

Bylaws

The Bylaws exist to delineate "...rights and responsibilities connected with participation in the corporation and rules for procedures and operations of the corporation..."

From: Articles of Incorporation of Altacal Audubon Society, April 24, 1973

Altacal Audubon Society, Inc. Chico, California

**Revised by the Altacal Board of Directors
January 13, 2010**

Article I – Name

This organization shall be known as the Altacal Audubon Society, Inc. ("Altacal").

Article II – Membership

Any person interested in the purposes of Altacal may become a member.

Article III – Location

Section 1 - The location of the principal place of business of Altacal shall be in the City of Chico, County of Butte, State of California.

Section 2 - The areas of primary concern to Altacal shall be the mid-Sacramento Valley in general and the counties of Butte, Glenn and Tehama specifically.

Article IV – Meetings

Section 1 - The schedule of Program Meetings of members shall be consistent with the wishes of the general membership and the Board of Directors.

Section 2 - The Annual Meeting of Altacal shall be held in September of each year. At alternate Annual Meetings officers of Altacal shall be elected for two-year terms and shall serve until their successors take office. New officers will be installed and take office upon election.

Section 3 - Special Meetings of the members may be called by the President, or a majority vote of the Board of Directors. At least ten days' written notice stating the objectives of such Special Meetings shall be given each member at his or her last known address, by publication in Altacal's newsletter, the *White-tailed Kite*, or by e-mail.

Section 4 - All Program Meetings shall be open to the public. All Board Meetings shall be open to Altacal Members.

Article V - Board of Directors

Section 1 - The control and conduct of the business and property of Altacal shall be vested in its Board of Directors (“Board”). The roster of Board Members shall be recorded in the minutes of the Annual Meeting and changes recorded in the minutes as they occur.

Section 2 - The Board shall be responsible for determining and making annual revisions of the Bylaws, policies, strategic plan and annual goals and objectives of Altacal.

Section 3 - Position statements made on behalf of Altacal with respect to its stand on any environmental or other public issue, including propositions submitted to voters and letters to public administrators and legislators may be made by the President without advance Board approval as long as National or State Audubon has espoused the stand. Stands on local issues must have advance approval of the majority of the Board. If the issue is deemed by the President to be time-sensitive, the Executive Committee may be asked to consider the issue. In that case, all Altacal Board Members shall be polled for their position on the issue; no less than a majority of Executive Committee Members shall be required to approve or disapprove the matter at hand; and it may be accomplished by e-mail as long as the Secretary is copied or keeps records of the thread of messages leading to the decision and is provided documentation of the majority vote and the document under discussion.

Section 4 - The Board shall consist of not less than five nor more than twenty Members. It shall include the Elected Officers, and, as appointed by the President, Chairs of Standing Committees and other Directors.

Section 5 - Regular meetings of the Board shall be held at times and places set by the Board. Special meetings of the Board may be called, upon twenty-four hours’ notice to Board members, by the President or by request of a quorum of Board Members.

Section 6 - A majority of the Directors shall constitute a quorum for the transaction of business. All members of the Board are expected to attend all Board meetings.

Section 7 - Vacancies in the seats of Elected Officers occurring during their terms shall be filled by Presidential appointment, subject to confirmation by the Board. Other vacancies on the Board shall be filled by Presidential appointment and such appointees shall serve at the pleasure of the President. If the offices of President and Vice-president are both vacant, the Board shall make appointments to those offices until a special election is held at the next Annual Meeting.

Section 8 - Unless the Board determines that extenuating circumstances exist, a Board Member who fails to attend three consecutive Board meetings shall be removed from the Board.

Section 9 - All Board Members must be members of the National Audubon Society.

Section 10 - Requests to the Altacal Board from other organizations or individuals for funds, grants or membership dues shall be in writing. Altacal Board Members who are members of the requesting organization shall disclose their memberships and shall be ineligible to vote on such requests.

Article VI – Officers

Section 1 - The elected officers of Altacal shall be a President, a Vice President, a Secretary and a Treasurer.

Section 2 - The elected officers shall serve two-year terms. They may serve longer if the Board so recommends and they are re-elected by the members.

Section 3 - The President shall preside at all meetings of Altacal; direct and administer all affairs of Altacal as its executive head; appoint Committee Chairs and other Directors as needed, subject to the provisions of these Bylaws; ensure that the Board takes action on particular items at the times specified in the Bylaws; prepare an annual report to be presented at the September Annual Meeting; act as Parliamentarian and serve as the Chair of the Bylaws Committee should one be needed; and be a Member Ex-Officio of all committees.

