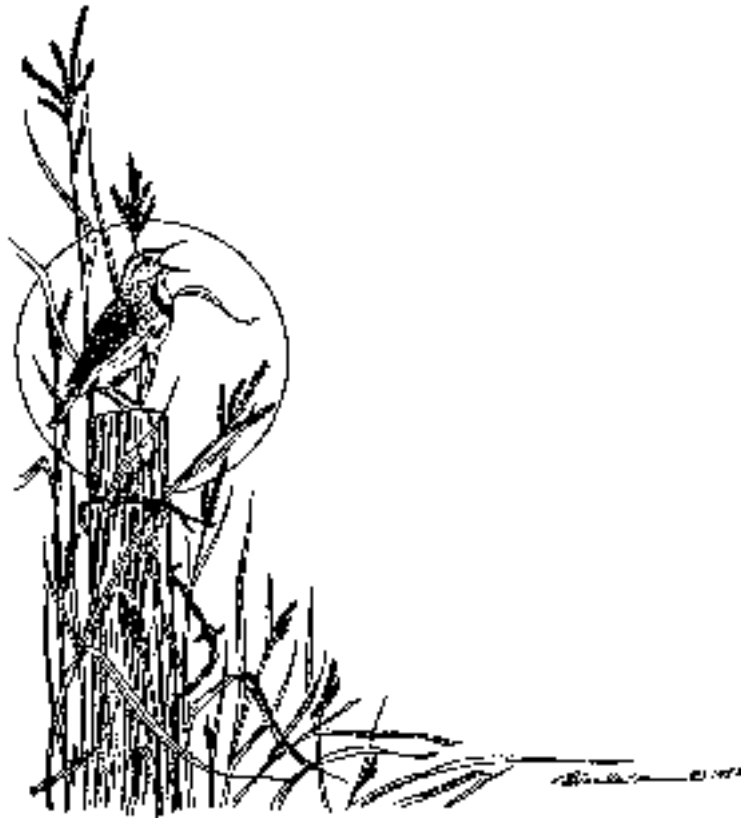


Bylaws
of the
Big Bluestem Audubon Society

Updated May 2002



CONSTITUTION

ARTICLE I

NAME

This organization shall be known as the Big Bluestem Audubon Society (hereinafter called SOCIETY).

ARTICLE II

OBJECTIVES

Section 1. The objectives of this SOCIETY shall be (1) to enjoy and study birds, other wildlife, plants, and many other facets of nature in order to gain a broader understanding and a deeper appreciation of the world we live in, and to encourage others to do likewise; and (2) to engage in educational and similar activities, such as sponsoring public lectures, forums, discussion groups, reports on research, etc., relating to the conservation of wildlife, other natural resources, and the quality of our natural environment.

Section 2. This SOCIETY is not organized, nor shall it be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits, and net income of this SOCIETY are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income of this SOCIETY shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private shareholder or individual. Upon dissolution, or upon abandonment, the assets of this SOCIETY remain after payment of, or provision for all debts and liabilities of this SOCIETY, shall be donated to the National Audubon Society (hereinafter called NATIONAL SOCIETY) or its successor or, if unwilling or unable to accept said donation, to such corporation or corporations, association or associations, fund or funds, of foundation or foundations having similar objects and purposes as this SOCIETY, as the Board of Directors of this SOCIETY may designate, subject to the order of a Court as provided by law; provided that none of such assets shall be donated to any organization other than one organized and operated exclusively for one or more of the purposes presently set forth in Section 501 (c) (3) of the Internal Revenue Code.

BYLAWS

ARTICLE I

MEMBERSHIP

Section 1. Anyone interested in the stated objective of this SOCIETY, and willing to abide by its Constitution, and Bylaws, is eligible to become a member.

Section 2. Membership in the SOCIETY shall consist of two categories, National Members and Chapter Members, as described in One Audubon Membership (Attachment A). The term “Chapter Member” refers to a member who belongs to the SOCIETY only, while “National Member” refers to a member who belongs to both the SOCIETY and the NATIONAL SOCIETY.

Section 3. The membership dues for Chapter Members shall be established by the SOCIETY. The membership dues for National Members shall be established by the NATIONAL SOCIETY.

Section 4.

