Conserving habitat
for birds and other wildlife

ILLINOIS AUDUBON SOCIETY BYLAWS

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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.

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.

ARTICLE II MEMBERSHIP AND DUES

Section 1. The Board of Directors, by a simple majority, shall approve membership levels and dues.

Section 2. Any person or entity subscribing to the purpose and objectives of the Society is eligible for membership.

Section 3. 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 4. Membership shall lapse upon default in payment of dues for a period of more than four months.

ARTICLE III CHAPTERS

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

Section 2. To become a Chapter, an organization must submit a letter of application to the Executive Director along with a copy of its bylaws and attest to 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 not be registered as a 501c3 organization.

D. There must be 20 active Society memberships in the organization at the time of application.

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

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

Section 3. To maintain active status, a Chapter must respond annually to a questionnaire from the Society concerning its activities, officers, etc.

Section 4. 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 function and operate as an entity.

ARTICLE IV ANNUAL REPORT

Section 1. The Society shall prepare an annual report to be distributed to the membership and the report shall include:

A. Activities and Accomplishments

B. Financial Report

C. Report from the Chair of each Standing Committee

D. Lists of Active Chapters, Affiliates, and Board of Directors

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 two-year terms by a simple majority of the Board. At-large Members shall take office at the next Board meeting following election unless continuing a previous term.

Section 4. A Chapter representative may be selected from the Chapter's membership. 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 approved by the Executive Committee.

Section 5. Chapter representatives and At-large members of the Board of Directors shall not be limited to years of service.

Section 6. Neither Chapter Representatives nor At-Large members of the Board of Directors are permitted alternate (or proxy) representations.

Section 7. Any member of the Board who fails to attend three consecutive Board meetings without reasonable justification, as determined by a simple majority of the Board members present at a scheduled meeting, shall be presumed to have resigned and shall be removed from the Board roster in accordance with procedures set forth in the Society's Policies and Procedures.

Section 8. 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 9. Annually, all Board members shall be required to sign and comply with the Society's Conflict of Interest Agreement and Confidentiality Statement.

ARTICLE VI OFFICERS AND THEIR DUTIES

Section 1. At the third quarterly meeting, the Board shall convene and elect officers of the Society for the coming year. The Board, by a simple majority vote, shall elect from its members a President, a Vice-President, a Secretary and a Treasurer. The term of each office will be for two years. The newly elected officers shall take office at the next quarterly Board meeting. 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 and Executive Committee. The Board or the Executive Director may appoint or direct staff to assist the Secretary in drafting, archiving, and distributing minutes.

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 quarterly 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. Procedures by which an officer could be removed shall be set forth in the Society's Policies and Procedures. 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 simple 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 an absolute 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 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. If 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 cannot 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 notice that include(s) any motion(s) 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 provided to all Board members.

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. An absolute majority of the 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.

Section 3. 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.

Except as provided for in this section, attendees at meetings of the Board of Directors shall be limited to Directors, Society staff, and non-Directors who serve on a Board committee. Approval for a member of the general public to attend a meeting may be granted by the Executive Committee in advance of the next scheduled BOD meeting.

ARTICLE VIII COMMITTEES

Section 1. 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.

Section 2. There may be standing committees such as Finance, Long-range Planning, Land Protection & Stewardship, Membership & Education, and Conservation Science Committees. The duties and responsibilities of these committees, in relation to the functions implicit in their names, shall be set by the Board of Directors.

Section 3. Special committees may be formed annually for the nomination of at-large Board members and Board officers (see Section 5, below). Other special committees may be formed, as deemed necessary by the Board.

Section 4. The President shall appoint, with the approval by simple majority, the chairpersons of all standing and special committees then, in consultation with those Chairpersons, appoint Board members to each committee. Staff are non-voting members of Committees.

Section 5. The Nominating Committee shall consist of not less than two members and all its members shall be Board members. The Nominating Committee shall annually prepare a slate of candidates for Board officers and At-large members as necessary when their term expires. The Nominating Committee shall also nominate candidates to fill any vacancies on the Board.

Section 6. 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.

A. Chapters which sponsor the volunteer stewardship of an IAS sanctuary may organize a Local Sanctuary Committee (LSC) dedicated to the volunteer efforts for the sanctuary.

B. A Local Sanctuary Committee may be formed without a sponsoring chapter.

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 and accounting. As such, the Society, through its Executive Director and Board of Directors, exercises sole, centralized control and supervision of its sanctuaries.

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 be responsible for the hiring, management, and administration of his/her support staff. He or she must have approval by simple majority 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 simple majority or by a committee appointed by the Executive Committee.

Section 6. Annually, all staff shall be required to sign and comply with the Society's Conflict of Interest Agreement and Confidentiality Agreement.

ARTICLE X FINANCES

Section 1. No director, officer, employee, or other 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 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 Executive Director shall prepare the annual budget. Staff and Local Sanctuary Committees will provide input for the portions of the budget under their jurisdiction. The current existing budget for a fiscal year will be re-evaluated mid-fiscal year and adjusted as necessary. Adjustments will be presented by the Finance Committee for final Board approval by a simple majority vote.

Section 4. The Finance Committee shall be responsible for administering the funds and investments of the Society.

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. Monies received, unless otherwise restricted, shall be placed in the Operating Fund.

Section 6. Other permanent funds may be established by the Board as it deems necessary.

Section 7. A permanent fund, to be known as the Permanent Investment Fund shall be established to support the operations of the Society in perpetuity.

A. Restricted or designated monies shall be invested, in whole or in part, in the Permanent Investment Fund, in accordance with Section 10, below.

B. The Board, by a simple majority, 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.

C. The Finance Committee may delegate the management of the Society's investments to professional managers upon simple majority approval of the Board.

Section 8. All gifts to the Society may be restricted by the donor if they comply with the Society's Gift Acceptance Policy (Financial Operations, Policies and Procedures), and

1) the gift is made to a restricted fund or project already approved by the Society's board of directors, or

2) the new restricted gift is approved by a simple majority of the Society's board of directors.

Section 9. No restriction shall obligate the Society unless the gift is in compliance with this bylaw and the Restricted Gift Policy. The Society reserves the right to refuse acceptance of any gift, even without restriction, in the sole judgment of a simple majority of the Society's board of directors

Section 10. Unrestricted bequests and donations received shall be allocated in accordance with the following.

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

B. If $10,001 - $100,000, shall be designated, in whole or in part, to purpose(s) approved by a simple majority vote of the Board. If such Board designations are not made at the first or second scheduled meeting after the monies are received, they shall be allocated to the Permanent Investment Fund.

Designated monies must be used for the purpose specified by the Board unless they are subsequently re-designated for another purpose by a simple majority vote of the Board.

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

Section 11. Checking accounts, savings accounts and other liquid holdings shall be established only in federally insured financial institutions.

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 audit shall be presented to the Board for acceptance and approval by a simple majority vote.

Section 13. Annually, the Society's finances shall be published in the Annual Report. See ARTICLE IV.

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 an simple majority vote 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 simple majority of the Board.

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 amendments will be discussed, amended if necessary, and voted on by the members present. Approval is by simple majority.

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