

**CONSTITUTION OF GREAT SALT LAKE AUDUBON**  
**Updates Approved by the Board on July 25, 2017**

**ARTICLE I**  
**NAME**

This organization shall be known as GREAT SALT LAKE AUDUBON (hereinafter called GSLA).

**ARTICLE II**  
**PURPOSE**

Section 1. The purpose and objectives of GSLA shall be to engage exclusively in any such educational, scientific, literary, historical and charitable pursuits as are set forth in its Certificate of Incorporation, if any, and/or are the purposes and objectives of National Audubon Society, Inc., (hereinafter called NAS), of which GSLA shall function as a Chapter, and said purposes and objectives shall conform to the provisions of Section 501(c) (3) of the Internal Revenue Code.

Section 2. GSLA 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 GSLA are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income of GSLA shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private shareholder or individual. Upon the dissolution, or upon abandonment, the assets of GSLA remaining after payment of, or provision for, all debts and liabilities of GSLA, shall be donated to NAS or its successor or, if unwilling or unable to accept said donation, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objectives and purposes as GSLA, as the Board of Directors of GSLA 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 OF GREAT SALT LAKE AUDUBON**  
**Updates Approved by the Board on August 4, 2015**

**ARTICLE I**  
**MEMBERSHIP**

Section 1. Any person interested in the purposes and objectives of GSLA is eligible to apply for membership. Persons may join either through the NAS or local membership or both. In the event of a dual membership, only one vote is granted to the individual.

Section 2. The membership dues for NAS shall be as established by NAS. Membership dues for local membership shall be established by GSLA.

Section 3. Membership dues shall be payable at the time of application and annually thereafter. Should renewal of membership dues not be paid within four months after due date a member in default may be dropped from the rolls.

Section 4. Each membership shall have the right to cast one vote at the annual meeting if voting is necessary 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.

Section 5. A local member of GSLA shall be entitled to receive the Pelican newsletter and participate in all membership-based activities of GSLA.

**ARTICLE II**  
**MEETINGS**

Section 1. Regular meetings of members shall be held on the 3rd Tuesday of each month in September, October, November, January, February, March, April and May, but such regular meetings shall be held not fewer than six times in any calendar year.

Section 2. The annual meeting of members shall be held on the 3rd Tuesday of May each year, at which time the results of the elections will be announced, new Officers will be installed, and a complete summary of GSLA's operations for the preceding year shall be rendered by the President or such others as the President shall designate.

Section 3. Notice of the annual meeting, special meetings and regular meetings, at which GSLA business is to be transacted, shall be given not less than fourteen days nor more than ninety days before the date of the meeting. Notice of such meetings will be published in GSLA's newsletter, web page, e-mail calendar, and social media.

Section 4. Special meetings of members may be called by the President or pursuant to resolution of the Board, or by petition of not less than one-tenth of all members entitled to vote.

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

Section 6. A minimum of ten GSLA members in good standing shall constitute a quorum at general member meetings where GSLA business is conducted.

### **ARTICLE III BOARD OF DIRECTORS**

Section 1. The duties of the Board of Directors (hereinafter called BOARD) are to determine GSLA's mission, set goals and objectives and to work towards their achievement. The BOARD delegates responsibility for day-to-day operations to any committees established by the BOARD. The BOARD shall include the Officers, Immediate Past-President, Newsletter Editor, and up to eight elected Directors.

Section 2. The Directors shall be ratified by a majority vote of the GSLA members attending the annual meeting, each for a two-year term.

Section 3. No one individual shall serve for more than two consecutive terms as a Director of the BOARD, except in the case where a suitable replacement cannot be found or if an individual who after two terms of consecutive service as a director on the BOARD is elected an Officer, and as such may serve one additional term as set forth in Section 4, ARTICLE III hereinafter. Individuals may serve again after a 2-year hiatus.

Section 4. All Director candidates must be active GSLA members and are encouraged to also be members of NAS. All candidates must receive a copy of the bylaws prior to their acceptance to serve on the BOARD.

Section 5. If by reason of resignation or death, or for any other reason, vacancies exist whereby the BOARD has not the full complement of Directors, the BOARD may proceed to elect a Director or Directors to fill such vacancies and the Director or Directors so elected shall serve out the full term of that position. When for such purpose, a Director has been elected for less than a full term, such part term shall be disregarded with respect to his/her qualification for re-election for additional consecutive terms, as set forth in Section 3, ARTICLE III hereinabove. The duties of a Director are to attend at least two-thirds of the BOARD meetings a year, serve on at least one committee, and assist with fund raising for the organization.

Section 6. There shall be a monthly meeting of the BOARD.

Section 7. The President shall call special meetings of the BOARD. The Secretary, upon request of the majority of the BOARD, may also call a special meeting.

Section 8. A majority of the members of the BOARD shall constitute a quorum at any meeting of the BOARD.

Section 9. The President or, in his/her absence, the Vice President, shall act as

Chairperson at any meeting of the BOARD. In the absence of both the President and the Vice President, the BOARD shall designate any other member of the BOARD to act as Chairperson at such meeting.

Section 10. Votes may be conducted via email (and phone for those without email) should an urgent issue requiring a decision arise before the next scheduled Board meeting. All voting Board members will be polled in such votes. If the vote is unanimous, the decision will stand. If the vote is not unanimous, the decision will be tabled until a face-to-face meeting to discuss the matter further can be arranged.

## **ARTICLE IV OFFICERS**

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

Section 2. The Officers shall serve a two-year term. All officers are eligible for re-election to their respective offices for two consecutive terms, or may continue to serve until a suitable replacement is found. Individuals may serve again after a 2-year hiatus.

Section 3. The Officers shall be ratified by the members attending the annual meeting.

Section 4. All Officer candidates must be active GSLA members and are encouraged to also be members of NAS and must have agreed to serve. All candidates must receive a copy of the bylaws prior to their acceptance to serve on the BOARD.

Section 5. If by reason of resignation or death, or for any other reason, an office shall become vacant, the BOARD may proceed to elect, by majority vote, such Officer to fill the vacancy and the Officer so elected shall serve out the full term of the position. When, for such purpose, an Officer has been elected for less than a full term, such part term shall be disregarded with respect to his/her qualification for re-election for a full term or for additional consecutive terms, as set forth in Section 2, ARTICLE IV hereinabove. If an office shall become vacant, the BOARD may appoint an Officer to fill the remainder of the term, except in the event of a vacancy in the office of President where the Vice President shall become the Acting President.

Section 6. The President shall oversee the affairs of the BOARD. He/she shall also be an ex-officio member of all committees. He/she shall preside at all meetings of the BOARD, subject to section 8, ARTICLE III.

Section 7. The Vice-President shall assist the President in duties. In the absence of the President, the Vice-President shall oversee the affairs of the BOARD, subject to instructions by the BOARD.

Section 8. The Secretary shall keep a record of all meetings of the BOARD. The Secretary shall transfer the permanent file of minutes to GSLA's permanent electronic repository, which shall be accessible by all officers or directors.

Section 9. The Treasurer shall have custody of GSLA's funds and shall disburse such funds as may be directed by the BOARD. The Treasurer shall report to the BOARD at its regular meetings or as requested by the President. The Treasurer creates and maintains the annual budget. The Treasurer shall prepare an annual report on the financial condition of GSLA. The Treasurer shall furnish a timeline by August to the BOARD of when all Federal and State reports or filings are required, and furnish the BOARD with a copy of such reports or filings. The Treasurer must sign all checks and drafts of GSLA and one other director as listed on the bank's signature cards. Checks and drafts of GSLA for an amount exceeding \$250.00, when such checks and drafts are not for a purpose specified in the budget, shall require approval of the BOARD. Checks and drafts of GSLA made payable to the Treasurer must be signed by the President and one other director as listed on the bank's signature cards and cannot be signed by the Treasurer.

## **ARTICLE V EXECUTIVE DIRECTOR**

Section 1. The BOARD shall appoint an Executive Director when deemed appropriate.

Section 2. The Executive Director shall be responsible for day-to-day activities of GSLA, including carrying out the BOARD's goals, objectives and policies.

Section 3. The Executive Director shall carry out the job duties defined in the executive director job description and attends all BOARD meetings reporting on the progress of the organization. The BOARD may also assign other duties.

Section 4. The job description for the Executive Director shall be reviewed annually and revised, as needed, in coordination between the Executive Director and the BOARD.

Section 5. The Executive Director shall be an ex-officio member of all committees.

Section 6. The job performance of the Executive Director shall be reviewed annually by the BOARD. The BOARD reserves the right to hire, evaluate and, if necessary, fire the Executive Director.

## **ARTICLE VI STANDING COMMITTEES**

Section 1. The President with the approval of the BOARD, shall appoint Chairpersons of Standing Committees who, in turn, may select their own committee members with recommendations and suggestions from the BOARD

Section 2. The President, with the approval of the BOARD, may appoint special Ad Hoc Committees whose terms of office will be determined by the length of the assignment to be done.

Section 3. Terms of office for Committee Chairpersons shall be designated at the

discretion of the BOARD.

Section 4. Committee Chairs shall oversee meetings of their committees, be responsible for overseeing and approving their committee's budgets, be responsible for creating their committee's goals in accordance with the strategic plan established by the BOARD. Committee Chairs may also be required to report to the BOARD at the direction of the President.

### **AUDUBON COUNCIL**

The Audubon Council is comprised of representatives of each of the Audubon chapters in the State of Utah. Great Salt Lake Audubon shall have one representative to the Audubon Council. The President shall appoint GSLA's Audubon Council Representative.

### **DEVELOPMENT COMMITTEE**

The Development Committee shall work on fundraising for GSLA, including grant writing.

### **MEMBERSHIP COMMITTEE**

The Membership Committee shall maintain close contact with the Membership Department of NAS. It shall keep GSLA's membership records and shall conduct membership campaigns to enroll new and retain current members.

### **PROGRAM COMMITTEE**

The Program Committee shall make all plans and arrangements for the regular meetings as may promote interest in and appreciation for the stated purposes of GSLA, except for matters relating to GSLA business that may be transacted at such meetings.

### **FIELD TRIP COMMITTEE**

The Field Trip Committee shall plan, organize and arrange for field trips that may be participated in by members of GSLA and others interested in the purposes and aims of GSLA.

### **PUBLICITY COMMITTEE**

The Publicity Committee shall publicize through newspapers, radio, TV, email, internet and other publicity media, the purposes, aims and programs of GSLA.

### **CONSERVATION COMMITTEE**

The Conservation Committee shall be responsible for keeping informed on local, state and national governmental policies and actions that affect the natural environment and conservation of natural resources. It shall initiate steps to alert the membership to environmental and conservation problems on the local, state and national level. Correspondence, representing any official views of GSLA, shall be reviewed by the

BOARD prior to submission. Individual members (including staff, BOARD members, and committee members) may submit correspondence on environmental issues as individuals, but they may not represent GSLA without prior approval. It shall endeavor to coordinate the actions of GSLA with the policy and activities of NAS insofar as conservation measures and policies of national scope are concerned. It shall keep NAS informed of such actions. The committee chair shall be responsible for filing all position statements and comment letters in the GLSA permanent electronic repository.

### **RESTORATION COMMITTEE**

The Restoration Committee shall work to oversee properties owned or managed by GSLA.

### **EDUCATION COMMITTEE**

The Education Committee shall further the educational objectives and programs of GSLA, and shall maintain close contact with the Environmental Information and Education Division of NAS.

### **FINANCE COMMITTEE**

The Finance Committee shall be chaired by the Treasurer or other appointed Board-appointed Committee member and plan the annual budget of GSLA, members shall assist the Treasurer in the preparation of financial reports, and make recommendations and carry out plans for obtaining financial support for GSLA. A financial statement must be sent to NAS each year by either the Treasurer or Finance Committee.

The Finance Committee shall be responsible to the BOARD for developing appropriate policy of GSLA investments in funds and securities. If, as a condition of a gift, a donor directs the organization to hold securities in a corporation that the Committee deems to be in conflict with GSLA's mission, the BOARD reserves the right to decline the gift. The investment of GSLA funds that are deemed less than long term (needed sooner than five years) will be held in federally insured accounts. Grants from foundations, federal, state and other non-profit agencies will always be held in federally insured accounts.

From time to time, GSLA may seek grants, donations or other funds from various local, state, or federal government departments or agencies (Government Funds).

To the extent any such Government Funds are provided to GSLA, GSLA's Treasurer shall have the following responsibilities: 1) to manage such Government Funds; 2) to ensure that the use of the Government Funds is consistent with the terms of any restricting language relating to the grant of the Government Funds; 3) to ensure that use of the funds complies with all applicable laws concerning the use of the Government Funds, including but not limited to overseeing compliance with any and all Utah State laws applicable to the use of the Government Funds provided to GSLA by the State of Utah; and 4) to take all other steps the Treasurer deems reasonably necessary to ensure that all Government Funds are handled and managed appropriately by GSLA.

The Treasurer shall serve at the direction of GSLA's Board of Directors, and may be removed at any time by a majority vote of the members of GSLA's Board of Directors, with or without cause and for any reason or for no reason.

### **PUBLICATIONS COMMITTEE**

The President shall appoint the Newsletter Editor. The Publications Committee shall be chaired by the Editor and shall publish, at least six times a year, a bulletin or newsletter for the members of GSLA and shall prepare any other publications helpful to GSLA's program. An electronic version of the newsletter may be posted on the web page.

### **ARTICLE VII COMMITMENTS**

GSLA shall not enter into any commitments binding upon NAS without written authorization by NAS, nor shall NAS, without written authorization by GSLA, enter into any commitments binding upon GSLA.

### **ARTICLE VIII DISCONTINUANCE**

GSLA may terminate its status as a Chapter of NAS, and NAS may terminate the status of GSLA as a Chapter of NAS, pursuant to procedures set forth in the 2001 Audubon Chapter Policy adopted by NAS's Board of Directors on December 8, 2001.

### **ARTICLE IX PARLIAMENTARY AUTHORITY**

In procedural matters not covered by these bylaws, The Modern Rules of Order shall govern.

### **ARTICLE X CONSTRUCTION**

This Constitution and bylaws shall be construed under the laws of the State of Utah.

### **ARTICLE XI AMENDMENTS**

The constitution and bylaws may be amended by a majority vote of the BOARD using the following process. First the BOARD will develop and tentatively approve any amendments to the constitution or bylaws. Next the proposed changes will be posted to the GSLA web site with a request for comments from members. The BOARD will then review all comments received and make additional revisions as needed. Finally a majority vote by the BOARD is needed to approve amendments to the constitution or

bylaws.

**ARTICLE XII  
RESOLUTIONS**

RESOLUTION REAFFIRMING THE GRANTING OF SIGNING AUTHORITY TO CONDUCT BUSINESS

Whereas, the Great Salt Lake Audubon desires to reaffirm that signing authority to conduct business has been granted to certain person(s) described hereunder.

RESOLVED, that the Board of Directors is hereby authorized and approved to grant and/or reaffirm signing and authority to conduct business to any one of the following persons(s):

Heather Dove, President.

The foregoing signing and authority granted shall include, but shall not be limited to , the execution of deeds, powers of attorney, transfers, assignments, contracts, obligations, certificates, and other instruments of whatever nature entered into by Great Salt Lake Audubon.

The undersigned hereby certifies that he/she is the duly elected and qualified Treasurer and the custodian of the books and records of Great Salt Lake Audubon, a corporation duly formed pursuant to the laws of the state of Utah and that the foregoing is a true record of a resolution duly adopted via electronic vote, and that said vote was held in accordance with state law and the Bylaws of the abovenamed Corporation on **July 25, 2017**, and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Treasurer of the above-named Corporation this **25<sup>th</sup> day of July, 2017**.

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Kandy W. Richards, Treasurer