- A. National Members of this SOCIETY shall enjoy all the rights and privileges accorded to the members of both this and the NATIONAL SOCIETY, except as otherwise provided hereinafter.
- B. Chapter Members of this SOCIETY shall enjoy voting rights in the SOCIETY as described in Article 1, Section 5, but cannot become an Officer, Director or Committee Chair of the SOCIETY. Chapter Members may participate in local SOCIETY activities, but are not National Members, and do not enjoy voting rights and privileges of the NATIONAL SOCIETY.

Section 5. Each member of the SOCIETY shall have the right to cast one vote at the Annual Meeting and at any regular or special meeting of members on any motion that may be properly brought before such meeting, including the election of officers and Directors. Families shall be entitled to two votes per family, provided that at least two members of the family are present in person at the time of voting and are 16 years of age or older.

Section 6. Membership dues shall be payable at the time of application and yearly thereafter. Existing Life members will be continued.

Section 7. Should renewal of membership dues not be paid within four months after due date, a member so in default shall be dropped from the rolls.

Section 8. All memberships are non-transferable.

Section 9. Honorary memberships may be conferred upon any individual by a majority vote of the members present at an Annual Meeting. Honorary members shall be exempt from paying dues but such membership, of itself, does not confer eligibility for voting or holding elective office.

ARTICLE II

MEETINGS

Section 1. Regular meetings of members shall be held monthly from September through May.

Section 2. Special business meetings of the SOCIETY may be called at any time by the President, Board of Directors, or by any three (3) members. These may be held either separate from or in conjunction with a program or outing.

Section 3. The Annual Meeting shall constitute the regular business meeting of each May and shall include the reports of any standing and special committees, the conferring of Honorary memberships, the election of officers and directors for the coming terms, the installation of same, and such other business as considered necessary.

Section 4. Notice of the Annual Meeting, special meetings, and regular meetings, at which SOCIETY business is to be transacted, shall be given at least seven (7) days before the date of the meeting. Such notice is given when deposited in the United States mail, with postage ~~thereon~~ prepaid, and directed to the member at his address as it appears on the record of members, or at such other address as he may request in writing to the Secretary of the SOCIETY. Notice of such meetings may be published in the SOCIETY's newsletter or other regular publication, provided such publication is mailed according to the provisions stated hereinabove.

Section 5. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.

Section 6. A quorum shall consist of at least twenty-five (25) voting Regular members or 20% of the entire voting Regular membership for any regular, special, or Annual Meeting.

Section 7. All nomination for officers or directors shall be made from the floor at the time of election. All officers and directors shall be elected by a majority of voting Regular members, consisting of at least a quorum, present at the meeting.

ARTICLE III

OFFICERS AND DIRECTORS: Terms and Limitations

Section 1. The officers of this SOCIETY shall be the President, Vice-President, Secretary, and Treasurer. They shall be elected at the Annual Meeting and hold office for one year.

Section 2. The Board of Directors shall consist of nine (9) members, including the four (4) elected officers and five (5) elected Directors. Initially two (2) directors shall be elected for two (2) year terms and three (3) for one (1) year terms. Thereafter, at the Annual Meetings, either two (2) or three (3) Directors shall be elected for two (2) year terms, to fill expiring terms.

Section 3. Only National Members in good standing, as herein defined, shall be eligible to be elected to any office or directorship or shall retain such position.

Section 4. If a vacancy occurs in the office of President, the Vice-President automatically shall assume the presidency until the next Annual Meeting, and a new Vice-President shall be elected at an early date by the full membership, to serve the unexpired term. In case of vacancies in any other office or directorship, the President shall appoint a replacement, subject to the approval of the Board of Directors, to serve until the full membership can elect a replacement to serve the unexpired term.

Section 5. Neither the President nor Vice-President shall serve more than two (2) consecutive full terms in the same office. No member shall hold more than one (1) office on the Board of Directors at the same time.

Section 6. If any officer or Director is absent from three (3) consecutive Board of Directors meetings, either regular or special, and extending over a period of time of at least four (4) consecutive months, he may be subject to removal from said office or Directorship by a majority vote at a regular or special business meeting of the full membership.

Section 7. Any officer or Director can be removed from office for reasons of negligence, incompetence, or for actions judged not in the best interests of the SOCIETY. All members shall be notified at least seven (7) days prior to meeting for said purpose. At least 15% of all members eligible to vote must be present and at least two-thirds (2/3) of these must vote for removal. Upon removal, a replacement officer shall be elected, by full membership.

