

**PROPOSED CHANGES TO THE BYLAWS
OF THE AUDUBON SOCIETY OF LINCOLN CITY
For vote at the June 21, 2019 Membership Meeting - Updated 5/1/2019**

This document does not contain the entirety of ASLC’s ByLaws, only the sections in which the Board of Directors is recommending changes. The left column contains the current wording, with text that is being removed or replaced in *italics*. The right column has the Board-recommended changes with added text in **red font**. “Discussion:” points are included to explain the changes; however, please note that these “Discussion” points shall not become part of the Bylaws.

<p>ARTICLE 2: PURPOSE OF THE CORPORATION</p> <p>Section 2. More specifically, the <i>mission</i> 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.</p>	<p>ARTICLE 2: PURPOSE OF THE CORPORATION</p> <p>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.</p> <p>Discussion: This change will enable us to amend the exact terminology of our Mission Statement without amending the bylaws.</p>
<p>ARTICLE 3: MEMBERSHIP</p> <p>Section 1. All persons in accord with the purposes, activities, and mission of ASLC shall be eligible for membership.</p> <p>Section 2. <i>Members of ASLC are those who either:</i></p> <p style="padding-left: 40px;">(a) <i>Contribute to National Audubon Society (NAS) in accordance with NAS's 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.</i></p>	<p>ARTICLE 3: MEMBERSHIP</p> <p>Section 1. Eligibility: All persons in accord with the purposes, activities, and mission of ASLC shall be eligible for membership.</p> <p>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.</p> <p>Section 3. National Audubon Society (NAS) membership.</p> <p style="padding-left: 40px;">(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 are considered to be members of ASLC, except that NAS members of ASLC shall</p>

<p>(b) <i>Contribute to ASLC in accordance with ASLC's Friends of ASLC membership dues policy.</i></p> <p>Section 3. <i>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.</i></p> <p>Section 4. <i>ASLC will renew, service, and determine benefits that apply to Friends of ASLC members.</i></p> <p>Section 5. Each member entitled to vote <i>shall have the right to cast one vote</i> at the annual meeting or at any special meeting of members, on any motion that may properly be brought before such meeting.</p> <p>Section 6. Any member may terminate voluntarily her or his membership in ASLC by:...</p>	<p>not be eligible to vote in ASLC elections or any other motions brought before ASLC membership for a vote.</p> <p>(b) ASLC's Board will determine what benefits beyond those provided by National Audubon Society apply to the NAS members of ASLC.</p> <p>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.</p> <p>Section 6. Termination. Any member may terminate voluntarily her or his membership in ASLC by: <i>[no further changes]</i></p> <p>Discussion: Reworked Sections 1 through 5 (eliminating Section 4) of this Article to clarify the relationship of ASLC and National Audubon (NAS), meaning of "entitled to vote," and number of votes for families.</p>
<p>ARTICLE 4: ANNUAL MEETING OF THE MEMBERS</p> <p>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 <i>Officers</i> will be elected.</p> <p>Section 2. Special meetings...</p> <p>Section 3. The Board may designate any place...</p> <p>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.</p>	<p>ARTICLE 4: ANNUAL/SPECIAL MEETINGS OF THE MEMBERS</p> <p>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.</p> <p>Section 2. Special meetings. <i>[No further changes]</i></p> <p>Section 3. Meeting location. <i>[No further changes]</i></p> <p>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</p>

- (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...

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.*

purpose of determining those members who are eligible to vote at such meeting.

- (a) Members will be notified at least **thirty (30) and no more than sixty (60) days** in advance of the meeting date.
- (b) Notice may be given in-person at ASLC public and membership meetings, by mail, **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.** *[No further changes]*

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.

Discussion: Article 4. Fix title of Article 4 to match contents. Add captions. Update Section 4 to meet legal notification requirements. Sections 5 change Quorum to what the Oregon Nonprofit Corporation Handbook recommends. Section 7 Drop extraneous portion covered by statute. Add captions.

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*.

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...

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 candidates 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 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**.

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 [*No further changes*]

Section 4. 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.**

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.

