Conserving habitat
for birds and other wildlife

ILLINOIS AUDUBON SOCIETY BYLAWS
JUNE 2024

ILLINOIS AUDUBON SOCIETY BYLAWS
TABLE OF CONTENTS

REVISION RECORD:

June 25, 2011: Overall revision completed.

March 23, 2013: ARTICLE X revised regarding bequest allocation.

December 5, 2015: ARTICLE III revised regarding chapter membership requirements, ARTICLE V revised regarding board alternates, ARTICLE V revised regarding board term limits, ARTICLE VIII revised regarding the Membership Committee standing, and ARTICLES VIII and IX revised regarding the Executive Director's annual evaluation.

June 18, 2016: ARTICLES II, IV, V, VI, VII, VIII, XI revised eliminating an annual membership meeting, eliminating annual membership voting to select at-large board members, empowering the board of directors to elect at-large board members, and establishing the requirement for an annual membership report.

March 18, 2017: A new ARTICLE XI indemnifying the board was added and the required ARTICLEs thereafter renumbered.

June, 20, 2020: ARTICLE X revised removing stipulation that income from money in the Permanent Investment Fund be paid to the Operating Fund. Clarified purpose of the Permanent Investment Fund. Removed language that Permanent Investment Funds once committed cannot be used for society operations. Removed language naming specific permanent funds.

June 19, 2021: ARTICLE III revised to add that chapters which sponsor LSCs must include LSC management governance into its bylaws. ARTICLE VIII revised to add Local Sanctuary Committees.

June 22, 2024: ARTICLE V revised to remove ten-year term limit for Chapter Representative and At-large members of the Board of Directors.

THE ILLINOIS AUDUBON SOCIETY BYLAWS

ARTICLE I NAME, PURPOSE, OBJECTIVES

Section 1. The name of this organization shall be The Illinois Audubon Society, hereinafter referred to as the Society.

Section 2. The Society is organized as an independent, state-wide, educational and scientific organization incorporated the tenth day of April, 1897, under the Not-for-profit Act of the State of Illinois.

Section 3. The purpose of the Society is to promote the perpetuation and appreciation of the native flora and fauna of Illinois and the habitats that support them. Fundamental to this end are the control of pollution, the conservation of energy and all natural resources, a sound ecological relationship between human populations and their environments, and the education and involvement of the public in such efforts.

Section 4. Toward this purpose, the Society will initiate, assist, and support programs that seek to protect our native plants and animals and their unique environments, and that serve to educate and involve the public in their protection and appreciation.

Section 5. The Society's objectives are:

A. To promote public awareness, knowledge, appreciation and enjoyment of birds, and other wildlife and wildlife habitat.

B. To be a strong and influential voice in environmental affairs in Illinois.

C. To propose and support public and private programs which seek to protect, restore, and enhance the natural environment.

D. To inform the membership and the general public of specific threats to the environment, and to recommend appropriate action.

E. To foster the establishment and maintenance of wildlife sanctuaries and nature centers in Illinois.

F. To support the accumulation and maintenance of long-term records and other information on Illinois birds, to be used as an aid to their perpetuation and as an indicator of environmental quality.

G. To provide quality field experiences for members and the public.

H. To foster voluntary participation in all of the Society's activities.

ARTICLE II MEMBERSHIP AND DUES

Section 1. Several classes of annual residential membership shall be established by the Board of Directors. In addition there shall be at least two classes of annual organizational membership, Corporate and Affiliate. No class of permanent membership shall be established. However, an individual holding a permanent membership, obtained under a previous version of these bylaws, shall continue to hold that membership for the remainder of his/her life.

Section 2. Any person subscribing to the purpose and objectives of the Society is eligible for residential membership. Any commercial enterprise which subscribes to the purpose and objectives of the Society is eligible for Corporate membership. Any club that subscribes to the purpose and objectives of the Society is eligible for Affiliate membership.

Section 3. Residential members of the Society shall be entitled to be Board members, to hold office, and to receive publications of the Society. Membership shall be terminated upon default in payment of dues for a period of more than four months.

Section 4. Annual membership dues may be established or revised by a majority vote of the Board of Directors voting at any regular Board Meeting, provided the dues proposal has been discussed at the previous Board meeting and all Board members have been furnished a copy of the proposal at least 14 days prior to the meeting at which the vote will be taken.

Section 5. The Board of Directors, in recognition of eminent service to the Society, may elect any person an Honorary Member or Honorary Director. Any such person shall be exempt from the payment of dues, but shall not have the right to vote as a Director.