ARTICLE IV

OFFICERS: Powers and Duties

Section 1. The President shall direct and administer the affairs of the SOCIETY as its executive head, subject to constitutional restrictions, herein stated or implied. He shall preside at all business meetings of the full membership and of the Board of Directors. He shall appoint all committees, subject to approval by the Board of Directors.

Section 2. The Vice-President shall assist the President in carrying out the latter's duties; he shall preside at meetings and perform such other duties delegated to the President, in the event of the latter's absence. The Vice-President shall succeed to the Presidency should a vacancy arise. The unexpired term shall be completed.

Section 3. The Secretary shall keep a record of the proceedings of all business meetings of the full SOCIETY and of the Board of Directors, maintain a permanent file of the Constitution and Bylaws, Articles of Incorporation and all amendments thereto, maintain a permanent file of other items of interest relating to the various activities of the SOCIETY, and perform such other similar duties of the SOCIETY as the Board shall request.

Section 4. The Treasurer shall have custody of the SOCIETY's finances and shall see to the prompt deposit of all monies in the name of the SOCIETY and to the credit of same in such depositories as designated by the Board. He shall disburse the funds of the SOCIETY as may be ordered by the Board, taking proper vouchers thereof, and shall render, upon request of the

President of the Board, an accounting of all transactions and of the financial status of the SOCIETY.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The Board of Directors shall be responsible for guiding the SOCIETY. It shall make known to the SOCIETY its recommendations on policies to be followed, projects to be initiated or participated in, or resolutions to be adopted.

Section 2. Upon adoption of new projects or programs, the Board shall be responsible for carrying out said projects or programs, and shall have the power to commit the necessary monies to implement them. Expenditures approved by the Board shall be announced at the next general meeting.

Section 3. The Board shall have the power to approve or disapprove all committee appointments by the President and all temporary appointments by the President for vacancies on the Board of Directors.

Section 4. The Board shall hold a minimum of five business meetings per year, with at least one in each quarter, on such date and at such time and location as suggested by the President and agreed to by a majority of members of the Board, at its first regular meeting following the Annual Meeting of members.

Section 5. Special meetings of the Board may be called by the President or any other two members of the Board. Seven (7) days notice of such special Board meeting shall be given to each Board member, plus a statement of the business to be transacted. At any such special Board meetings, any business may be transacted that might be transacted at any regular Board meeting.

Section 6. A quorum for any regular or special Board meeting shall consist of at least five (5) members of the Board. All motions shall be carried by a simple majority of Board members present.

ARTICLE VI

NOMINATING COMMITTEE

Section 1. The Board of Directors shall annually appoint, not later than two (2) months prior to the next Annual Meeting of members, a Nominating Committee, to consist of no fewer than three (3) members. The names of the members of the Nominating Committee shall be made known to the members through the SOCIETY's newsletter or other publication, or by mail, or at a regular meeting of members, not later than one (1) month after the Nominating Committee has been constituted. Suggestions for nominations of Officers and Directors may be submitted to the Nominating Committee by any member of the SOCIETY.

Section 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 membership at a regular meeting of members not later than one (1) month nor earlier than two (2) months prior to the Annual Meeting.

Section 3. Nothing contained herein shall be construed to prevent nominations of Officers and Directors from the floor at the Annual Meeting.

ARTICLE VII

OTHER COMMITTEES

Section 1. The President shall designate such committees, and appoint members and a chair to same, subject to the approval of the Board of Directors, as shall be necessary to carry on the business and other activities of the SOCIETY.

The committees may include, but are not limited to:

CONSERVATION COMMITTEE

EDUCATION COMMITTEE

MEMBERSHIP COMMITTEE

PROGRAM COMMITTEE

PUBLICATIONS COMMITTEE

ARTICLE VIII

FINANCIAL AFFAIRS

Section 1. The SOCIETY shall not at any time assume a negative balance in its fiscal accounts.

Section 2. All disbursements of the SOCIETY shall be recorded by the Treasurer.

Section 3. The fiscal year for the SOCIETY shall extend from May 1 through April 30 of the following year. The Treasurer shall prepare a comprehensive report of the financial transactions of the past fiscal year and present same at the May Annual Meeting. A copy of this report shall be forwarded to the NATIONAL SOCIETY. This report shall be audited prior to the May meeting by a committee appointed by the President and approved by the Board of Directors. The report of the audit committee also shall be presented at the May meeting.

ARTICLE IX

RELATIONSHIP BETWEEN THIS SOCIETY AND THE NATIONAL SOCIETY

The relationship between this SOCIETY and the NATIONAL SOCIETY shall be governed by the Chapter Policy. (Attachment B).

ARTICLE X AMENDMENTS

This Constitution and Bylaws may be amended by at least two-thirds (2/3) vote of members present in person, consisting of a quorum, at any regular or special meeting of members duly called pursuant to the provision of ARTICLE II, Section 4. The notice of such meeting shall be delivered to members at least seven (7) days before the meeting and shall recite the wording of each proposed amendments.

ARTICLE XI

PARLIAMENTARY AUTHORITY

The rules contained in a recognized manual of parliamentary law shall govern the proceedings of this SOCIETY, except in such cases as are specifically stated in the Constitution and Bylaws as duly adopted.

ARTICLE XII CONSTRUCTION

Section 1. This Constitution and Bylaws shall be construed under the laws of the State of Iowa.

Section 2. The masculine pronoun, as used here, shall mean the masculine or feminine, wherever applicable.

Attachment A:

12/09/01 Final Recommendation of the “Friends of” Task Force

One Audubon Membership

Audubon Membership will consist of two categories of members: National Members and Chapter Members.

For purposes of external communication, there will be one Audubon membership, which is a combination of National Members and Chapter Members. When communicating externally, we will not distinguish between our internal membership categories. When either a Chapter or National refers to Audubon membership, each may refer to our total joint membership.

For purposes of internal administration, such as allocating revenue, voting for officers and directors, renewal, servicing, financial solicitation, benefits, minimum contribution levels, and data management, the following guidelines will apply¹:

NATIONAL MEMBERS

Any person who contributes \$20 or more to the National Audubon Society is a National Member. Chapters are encouraged to recruit National members, and Audubon will continue to encourage Chapter recruitment of members. The following guidelines apply to National Members:

- National Members may vote for directors and officers of the National Audubon Society, as well as for directors and officers of their Chapter according to Chapter bylaws.
- National Members will receive Audubon Magazine.
- This policy does not impact the Membership Dues policy set by the Board of Directors.
- National Member names in Chapter territories will be shared with Chapters on a regular basis.
- Chapters may solicit Chapter Members and National Members as they deem appropriate. National Members may opt out of receiving solicitations or mailings, by notifying either National or the Chapter. National and the Chapters should forward to each other any requests by National members who wish to not receive Audubon communications.
- National Audubon Society will renew and service National Members, and determine what benefits apply to National Members.

CHAPTER MEMBERS

Chapters may develop their own “Chapter Member” program where a person who makes a minimum contribution to a Chapter is a Chapter Member. The following guidelines apply to Chapter Members:

- Each Chapter will determine the minimum contribution required for Chapter Membership.
- Chapter Members may vote for Chapter directors and officers according to Chapter by-laws.
- Chapters retain all contributions they receive made to the Chapter.
- Chapters will share Chapter Member names with National Audubon Society on a regular basis.
- Each Chapter will renew and service its Chapter Members, and determine what benefits apply to its Chapter Members.
- National Audubon Society may solicit Chapter Members by mail or telephone up to three times annually. National Audubon and Chapters will cooperate in good faith to coordinate financial solicitations to the extent possible.
- Chapter Members may opt out of receiving solicitations or mailings from National, by notifying either National or the Chapter. Chapters should forward to National any requests by Chapter members who wish

to not receive Audubon communications. Chapter Members names will not be sold to outside organizations through list rentals.

- Chapter Members will not receive Audubon Magazine unless National Audubon Society elects to provide it at its own expense.

- It is important for Chapters to maintain their 501(c)(3) tax-exempt status with the IRS so they can legally accept tax-deductible contributions.

In all cases, the intent of the donor/member must be respected, and all Audubon policies should be aimed at assuring that the wishes of the donor/member are given first priority.

¹ The term “Chapter Member” refers to a member who belongs to a Chapter only while “National Member” refers to a member who belongs to both National and their local Chapter (if there is one).

Attachment B: AUDUBON CHAPTER POLICY 2001

PREAMBLE

Since 1986, when the last version of the Chapter Policy was approved, the National Audubon Society has undergone significant changes. Under the 1995 Strategic Plan, Audubon has decentralized significantly and committed to the establishment of State Programs. The goal of this decentralization from nine regional offices to ultimately 50 State Programs is to be more effective in achieving our mission at the state and local levels recognizing Audubon's unique network of 508 local Chapters. While we recognize that the process of creating State Programs has not been completed, Audubon is committed to having a State Program available to every Chapter.

This major shift in organizational structure has positive results for Chapters; a strong and lasting partnership between Chapters and National Audubon Society through their State Office is a critical element for the future of Audubon. These partnerships enable us to advance Audubon programs and philosophy at the local, state and national level with great effectiveness. This revised Audubon Chapter Policy is intended to define and strengthen the working relationships between Chapters and all other parts of Audubon, so that we can become the most effective advocate for the stewardship that conserves and restores our precious natural resources.

The success of Audubon depends on the dedication of members, Chapter leaders, staff, State Board and National Board members working together in pursuit of our common goals. This Chapter Policy governs the relationship between the National Audubon Society and its Chapters. When a Chapter of the National Audubon Society is chartered or annually re-certified, both the Chapter and National Audubon Society - agree to abide by this Chapter Policy.

BOX: In this document "member" means an individual recognized by the National Audubon Society as a member. "Chapter" or "Audubon Chapter" is defined in Section I.E. The "State Program" is the strategic plan, activities, and functions of the State Office and its Board; State Offices are part of the National Audubon Society. "National" means the National Audubon Society staff and Board of Directors; and "Audubon" means all Audubon members, all Audubon Chapters, all State Offices and other program offices, and the National Audubon Society staff and Board of Directors.

AUDUBON CHAPTER POLICY 2001

"The mission of the National Audubon Society is to conserve and restore natural ecosystems, focusing on birds, other wildlife, and their habitats for the benefit of humanity and the earth's biological diversity."

I. THE RELATIONSHIP BETWEEN NATIONAL AND CHAPTERS

As an organization, all parts of Audubon are unified by a common philosophy, a commitment to a shared mission, shared membership, two-way financial and programmatic support, the cooperation of staff and volunteers, and mutual trust and respect. The effectiveness of the National/Chapter partnership depends on each of these elements and an acknowledgment of the extent to which National and Chapters depend upon each other.

A. Audubon is committed to a policy of decentralized decision-making in which Chapter Boards are the primary decision makers in local communities; State Boards are the primary decision makers for state issues; and the National Board is the primary decision maker at the national level, coordinating the entire Audubon effort to achieve our shared mission. This three-way partnership integrates Audubon's efforts to conserve and restore natural ecosystems, focusing on birds, other wildlife, and their habitats, and to create a Culture of Conservation throughout the country.

B. Neither Chapters nor the National Audubon Society exist in isolation - we are part of a nationwide collaborative Audubon network. In order to best serve a shared membership and to combine our respective strengths in a unique partnership, State Offices and Chapters are encouraged to collaborate as active partners in developing and implementing their state and local programs. This cooperative

relationship depends upon responsive communication among State and Chapter Boards and Audubon staff to address shared concerns and to keep all parts of the Audubon network informed.

C. It is in our best interest to cooperate whenever possible and the State Boards provide the vehicle for developing cooperative positions on local, state and national issues. However, Chapters may develop programs and pursue solutions to local conservation issues that they determine to be important without the approval or assistance of National. In a similar way, National may develop programs and pursue solutions to national conservation issues without local Chapter approval or assistance. The essential links are our mutual philosophical commitment and respect that provide room for occasions when Chapters and National differ.

D. The primary liaison between National and Chapters is Audubon staff in the appropriate State or National office. (Chapter participation in decision-making is covered in Section IV.) State Offices or the Chapter Services Office help develop and implement National Audubon Society programs with Chapters.

E. A Chapter is an organization of Audubon members that is chartered and annually re-certified by National to function in a designated geographic area. A Chapter territory consists of postal zip codes that are assigned by National in consultation with the Chapter and its State Office. It is the general intent to assign a geographical area so that members who live within it can easily attend meetings and take part in Chapter activities, and in general become part of a local Audubon community. From time to time, Chapter territories may need to be adjusted to accommodate growth, new Chapter formation, or for other reasons. The National Audubon Society reserves the right to review and approve all such adjustments. Adjustments to territories will not proceed without discussion between those Chapters affected and the State Office or Chapter Services Office. All efforts will be made to come to mutually agreed-upon Chapter boundaries.

F. Audubon Membership will consist of two categories of members: National Members and Chapter-Only Members. For purposes of external communication, there will be one Audubon membership, which is a combination of National members and Chapter-Only Members. For purposes of internal administration, the One Audubon Membership Policy will apply (adopted by the National Audubon Society Board in December, 2001). All Chapter-Only members are encouraged to be members of the National Audubon Society also. The minimum National membership dues shall be established by National. All National members who reside in a Chapter territory are assigned to their respective Chapter; a Chapter serves members throughout its territory. The list of National members is owned by National and may not be given, rented, leased, or exchanged without the consent of National.

G. Neither Chapters nor National shall enter into any commitment binding on the other without written authorization to do so.

H. Chapters in good standing may use the Audubon trademark and logo to identify their affiliation with NAS, provided that any such use is pursuant to guidelines issued by NAS.

II. ESSENTIAL ELEMENTS OF A NATIONAL AUDUBON SOCIETY CHAPTER

A. A Chapter of the National Audubon Society is an organization that enables Audubon members and others to meet and share an appreciation of their common interests, creating a culture of conservation in their community through education and advocacy focusing on the conservation and restoration of birds, other wildlife and their habitats.

B. A Chapter is committed to:

- furthering the shared mission of the National Audubon Society and its Chapters, advocating for the restoration and conservation of birds, other wildlife and their habitats;

- providing educational programs and activities that are science-based, that foster an appreciation and understanding of the natural world, and that promote a conservation ethic;
- empowering citizens with the knowledge and means to be effective environmental advocates in order to bring about a Culture of Conservation;
- maintaining active communication and outreach to all its members and to the broader community in furtherance of the above goals;

C. A Chapter of the National Audubon Society and its State Program are encouraged to engage in partnership as opportunities arise.

III. THE ROLE OF A CHAPTER IN FULFILLING THE ESSENTIAL ELEMENTS

A. The mission of the National Audubon Society emphasizes that Audubon is an organization dedicated to conserving and restoring birds, other wildlife and their habitat. Chapters are expected to be actively engaged in fostering and advocating for the conservation and restoration of birds, other wildlife and their habitat.

B. Environmental education programs that enable people to interact with nature are powerful tools for imbuing environmental values. Through their meetings for members and the public, school programs, special events, field trips, Christmas Bird Counts, nature centers and other activities, Chapters educate the public about the value of birds, other wildlife, and habitat while providing their community with outstanding opportunities to appreciate and enjoy the natural world.

C. A Chapter is a primary vehicle through which members participate in Audubon activities furthering the mission of the National Audubon Society and its Chapters, including grassroots advocacy on conservation issues, developing and implementing education programs, and working on other priority Audubon projects. In addition, National may work directly with members on important conservation and education programs as necessary.

D. Chapters are encouraged to employ communications appropriate to their communities as an integral part of their annual and long-term goals. Membership recruitment is an important component of communication and outreach to the community; Chapters should actively recruit new Audubon members, who are essential to the health and effectiveness of any community-based volunteer organization.

E. Chapters, State Programs and National serve a shared membership and work together in a unique partnership that combines the strengths of a local, state and national presence. While Chapters devote a major part of their efforts to locally identified issues and programs, they are also critical to the pursuit of Audubon's goals at the state and national levels. (Section IV. clarifies Chapter participation in decision-making.)

F. Chapters may raise funds locally for local Audubon programs and may also assist in raising funds for priority State or National projects or programs.

G. Audubon State Board committees and/or Audubon councils provide a forum through which Chapter leaders and Audubon staff meet on a regular basis and coordinate their activities on issues of common concern.

IV. CHAPTER PARTICIPATION IN DECISION-MAKING

The primary liaison between National and Chapters is Audubon staff in the appropriate State or National offices. Chapters are encouraged to communicate with the National Board through the regionally nominated board members. Chapter input to National decision-making on issue priorities, program direction, overall National policy, and nomination of National board members is channeled primarily through the State Offices or other Audubon staff where appropriate.

A. Chapters, along with Audubon staff and the National Board, play an important role in selecting state, regional and national conservation issue priorities for the National Audubon Society. Chapters participate in the development of policies and strategies primarily through processes coordinated by Audubon staff in State or National offices. National Audubon Society policies are set by the National Board.

B. Conservation Issue Priorities: Working with Audubon staff in State or National Offices, Chapters biennially identify and rank National Audubon Society priority issues at the state, regional and/or national level. The results are incorporated by Audubon staff into a list of suggested priority action goals. These suggested goals are reviewed, modified and adopted by the National Board of Directors as an Audubon Action Agenda every two years. This process is intended to provide an opportunity to encourage Chapter participation in the development of Audubon's policy agenda.

C. National Program Priorities: National program priorities are the means for achieving the National Audubon Society's goals and objectives. National welcomes Chapter suggestions for National program priorities. Suggestions should be channeled through State Office staff or regionally nominated National Board members.

D. Decisions that directly affect the relationship between National and Chapters: When there are proposed changes in the Chapter Policy or other issues that directly affect Chapters, National will broadly solicit and carefully consider Chapter views.

E. Provision for regionally-nominated directors is included in the National Audubon Society bylaws. Chapters in each of the nine Audubon regions have a right to vote for a nominee from the region for the National Board of Directors. On a three-year cycle, three regions vote each year for a nominee who, if elected by the full National membership, serves for a three-year term. Only Chapters chartered as of June 30 of the previous year are eligible to vote for a nominee. The number of ballots each Chapter may cast is dependent on the number of members in the Chapter as of June 30 of the previous year as determined by the National Membership Department. All Chapters receive a nomination packet during the summer of the year prior to the year when the campaigning, election and nomination take place. All questions regarding the nomination process should be directed to the Chapter Services Office, which is responsible for coordinating the mailings and collecting and counting the ballots. The National Board does not specify the details by which Chapters determine who they will vote for in regional elections except to say that each Chapter is responsible for developing and carrying out its election in a fair and appropriate fashion. Whether the election is by membership vote, action of the directors, or otherwise, the Chapters are required to provide reasonable notice of all aspects of the election process to the members.

F. Nomination of Non-Regionally Nominated Candidates for the Board of Directors of the National Audubon Society: Any Chapter or member of the National Audubon Society may submit the name of an individual as a candidate to the Nominating Committee for its consideration.

V. ANNUAL CHAPTER REQUIREMENTS AND REVIEW

Every year, each Audubon Chapter renews its Chapter charter through a re-certification process primarily focused on an Annual Report. Through the Annual Report, Chapters summarize significant programs, activities and accomplishments of the preceding year and share plans for the coming year. These reports are submitted to the State Office or Chapter Services Office (if there is no State Office). In the process of reviewing Annual Reports, each State Board and staff (or Chapter Services Office) has the opportunity to become familiar with the goals of the Chapters, and to identify opportunities to collaborate with, support, celebrate, and assist those Chapters. Timely response to the Annual Reports addresses any problems raised and works to build strong working relationships.

A. In order to maintain its status as a certified Audubon Chapter, each Chapter has the responsibility to ensure that its programs reflect the Essential Elements of a Chapter and to submit an Annual Report by a specified date to its State Office or Chapter Services Office (if there is no State Office). The Annual Report will include the following elements:

1. Annual Plan. Chapters are responsible for developing goals and objectives for the coming year. To strengthen and build their capacities and effectiveness, Chapters are encouraged to hold annual planning meetings or retreats to review, modify or re-commit to major goals and objectives. Chapters are also encouraged to prepare a long-range plan or a document identifying the major, long-term goals of the Chapter. State Offices will provide models for plans and will assist the Chapters in their planning processes as time and resources allow.

2. Previous Year Summary. A report of accomplishments toward achieving the Chapter's Annual Goals, and progress towards the goals identified in the long-range plan if there is one. Include specific requests for State Office assistance, if needed.

3. Financial Report. A Chapter Financial Report Form or a copy of the Chapter's IRS Annual Information Return, Form 990.

4. Chapter Changes. Any changes in the Chapter's certificate of incorporation, bylaws and/or federal 501(c)(3) tax status. National maintains a repository of these records to assure continuity for future Chapter use.

5. Chapter Leaders Report Form. Chapters are also encouraged to send updates of the Chapter Leaders Report Form as officers change throughout the year to assure timely communication and coordination with the volunteer leadership.