Section 4 - The Vice-president shall assist the President in the carrying out of the latter's duties and shall assume those duties in the absence of the President. The Vice-president may be appointed by the President as a Chair of any Standing Committees.

Section 5 - The Secretary shall keep a record of all the proceedings of the Board and of the Annual Meeting, maintain a list of committees and their members, keep the physical records of Altacal, and perform such other secretarial duties as the Board may require.

Section 6 - The Treasurer shall provide for adequate accounting, auditing, and insurance; shall prepare or cause to be prepared State and Federal tax forms; shall have custody of Altacal's funds and securities; shall disburse funds as authorized by the Board and these Bylaws; shall deposit all monies and securities in the name of and to the credit of Altacal in such depositories as may be designated by the Board; shall prepare monthly financial reports for the Board; shall prepare an annual report on the financial condition of Altacal for presentation to members at the Annual Meeting; shall present at the proper time all financial records and receipts for audit; and shall serve as a member of the Finance Committee.

Article VII – Committees

Section 1 - **Standing Committees** of Altacal are those that are appointed for a definite time. They report to the Board. Altacal Standing Committee Chairs are Board Members appointed by the President for each fiscal year. The Standing Committees of Altacal shall have responsibilities as follow:

- a. **Executive Committee** - The Executive Committee shall be composed of the President, Vice-president, Secretary, Treasurer and such other members as may be appointed by the President. The Executive Committee shall have the authority to make decisions on behalf of the full Board, within Board guidelines, when timely decisions are necessary for the efficient management of Altacal. The Executive Committee shall supervise all Standing Committees to ensure that they are functioning as outlined in these Bylaws.

- b. **Finance Committee** - The Finance Committee shall be made up of the Treasurer, who is the Committee Chairperson; at least one other Elected Officer; and such other members as may be appointed by the President; shall be a select group with the ability to write checks and gain access to Altacal's safe deposit box as a safety feature backing up the Treasurer; shall prepare and submit for adoption by the Board an annual detailed budget for the ensuing year, including a forecast of sources and amounts of revenue; shall administer and provide for the security of special funds and investments; shall study and make financial feasibility determinations of all proposed projects, including any from other committees; shall carry out plans for obtaining financial support for Altacal; and shall direct the day-to-day financial activities of Altacal.
- c. **Conservation Committee** - The Conservation Committee shall study and recommend action on local, state and national government legislation, policies and activities affecting natural resources. It shall ensure that its recommendations to Altacal are consistent with the objectives of the National Audubon Society. The Conservation Committee shall keep abreast of the conservation actions and efforts of local birding and environmental groups and recommend to the Board whether and the extent to which Altacal should participate in such actions or efforts.
- d. **Membership Committee** - The Membership Committee shall conduct the membership campaigns; maintain an attendance book (including guests) at meetings of members; maintain the membership lists and newsletter labels for Supporting (local paid) Members; provide local chapter membership information to newly subscribed National Members; send welcome letters to new Supporting Members; send renewal letters to expired memberships; maintain the list of paid subscriptions to the *White-tailed Kite* as well as complimentary subscriptions; maintain a list of members who receive the *White-tailed Kite* electronically; pick up from the printer, affix the mailing labels and mail the paper copy of the *White-tailed Kite*; and see that guests at meetings and on field trips receive a copy of the *White-tailed Kite*.
- e. **Field Trips Committee** - The Field Trips Committee shall plan, organize and arrange for field trips with the objective of teaching participants how to identify and enjoy birds and other wildlife and the need for preservation of habitat; shall be open to all interested people; shall maintain a record of all participants on field trips for insurance purposes in the event of an accident or claim; shall attempt to coordinate trips with those of other birding, natural history and environmental groups to avoid conflict, since some members belong to other organizations sponsoring field trips; and shall keep a list of

birds and other wildlife observed on field trips to serve as data for ornithological studies.

