

**AMENDED & RESTATED
BYLAWS
OF
ST. PAUL AUDUBON SOCIETY, INC.**

THESE BYLAWS constitute the Bylaws of the St. Paul Audubon Society, Inc. ("The SOCIETY"), a Minnesota nonprofit corporation, for the purpose of regulating and managing the affairs of the SOCIETY.

**ARTICLE I
OFFICE AND CORPORATE SEAL**

Section 1.1. The address of the SOCIETY's registered office shall be as set forth in the SOCIETY'S Articles of Incorporation.

Section 1.2. The SOCIETY has no corporate seal.

**ARTICLE II
MEMBERSHIP**

Section 2. Persons may become members of the SOCIETY in two ways.

Section 2.1. NATIONAL Members.

(a) Any person who is a member of the National Audubon Society ("NATIONAL") and who lives in those zip code areas that NATIONAL from time to time determines to be within SOCIETY bounds Automatically becomes a member of the Society.

Section 2.2 CHAPTER-ONLY Members.

(a) The SOCIETY may establish a Chapter-Only Membership for persons interested in the purposes and objectives of only the SOCIETY without regard to the zip code of their postal address ("Chapter-Only Member(s)") or status with National Audubon.

(b) Chapter-Only Members shall enjoy such rights and privileges as may be determined by the SOCIETY Board from time to time.

(c) The SOCIETY Board shall set dues for Chapter-only Members.

(d) Chapter-Only membership is defined as "A person who provides Saint Paul Audubon with an annual donation of \$25 or more."

Section 2.3. Both NATIONAL Members and CHAPTER-ONLY Members (collectively "Member(s)") shall enjoy all the rights and privileges of SOCIETY membership, including the right to cast one vote at the Annual Meeting and at any Regular or Special Meeting of Members on any motion that may properly be brought before such Meeting.

Section 2.4. Any Member who does not renew his or her membership within three months after the due date shall be dropped forthwith from the rolls.

Section 2.5. The Board of this SOCIETY may, by a two-thirds vote of the Board, refuse Renewal of Membership in the SOCIETY to any person whose actions have been injurious to this organization or its purposes and objectives. This action would not affect the National Membership of said Member.

ARTICLE III **MEMBER MEETINGS**

Section 3.1. The President or, in his or her absence, the Vice President, shall act as Chair~~man~~ at any Members Meeting. In the absence of both the President and the Vice President, the Board shall designate any other Member of the Board to act as Chair~~man~~ at such meeting.

Section 3.2. Regular Meetings of Members shall be held on such days of such months as may be determined by vote of the Board. Business may be conducted at Regular Meetings.

Section 3.3. The Annual Meeting of Members shall be held on such date in May each year as may be determined by vote of the Board. The Annual Meeting may be held at another time or in an alternate format if deemed necessary by the Board.

Section 3.4. Special Meetings of Members may be called by the President or pursuant to resolution of the Board, or by petition of no fewer than seventy-five (75) Members entitled to vote.

Section 3.5. Notice of the Annual and Special Members Meetings, at which SOCIETY business is to be transacted, shall be given no fewer than ten (10) days nor more than one hundred twenty (120) days before the date of the meeting. Such notice is given when directed to the Member at his or her address as it appears on the record of Members, or at such other postal or electronic mail address as s/he has provided to the SOCIETY or the NATIONAL SOCIETY. Notice of such meetings may be published in the SOCIETY'S newsletter or other publication, provided such publication is distributed according to the provisions stated hereinabove.

Section 3.6. Notice of a Special Meeting of Members shall state the purpose or purposes for which the Meeting is called.

Section 3.7. Twenty-five (25) Members shall constitute a quorum at any Meeting of Members at which SOCIETY business is to be conducted.

Section 3.8. A simple majority shall decide a vote.

Section 3.9. There shall be no absentee, cumulative or proxy voting. Voting by electronic means specifically provided by the SOCIETY is permitted.

