo Audubon Society is committed to the sustainable balance of our community's people, birds, other wildlife and habitat through conservation, education and advocacy.

ARTICLE III. MEMBERSHIP

- Section 1. Any person interested in the purposes of the Mt. Diablo Audubon Society is eligible for membership.
- Section 2. Audubon Membership will consist of two tiers of Members: Mt. Diablo Audubon Society (hereinafter called "MDAS") Members and National Audubon Society (hereinafter called "NAS") Members.
- Section 3. Annual membership dues of MDAS shall be established by the Board of Directors of MDAS and shall include membership categories set by the Board of Directors of MDAS. Annual dues of NAS membership shall be established by NAS and shall include membership categories set by NAS.
- Section 4. Effective January 1, 2016, membership in MDAS shall include persons paying annual dues to MDAS, Life Members of MDAS and members of the Mt. Diablo Young Birders Club. Members of MDAS are entitled to attend and participate in all functions and activities of MDAS and to receive the chapter newsletter (the *Quail*). Members of MDAS shall not receive NAS rights and privileges unless they are also members of NAS.
- The Board of Directors of MDAS may establish fees, or request donations, for participation in any functions or activities of MDAS by non-members of MDAS.
- Section 5. MDAS membership dues shall be payable at the time of application and shall be effective from the date of application, and shall be renewed annually thereafter for a member to be in good standing.

Section 6. Should membership dues not be renewed annually, that member will be dropped from the rolls.

ARTICLE IV. GENERAL MEMBERSHIP MEETINGS

Section 1. The general meetings of MDAS shall be on the first Thursday of each month from September through June.

Section 2. Special meetings of the membership may be called by the President or the Board of Directors. Notice of any such meeting shall be provided at the preceding general meeting or by email notification.

Section 3. Fifty (50) members shall constitute a quorum at any membership meeting of MDAS.

ARTICLE V. OFFICERS

Section 1. The officers of MDAS shall be those defined below.

Section 2. President: The President shall preside at all meetings of MDAS, appoint chairs of all Board and Advisory committees, subject to approval by a majority vote of the Board, and be an ex officio member of all Board committees except for the nominating committee. The President shall direct and administer the affairs of MDAS and shall supervise all phases of its work. The President may designate any officer or Board member to preside in conducting meetings of MDAS in the event the President is unable to do so.

Section 3. Vice President: The Vice President shall assist the President in the performance of duties and may be assigned special projects by the Board of Directors or the President.

Section 4. Secretary: The Secretary shall keep a record of all Board meetings of MDAS, and perform such other duties as the Board of Directors may require.

Section 5. Treasurer: The Treasurer shall have custody of the funds of MDAS and shall deposit all such funds as may be designated by the Board of Directors. The Treasurer shall receive all membership dues. The Treasurer shall disburse the funds of MDAS as directed by the Board of Directors and shall render to MDAS an annual report within 90 days of the close of the fiscal year, and give an accounting of funds and transactions at Board meetings and whenever the Board of Directors may require it.

ARTICLE VI. BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of the Officers, the Chairpersons of the Board committees and Board Members-at-Large. All Board members shall be current MDAS chapter members in good standing. The President may designate additional members to serve on the Board, subject to approval by a majority vote of the Board. At the beginning of each term, the President shall review and confirm all Board members and appointments and submit an accurate list of their names for publication in the *Quail* newsletter.
- Section 2. As specified in the Articles of Incorporation, the number of authorized Board members shall be neither less than 12 nor more than 20, with the exact number of authorized directors to be fixed by the Board from time to time.
- Section 3. A majority of the Board's members currently in office shall constitute a quorum.
- Section 4. The officers of MDAS shall serve in a like capacity on the Board of Directors.
- Section 5. The Board will, unless otherwise specified, meet in regular session at a time and location to be announced in the *Quail*. Additionally, the Board will meet whenever deemed necessary by the President.
- Section 6. A Board meeting may be held by teleconference, electronic video screen or similar communication equipment as long as all directors participating in the meeting can hear one another.
- Section 7. The meetings of the Board of Directors shall not be electronically recorded by any member unless a request for permission has been made at the start of the meeting and such permission is granted by a majority vote of those Board members.

