

By-Laws
Of
BRIDGERLAND AUDUBON SOCIETY
A Non-Profit Corporation
Revised August, 1991

ARTICLE I: NAME

The name of this Corporation shall be "BRIDGERLAND AUDUBON SOCIETY" (Hereinafter referred to as the "Corporation").

ARTICLE II: TYPE

The Corporation is a not-for-profit Corporation incorporated under the laws of the State of Utah.

ARTICLE III: PUPOSES

Section 1. The Corporation is organized for those purposes set forth in ARTICLE III of its Articles of Incorporation, and subject to the powers and limitations of Article V of its Articles of Incorporation.

Section 2. All purposes of the Corporation will be accomplished in a charitable and educational manner within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 3. The corporation's activities may include attempting to influence legislation up to the financial limits imposed by the Tax Reform Act of 1986 or as subsequently amended for 501(c)(3) tax-exempt organizations. The Corporation will not participate in any political campaign on behalf of any candidate for public office, or any other activities prohibited a tax-exempt 501(c)(3) or contribution tax-deductible 170(c)(2) organization of the Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue Code.

ARTICLE IV: MEMBERSHIP

Section 1. Membership. Membership in this organization shall be open to all persons approving of the purposes of the Corporation and the National Audubon Society. Dues for members shall be as set forth by the National Audubon Society.

Section 2. Voting and Other Rights. Each member, whose dues are current, shall be entitled to one (1) vote at any duly convened meeting of the Corporation, and if over eighteen years of age, shall have the right to serve as a Trustee, Officer, or in any other official capacity of the Corporation. Voting may be by voice, hand or ballot.

Section 3. Membership Termination. Any member may terminate his/her membership by (a) failing to pay renewal dues when due, or (b) by filing a written notice of termination with the secretary; however, such termination shall not entitle a member to a refund of any portion of their dues.

Section 4. Audubon Coordination Council of Utah. The corporation may belong to and participate in the activities of the Audubon Coordinating Council of Utah.

ARTICLE V: BOARD OF TRUSTEES

Section 1. Powers. The corporation shall be managed by its Board of Trustees.

Section 2. Qualifications. All members of the Corporation in good standing and over the age of eighteen (18) years are eligible to serve as Trustees.

Section 3. Number, Term of Office.

- a. The board of Trustees shall consist of no fewer than six (6) nor more than fifteen (15), each of whom shall be elected to serve a three (3) year term. Terms shall be staggered so no less than two (2) and no more than four (4) Trustees are elected annually, excluding officers.
- b. Election shall occur at the annual meeting of the Corporation, which shall be held between April 1 and April 30. Members unable to attend may cast an absentee ballot, with the Secretary if they desire. Newly elected Trustees shall take office May 1 in the year of their election.
- c. A vacancy in the Board may be filled by a vote of the majority of Trustees then in office, and any Trustee so elected shall serve until an elected successor takes the office.
- d. Any member who desires to serve as a Trustee, or is willing to serve as a Trustee, shall submit their name to the Board of Trustees prior to the annual meeting.
- e. A Quorum shall consist of five (5) members of the Board.

ARTICLE VI: MEETINGS

Section 1. Annual. The annual membership meeting of the Corporation shall be held between April 1 and April 30, on a date selected by the Board of Trustees. Notice of said meeting shall be by publication in the newsletter no less than thirty (30) days prior to said meeting. The presence of not less than ten (10) members shall constitute a Quorum to conduct the business of the Corporation.

Section 2. Monthly. The Corporation members shall meet at 7:00 P.M. the second Thursday of each month, October through May, in a location designated by the Board of Trustees.

Section 3. Trustees. The Board of Trustees shall meet at 7:30 P.M. the third Wednesday of each month, September through May, or at any other time selected by the Board, in a location designated by the Board.

ARTICLE VII: OFFICERS

Section 1. The Officers of the Corporation shall be a President, Vice-President, Treasurer, Secretary and Corporate Secretary. Upon election, the Officers shall also be Trustees of the Corporation.

Section 2. Qualifications and Term of Office. Officers shall be members of the Corporation. The officers of the Corporation shall be elected for approximately two-year terms by the Board of the Trustees which shall elect said Officers at its regularly scheduled March meeting of even years. The term of office of each Officer shall commence at the end of the annual meeting, and continue approximately two (2) years thereafter. Officers may be elected to successive terms. Each officer shall hold office until a successor has been duly elected. Vacancies may be filled at any meeting of the Board of Trustees.

Section 3. Duties. The Officers shall have the following duties and such others as may from time to time be prescribed by the Board of Trustees.