Section 3.10. The Secretary of the Board shall serve as the secretary at all member meetings. If the Secretary is absent, the Chair shall appoint a secretary for the meeting. The Minutes of each meeting of the members shall be approved by the Chair and the secretary of the meeting and shall be retained with Minutes of the Board.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1. The control and conduct of the business of the SOCIETY shall be vested in its Board of Directors.

Section 4.2. The Board has no fewer than nine (9) and no more than twelve (12) members, including the following Officers: a President, a Vice President, a Secretary, and a Treasurer elected in the manner provided in Articles IV and VI of these Bylaws.

Section 4.3. At each Annual Meeting, the Board shall be elected as follows: Officers shall be elected for one (1) year terms, and Directors shall be elected for two (2) year terms by a simple majority of the voting Members of the SOCIETY present at or participating electronically in the Annual Meeting. With the election of four Directors, if the Board will still not have the full complement of members, additional Directors shall be elected, and, as much as possible, a balance shall be maintained of Directors in the first and second years of their term.

Section 4.4. No one individual shall serve for more than six consecutive years as a Board member, except (a) that the terms of Secretary and Treasurer shall be exempt from limits and (b) pursuant to Section 5.4.

Section 4.5. Each Board member holds office until the end of his or her term, or until his or her successor is duly elected, or until the earlier of the following events: death, disqualification, resignation, or removal. Board members shall assume office immediately following the election.

Section 4.6. Board members shall be elected for their respective terms by a simple majority of the Members of the SOCIETY present at an Annual Meeting or voting through electronic means provided by the SOCIETY.

Section 4.7. The dates, times, and places for regular meetings shall be determined at the first Board meeting following the Annual Meeting of Members. Changes made to the schedule of meetings should be published in the newsletter or through other customary vehicles used by the Chapter.

Section 4.8. Notice of each meeting, Regular or Special, must be mailed to each Board member at the electronic address provided to the SOCIETY not less than three (3) days before the day on which the meeting is to be held. The notice must state the time and place but need not state the purpose(s) of the meeting. Notification has been met with adopting the Minutes of the meeting referred to in Section 4.7 or publication in the SOCIETY newsletter.

Section 4.9. Special meetings of the Board shall be called by the President, the Secretary, or at the request of the majority of the Board.

Section 4.10. The President or, in his or her absence, the Vice President shall act as Chair at any meeting of the Board. In the absence of the President and the Vice President, the Board shall designate any other member of the Board to act as Chair at such meeting.

Section 4.11. The President may designate a Member of the Board to be a liaison to any Committee whose Chair is not a Member of the Board.

Section 4.12. A Board member may resign at any time by giving written notice to an Officer. A resignation takes effect at the later of the time specified in the resignation or upon receipt by the Officer if no time is specified. Acceptance of a resignation is not necessary to make the resignation effective.

Section 4.13. The Board shall fill a vacancy, and a Board member so chosen will hold office until the expiration of the term being filled and a successor has been duly elected.

Section 4.14. Members of the Board, or any committee appointed by the Board, may participate in a meeting via conference telephone or similar communications equipment so that all participating persons can hear each other during the meeting. Such participation will be considered presence in person at such meeting for notice and quorum requirements.

Section 4.15. A majority of the currently filled positions of the Board constitute a quorum for the business transaction. If the Board has an even number of members, a quorum is half. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the Board members present may continue to transact business until adjournment, even though the withdrawal of Board members originally present leaves less than a majority of the Board. In all cases, the acts of a simple majority of those present will constitute the acts of the Board, unless otherwise provided in these Bylaws.

ARTICLE V **OFFICERS**

Section 5.1. The Officers of the Board of this SOCIETY shall be a President, a Vice President, a Secretary, a Treasurer and such other Officers as may be determined by the Board. The Board may from time to time elect or appoint such other Officers as it deems necessary for the operation of the SOCIETY. The same person may hold more than one office.

Section 5.2. Each Officer holds office until the annual election in which his or her term expires, or until his or her successor is duly elected, or until the earlier of the following events: death, disqualification, resignation or removal. All elected Officers shall assume office immediately following election.

