

AUDUBON SOCIETY OF OMAHA CONSTITUTION

ARTICLE I: NAME

The organization is officially named: Audubon Society of Omaha

ARTICLE II: PURPOSE

Section 1. The purpose of the Audubon Society of Omaha (ASO) is to engage in environmental educational, scientific, literary, conservation-related and charitable pursuits within the meaning of Section 501(c)(3) of the Internal Revenue Law (the Code), including but not limited to the stated purposes of the National Audubon Society, of which ASO functions as a chapter.

Section 2. The relationship between ASO and the National Audubon Society (NAS) is governed by NAS' Chapter Policy.

Section 3. ASO is not organized for monetary gain or profit, nor for the distribution of gains, profits or dividends to its members or any private shareholders or individual(s). The property, assets and net income of ASO are irrevocably dedicated to charitable purposes, no part of which shall accrue to the benefit of any Officer, director, member, private shareholder or individual(s).

Section 4. ASO does not nor ever will participate in or intervene in any political campaign on behalf of any candidate for public office. No substantial part of ASO's activities shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, unless ASO shall file the election regarding lobbying as provided by Section 501(h) of the Code, in which case ASO shall not exceed the lobbying ceiling amount permitted to eligible organizations filing this election.

ARTICLE III: GOVERNANCE

Section 1. ASO is governed and controlled by a Board of Directors (the Board), consisting of Elected Officers and Directors as further defined in the ASO Bylaws. The Board defines the policies and determines/approves the business activities of ASO. The Board also abides by and updates/revises the ASO Constitution and Bylaws as needed.

Section 2. ASO's fiscal year begins on July 1 of each calendar year and continues through June 30 of the following calendar year.

Section 3. The Board is responsible for crafting, revising (as needed), communicating and supporting ASO's Mission and Vision statements.

Section 4. This Constitution and the included Bylaws are effective July 1, 2019. They supersede and replace any previous versions of the ASO Constitution and/or Bylaws.

ARTICLE IV: DISCONTINUATION OF CHAPTER STATUS

Section 1. ASO reserves the right to terminate its Chapter status by giving written notification to NAS. A 90% majority of elected Board members (i.e. the full Board, not just a quorum) voting by secret ballot in favor of termination is required to advance such termination.

If the Board approves termination of the Chapter status, a special General Meeting will be held to inform general members. After this meeting, ballots will be sent (hardcopy by U.S. mail or electronically) to all members for them to vote on the termination. To be counted, ballots must be returned within 30 calendar days via the same method as they were delivered and remain uncounted until done so in the presence of representatives from the Board, including at least the President, First Vice-President and Secretary.

Thirty days after the special General Meeting, termination of ASO's Chapter status will be approved unless more than 25% of the members return their ballots and more than half (of those who vote) vote against termination.

If termination is approved, written notice will be given to NAS. In the case of such termination, membership requirements (including dues, if any) for the two organizations would become separate and distinct.

Section 2. ASO recognizes the right of NAS to terminate ASO's Chapter status. In such case, ASO's assets would remain with ASO.

ARTICLE V: DISSOLUTION

Section 1. Regardless of its Chapter status with NAS, if ASO is dissolved, any of its remaining assets (after payment of all debts and liabilities) shall be donated to Audubon Nebraska, or its successor. If this is not possible or if the donation is refused, the assets will be donated to such non-profit(s), association(s) or foundation(s) as the ASO Board may designate, provided that the receiving organization(s) is a 501(c)(3) with comparable mission and objectives.

Section 2. For complete dissolution of ASO, a 90% majority of elected Board members (i.e. the full Board, not just a quorum) voting by secret ballot in favor of dissolution is required to advance such dissolution.

If the Board approves dissolution, a special General Meeting will be held to inform general members. After this meeting, ballots will be sent (hardcopy by U.S. mail or electronically) to all members for them to vote on the issue. To be counted, ballots must be returned within 30 calendar days via the same method as they were delivered and remain uncounted until done so in the presence of representatives from the Board, including at least the President, First Vice-President and Secretary.