ARTICLE III CHAPTERS

Section 1. Qualified Illinois organizations may become chapters of the Society.

Section 2. To become and continue as a Chapter, an organization must meet the following criteria:

A. It must subscribe to the purposes and objectives of the Society.

B. It must function, in its business and financial activities, as an independent organization with its own Federal IRS Employer Identification Number (EIN) and bank accounts.

C. It must submit its bylaws for approval by the Society's Board of Directors. Chapters which sponsor Local Sanctuary Committees (LSC) at IAS sanctuaries, must include LSC management governance requirements and practices into its bylaws.

D. It must have at least 20 residential members of the Society on its membership roster. (A Society membership at the minimum residential level shall be counted as one Society member. A Society membership above the minimum residential level shall be counted as two Society members.)

E. Chapters organized prior to December 5th, 2015, must maintain at least 51% of its residential members as members of the Society. (Each Chapter residential member shall be counted as one Chapter member. A Society membership at the minimum residential level shall be counted as one Society member. A Society membership above the minimum residential level shall be counted as two Society members.) Chapters organized after December 5th, 2015 must have 100% of its residential members as members of the Society.

F. By February 28th of each year, it must respond to an annual questionnaire from the Society concerning its activities, officers, etc. and submit a complete list of the names and addresses of its members, including both Society and Chapter only members.

G. It must be accepted as a Chapter by the Society's Board of Directors.

H. It must not conduct any activities that conflict with the mission, policy, goals, or philosophy of the Society.

I. It must not claim to represent the interests or position of the Society without the consent of the Board of Directors.

Section 3. Chapter status may be terminated by the Board if a Chapter becomes non-compliant with any of the above criteria, submits a written request that its Chapter status be terminated, or ceases to exist as a viable entity.

ARTICLE IV ANNUAL MEMBERSHIP REPORT

Section 1. The Society shall have an annual membership report.

Section 2. The President shall report on the activities and accomplishments of the Society during the past year and the Treasurer and chairperson of each standing committee, or their designated alternates, shall submit annual reports.

Section 3. The Annual Report shall be distributed to the membership of the Society.

ARTICLE V BOARD OF DIRECTORS

Section 1. The control and management of the affairs and funds of the Society shall be vested in a Board of Directors. All Board Members shall be members of the Society.

Section 2. There shall be two types of membership on the Board: At-large Members and Chapter Representatives. All members of the Board shall have the same voting privileges and right to hold office.

Section 3. There shall be a maximum of 14 At-large Members on the Board who shall be elected, to 2 year terms by a simple majority of the Board. At-Large Members shall take office immediately upon election. If an At-Large Membership is vacated prior to the expiration of its term, the Board may appoint a replacement, to complete the term, by a simple majority vote of those present at a duly convened Board meeting.

Section 4. A Chapter Representative may be selected, from its membership, by each qualified Chapter. A Chapter Representative may assume his/her seat on the Board at the next Board meeting after he/she has been selected by the Chapter and the Executive Director and Board President have been notified of his/her selection.

Section 5. The At-large members of the Board shall be divided into two groups, as equal in number as possible, which shall be chosen so the term of office for one group shall expire one year, and the term of office of the other group shall expire the next. The Board may, from time to time, require the term of an At-large Member to be limited to one year in order to maintain the two groups nearly equal in number.

Section 6. Each Chapter Representative and At-large member of the Board of Directors shall not be limited to years of service.

Section 7. Neither Chapter Representatives nor At-Large members of the Board of Directors are permitted alternate (or proxy) representations.

Section 8. Any member of the Board, who fails to attend three consecutive Board meetings without an acceptable excuse, as determined by a simple majority of the Board members present at a scheduled meeting, shall be assumed to have resigned and shall be removed from the Board roster.

Section 9. Any member of the Board who persistently or egregiously engages in conduct that is contrary to the effective functioning of the Board and/or the best interests of the Society, may be removed from the Board by a two-thirds majority vote of the members present at a scheduled Board meeting. All Board members must be notified that such action will be on the agenda, at least 30 days prior to the date of the meeting.

Section 10. All Board members shall be required to sign and comply with the Society's Conflict of Interest Policy.

ARTICLE VI OFFICERS AND THEIR DUTIES

Section 1. The Board shall convene and elect officers of the Society for the coming year. The Board, by a simple majority vote of the Board members present, shall elect from its members a President, a Vice-President, a Secretary and a Treasurer. The term of each office shall be for one year. The newly elected officers shall take office immediately after their election. No officer except the Treasurer shall serve more than three consecutive terms in any one office.

Section 2. The President shall preside at all Board meetings, Executive Committee meetings, and all meetings of the Society's membership. In case of the President's absence or inability to act at a meeting, the

Vice President shall preside in his/her place. Should the Vice President not be able to serve nor be present, the Board may select any other officer or member of the Board to preside at the meeting. The President shall be an ex-officio member of all committees except the Nominating Committee.

Section 3. The Vice President shall coordinate the work of standing committees, serve in the President's absence or inability to act, and perform other duties assigned by the President.

Section 4. The Secretary shall record the minutes of all meetings of the Board, shall arrange to have the minutes sent to all Board members within six weeks after a meeting, and shall arrange to notify all Directors of forthcoming meetings of the Board.

Section 5. The Treasurer shall oversee the receipt, deposit, and disbursement of the funds of the Society, in accordance with Board policies, and shall submit a brief financial report at each meeting of the Board. The Treasurer shall be an ex-officio member of the Finance Committee.

Section 6. The Board, by a two-thirds vote of its members, may remove any officer whenever, in the Board's judgment, the best interests of the Society would be served thereby. The following procedure shall be followed for removal:

A. A motion for notification of proposed removal, which states the cause for the proposed removal, must be passed at a regularly scheduled Board meeting.

B. Said officer shall be notified 30 days in advance of a hearing, which will occur at the next regularly-scheduled Board meeting, concerning the proposed removal. The Secretary, or someone appointed by the Board to act for the Secretary, shall keep a transcript of the hearing.

C. Within two weeks after the hearing a secret ballot and a transcript of the hearing shall be sent to all Board members. The ballot should be returned to the Secretary, or the appointed alternate, within another two weeks. If a Board member fails to return a ballot, his/her vote shall be counted as being against removal. The Secretary, or the appointed alternate, shall inform the Board of the results of the vote for removal within an additional two weeks.

If the President has been removed, the Vice President shall act in his/her stead.

Section 7. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled, for the remainder of its term, by a majority vote of the Board.

ARTICLE VII BOARD MEETINGS

Section 1. At least four regular Board meetings shall be scheduled each year, at such place and times as the Board may designate. The President may call special meetings of the Board, or change dates of regular Board meetings at his/her discretion, and shall call a special meeting at the request of a majority of the Board members. All members of the Board shall receive written notice of each regular and special meeting at least 14 days in advance of such meeting. Fifty-one percent of the entire Board shall constitute a quorum for all of its business meetings and a simple majority vote of the members present shall be required for the passage of motions, unless a greater majority is required elsewhere in these bylaws or in the Society's Policies and Procedures.

Section 2. In the event that an important issue must be considered by the Board, prior to its next regular scheduled meeting, a special "Electronic Board Meeting" may be scheduled by the President and conducted in accordance with the following guidelines.

A. If the situation is urgent, and the President can not be reached in a timely manner, the Vice-President can schedule the meeting.

B. All communications shall be handled through the office of the Executive Director.

C. A transmission, that includes any motion to be considered, the names of the members making and seconding the motion, any background information that will enable an informed vote, and the date by which votes must be received at the Executive Director's office, shall be sent to all Board members through electronic media or expedited postal service.

D. A reasonable amount of time, commensurate with the urgency of the situation, will be allowed between transmission of the motion and the voting deadline.

E. A simple majority of the entire Board shall be required to pass electronically presented motions unless the matter being considered requires a greater majority according to these bylaws or the Society's Policies and Procedures.

F. Minutes of any "Electronic Board Meeting" shall be submitted by the Secretary for approval at the next regular scheduled Board meeting.

<u>Section 3</u>. The rules of parliamentary procedure as presented in "Roberts' Rules of Order, Newly Revised" shall govern meetings of the Society in all cases in which they are applicable and not inconsistent with these bylaws.

ARTICLE VIII COMMITTEES

<u>Section 1.</u> There shall be an Executive Committee consisting of the President, the immediate Past President, the Vice President, the Secretary, the Treasurer, the Executive Director (non-voting) and any other Board members so designated by the Board. A quorum of the Executive Committee shall consist of any two of the trio: President, Vice President, and Executive Director plus one other committee member. The Executive Committee shall provide general oversight of the Society's operations, perform specific functions as defined in these bylaws or delegated to it by the Board and, in case of emergency, shall have the authority to act for the Society within the limits of these bylaws. An Executive Committee meeting may be called at the request of any member of the Executive Committee. Electronic media may be used to hold meetings. Any action taken by the Executive Committee shall be reviewed by the Board at its first regular meeting subsequent to such action, and may be overturned by a two-thirds vote of members present.

<u>Section 2.</u> There shall be standing committees known as the Education, Finance, Long-range Planning (Plans), Land Protection & Stewardship (Lands) and Membership Committees. The duties and responsibilities of these committees, in relation to the functions implicit in their names, shall be set by the Board. These committees should meet at least once each quarter, and at times separate from regular Board meetings if possible.

<u>Section 3.</u> Special committees shall be formed annually for the nomination of at-large Board members and Board officers (see **<u>Section 5</u>**, below). Other special committees may be formed, as deemed necessary by the Board, to deal with activities such as spring and fall membership meetings, field trips, land acquisition, awards etc.

<u>Section 4.</u> The President shall appoint, with the approval of the Board, the chairpersons of all standing and special committees then, in consultation with those Chairpersons, appoint Board members to each committee. Chairpersons are encouraged to add any qualified members of the Society who are not Board members to their committees.

<u>Section 5.</u> The Nominating Committee and its chairperson shall be appointed by the President, with the approval of the Board, at least 90 days in advance of the next Board elections Meeting. It shall consist of not less than two members and all its members shall be Board members. The Nominating Committee shall prepare a slate of candidates for at-large membership to the Board and for Board officers (to be nominated at the attendant Board Meeting.)

Section 6. Local Sanctuary Committees.

A. Chapters which sponsor the volunteer stewardship of an IAS sanctuary will organize a Local Sanctuary Committee (LSC) dedicated to the volunteer efforts for the sanctuary. The chapter's officers (leadership, accounting & administration) will also serve these functions for the LSC. A chapter's sponsorship and governance of its LSC must be enumerated in the chapter's bylaws. In addition, these Chapters must be incorporated as an Illinois non-for-profit corporation and must remain in good standing with the Illinois Secretary of State.

B. A Local Sanctuary Committee may be formed without a sponsoring chapter. In such cases the LSC must have its own bylaws which enumerate its responsibilities to the Society as below, must obtain a Federal EIN, must incorporate with the Illinois Secretary of State, and must establish its own bank account.

C. The Society owns sanctuary sites, both land and infrastructure, and is ultimately and legally responsible for sanctuary's management, liability indemnification, and financial resource allocation & accounting. As such, the Society, through its Executive Director and Board of Directors, exercises sole, centralized control and supervision of its sanctuaries.

D. Chapter Local Sanctuary Committees exist to enhance the Society's ability to execute sanctuary stewardship and maintenance practices, advise and assist the Society's staff and Committees in sanctuary management and planning, and assist with sanctuary public engagement and educational activities.

ARTICLE IX EXECUTIVE DIRECTOR AND STAFF

Section 1. The Board shall have the power to appoint an Executive Director of the Society and to negotiate his/her contract.

Section 2. The Executive Director shall act as the general agent of the Board and his/her required qualifications, nature and scope of responsibilities, and measures of performance shall be established by the Board.

Section 3. The performance of the Executive Director shall be appraised annually by the President and the Executive Committee. The results of the appraisal shall be presented to the Board.

Section 4. The Executive Director shall be a non-voting member of the Board, the Executive Committee, and all standing and special committees except the Nominating Committee and any committee established to appraise his/her performance.

Section 5. The Executive Director shall prepare an operating budget for his/her areas of accountability and submit it to the Board for approval. Non-budgeted expenditures shall be approved by the Board on a case by case basis.

Section 6. The Executive Director, shall be responsible for the hiring, management, and administration of his/her support staff. He or she must have Board approval for the establishment of any new position and its job description, and for all compensation commitments. His or her hiring of any individual must be approved by the Board or by a committee appointed by the Executive Committee.

ARTICLE X FINANCES

Section 1. No officer, agent, or regular or organizational member of the Society shall have any power or authority to bind the Society by any contract or engagement, or to pledge its credit or render it financially liable for any purpose or in any amount, unless authorized by a resolution of the Board.

Section 2. The fiscal year shall begin on the first day of April, and end on the thirty-first day of March.

Section 3. The Finance Committee shall be responsible for administering the funds and investments of the Society as prescribed by the Board. Investments shall be managed to maximize income consistent with safety.

Section 4. Monies received by the Society may be “restricted” for a specific use by the donor or, if not restricted, “designated” for a specific use by the Board. Restricted monies must be used for the purpose specified by the donor. Designated monies must be used for the purpose specified by the Board unless they are subsequently re-designated for another purpose by a 2/3rds majority vote of the Board. The Board may choose to designate an appropriate percentage of restricted monies for administrative expenses or other expenses related to the specific restriction.