Section 5.3. The Officers shall be elected for their respective terms by a simple majority of the Members of the SOCIETY present at the Annual Meeting pursuant to Articles III and VI.

Section 5.4. If an office shall become vacant, the Board may proceed to elect an Officer to fill the vacancy pursuant to Section 4.13. When, for such purpose, an Officer has been elected for less than a full term, such part term shall be disregarded with respect to calculations pursuant to Section 4.4.

Section 5.5. The President shall direct and administer the affairs of the SOCIETY as its executive head and shall supervise all phases of its activities with counsel and advice of the Board. He or

she shall be an ex-officio member of all Committees; preside at all meetings of Members and of the Board; keep Members informed of the SOCIETY'S financial status, business affairs and any other undertakings and prepare the Annual Report, which shall include a financial report from the Treasurer, to be sent to the office designated by NATIONAL. The President performs all other duties from time to time prescribed by the Board.

Section 5.6. The Vice President shall assist the President to carry out his or her duties and, in the absence of the President, shall direct and administer the affairs of the SOCIETY and supervise all phases of its activities with counsel and advice of the Board, and shall preside at meetings of Members and of the Board. The Vice President performs all other duties from time to time prescribed by the Board.

Section 5.7. The Secretary shall keep a record of all proceedings of the SOCIETY and of the Board. He or she shall carry out duties as may be assigned by the President or at the direction of the Board. The Secretary performs all other duties from time to time prescribed by the Board.

Section 5.8. The TREASURER shall be responsible for properly accounting and maintaining the SOCIETY'S financial records and making all authorized expenditures. The principal financial direction provided to the TREASURER by the SOCIETY will be through an annual fiscal year budget [Budget].

Each year the TREASURER in consultation with the FINANCE COMMITTEE (ARTICLE VII) shall submit to the Board a draft fiscal year Budget prior to the March Board meeting. All proposed expenditures or projects resulting in expenditures in excess of \$500 per annum shall be itemized and have a written statement of justification. The Board shall review and adopt the draft fiscal year Budget and post it on the SOCIETY'S public web site on or before April 1. The Budget shall be posted for at least 28-days before the Board shall adopt a final Budget for the coming fiscal year. The Treasurer shall expend only funds that are contained in the Board approved final fiscal year Budget or otherwise have prior approval of the Board. Any SOCIETY expenditures and deposits not included in the final annual fiscal year Budget require approval of the Board. In addition, the TREASURER shall:

- report to the Board at its regular meetings and as requested by the Executive Committee,
- be responsible for maintaining the inventory of the SOCIETY'S assets and location(s) thereof.
- ensure the preparation and timely filing of IRS tax forms.
- ensure the preparation and timely filing of State forms regarding doing business or non profit status.
- perform all other duties from time to time prescribed by the Board.

Section 5.9. All checks and drafts of the SOCIETY may be signed by the Treasurer and, as authorized by Board resolution, the President, Vice President, or other elected Member of the Board.

ARTICLE VI
NOMINATING AND ELECTION PROCEDURES

Section 6.1. The Board shall annually appoint, not later than six (6) months prior to the next Annual Meeting of Members, a Chair of the Nominating Committee. Nominating Committee members may be candidates in the forthcoming election. The Chair of the Nominating Committee shall be made known to the Members through the SOCIETY'S newsletter and at the next Regular Meeting. Any Member of the SOCIETY may submit suggestions for nominees to the Nominating Committee.

Section 6.2. The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms expire at the next Annual Meeting. The Committee's report shall be presented to the Members at a Regular Meeting preceding the Annual Meeting. A list of all Nominees and their background shall be published through the SOCIETY'S newsletter or website prior to the Annual Election.

Section 6.3. Nominations may be made from the floor at the same Regular Meeting or through the electronic announcement that the Nominating Committee presents its list of candidates. An individual Member can make only one nomination from the floor. Nominations shall be closed at the end of the call for Nominations during this meeting or as specified in the electronic announcement.

Section 6.4. All nominees shall be members in good standing in the SOCIETY. Nominees shall have expressed a willingness to serve if elected.

Section 6.5. If no contest exists for the election of Officers and Directors, the Chair of the Annual Meeting may arrange for election by acclamation. If a contest exists, voting shall be by printed ballot or electronically.

Section 6.6. When a contest exists, ballots, judges and tellers are required as follows:

(a) The Nominating Committee shall have names of nominees printed on one ballot or at a website properly displayed for each position. The Committee shall hold possession of the ballots and deliver them at the Annual Meeting to the Tellers. No candidates for office shall handle ballots.

(b) The Nominating Committee shall act as Judges at the Election. They shall observe the entire election process, and shall report to the Members their findings before election results are announced by the Chair of the Meeting or through electronic means.

(c) The Chair of the Annual Meeting shall appoint three (3) Tellers from the Members present. Tellers shall not be candidates for election. Tellers shall distribute one ballot to each person entitled to vote, and after the vote shall collect, count, and report a full accounting of all votes cast to the Chair of the Annual Meeting. The report must be agreed to and signed by all Tellers before reporting the election results. If a disagreement occurs, it shall be reported to the Members.

(d) The Chair of the Annual Meeting must report the total numbers of Members voting, the total for each candidate and the elected candidate for each position.

(e) If the election is conducted through electronic means, the vote totals and record of any write-in votes recorded by the software will be reviewed by three (3) Tellers appointed and acting as described in (a) through (d) above in coordination with the person assigned to

administer the software.

Section 6.7. In case a tie in the balloting occurs among candidates which cannot be resolved at the Annual Meeting, a run-off Election Meeting shall be held preferably before the end of the Fiscal Year but not later than one hundred twenty (120) days after the Annual Meeting.

Section 6.8. The duties of the Nominating Committee shall terminate and the Committee be dissolved after all Officers and Directors have been elected.

ARTICLE VII **COMMITTEES**

Section 7.1. Committees of the Board are Standing or Ad Hoc committees.

Section 7.2. The President, with the counsel and advice of the Board, shall appoint Chairpersons of standing committees whose terms of office shall be until their successors are appointed. Chairpersons may select their own committee members;

Section 7.3. The Board may, by resolution, establish one or more Ad Hoc committees and may designate one or more Board members or non-Board members to serve on these committees whose terms of service will be determined by length of assignment or specific business purpose for which the committee was formed.

Section 7.4. Each Committee shall communicate annually, and more frequently when appropriate or requested, their plans and each shall direct activities approved by the Board.

Section 7.5. The Standing committees may be as follows and may include such other committees as may be constituted by the Board to carry out the functions of the SOCIETY:

EXECUTIVE COMMITTEE

The Officers of the Board with the immediate Past President shall constitute the Executive Committee with power to act on behalf of the Board between regular meetings of the Board. The Executive Committee shall have the power to transact all regular SOCIETY business during the period between meetings of the Board, subject to any prior limitation or direction imposed by the Board. The President or Vice President shall call Executive Committee meetings.

MEMBERSHIP COMMITTEE

The Membership Committee shall maintain contact with the Membership Department of NATIONAL. It shall have charge of CHAPTER-ONLY membership records, if any and shall conduct membership campaigns to retain and enroll new Members.

PROGRAM COMMITTEE

The Program Committee shall make all plans and arrangements for the Regular Member

Meetings, except for matters relating to SOCIETY business that may be transacted at such Meetings. The Committee shall retain records, including attendance, of lectures, discussions, and such other public events as may promote interest in and appreciation of SOCIETY interests or activities.

CONSERVATION COMMITTEE

The Conservation Committee shall identify, plan, and conduct, or cause to be conducted, activities to promote the conservation, restoration, and protection of birds and their habitats. It shall also endeavor to keep informed of governmental policies and actions affecting the natural environment and conservation of natural resources. It shall draft and recommend the SOCIETY'S conservation policy and project activities to the Board.

FIELD TRIP COMMITTEE

The Field Trip Committee shall plan, organize and arrange for field trips that may be participated in by Members and others interested in the purposes and aims of the SOCIETY. Field topics could include, in addition to birds and birding, conservation, ecology, natural history, or other subjects related to SOCIETY interests or concerns.

COMMUNICATIONS COMMITTEE

The Communications Committee shall be responsible to publicize, through the worldwide web, print and other media, the mission, objectives, programs and activities of the SOCIETY. It shall be responsible for the publication and distribution of a newsletter to Members of the SOCIETY and selected others.

EDUCATION COMMITTEE

The Education Committee shall maintain contact with the educational services of NATIONAL and the Minnesota State Office. The Committee shall conduct, or cause to be conducted, workshops in natural science for Members, teachers, field trip leaders and others. The Education Committee may seek out and select worthy persons to participate in workshops or other learning experiences in natural history, ecology and conservation and the Committee assist, in full or in part, the expense(s) of person(s) attending such selected educational events. It may through other means, inform and educate the public about the natural environment in coordination with other Committees as appropriate.

FINANCE COMMITTEE

The Finance Committee shall work with the Treasurer to develop the annual budget of the SOCIETY, assist the Treasurer in the preparation of financial reports, and make recommendations and carry out plans for campaigns in financial support of the SOCIETY. Each annual budget shall be prepared in time to be submitted to the Board for approval and to the membership at the Annual Meeting in May for acceptance. At the end of each fiscal year, the Committee shall arrange for an audit of the SOCIETY'S financial records by a qualified person or persons. This audit report shall be submitted to the Board for approval and ratification.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Society shall be from June 1 of each year through May 31 of the following year.

ARTICLE IX
APPEALS

Any Member who finds cause for dissatisfaction with the operation of the SOCIETY may appeal in writing to the Board, which shall review the appeal and make recommendation to the membership of the SOCIETY at a Members meeting accordance with Article III.

ARTICLE X
GIFTS

All gifts to the SOCIETY, whether financial or property or other, shall be subject to approval of the Board prior to acceptance.

ARTICLE XI
COMMITMENTS

This SOCIETY shall not enter into any commitments binding upon the NATIONAL SOCIETY without written authorization by the NATIONAL SOCIETY, nor shall the NATIONAL SOCIETY, without written authorization by this SOCIETY, enter into any commitments binding upon this SOCIETY.

ARTICLE XII
DISCONTINUANCE

This SOCIETY may terminate its status as a Chapter of the NATIONAL SOCIETY upon 60 days notice in writing to the NATIONAL SOCIETY, and the NATIONAL SOCIETY, pursuant to Audubon Chapter Policy 2001, Section (V)(d) as amended from time to time, may terminate the status of this SOCIETY as a Chapter of the NATIONAL SOCIETY upon 60 days notice, in writing, to this SOCIETY. Members of this SOCIETY shall remain members of the NATIONAL SOCIETY for the balance of the term for which dues have been paid.

ARTICLE XIII
AMENDMENTS

Section 13.1. These Bylaws may be amended, revised or restated from time to time. Any number of amendments or an entire revision or restatement may be considered, acted upon, and adopted provided that the amendment, revision or restatement is approved by a majority of the Board members present at any Regular or Special Meeting. Notice of such meetings shall state the nature and purpose of the proposed changes. This notice shall appear in the SOCIETY'S newsletter or website immediately prior to the meeting.

ARTICLE XIV
PARLIAMENTARY AUTHORITY

Section 14.1. In procedural matters not covered by these By-laws, Robert's Rules of Order, latest edition, shall govern.

ARTICLE XV
CONSTRUCTION

Section 15.1. These by-laws shall be construed under State of Minnesota Statutes 317A.

ARTICLE XVI
ADOPTION OF BYLAWS

Section 16.1. These Bylaws shall become effective May 4, 2020 and supersede all previous ones.

By: Donn Waage
Its: President