- a. President. The President shall be the principal executive officer of the Corporation and shall supervise all the business and affairs of the Corporation, subject to the authority of the Board of Trustees. The President shall preside at all meetings of the members, and of the board of Trustees. The President shall be a voting Member of all committees of the Corporation. The President shall sign, with the Corporation Secretary, or other proper Officers of the Corporation authorized by the Board, any deeds, contracts, or other instruments which the board of Trustees may have authorized to be executed.
- b. Vice-President. In the absence or inability to act of the President, or if the office of the President be vacant, the Vice-President shall perform the duties and exercise the powers of the President, subject to the right of the Board from time to time to extend or confine such powers and duties or to assign them to others. The vice-President shall have such other powers and perform such other duties as may be assigned by the Board of Trustees or the President. The Vice-President shall be chair of the Program Committee.
- c. Treasurer. The Treasurer shall keep and maintain the books of account and shall have charge and custody of and be responsible for, all funds and securities of the Corporation, and timely deposit all such funds in the name of and to the credit of the Corporation in such banks, credit, unions, or other depositories as shall be selected by the Board of Trustees. The Treasurer shall also perform such other duties customarily incident to the office of Treasurer including the filing of required state or federal corporate tax returns and such other duties as from time to time may be assigned by the Board of Trustees. Corporation checks may be signed by the President, Vice-President or Treasurer.
- d. Secretary. It shall be the duty of the Secretary to act as secretary at all meetings of the Members and the Board of Trustees; to maintain a permanent correspondence file, and a record of the proceedings of all Board meetings; to keep a current list of the Corporation's members Trustees and Officers, and their mailing addresses.
- e. Corporate Secretary to file the annual report with the State of Utah, to serve as registered agent for the Corporation, to maintain a file of all Resolutions of the Corporation, to advise the Officers and Trustees of the duties of the Corporation as set forth in these By-Laws and any Resolutions of the Board, and to act as Secretary of the Corporation in all legal matters.

ARTICLE VIII: COMMITTEES

Section 1. Executive Committee. The Executive Committee shall be responsible for the management, direction and control of the affairs of the Corporation on an interim basis between meetings of the Board of Trustees. Its actions shall be subject to the approval and ratification by the Board at each meeting thereof. It shall consist of the President and no fewer than three (3) other Trustees appointed by the President.

Section 2. Officers Nominating Committee. The President shall appoint, with the approval of the Board, a Nominating Committee for the purpose of proposing a slate of officers. The Committee shall consist of no fewer than three (3) Trustees. Said Committee

shall make its report to the Board not less than thirty (30) days prior to the meeting at which the individuals nominated shall be proposed for election.

Section 3. Standing Committees of the Corporation may be as follows, plus other such Committees as become necessary to carry out the functions of the Corporation.

- a. Membership Committee. The President shall appoint a Membership Chair. It shall be the duty of this committee to cooperate with the Membership Department of the National Audubon Society by such measures as obtaining lists of names and addresses of potential members residing within the allotted territory of the Society and to conduct membership campaigns of former and potential members.
- b. Program Committee. The Vice-President shall be Program Chair. It shall be the duty of this committee to make all plans and arrangements for the regular monthly meetings of the Corporation.
- c. Conservation Committee. The President may appoint a Conservation Chair. 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 and to carry out the policies of the Corporation. It shall be the duty of this Committee to endeavor to coordinate its actions with the policies and activities of the National Audubon Society insofar as conservation measures and policies of national scope are concerned, and to keep the National Audubon society informed of local concerns and activities.
- d. Field Trip Committee. The President may appoint a Field Trip Chair. It shall be the duty of this committee to plan, organize and arrange for the proper conduct of field trips. Field trips shall be open to members and non-members.
- e. Social or Hospitality Committee. The President may appoint, a Social or Hospitality Committee Chair. It shall be the duty of this committee to plan and conduct such social gatherings of the members, or to provide the social aspects of regular meetings, such as refreshments, as may seem desirable to the Board.
- f. Publicity Committee. The President may appoint a Publicity Chair. It shall be the duty of this committee to publicize, through newspaper, radio, TV and other publicity media, the purposes and programs of the Corporation.
- g. Education Committee. The President may appoint an Education Chair. It shall be the duty of this committee to further the Educational Services of the National Audubon Society; to encourage the schools and colleges of the community to conduct courses in or otherwise emphasize natural history, ecology and conservation; to conduct lectures and/or workshops in natural science for members and friends, to encourage schools or youth groups to use the Audubon Study Programs and other Audubon Aids in Natural Science, and through other means to inform and educate the public about the natural environment.
- h. Annual Meeting. The President shall appoint a Chair to plan and publicize the annual meeting, subject to approval of the Board of Trustees.
- i. Publications Committee. The President may appoint a Publications Chair. It shall be the duty of the committee to publish a Newsletter for the members of the local

Corporation and to prepare any other publications helpful to the on-going programs.

- j. Finance Committee. The President shall appoint a Finance Committee Chair. It shall be the duty of this committee to plan the annual budget of the Society, assist the Treasurer in the preparations of financial reports, and to make recommendations and carry out plans for obtaining financial support for the Corporation.

