

**BYLAWS
OF THE
AUDUBON SOCIETY OF LINCOLN CITY**

ARTICLE 1: NAME

Section 1. The name of this corporation is Audubon Society of Lincoln City, herein referred to as ASLC. ASLC may also do business as "Lincoln City Audubon." ASLC is a not-for-profit corporation organized and existing under the laws of the State of Oregon.

ARTICLE 2: PURPOSE OF THE CORPORATION

Section 1. The purposes and activities of ASLC shall be educational, scientific, and charitable in nature, as specified in Article III of the Articles of Incorporation. Said purposes and activities shall conform to the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

Section 2. More specifically, the primary purpose of ASLC is to encourage residents and visitors to protect and enjoy the native birds, other wildlife, and habitats found on the Central Oregon Coast.

ARTICLE 3: MEMBERSHIP

Section 1. Eligibility. All persons in accord with the purposes, activities, and mission of ASLC shall be eligible for membership.

Section 2. Dues. Membership in ASLC will be contingent on payment of dues to ASLC, except as provided in Section 3 of this article. Dues will be payable annually. ASLC dues will be established by the Board of Directors. The dues structure and amounts may be revised from time to time by the board.

Section 3. National Audubon Society (NAS) membership.

- (a) NAS members who reside in ASLC's Chapter territory as assigned by NAS or who have otherwise arranged with NAS to have their membership assigned to ASLC shall not be eligible to vote in ASLC elections or any other motions brought before ASLC membership for a vote.
- (b) ASLC's Board will determine what benefits beyond those provided by National Audubon Society apply to the NAS members of ASLC.

Section 4 Voting. Except as provided in Section 3 of this Article, each ASLC member in good standing shall be entitled to vote at the annual meeting or at any special meeting of members on any motion that may properly be brought before such meeting. Each individual membership shall be entitled to one vote. Each family membership, as well as membership levels with higher value that represent more than one person, shall be entitled to two votes.

Section 5. Termination. Any member may terminate voluntarily her or his membership in ASLC by:

- (a) Failing to pay her or his membership renewal dues when the same are due and payable or,
- (b) Filing a written resignation with the Secretary at any time, however, that resignation shall not entitle the member to a refund of any portion of his membership dues.
- (c) In either event, each voluntary termination shall be effective without further action by the Board.

ARTICLE 4: ANNUAL/SPECIAL MEETINGS OF THE MEMBERS

Section 1. Annual meeting. The annual meeting of the members of ASLC shall be held on such date as may be determined by the Board, at which time Directors will be elected.

Section 2. Special meetings. Special meetings of the members may be called by:

- (a) The President of the Board.
- (b) Resolution of the Board.
- (c) Petition to the Board of the lesser of at least twenty percent (20%) of all voting members or fifteen (15) voting members.

Section 3. Meeting location. The Board may designate any place within the State of Oregon as the place of meeting for any annual meeting or for any special meeting. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the principal office of the corporation in Oregon.

Section 4. Notification. Written notice stating the date, place, and hour of any meeting shall be given to each member entitled to vote at such a meeting. The Board shall establish a membership record date for the purpose of determining those members who are eligible to vote at such meeting.

- (a) Members will be notified at least seven (7) days in advance of the meeting date.
- (b) Notice may be given in-person at ASLC public and membership meetings, by mail, *and/or* by email.
- (c) Notice of a special meeting shall state the purpose or purposes for which the meeting is called, and at whose direction the meeting is being called.

Section 5. Quorum and voting. Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members voting is the act of the members, unless these Bylaws or the law provide differently.

Section 6. Proxy voting. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized representative. No proxy shall be valid after eleven (11) months, from the date of its execution, unless otherwise provided in the proxy.

Section 7. Elections. Directors shall be elected by a plurality of the votes cast at a meeting of members by the members entitled to vote in the election.

ARTICLE 5: BOARD OF DIRECTORS (BOARD)

Section 1. Duties. The control and conduct of business of ASLC shall be vested in its Board of Directors. The Board shall determine the policies of ASLC. The Board may delegate appropriate responsibilities and authority to any committee.

Section 2. Eligibility. Each member of the Board shall:

- (a) Be a member of ASLC.
- (b) Be at least 18 years of age.
- (c) Not be an employee of ASLC or be related thereto.
- (d) Not receive compensation for his or her service on the ASLC Board, other than reasonable payment for goods received or services performed in furtherance of ASLC's purposes.

Section 3. Number. The Board of Directors shall consist of at least four (4) and no more than fifteen (15) elected members, the exact number to be determined from time to time by the Board. Board members shall be chosen, in so far as possible, to represent the varied interests and areas of expertise and competency that are of concern to ASLC.

Section 4. Terms. Members of the Board shall be elected for terms not to exceed two (2) years. Terms will begin and end on the date of the Annual Meeting. A director may be re-elected without limitation on the number of terms s/he may serve.

Section 5. Resignation. Any member of the Board may resign by a notice in writing to the President or the Secretary.

Section 6. Removal. A Board member may be removed from office, with or without cause, by a vote of a majority of the remaining members then in office.

Section 7. Vacancies. Vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of the Directors then in office. The appointed member shall serve in that capacity until the next annual meeting of the members.

ARTICLE 6: OFFICERS

Section 1. Titles. The Officers of ASLC shall be President, Vice-President, Secretary, and Treasurer. A board member may serve in no more than two officer roles; however, the President and Secretary roles cannot be combined.

Section 2. Election. The Board of Directors shall elect the officers to serve two years, or until the end of their term as Director. An officer may be re-elected without limitation on the number of terms s/he may serve. Elections will take place at the first board meeting after the annual membership meeting.

Section 3. Resignation. Any Officer may resign at any time by delivering a written notice of resignation to the President or Secretary.