ARTICLE VII. NOMINATION OF OFFICERS

The President shall appoint a Nominating Committee chairperson who, in turn, shall select two members in good standing as the Nominating Committee. The Nominating Committee will present names of nominees for the elective offices of MDAS to the general membership at the April meeting and in the May issue of the *Quail*. All nominees for office must be members of MDAS in good standing. The officers of MDAS shall be elected at the regular May meeting with their term to begin the following July. Nothing herein shall be construed to preclude nominations from the floor.

In case of incapacity or resignation of an elected officer, the Nominating Committee shall recommend a candidate to the Board of Directors, and the Board shall approve the interim appointment.

ARTICLE VIII. COMMITTEES

Board Committees

The Standing Board Committees of MDAS, in addition to the Nominating Committee, shall be: Conservation, Education, Field Trips, Membership, Programs, Publicity and Social Media, *Quail* Editor, Sales Manager, Volunteer Coordinator and Young Birders Liaison. The President may establish additional Standing Board Committees, subject to approval by a majority vote of the Board. The functions of the Standing Board Committees are as follows:

- Section 1. The Conservation chairperson shall be in charge of all conservation matters pertaining to the goals of MDAS, including legislative action activities.
- Section 2. The Education chairperson shall organize educational activities, such as birding classes and outreach to schools and the community, to promote birds, ecology and conservation.
- Section 3. The Field Trips chairperson shall prepare a schedule of field trips for the year and designate the leaders for the field trips.
- Section 4. The Membership chairperson shall welcome new members and guests; obtain from NAS the names and addresses of potential members residing within the territory of MDAS, conduct membership campaigns; and attempt to obtain the continuing membership of those who have become delinquent in the payment of their dues.
- Section 5. The Programs chairperson shall arrange programs and birding information consistent with the aims and purposes of MDAS.
- Section 6. The Publicity and Social Media chairperson shall supply the print news media and social media platforms with information concerning the activities of MDAS.
- Section 7. The *Quail* Editor shall be responsible for the publication of the chapter newsletter (the *Quail*).
- Section 8. The Sales Manager shall handle sales and inventory of publications and merchandise, conduct raffles and silent auctions at membership meetings, maintain financial records of sales and transfer all receipts to the Treasurer.
- Section 9. The Volunteer Coordinator shall publicize activities and recruit volunteers for activities.
- Section 10. The Young Birders Liaison shall mentor young birders through field trips and meetings.

Advisory Committees

The Board may create other committees (Advisory Committees) for which the chairperson does not need to be a Board member. The Advisory Committees may include Citizen Science, East Bay Bird Sighting Monitor, Hospitality, Observations Editor, Scheduling Coordinator and Webmaster. The functions of these Advisory Committees are as follows:

- Section 1. The Citizen Science chairperson shall promote projects in which volunteers monitor birds and gather data, such as the annual Christmas Bird Count.
- Section 2. The East Bay Bird Sighting Monitor shall administrator the East Bay Birds Yahoo Group.
- Section 3. The Hospitality Chairperson shall be in charge of refreshments served at general and special meetings.
- Section 4. The Observations Editor shall be responsible for compiling the monthly Contra Costa County bird sightings for the chapter newsletter.
- Section 5. The Scheduling Coordinator shall maintain the calendar of field trips and meetings on the MDAS website.
- Section 6. The Webmaster shall maintain the MDAS website.

An Honorary Advisor position may also be created as appropriate.

ARTICLE IX. RELATIONSHIP WITH NAS

The relationship between MDAS and the NAS shall be governed by NAS chapter policy as described in the National Audubon Chapter Policy of May 17, 2014.

ARTICLE X. AMENDMENTS

These Bylaws may be amended by a majority of a quorum (at least 50) of the members present at any regular membership meeting, provided that notice of such proposed amendment or amendments shall have been provided at the general meeting preceding the vote.

ARTICLE XI. TERRITORY

The territory of MDAS generally consists of central and eastern Contra Costa County, including the following communities: Alamo, Antioch, Brentwood, Clayton, Concord, Crockett, Danville, Diablo,

Hercules, Lafayette, Martinez, Oakley, Pacheco, Pinole, Pittsburg, Pleasant Hill, San Ramon and Walnut Creek.