The treasurer shall serve as a member of the Finance Committee, but shall not be Chair. The committee shall prepare and provide as of February 15, annually, to each Trustee and officer an annual report showing the following

1. The statement of assets, liabilities and fund balances of the Corporation as of the end of the past calendar year.
 2. The statements of support and total revenue or receipts of the Corporation during the fiscal period.
 3. The statements of expenses or expenditure charges in fund balances of the Corporation during the fiscal period. The Committee shall also prepare and present at the February Trustees' meeting a proposed budget for the current year covering each committee, and other anticipated expenses of the Corporation, including a budget available for the discretionary expenditure by the Board and President in accordance with the purposes of the Corporation.
- k. Stewart Nature Park. The President may appoint a Stewart Nature Park chair. It shall be the duty of this committee to oversee the development, use and management of the Nature Park in accordance with its approved purposes.
 - l. Recycling Committee. The President may appoint a Recycling chair. It shall be the duty of this committee to encourage and implement conservation of matter through recycling programs.
 - m. Birding Committee. The President may appoint a Birding chair. This committee shall be responsible to maintain a local "Hot line", Audubon Christmas Count, Bird Check List and work with other committees such as Education and Field Trips to provide assistance as needed.
 - n. Audubon Coordinating Council of Utah. The President may appoint a member of the Corporation as its representative to the Audubon Coordinating Council of Utah. The member shall attend all meetings of the Council as the Corporation representative, shall provide input to Council representative, shall provide input to Council from the Corporation and shall advise the Corporation of the agenda and activities of the Coordinating Council.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Corporation shall commence at the beginning of the first day of January of each calendar year and end at the conclusion of the thirty-first day of December of that year.

ARTICLE X: TRANSACTIONS WITH TRUSTEES AND OFFICERS

The Corporation may enter into contracts or transact business with one or more of its Trustees, Officers, or employees or with any corporation, association, trust company, organization, or other entity in which one or more of the Corporation's Trustees, Officers, or employees happen to be directors, officers, trustees, beneficiaries, or stockholders, or otherwise interested; or enter into other contracts or stockholders, or otherwise interested; or enter into other contracts or transactions in which any one or more of this Corporation's Trustees, Officers, or employees may be in in any way pecuniarily or otherwise interested, PROVIDED, however, that the Board of Trustees of the Corporation, or committee thereof having authority to authorize or confirm such contract or transaction, receive full disclosure of the nature (including the extent and details) of the interest of such Trustee or Officer, and such contract or transaction be authorized, ratified, or approved by the Executive Committee, or by a majority of the Trustees present at any duly constituted Meeting, except that the interested Trustee or Officer shall abstain from voting on said issue.

ARTICLE XI: INDEMNIFICATION OF TRUSTEES AND OFFICERS

To the fullest extent authorized by law, the Corporation shall indemnify all persons, made or threatened to be made, a party in any civil or criminal action or proceeding by reason of the fact that they, their testators or interstates, are or were Trustees or Officers of the Corporation. The Corporation may secure Trustees and Officers' liability insurance, if available, to the extent applicable law permits.

ARTICLE XII: PROPERTY

Section 1. Execution of Contracts. The Board of Trustees, except as otherwise provided in these By-Laws, may authorize any Officer or agent or employee, in the name of and on behalf of the Corporation to enter any contract, or execute and deliver any instrument. Such authority may be general or confined to specific instances, but unless so authorized by the Board of Trustees or expressly authorized in these By-Laws, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily in any amount for any purpose.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Trustees.

Section 3. Evidences of Indebtedness. All checks and drafts on the Corporation's banking accounts, and all promissory notes and all acceptances, obligations, and other instruments for the payment of money, or other evidences of indebtedness, shall be signed by such Officer or Officers, agent or agents, as shall be thereunto duly authorized from time to time by the Board of Trustees.

Section 4. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, credit unions, or other depositories as the Board of Trustees may select.

Section 5. Bequests and Trusts. Bequests and trust having for their object the advancement of the purposes of the Corporation may be accepted and administered by the Corporation. Acceptance by the Corporation of such devises, bequests, donation, or gifts shall be by a majority vote of the Board of Trustees present at a duly constituted meeting thereof. Before acceptance by any such trust, the Board of Trustees shall consider the object of such trust and all conditions or specifications attached thereto.

ARTICLE XII: AMENDMENTS

Section 1. Amendments. These By-Laws may be altered, amended, or repealed by a majority vote of the Board of Trustees at any regular or special meeting thereof.

Section 2. Notice. The notice of any meeting at which an amendment to these By-Laws is to be considered shall state that fact and state the exact proposed wording of the amendment. Notice of such meeting shall be given to each Trustee thirty (30) days prior to such meeting.

Section 3. Effectiveness. Amendments to these By-Laws adopted at a meeting of the Trustees shall become effective upon the adoption thereof.

Adopted by a special meeting of the Board of Trustees on the (24) day of (august), 1991.

Corporate Secretary