Thirty days after the special General Meeting, dissolution of ASO will be approved unless more than 25% of the members return their ballots and more than half (of those who vote) vote against termination.

If dissolution is approved and if ASO still has Chapter status with NAS, written notice will be given to NAS.

AUDUBON SOCIETY OF OMAHA BYLAWS

ARTICLE I: MEMBERSHIP

Section 1. Anyone interested in ASO is eligible for membership.

Section 2. NAS sets membership classes, dues, and renewal/lapsed requirements. ASO follows all such requirements and stipulations as set by NAS.

Section 3. NAS members living within the jurisdiction (as defined by NAS) of ASO are automatically included in the membership of ASO and will receive the rights and privileges of both organizations.

Section 4. At the discretion of the Chapter (i.e. ASO), separate dues may be collected for members wishing to belong only to ASO (and not NAS). The dues must be the same as those specified by NAS for their membership. These members receive only the rights and privileges of membership to ASO.

ARTICLE II: GENERAL MEETINGS

Section 1. Regular meetings of the general membership (General Meetings) are held monthly from September of one year through May of the following year. These meetings are also open to the general public with no admission fee. The specific day, time and location of each meeting is publicized in advance of the meeting.

Section 2. Special meetings may be called and scheduled by the President or by a resolution of the Board. Notice of the meeting and its purpose(s) must be sent at least 15 calendar days in advance of the meeting by U.S. mail or electronically.

ARTICLE III: BOARD OF DIRECTORS & BOARD MEETINGS

Section 1. The Board is comprised of the five Elected Officers, eight elected Directors and the immediate past President.

The Board does not include Committee Chairs (defined below). The collective body of the Board plus Committee Chairs is called the ASO “Leadership Team”. The Board governs the Leadership Team as part of the overall ASO organization, but the Leadership Team is considered part of the ASO infrastructure and is included in meetings and decision-making processes (as needed) that

general members are not part of. Committee Chairs' roles, responsibilities and meeting participation are determined and directed by the Board.

Section 2. The elected Director position has a two-year term. Each elected Director must serve on at least one Standing Committee (defined below).

Section 3. Term limits are as follows:

- a. An Elected Officer may serve up to three consecutive years in any Elected Officer position.
- b. An elected Director may serve up to four consecutive years (i.e. two terms).
- c. No individual may serve more than five consecutive years as an elected member (Officer or Director) of the Board. However, a past President may remain on the Board (following his/her final year as President) as long as the person who replaced him/her as President is still serving as President.

Section 4. In-person Board meetings are held at least six times per year. The specific day, time and location of each meeting is publicized at least 15 calendar days in advance of the meeting. Robert's Rules of Order are used to conduct the Board meetings, except where a conflict exists between Robert's Rules of Order and these Bylaws, in which case these Bylaws govern.

Committee Chairs do not necessarily attend Board meetings, except in the case where the Committee Chair is also an Elected Officer or Board Director. The Board schedules Committee Chairs to attend Board meetings on an as needed basis, and some Board meetings may be designated as Leadership Team meetings, which include all Elected Officers, Board Directors and Committee Chairs.

Special meetings of the Board and/or Leadership Team can be called as needed by the President or by a majority of the Board with at least 15 calendar days' notice.

Section 5. A majority of the elected Board members constitutes a quorum for conducting business at Board meetings. For purposes of establishing a quorum, the past President is not counted since s/he is not an elected Board member.

Section 6. Duties and expectations of all Board members are:

- a. Being a member in good standing of ASO.
- b. Attending at least half of the Board meetings each year.
- c. Participating as a member of at least one committee.
- d. Attending General Meetings whenever possible.
- e. Participating in the activities of ASO, including fund raising as needed.
- f. Identifying potential new Board members.
- g. Attaining a clear understanding of and supporting ASO's Mission and Vision.