Section 4. President. The President shall:

- (a) be President of ASLC, Chair of the Board, and an ex-officio member of all committees;
- (b) be responsible for planning, initiating, and directing such projects as are consistent with the long-range goals of ASLC;
- (c) prepare Board meeting agendas and notify Board members of meetings; and
- (d) appoint the chairs and members of each Standing Committee, unless otherwise specified herein.

Section 5. Vice-president. The Vice-President shall:

- (a) assist the President in carrying out their duties;
- (b) in the absence of the President, assume the duties of the President; and
- (c) assume the office of the President should that office become vacant between Board meetings.

Section 6. Secretary. The Secretary shall:

- (a) keep or cause to be kept a record of all proceedings of the Board and of ASLC;
- (b) ensure that all Board members are notified of meetings;
- (c) provide minutes of the last meeting to Board members; and
- (d) maintain a list of the name and addresses of each Board member and officer.

Section 7. Treasurer. The Treasurer shall:

- (a) have custody of ASLC's funds and shall disburse and/or invest the funds as may be directed by the Board;
- (b) oversee the development of ASLC's annual budget; and
- (c) prepare and submit financial reports as directed by the Board and at the annual meeting.

Section 8. Vacancy. A vacancy of any office shall be filled no later than the first regular meeting of the Board of Directors following the vacancy.

Section 9. Other Officers. The Board of Directors may elect or appoint other officers, agents, and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 10. Authorized signatories. The President, Treasurer, and Vice-president shall be authorized to sign drafts and checks. Other than pre-approved expenditures, checks exceeding \$1,000 shall require two (2) signatures.

ARTICLE 7: MEETINGS OF THE BOARD.

Section 1. Meeting dates. The Board will meet at least four times annually. The dates of regular meetings of the Board shall be determined by the Board at its first meeting following the beginning

of the fiscal year, July 1. Special meetings of the Board may be called at any time by the President or by a written request of a majority of the members of the Board.

Section 2. Notice. Members of the Board will be provided with at least ten (10) days' notice of meetings, however, any member may waive the notice requirement for themselves.

Section 3. Voting. A quorum will be the majority of Board members then in office.

- (a) The members of the Board at a meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum in attendance.
- (b) The affirmative vote of a majority of members present is the act of the Board unless otherwise specified herein.
- (c) The members of the Board at a meeting at which a quorum is not present, may adjourn the meeting from time to time until a quorum shall be present.

Section 4. Participation. Any one or more members of the Board or of a committee thereof may participate in a meeting of the Board or the committee by means of communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means will constitute presence in person at the meeting.

Section 5. Business without a meeting. At the call of the President, the Board may transact business without a meeting provided that any such actions taken shall be in accordance with ORS 65.341 "Action without meeting" and ORS 65.212 "Use of electronic mail or other electronic means to discuss issues or take action".

Section 6. Attendance. Board members are requested to give prior notice to an officer (other than themselves) of their need to miss a regularly scheduled meeting.

Section 7. Open or closed. Board meetings may be open or closed at the discretion of the president.

ARTICLE 8: COMMITTEES

Section 1. Standing Committees of ASLC may be established by the ASLC Board of Directors as needed.

- (a) The responsibilities of each Standing Committee shall be set forth in a committee charter which shall be reviewed annually by the Board and revised as appropriate.
- (b) Each Standing Committee shall be composed of at least three persons, at least two of whom are members of ASLC, and at least one member of each committee shall be a member of the Board.

Section 2. The President, with the approval of the Board, may establish such other committees, sub-committees, taskforces, and advisory councils as deemed appropriate.

Section 3. Each committee may be assisted by the Treasurer in preparing its annual budget. Each committee shall obtain the approval of the Board before spending funds beyond its approved budget. Each committee Chairperson shall keep sufficient records of the committee's activities and pass these on to the next chairperson. Each committee shall provide a written annual report of its activities, programs, and expenditures to the Board, and shall provide such additional reports as the Board may request.

Section 4. The Board, by a two-thirds vote, may discharge any member of a committee when, in the opinion of the Board, this is in the best interest of ASLC.

ARTICLE 9: CORPORATE INDEMNITY OF OFFICERS AND DIRECTORS.

Section 1. The personal liability of each member of the Board of Directors, each uncompensated officer, and each member of the corporation, for monetary or other damages, for conduct as a director, officer, or member shall be eliminated to the fullest extent permitted by current or future law.

Section 2. ASLC has the authority to purchase liability insurance for its Board members.

ARTICLE 10: CONFLICTS OF INTEREST.

Section 1. Each Board member will annually receive and complete the ASLC Board Conflict of Interest Policy and Annual Disclosure Statement attached hereto as Exhibit A and otherwise bring to the attention of the President any conflict of interest or potential conflict of interest as defined in the policy.

ARTICLE 11: AMENDMENTS.

Section 1 . The Bylaws of ASLC may be amended by a majority vote of the members represented at any regular or special meeting of members duly called pursuant to the provisions of ARTICLE 4 of these Bylaws. The notice of such meeting shall state the exact wording of each proposed change or amendment.

These Bylaws were adopted by vote of the Audubon Society of Lincoln City Board at a meeting held on March 1, 2006.

AMENDMENTS TO THE BYLAWS OF THE AUDUBON SOCIETY OF LINCOLN CITY

Amendment 1, adopted June 19, 2015 by a vote of the membership at the 2015 ASLC Annual Meeting.

Amendment 2, adopted June 21, 2019 by a vote of the membership at the 2019 ASLC Annual Meeting.

Amendment 3, adopted June 25, 2020 by a vote of the membership at the 2020 ASLC Annual Meeting.

Amendment 4, adopted June 22, 2023 by a vote of the membership at the 2023 ASLC Annual Meeting.