- f. **Sanctuary, Lands and Refuge Committee** - The Sanctuary, Lands and Refuge Committee shall supervise, maintain and improve, as needed, all real properties owned or leased by Altacal, and oversee their utilization for bird- and other wildlife-related environmental education purposes. These include the Arneberg (Kopta Slough) and Oroville (Long Bar area) properties. The Committee shall also facilitate Altacal's arrangement with the City of Chico regarding use of the Oxidation Ponds at the City of Chico Sewage Treatment Plant for birding and environmental education purposes. In addition, the committee shall have responsibility for liaison and coordination of activities with The Sacramento National Wildlife Refuge Complex at Willows, CA and other refuge and sanctuary organizations.
- g. **Education Committee** - The Education Committee shall promote the understanding, awareness, appreciation and knowledge of birds and their habitats. This will be partially accomplished by initiating, supporting and sponsoring environmental activities in our local community, including encouraging schools to stress natural history, ecology and conservation.
- h. **Publicity Committee** - The Publicity Committee shall publicize through newspapers, radio, television, the Internet and other media the purposes and programs of Altacal. It will advise media outlets of pending meetings, field trips and programs.
- i. **Publication Committee** - The Publication Committee shall be responsible for preparing the monthly newsletter, the *White-tailed Kite*, delivering it to the printer, and providing an e-mail version to members who wish to receive it in that medium. It shall also aid in the design and production of such other publications as may be approved by the Board.
- j. **Program Committee** – The Chair of the Program Committee shall obtain speakers or otherwise arrange programs for the Program Meetings and shall arrange for the transportation, reception, audio-visual aids and any other requirements for the programs.

Section 2 –Ad Hoc Committees, Special Committees and Subcommittees

- a. **Ad Hoc Committees** are established for a specific purpose and exist until the matter is resolved. They report to the Board. The Chair must be a Board Member. Other members of the committee need not be Board Members. An example of an Ad Hoc Committee is the Nominating Committee.

Nominating Committee - Prior to June 1st of alternate years the President shall appoint a Nominating Committee which shall solicit suggestions for nominations for Elected Officers from members. After

considering suggestions this committee shall nominate candidates for President, Vice-president, Secretary and Treasurer. The names of the nominees shall be published in the issue of the Altacal newsletter, *White-tailed Kite*, preceding the Annual Meeting. Officers may be nominated from the floor at the Annual Meeting.

- b. **Special Committees** are a kind of Ad Hoc Committee appointed for a continuing special purpose. The Chair and members of a Special Committee need not be members of the Board. An example of a Special Committee is the Hospitality Committee.

Hospitality Committee - The Hospitality Committee shall provide refreshments at Program Meetings.

- c. **Subcommittees** are appointed by a larger committee (Standing Committee, Ad Hoc Committee or Special Committee) and contain only members drawn from the larger committee. The subcommittee reports only to the larger committee that appointed it.

Section 3 - Ad Hoc Committees and Special Committees shall be appointed by the President as needed. Subcommittees shall be appointed by Standing Committee, Ad Hoc Committee or Special Committee Chairs as needed. Committee Chairs shall have responsibility for recruiting committee members other than those who have been approved by the President. All Chairs and members of committees shall serve at the pleasure of the President. All Standing, Ad Hoc and Special Committee Chairs shall be prepared to report on activities of their committees and important news at Board and Program Meetings, as appropriate.

Article VIII - Fiscal Matters

Section 1 - The fiscal year of Altacal shall be from July 1 through June 30.

Section 2 - The bank accounts and other assets of Altacal shall be in the name of Altacal Audubon Society, Inc., P. O. Box 3671, Chico, California 95927.

Section 3 - Financial records of Altacal shall be maintained by the Treasurer. Books and records of Altacal shall at all times be accessible to the Board for systematic review or auditing at the Board's discretion.

Section 4 - Checks over \$500 and checks in any amount in payment of unusual, non-recurring or precedent-setting obligations of Altacal may be drawn over any two signatures of the Treasurer, President, Vice-president or Secretary. Checks for \$500 or less in payment of routine obligations of Altacal may be drawn over the signature of the Treasurer or the President.

Section 5 - Written requests to Altacal for grants or loans may be received at any Board meeting. The Board may ask that further details be submitted in writing at the following or a later Board meeting in order to give its members time for deliberation, research, investigation and evaluation. In no event will any request in excess of \$100 be approved in the Board meeting at which the request is received.

As a requirement of any grant or loan, the Board may require conditions such as, but not limited to, any or all of the following: (1) That a written contract or agreement be

executed, (2) That proper accounting procedures identifying all expenditures be followed and that they be made available to Altacal upon request for project monitoring purposes, (3) that the funds received as a result of the grant or loan not be commingled with funds from other sources, (4) That a date be set for the close or completion of the project, (5) That upon completion of the project any unexpended funds be returned to Altacal and not be used for any other purposes, (6) that provision be made for partial payments, upon request, as the project progresses, (7) That grants or loans deemed by Altacal as being used for inappropriate purposes or administered improperly shall be terminated and the remainder of the money returned to Altacal, (8) That if either a grant or loan entails a profit-making venture, whether services, product, invention, investment or interest-bearing bank or other account, Altacal will retain the right to all or its proportionate share of the profits.