Section 7. Each Board member (including the past President) is entitled to one vote at Board meetings, regardless of the number of positions s/he holds. Committee Chairs do not vote, unless they also hold an elected office that is entitled to vote.

Section 8. Items that are only informational in nature should be documented, reported and accepted using a Consent Agenda. Prior to each Board meeting, members of the Leadership Team should submit any informational-only updates to the Secretary. The Secretary compiles these updates into a Consent Agenda and distributes it to all voting members of the Board prior to the next upcoming Board meeting. At the Board meeting, a motion is made, seconded and voted on to approve the Consent Agenda. Once approved, the Consent Agenda becomes part of the meeting minutes.

Section 9. At each General Meeting that follows a Board meeting(s), the President (or someone from the Board that the President specifies) gives a brief report from the recent Board meeting(s).

Section 10. Written minutes of each Board meeting are made available by the Board for the general membership to review upon written request.

Section 11. Actions of the Board may be challenged or questioned by general members by submitting a written statement to the President. This statement will be reviewed at the next upcoming Board meeting. Depending on the issue(s), the Board may decide that further investigation is warranted. The Board will provide regular updates (verbal or written) to the member(s) who submitted the statement during the course of its determination process. Once the Board reaches a final position, such position will be communicated in writing to the person(s) who submitted the original written statement. If the Board's final position results in a change of action or decision, such change will be reported at the next General Meeting and then communicated to the general membership, usually via the newsletter.

ARTICLE IV: OFFICERS

Section 1. The Elected Officers of ASO are: President, First Vice President, Second Vice President, Secretary and Treasurer.

Section 2. An Elected Officer serves a one-year term and can be reelected for up to two more consecutive, one-year terms to that same office or a different office.

Section 3. The duties of the President are:

- a. Chair the Board and preside over its meetings.

- b. Set the schedule for Board meetings at the beginning of each fiscal year, including which meetings are to be designated as Leadership Team meetings (i.e. to include all Committee Chairs).
- c. Develop and publish (in advance) an agenda for each Board meeting with input from the other Board members.
- d. Lead the Board in developing goals, objectives, annual plans and budgets.
- e. Recommend appointments of all Committee Chairs and ensure committees are functioning properly.
- f. Act as a spokesperson in the community.
- g. Coordinate ASO's involvement in the programs of NAS.
- h. Serve as a member of the Finance Committee.
- i. Prepare (or supervise preparation of) annual recertification materials for NAS.
- j. Oversee preparation of the annual Federal filings to maintain 501(c)(3) and tax-exempt status
- k. Provide status updates regarding preceding Board meetings at each General Meeting. If the President is not able to attend a given General Meeting, s/he designates another Board member (usually the First Vice President or Second Vice President) to provide an update on the preceding Board meeting(s).
- l. Prepare turnover information for the new incoming President (if applicable).

Section 4. The duties of the First Vice President are:

- a. Act as Parliamentarian at all Board meetings to ensure Robert's Rules of Order are followed.
- b. Preside at all Board meetings in the absence of the President
- c. Assist the President as needed and requested in carrying out his/her duties
- d. Provide status updates from Board meetings at General Meetings in the absence of the President.
- e. Act as ASO's liaison to NAS and Audubon Nebraska.

Section 5. The duties of the Second Vice President are:

- a. Chair the Nominating Committee.
- b. Preside at all Board meetings in the absence of the President and First Vice President.
- c. Provide status updates from Board meetings at General Meetings in the absence of the President and First Vice President.

Section 6. The duties of the Secretary are:

- a. Record the minutes at all Board meetings.
- b. Ensure Board meeting minutes are approved by the Board.
- c. Maintain the records of all proceedings (including minutes) of the Board.
- d. Provide a list of any old business requiring action at subsequent meetings.
- e. Prepare and publish the Consent Agenda (if any) prior to each Board meeting and ensure that it is approved.

