

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.' ALSC may also do business as "Lincoln City Audubon Society." 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 mission 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

Section1. All persons in accord with the purposes, activities, and mission of ASLC shall be eligible for membership.

Section 2. Members of ASLC are those who either:

- (a) Contribute to National Audubon Society (NAS)with NAS's in accordance membership dues policy, and 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.
- (b) Contribute to ASLC in accordance with ASLC's Friends of ASLC membership dues policy.

Section 3. NAS will renew and service NAS members of ASLC and determine benefits that apply to these members. ASLC's Board will determine what benefits beyond those provided by National Audubon Society apply to the NAS members of ASLC.

Section 4. ASLC will renew, service, and determine benefits that apply to Friends of ASLC members.

Section 5. Each member entitled to vote shall have the right to cast one vote at the annual meeting or at any special meeting of members, on any motion that may properly be brought before such meeting.

Section 6. 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, provided, 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 MEETING OF THE MEMBERS

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

Section 2. 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. 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. 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 two weeks in advance of the meeting date.

(b) Notice may be given in-person at ASLC public and membership meetings, by mail, by email, ASLC website announcement, social media, and public media published in Lincoln and Tillamook Counties.

(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. Notice of any meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by her/him.

Section 5. The lesser of either twenty percent (20%) of all voting members or fifteen (15) voting members shall constitute a quorum at any annual or special meeting of the members of ASLC. The members may be present either in person or by proxy.

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

Section 7. 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. Except as provided by law for the amendment of the certificate of incorporation, amendment or repeal of any by-law, merger or consolidation, or dissolution of the corporation, any other corporate action which is to be taken by a vote of the members shall be authorized by a majority of the votes cast at a meeting of members by the members.

ARTICLE 5: BOARD OF DIRECTORS (BOARD)

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

Section 2. To be eligible to hold office, or to hold office, 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 to or on behalf of ASLC.

Section 3. The members of the Board shall include four (4) nor more than eight (8) elected Directors-at-Large, 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. Members of the Board shall be elected for terms not to exceed two (2) years.

Section 5. Any member of the Board:

- (a) May resign by a notice in writing to the Chair or the Secretary.
- (b) Who, without reason acceptable to the Board, fails to attend three consecutive regular meetings of the Board, shall be deemed to have resigned. Such resignation must be accepted by two-third majority vote of the Board positions filled.

Section 6. If by reason of resignation or death, or for any other reason, the Board has not the full complement of elected members in office, as existed at the time of election, the Board shall request the Nominating Committee to provide one (1) or more replacement candidate for each unfilled office, from which the Board shall appoint a replacement to fill the vacated position. The appointed member shall serve in that capacity until the next annual meeting of the members.

ARTICLE 6: OFFICERS

Section 1. The Officers of ASLC shall be President, Vice-President, and Secretary, Treasurer.

Section 2. Any Officer may resign at any time by delivering of resignation a written notice to the President or Secretary.

Section 3. The President shall:

- (a) be President of the Society, 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; and
- (c) appoint the chairs and members of each Standing Committee, unless otherwise specified herein.

Section 4. The Vice-President shall: (a) assist the President in carrying out her/his 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 5. The Secretary shall: (a) keep or cause to be kept a record of all proceedings of the Board and of the Society; (b) notify all Board members 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 6. The Treasurer shall:(a) have custody of the Society's funds and shall disburse and/or invest the funds as may be directed by the Board; (b) oversee the development of the Society's annual budget; and (c) prepare and submit financial reports as directed by the Board and at the annual meeting.

Section 7. The President, Treasurer, Vice-President, and one other Board Member as the Board may designate shall be authorized to sign drafts and checks. Checks exceeding \$200 shall require two (2) signatures.

ARTICLE 7: MEETINGS OF THE BOARD.

Section 1. 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. These meeting dates shall be published in the ASLC newsletter. 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. 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 himself or herself.

Section 3. 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. 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 a conference telephone or similar 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. At the call of the President, the Board may transact business without a meeting provided that any such actions taken shall be with the prior written consent of all the members of the Board.

Section 6. Board members are requested to give prior notice to an officer (other than themselves) of their need to miss a regularly scheduled meeting. Members who miss more than three consecutive meetings within a twelve month period without providing good reason and prior notification may be removed from office by a vote of the majority of the remaining Board members.

Section 7. A Board member may be removed from office without cause by a vote of two-thirds of the remaining members then in office.

Section 8. Board meetings maybe 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 from time to time 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. It 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 the Society.

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. The corporation 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 two-thirds vote of the combination of members present in person and the mail-in vote, at any regular or special meeting of members duly called pursuant to the provisions of ARTICLE 4, Sections 3, 4, and 5 above. 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 and revised by a vote of the membership at the ASLC Annual meeting held on June 19, 2015.

Exhibit A

AUDUBON SOCIETY OF LINCOLN CITY BOARD OF DIRECTORS Conflict of Interest Policy

Overview

This Conflict of Interest Policy applies to all members of the Audubon Society of Lincoln City (ASLC) Board.

Conflict of Interest Policy

1. Board members should avoid all situations that involve a conflict of interest, or the appearance of a conflict, between their personal or professional interests and those of family members, or organizations they are associated with, and the interests of ASLC.
2. For the purposes of this policy, family is defined as your spouse or domestic partner, children and other members of your family living in your household.
3. Board members shall not derive any financial advantage from their association with ASLC.

Disclosure

1. On an annual basis and whenever a conflict or potential conflict arises, each Board member shall disclose to the Board the existence of any conflict of interest or potential conflict.
2. To comply with the annual disclosure requirement, each Board member shall annually review this policy, complete the attached disclosure form, and acknowledge by her or his signature that she or he has read and is acting in accordance with this policy.
3. In the event of a potential conflict of interest during the year, the affected Board member shall immediately inform the Board.
4. If a conflict is found to exist, each Board member shall refrain from participating in any consideration of transactions involving the conflict, including neither participating nor being present in discussion on such matters (unless the Board requests information or interpretation there on) or in a related vote.

Sample Conflicts of Interest

1. Although most such potential conflicts are deemed inconsequential, it is each Board member's responsibility to ensure that the Board is aware of situations that involve personal, familial relationships or business that could conflict with the interests of ASLC.
2. Examples of conflicts of interest include:
 - Board seeks legal advice from a law firm in which a board member is a partner; .
 - Board member suggests that ASLC use or ASLC is considering using a printing company which is owned by the Board member's daughter,
 - Board member does not disclose ownership of a parcel of land adjoining another parcel which is under consideration for purchase by ASLC;
 - Board member is also a member of the Board of another organization being considered for a grant by or a contract for services with ASLC.
3. These are only examples and not an exhaustive list.

Confidentiality

Each board member should keep strictly confidential all information learned during the course of ASLC activities, including information shared during Board meetings, when such information concerns ASLC activities that are not generally available to the public. This includes keeping confidential and leaving intact all lists, records and documents prepared and utilized in management and fundraising efforts on behalf of ASLC.