	<p>Discussion: Article 5. Section 2, allow board members to be paid for goods and services provided to ASLC. Sections 3, 4, raise the maximum number of directors, clarify terms. Section 5, drop attendance requirement, move Article 7 Section 7 here as new Section 6, inserting “with or” to “without cause.” Section 7 (was 6), simplify to allow board to fill vacancies without setting up a committee. Add captions.</p>
<p>ARTICLE 6: OFFICERS</p> <p>Section 1. The Officers of ASLC shall be President, Vice-President, and Secretary, Treasurer.</p> <p>Section 2. Any Officer may resign at any time by delivering of resignation a written notice to the President or Secretary.</p> <p>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.</p> <p>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.</p> <p>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</p>	<p>ARTICLE 6: OFFICERS</p> <p>Section 1. Titles. The Officers of ASLC shall be President, Vice-President, Secretary, and Treasurer.</p> <p>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.</p> <p>Section 3. Resignation. Any Officer may resign at any time by delivering of resignation a written notice to the President or Secretary.</p> <p>Section 4. President. The President shall: (a) be President of ASLC, <i>[no further changes]</i></p> <p>Section 5. Vice-president. <i>[no further changes]</i></p> <p>Section 6. Secretary. The Secretary shall: (a) keep or cause to be kept a record of all proceedings of the Board and of ASLC; <i>[no further changes]</i></p> <p>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; <i>[no further changes]</i></p>

<p>members; and (d) maintain a list of the name and addresses of each Board member and officer.</p> <p>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.</p> <p>Section 7. The President, Treasurer, <i>Vice-President</i>, 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.</p>	<p>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.</p> <p>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.</p> <p>Section 10. Authorized signatories. The President, Treasurer, and one other Board Member as the Board may designate shall be authorized to sign drafts and checks. Other than pre-approved expenditures, checks exceeding \$200 shall require two (2) signatures.</p> <p>Discussion: Article 6. A few fixes of minor typos. Insert captions. Insert new Section 2 whereby directors are elected to the officer positions by the board. Insert new sections 8 and 9 to provide for filling vacancies and appointing other officers, agents, or employees to enable the board to augment leadership as needed. Add wording so pre-approved expenses do not require two signatures.</p>
<p>ARTICLE 7: MEETINGS OF THE BOARD.</p> <p>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. <i>These meeting dates shall be published in the ASLC newsletter.</i> 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.</p> <p>Section 2. Members of the Board...</p> <p>Section 3. A quorum will be the majority of Board members then in office...</p>	<p>ARTICLE 7: MEETINGS OF THE BOARD.</p> <p>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.</p> <p>Section 2. Notice. <i>[No further changes]</i></p> <p>Section 3. Voting. <i>[No further changes]</i></p>

<p>Section 4. Any one or more members...</p> <p>Section 5. At the call of the President...</p> <p>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. <i>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.</i></p> <p><i>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.</i></p> <p>Section 8. Board meetings maybe open or closed at the discretion of the president.</p>	<p>Section 4. Participation. <i>[No further changes]</i></p> <p>Section 5. Business without a meeting. <i>[No further changes]</i></p> <p>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.</p> <p>Section 7. Open or closed. Board meetings maybe open or closed at the discretion of the president.</p> <p>Discussion. Article 7. Section 1, drop sentence requiring board meetings to be published. Add captions to all sections. Section 6 drop sentence about attendance. Move Section 7 to Article 5.</p>
<p>ARTICLE 8: COMMITTEES</p> <p>Section 1. Standing Committees of ASLC may be established by the ASLC Board of Directors as needed.</p> <p>(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.</p> <p>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 <i>the Society</i>.</p>	<p>ARTICLE 8: COMMITTEES</p> <p>Section 1. Standing Committees of ASLC may be established by the ASLC Board of Directors as needed.</p> <p>(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.</p> <p>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.</p> <p>Discussion: Require annual review of standing committee charters.</p>
<p>ARTICLE 9: CORPORATE INDEMNITY OF OFFICERS AND DIRECTORS.</p> <p>Section 2. The corporation has the authority to purchase liability insurance for its Board members.</p>	<p>ARTICLE 9: CORPORATE INDEMNITY OF OFFICERS AND DIRECTORS.</p> <p>Section 2. ASLC has the authority to purchase liability insurance for its Board members.</p>

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.

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.

Discussion: Make the bylaw amendment process consistent with the rest of our voting process decisions.