Section 7. The duties of the Treasurer are:

- a. Maintain custody of ASO's funds.
- b. Pay voices, debts and other obligations as budgeted, or as approved by the Board if not budgeted.
- c. Prepare, distribute and explain (no less frequently than quarterly) periodic financial statements.
- d. Assist the President in preparing annual reports as required by the Internal Revenue Service (including the organization's 990), NAS and any other agency having relevant legal requirements.
- e. Make all financial reports available to the general membership upon written request.
- f. Serve as the Chairperson of the Finance Committee.
- g. Ensure that all revenue is deposited in a timely manner.
- h. Send thank-you letters (using accepted IRS language) to donors and coordinate with Committee Chairs to ensure that donations from fund raising efforts are similarly acknowledged.
- i. Monitor IRS regulations to ensure that all requirements for ASO's continuing 501(c)(3) status are met.

Section 8. The duties of the past President are:

- a. Assist and advise the President, as requested.
- b. Assist an outgoing President in preparing turnover information for a new incoming President.

Section 9. Checks of ASO may be signed by whomever the Finance Committee appoints at the beginning of each fiscal year. The Finance Committee can authorize and make changes to the list of check signers during the year as needed.

At any given time, at least two different individuals from the Board must be designated as check signers. Checks in the amount of \$5,000 or more require two signatures.

ARTICLE V: NOMINATING COMMITTEE

Section 1. The Nominating Committee consists of five members:

- a. The Second Vice President, who also chairs the Committee.
- b. Two additional members of the Board, neither of which can be the President.
- c. Two general members of ASO.

The Second Vice President selects the members of the Committee and asks the Board to approve them no later than the September meeting of the Board. If for any reason someone on the Committee becomes unable to serve, the Second Vice President selects an appropriate replacement.

Section 2. The purpose of the Nominating Committee is to recruit, vet and officially recommend (i.e. nominate) potential new members of the Board. The Committee may also unofficially recommend to the President candidates to chair committees. The Committee nominates candidates for office to succeed those whose terms are expiring at the end of the current fiscal year. Recruitment for the following year occurs between September and November of the current calendar year, during which time the Committee meets to discuss potential candidates for office and then contacts them to obtain their consent to run for office.

The Committee presents a slate of candidates to the Board for its approval no later than the January Board meeting of the following calendar year. Once approved by the Board, the slate of candidates is announced to the general membership via the ASO newsletter no later than April. The candidates assume office on July 1 (the beginning of ASO's fiscal year).

Section 3. Candidates for office will also be accepted from the general membership, provided prior consent from the nominee has been obtained. Members wishing to nominate candidates for office the following year should contact the Second Vice President (or another member of the Nominating Committee) prior to September 30 of the current year.

Section 4. In any given year, the two general members on the Nominating Committee are not eligible to run for an elected office for the upcoming fiscal year.

Section 5. The Nominating Committee is responsible for notifying (usually via the ASO newsletter) the general membership of its schedule and deadlines, and for specifically requesting nominations of candidates prior to the nominating deadline.

ARTICLE VI: FILLING VACANCIES

Section 1. If the President's office becomes vacant for any reason during the course of the year, the First Vice President fills it. If the President's office becomes vacant for any reason during the course of the year and the First Vice President is not able to fill it, the Second Vice President fills it.

If any other elected office becomes vacant for any reason during the course of the year, it is filled as follows:

- a. If the remaining term of the vacant office is less than six months, it is filled by the vote of a majority of the remaining Board from among the other existing members of the Board.
- b. If the remaining term of the vacant office is six months or more, the remaining Board nominates a candidate, obtains the candidate's consent and submits the nomination to a vote of the Board as soon as possible. While this process is being completed, the

President may temporarily appoint an existing Board member to fill the vacant role until the permanent candidate is elected.