Section 5. A general fund, to be known as the Operating Fund, shall be established. All operating and day-to-day expenses of the society shall be paid from the Operating Fund. Dues, corporate or individual donations, unless otherwise restricted by the donor, bequests, in accordance with **Section 9**, below, profits from sales and activity income unless restricted or designated for other purposes, and any other miscellaneous income shall be placed in the Operating Fund.

Section 6. A permanent fund, to be known as the Permanent Investment Fund shall be established to support on an on-going and predicable basis the operations of the Society.

A. Restricted or designated monies may be invested in the Permanent Investment Fund.
B. Bequests shall be invested, in whole or in part, in the Permanent Investment Fund, in accordance with Section 9, below.
C. In extraordinary circumstances, the Board, by a 2/3rds majority of its entire membership, may choose to borrow money from the Permanent Investment Fund with a suitable interest rate and repayment terms to be established by the Board at the time the loan is taken. Interest paid into the Permanent Investment Fund due to such a loan is not to be considered income transferable to the Operating Fund.
D. With the advice of the Finance Committee, the Board may delegate the management of the Society’s investments to professional managers or to a two person team consisting of two Finance Committee members who are Board members or one such person and the Executive Director. Any person who is authorized to buy or sell investment instruments shall not be authorized to make withdrawals from any Society monetary account.

Section 7. Other permanent funds may be established by the Board as it deems necessary.

Section 8. Temporary funds shall be established as necessary for the proper administration of monies restricted or designated for specific purposes and/or time periods (e.g. grants.)

Section 9. Bequests received, that are restricted by the testator for a specific purpose, shall be used for that purpose. Bequests received, that are not restricted by the testator, shall be allocated in accordance with the following.

A. Bequests of $10,000 or less shall be allocated to the Operating Fund with no Board action required.

B. Bequests of $100,000 or less, and greater than $10,000 shall be designated, in whole or in part, to any purpose(s) approved by a simple majority vote of the Board. If such Board designations are not made at its first or second scheduled meeting after the bequeathed monies are received, they shall be allocated to the Permanent Investment Fund.

C. Bequests of more than $100,000 shall be invested in the Permanent Investment Fund unless the Board, at its first or second scheduled meeting after the bequeathed monies are received, designates a portion, not to exceed 50%, for other purposes.

Section 10. Checking accounts, savings accounts and other liquid holdings (e.g. Certificates of Deposit) shall be established only in federally insured financial institutions. Withdrawals from such accounts shall require the signature of the Treasurer or another Finance Committee member who is a Board Member and authorized by the Board. The Board may also authorize the Executive Director to make limited disbursements from these accounts.

Section 11. Any investment instruments or other financial instruments, physically retained by the Society, shall be held in a safety deposit box in a bank in which the Society maintains an account. Two persons, who shall be members of the Society's Board or Staff and approved by the board, shall be present whenever the safety deposit box is open.

Section 12. The financial records of the Society shall be audited after the conclusion of each fiscal year by a certified public accountant approved by the Board. The report of the auditor shall be presented to the Board for acceptance and approval.

Section 13. An annual Financial Report shall be published in one of the Society's media outlets after board acceptance and approval of the audit.

ARTICLE XI INDEMNIFICATION

Section 1. The Illinois Audubon Society shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, board member, or employee of the society against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of board members who are not at that time parties to the proceeding.

Section 2. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 3. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Section 4. This Article constitutes a contract between the Society and the indemnified officers, board members, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, board member, or employee under this Article shall apply to such officer, board member, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XII AMENDMENTS TO THE BYLAWS

Section 1. These bylaws may be amended by the Board by the following procedure:

A. A proposed amendment to the bylaws may be introduced at any regularly scheduled meeting of the Board. After discussion, the proposed amendment must receive an initial approval of a majority of the Board members present.

B. At least 10 days prior to the next regularly scheduled meeting of the Board, a copy of the text of the proposed amendment(s) must be provided to each Board Member.

C. At the next regularly scheduled Board meeting the proposed amendment will be discussed, amended if necessary, and voted on.

D. The amendment shall become effective upon a two-thirds vote of approval by the entire Board.

ARTICLE XIII DISSOLUTION

In the event of dissolution, all assets in excess of liabilities remaining at such time shall be distributed to another organization formed and operated for purposes similar to those of the Society.

Bylaws Amended and approved June 19, 2024

______________________________	______________________________
Randy Schietzelt, President	Allen Yow, Secretary
Board of Directors	Board of Directors
Illinois Audubon Society	Illinois Audubon Society