B. The National Board delegates to the State Boards the authority and responsibility to annually review all Chapters in their respective states and to make suggestions for improving Chapter effectiveness. For states without a State Board, the Chapter Services Office will conduct the annual review.

C. In order to be chartered, Chapters were previously required to include a number of specific provisions in their Bylaws. These provisions set forth details of the relationship between National and Chapters regarding membership, membership dues, required meetings, committees and activities, binding commitments, probation and discontinuance. In light of current changes to this Policy, many of these provisions have become obsolete. In addition, the provision on probation and discontinuance has changed and will need to be amended.

As a result, now each Chapter needs only to include in its Bylaws the language of Section I.G. regarding mutually binding commitments and Section V.D. regarding probation and discontinuance. A Chapter may choose to delete from its Bylaws all other previously required sections.

Alternatively, a Chapter may amend its Bylaws by removing all previously required provisions and adding the following: "The relationship between this Chapter and the National Audubon Society shall be governed by the Chapter Policy."

D. Change of Chapter Status

Circumstances may arise under which either a Chapter or National may choose to reconsider their relationship. These situations include but are not limited to: (i) a Chapter becoming inactive or ceasing operations, (ii) a Chapter choosing to adopt policies or pursue activities that are in conflict with or do not fulfill this Chapter Policy, and (iii) a Chapter deciding to terminate its certification as a Chapter of the National Audubon Society.

In such situations, it is the responsibility of the State Director or Chapter Services Office (in states without a State Office) to work with the Chapter to attempt to return the Chapter to full activity or to compliance with the Chapter Policy. The State Director or Chapter Services Office is encouraged to use whatever tools or resources are needed to restore the Chapter to full Chapter activity or to compliance; options might include formulation of a remedial plan, or designation of "reorganization" status for Chapters needing additional time with temporary suspension of dues share and access to the mailing list.

If the Chapter is not able or willing to return to full activity or to compliance, then the State Director, acting after consultation with the State Board, or the Chapter Services Office (for Chapters in states without a State Office) may recommend to the Senior Vice President for Field Operations (SVP) that Chapter de-certification is warranted and request revocation of a Chapter's charter. If that recommendation is approved, the SVP will provide sixty (60) days written notice of de-certification to the Chapter President.

Any Chapter, by vote of its Board, may revoke its charter and cease to be a Chapter of National by providing sixty (60) days written notice of such decision to its State Director or the Chapter Services Office (for Chapters in states without a State Office).

In any case, each member of the Chapter will remain a member of National for as long as their Audubon membership is current.

VI. NATIONAL'S COMMITMENT TO CHAPTERS

A. In recognition of the importance of Chapter work in achieving National Audubon Society goals and carrying out programs at the local, state and national levels, National seeks to provide resources and services to Chapters including the following:

1. State Office staff to work with Chapters in each state to develop and conduct programs and to raise and allocate funds in order to best achieve the Audubon mission and goals in their state;
2. Financial support as defined by the Membership Policy;
3. Training and development of leadership, fund-raising, and recruitment skills;
4. Membership recruitment, renewal and record keeping services, including assignment of members residing in the Chapter's territory;
5. Education support in the form of resource materials, program development, and center development and management, as described in the State Program or as available from National;
6. Advocacy support in the form of resource materials and staff assistance as described in the State Program or as available from National;
7. Publications that establish a common Audubon identity and distribute information of interest to members and the public;
8. Technical assistance to Chapters on issues and programs that support Chapter efforts;
9. Timely communications regarding current Audubon issues, programs and policies including the National Audubon Society Annual Report; and
10. Timely review of and response to Chapter Annual Reports.

B. National will provide Chapters with optional guidelines for creating Annual Plans as well as long range plans, and with sample plans for their adaptation or modification and use. Creative membership recruitment and development materials, tied to programs, will also be developed and shared with Chapters. State Boards and staff may assist Chapters in developing their plans, if requested.

VII. FINANCIAL RELATIONSHIP

Financial resources for Chapter activities are an important element in maintaining the Chapter network. National provides a net dues share to the Chapter for each assigned member as defined in the Membership Policy. The current Membership Policy was adopted by the National Audubon Board in September, 2000 and implemented in July, 2001 and may be obtained from the Chapter Services Office.