Section 2. If there is just cause for removal of an Elected Officer or Board Director during the course of the year, a two-thirds majority vote of the Board is required to remove the individual from office. Causes for removal include, but are not limited to:

- a. Misappropriation of ASO assets.
- b. Failure to uphold the principles and rules documented in the ASO Constitution and Bylaws.
- c. Failure to perform the duties of the elected/appointed office.
- d. Failure to attend at least half of the Board meetings during the previous fiscal year.

The President will give cause-appropriate advance notice of any intent to remove an Officer or Director from office. If the President is to be removed, the First Vice President will provide such notice.

ARTICLE VII: COMMITTEES

Section 1. ASO's infrastructure is composed of committees that are responsible for carrying out the various business endeavors and responsibilities of the organization. These Bylaws document several Standing Committees which are always needed to serve the organization. The Board may also create Temporary Committees as needed for special projects. The Board may also create (or disband) Standing Committees as needed. The approval process for creating or disbanding Standing or Temporary Committees is that a quorum of Board members must be present, and the majority rules. Temporary Committees may also be called or defined as "Task Forces".

Section 2. The President, with approval from the Board, appoints chairpersons for committees each fiscal year. The chairpersons select their own committee members with suggestions from the Board and/or general membership. Terms of office for committee members and chairpersons are one year. Committee members do not have to be members of ASO or NAS. There are no term limits for Committee Chairs or committee members, but they must be appointed each year.

Section 3. All committee activities are approved by the Board. Depending on the nature of any committee's activities, the Board designates the type and frequency of status reporting it wishes to see. At a minimum, each committee must provide a formal, written status report once per fiscal year.

Section 4. Each Standing Committee (listed below) is required to maintain a written description of the committee's purpose(s), practices, procedures/processes, budgets and accomplishments and submit it to the Board for review at least annually.

Section 5. Standing Committees (and their primary functions) include, but are not limited to, the following:

Finance: The ASO Treasurer chairs the Finance Committee, which must have at least three members, including the President and the Treasurer. This committee meets at least semi-annually and has these responsibilities: Oversees and approves the investment recommendations from ASO's investment consultant(s). Designates annually the appropriate bank check signers and those authorized to have on-line access to view bank transactions. Develops the annual budget (including recommending the annual amount allocated for grants/special projects to outside organizations/individuals). Recommends to the President all withdrawals from any investment accounts.

Grant Review: Consults with the Finance Committee (as part of the annual budgeting process) to determine the amount of funding available for grants/special projects. Determines the focus and qualifications of applicants. Establishes deadlines and requirements for grant applications and reports. Recommends to the Board which applicant(s) should receive funding and the amount to be awarded, providing copies of all applications. Communicates final decisions to all applicants.

Nominating: This committee is covered under a separate Article within these Bylaws.

Program: Arranges a meeting location and program/speaker for each General Meeting and introduces the speaker (if any) at each General Meeting. Provides articles for ASO's newsletter publicizing all programs/speakers. Plans and arranges the annual banquet.

Legislative Affairs: Researches and reports to the Board on local, state and national policies/actions affecting the environment and/or the conservation of natural resources. Coordinates any activism carried out by ASO with the corresponding activities of NAS (in matters of national scope).

Natural Areas Management: Protects, manages and improves lands that are owned by ASO.

Education: Plans, advertises and leads field trips and other types of nature studies for the ASO membership and the general public. Schedules, conducts and compiles/submits results for the annual Christmas Bird Count. Develops, markets, schedules and delivers environmental education programming to local organizations, especially public schools.

Fund Raising: Secures financial support by coordinating and running events to raise funds. Conducts evaluations of the effectiveness and results of fund raising activities. Pursues possible grant opportunities to fund mission-related activities. Coordinates with the Finance Committee to determine the amount of donated revenue needed to support ASO's 501(c)(3) status.

