

**BYLAWS
OF
PALOUSE AUDUBON SOCIETY, INC.**

**ARTICLE I
MEMBERSHIP**

Section 1: Any person interested in the purpose of the Palouse Audubon Society is eligible for membership.

Section 2: Annual dues of membership shall be \$15 with the exception of new National Audubon Society members who will be assessed dues following their first year of membership.

Section 3: All members shall enjoy all the rights and privileges pertaining to the members of this society.

Section 4: Membership dues shall be payable in September.

Section 5: Should renewal of membership dues not be paid within six months after the time they are payable, a member so in default shall forthwith be dropped from the rolls.

**ARTICLE II
MEETINGS**

Section 1: Regular meetings of the Society shall be held monthly, usually on the Third Thursday of each month from September through May.

Section 2: The Annual Meeting of the Society shall be held on the third Thursday in March, at which time new officers will be installed.

Section 3: Ten members in good standing shall constitute a quorum for the transaction of business at any duly called regular or special meeting.

Section 4: Special meetings may be called by the President, or pursuant to a resolution of the Board. Ten days written notice of such special meeting, stating objectives thereof, shall be given each member at the member's last known post office address.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1: The control and conduct of business of the Society shall be vested in its Board of Directors. The Board shall determine the policies of the Society. The Board shall include (a) the elected officers, (b) chairmen of Standing Committees, and (c) the immediate past president.

Section 2: Regular meetings of the Board shall be held on the second Tuesday of each month, September through May.

Section 3: A majority of the Board shall constitute a quorum at any meeting.

Section 4: Special meetings of the Board may be called by the President or upon the request of the majority of the Board.

ARTICLE IV OFFICERS

Section 1: The elected Officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer. The President shall hold office for a two- year term. All other officers shall serve for one (1) year terms.

Section 2: A vacancy in the office of the President or in any other office shall be filled by the majority vote of the Board of Directors to hold office until the next annual meeting at which time the vacancy shall be filled in the regular way. In the case of a vacancy in the office of the President occurring during the term of the Vice-President, the latter shall immediately succeed to the office of President.

Section 3: The President shall be the Chief Executive Officer of the Society, Chairman of the Board of Directors, and an ex-officio member of all committees and shall perform all other duties associated with the office of President.

Section 4: The Vice-President shall assist in carrying out the President's duties and shall preside at all meetings in the absence of the President.

Section 5: The Secretary shall keep a record of all proceedings of the Board and the Society, and shall conduct all the correspondence of the Society.

Section 6: The Treasurer shall have custody of the Society's funds and shall disburse the funds as may be ordered by the Board. The Treasurer shall report to the Board of Directors at their regular meetings, or as requested. The Treasurer will prepare an annual report on the financial condition of the Society for distribution to the members at the annual meeting of the members, and a copy of which shall be forwarded to the National Audubon Society.

Section 7: All checks and drafts of the Society may be signed by the Treasurer, the President, or the Vice-President.

ARTICLE V NOMINATING COMMITTEE

Section 1: The Board of Directors shall annually appoint prior to the third Thursday of January a Nominating Committee to consist of not less than three (3) members. The names of the members of the Nominating Committee shall be made known to the membership of the Society and suggestions for nominations for officers may be submitted to the Committee by any member of the Society.

Section 2: The Nominating Committee shall nominate candidates for officers to succeed those whose terms of office expire. Its report shall be presented to the membership at a regular meeting one month prior to the Annual meeting.

Section 3: Nothing herein contained shall prevent nominations of officers from the floor at the time of the meeting at which elections are to be held.

ARTICLE VI ELECTIONS

Section 1: The election of officers shall take place at a regular meeting of the members ONE MONTH prior to the Annual Meeting. The officers will be installed at the Annual Meeting.

Section 2: Officers presented by the Nominating Committee shall be elected by a voice vote of the membership present at the regular members meeting ONE MONTH

prior to the Annual Meeting, or by motion of the membership instructing the Secretary to cast a unanimous ballot in favor of the recommendations presented by the Nominating Committee: Provided, however, if there is more than one candidate for any office, the election to such office shall be by ballot with the winner receiving the majority vote of the ballots cast.

ARTICLE VII COMMITTEES

Section 1: The President, with the approval of the Board of Directors, shall appoint chairmen of Standing Committees who, in turn may select their own committee members with recommendations and suggestions from the Board. Terms of office shall be for one year or until their successors are appointed (but no Chairman shall serve more than three consecutive years for the same committee. Standing committees shall be composed of not less than three (3) members.

Section 2: The President, with the approval of the Board of Directors, may appoint Special or Task Force Committees whose terms of office will be determined by the length of the assignment to be done.

Section 3: Standing Committees of the Society shall be as follows:

MEMBERSHIP COMMITTEE - The President shall appoint a Membership Chairman. This committee shall cooperate with the Membership Department of the National Society by such measures as obtaining lists of names and addresses of potential members residing within the allotted territory of this Society. This committee shall also conduct membership campaigns and attempt to obtain the continuing membership of those who have become delinquent in the payment of their dues.

PROGRAM COMMITTEE - The President shall appoint a Program Chairman. The duty of this committee shall be to make all plans and arrangements for the regular meetings of the Society, and promote interest and appreciation through lectures, discussions, exhibits, publications, and meetings.

CONSERVATION COMMITTEE - The President shall appoint a Conservation Chairman. This committee shall keep informed on local, state, and national governmental policies and actions affecting natural environment and the conservation of natural resources, advise the Board of Directors, and carry out the policies of the Society. This committee shall also endeavor to coordinate its actions with the policies and activities of the National Audubon Society insofar as conservation measures and policies of national scope are concerned and keep the National Audubon Society informed of such actions.

EDUCATION COMMITTEE - The duty of this committee shall be to further the Educational Services of the National Society; to encourage the schools and colleges of the community to conduct courses in or otherwise stress natural history, ecology, and conservation; to conduct lectures and/or work- sponsorship by the local Society of Audubon Junior Clubs and through other means to inform and educate the public about the natural environment.

FIELD TRIP COMMITTEE - The President shall appoint a Field Trip Chairman. The duty of this committee shall be to plan, organize, and arrange for the

proper conduct of field trips, that may be participated in, not only by members of the Society, but by non-members and friends.

HOSPITALITY COMMITTEE - The President shall appoint a Hospitality Committee Chairman. The duty of this committee shall be to plan and conduct such social gatherings of the members, or to provide the social aspects of regular meetings such as refreshments, as may seem desirable to the Board of Directors.

PUBLICITY COMMITTEE - The President shall appoint a Publicity Chairman. The duty of this committee shall be to publicize, through newspaper, radio, TV, and other publicity media, the purposes and program of the Chapter.

PUBLICATIONS COMMITTEE - The President shall appoint a Publications Chairman. The duty of the committee shall be to publish a Bulletin or newsletter for the members of the local Society and to prepare any other publications helpful to the on-going programs of the local chapter.

ARTICLE VIII CHAPTER POLICY

The relationship between this SOCIETY and the NATIONAL SOCIETY shall be governed by the Chapter Policy.

ARTICLE IX PARLIAMENTARY AUTHORITY

In matters not covered by these By-Laws, Roberts Rules of Order shall govern.

ARTICLE X AMENDMENTS

The Constitution and By-Laws may be amended by a majority vote of members in good standing present at any regular meeting or at any special meeting thereof, regularly called, provided a quorum is present, and provided further that notice of such amendments shall have been mailed to each member of the Society at the member's last known address at least fifteen days before said meeting.

Bylaws were adopted during the membership meeting held in Room 301, Life Science Building, University of Idaho, Moscow, Latah County, Idaho on September 16, 1971. Amendments were adopted during membership meetings at the 1912 Building, 3rd and Adams, Moscow, Idaho on October 16, 2003 and May 19, 2004.