Article IX – Elections

Officers presented by the Nominating Committee shall be elected by a majority voice vote of the membership present at the Annual Meeting in September. If there is more than one candidate for any office, the election to such office shall be by written ballot with the winner being the person who received the highest vote.

Article X - Removal of Officers

If, at any time, a majority of the Board feels that an elected officer is acting in violation of the Constitution or Bylaws of Altacal, the Board may order a recall election at a regular or special meeting of the membership. A majority vote of the Altacal members present shall result in recall of the offending officer. Ten days' notice of such a recall election shall be given in the Altacal newsletter.

Article XI - Chapter Policy

The relationship between this Society and the National Society shall be governed by the Chapter Policy.

Article XII - Parliamentary Authority

In matters not covered by these Bylaws, Robert's Rules of Order shall govern.

Article XIII – Amendments

These Bylaws may be amended by a majority vote of the Board at any regular or special Board meeting called for the purpose, provided that at least 24 hours' notice of the intent to amend the Bylaws is given to all Board members in writing, by e-mail, in person or by telephone.

[Note: In October, 1983 the Altacal Board of Directors approved the following two Articles as "Suggested Amendment of Bylaws to Conform to California's New Non-profit Corporation Law for Audubon Chapters". In September, 2007 the Altacal Board of Directors approved keeping them in the Bylaws.]

Article XIV - Indemnification of Directors, Officers, Employees and Other Agents

Section 1 - Agents, Proceedings and Expenses - For purposes of the article, "agent" means any person who is or was a director, officer, employee or other agent of this corporation. "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative. "Expenses" includes, without limitation, attorney's fees and any expenses of establishing a right to indemnification under Sections 2 or 3 of this Article.

Section 2 - Actions by Other than the Corporation - This corporation 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 corporation) by reason of the fact that such person is or was an agent of this corporation, 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 person reasonably believed to be in the best interest of this corporation, and, in the case of a criminal proceeding, had no reasonable cause to believe 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 did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3 - Actions by the Corporation - This corporation 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 corporation to procure a judgment in its favor by reason of the fact that that person is or was an agent of this corporation, 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 interests of this corporation and with such care, including 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 corporation in the performance of that person's duty to this corporation, 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 the expenses for 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

(a) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval.

Section 4 - Successful Defense by Agent - To the extent that an agent of this corporation 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, an indemnification under this Article shall be made by this corporation 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 vote 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 corporation or the agent or 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 corporation.

Section 6 - Advance of Expenses - Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in 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 corporation 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 Members, 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 corporation to purchase such insurance, this corporation shall purchase and maintain insurance on behalf of any agent of the corporation 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 corporation would have the power to indemnify the agent against that liability under the provisions 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 corporation as defined in Section 1 of this Article. Nothing contained in this Article shall limit any right of 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 XV - Self Dealing

Section 1 - Compliance With State Law - This corporation and its directors shall comply with the laws of the State of California, particularly Section 5223 of the California Corporations Code, in connection with self-dealing, to which reference shall be made in clarifying any provision of this Article XVI.

Section 2 - Definition of Self-dealing: A “self-dealing” transaction as used in this Article shall mean a transaction (1) to which the corporation is a party and in which one or more directors has a material financial interest, or (2) between the corporation and one or more of its directors or between the corporation and any person in which one or more of its directors has a material financial interest

Section 3 - Exceptions to Self-dealing - A mere common directorship does not constitute a material financial interest as set forth under this Article. A resolution of the Board fixing the compensation of directors or officers of the corporation is not considered in itself to involve a self-dealing transaction.

Section 4 - Method 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 such self-dealing:

(a) That the corporation entered into the transaction for its own benefit.

(b) That the transaction is or was fair and reasonable as to the corporation at the time the corporation 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 vote of a majority of the directors then in office without counting the vote of the interested director or directors, and with knowledge of the material facts concerning the transaction and the directors interest in the transaction. Action by a committee of the Board shall not satisfy the requirements of this subparagraph.

(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 corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances, or the corporation in fact could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

If the Board determines that the requirements of subsections 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 the Board, the Board shall not authorize the transaction.