Art Contest: Plans, organizes and conducts all practical aspects of the Annual Student Art Contest and Show. Publishes and promotes all dates, places, deadlines, rules and winners. Arranges for display of all entries and conducts awards ceremony.

Marketing and Outreach: Compiles, edits and publishes periodic newsletter. Builds awareness of ASO and its mission/activities with the general public and ASO members by actively communicating with local news outlets. Assists other committees by providing advertising design support. Promotes and markets any special projects or events produced by ASO within budgets approved by the Board.

Membership: Maintains an accurate and current membership list for member communication. Produces or supervises production of mailing labels. Processes locally generated memberships (if applicable). Provides membership data to committees as needed. Works with NAS to reconcile memberships and update member addresses.

ARTICLE VIII: OPERATIONAL CONSIDERATIONS

Section 1. In support of its mission, vision and business objectives, it is necessary for ASO to engage in various types of operational activities. These include, but are not limited to: fund raising, acquiring and maintaining land, developing and conducting educational programs, generating non-contributed revenue, funding grant requests and providing mission-related community support.

The infrastructure for staffing, managing and monitoring these activities is provided by the ASO committee structure. Ultimate responsibility and oversight lies with the Board. Proposals for new business and operational endeavors are presented to the Board for approval. Once approved, such endeavors are delegated to the appropriate committee(s) for implementation. Progress is reported and monitored via the committee structure (as described above).

Section 2. To carry out its operational activities, the ASO Board hires hourly employees and/or contractors as needed. Such employees and contractors are subject to the following stipulations:

- a. They may not hold an Elected Officer or Board Director position.
- b. They are invited to attend Board meetings on an as-needed basis.
- c. They can volunteer to be Committee Chairs, but they cannot be paid for their time spent serving as such. They are not allowed to chair any committee which is responsible for work they are paid to perform.
- d. They can volunteer to be committee members, but they cannot be paid for their time spent serving as such.
- e. If they are required to attend a committee meeting for a committee that is overseeing their work, they are paid for this time.
- f. They must submit periodic status reports to the appropriate committee regarding their work.

- g. Contractors are responsible for invoicing ASO for their hours worked and any other eligible expenses for reimbursement. Hourly employees are responsible for reporting their hours worked and any other eligible expenses to the Treasurer for reimbursement.
- h. They must be able to work legally in the United States, and they are subject to all applicable local, state and Federal laws that govern employee or contractor working relationships.

ARTICLE IX: COMMITMENTS

ASO or its Board (or any members thereof) shall not enter into any commitments binding on NAS without authorization from the latter. NAS shall make no commitments binding on ASO without its consent.

ARTICLE X: ANTI-DISCRIMINATION

ASO does not discriminate on the basis of race, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation or military status in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff (i.e. contractors and employees), selection of volunteers or vendors, and provision of services.

ARTICLE XI: DEFINITIONS

Section 1. Within this Constitution and Bylaws any criterion that is specified as needing to be in writing can be satisfied by a hardcopy, fax or electronic (e.g. email) document.

Section 2. Within this Constitution and Bylaws any type of “vote” specified to be taken by the Board can be accomplished in person or via teleconference. Voting by email is not permissible.

Section 3. Within this Constitution and Bylaws any type of “meeting” specified to be held by the Board can be conducted in person or via teleconference. For meetings held via teleconference, all criteria documented in the Bylaws regarding quorum, voting, recording of minutes and following of Robert’s Rules of Order must be adhered to as they would be in an in-person meeting.

Section 4. Within this Constitution and Bylaws “member in good standing” is defined as a person whose dues to ASO and/or NAS are paid for the current year.

ARTICLE XII: AMENDMENTS

This Constitution and Bylaws may be amended by a 75% vote of the full Board. Notice of amendments must be given to all Board members at least fifteen days in advance of the Board meeting during which the vote is to be taken.

Adopted: July 1, 2019

Amended:

Revised: