

Bylaws of Arctic Audubon Society, Inc.

ARTICLE I.

Name and Location

Section 1.1. **Name**. The name of the corporation is Arctic Audubon Society, Inc. (referred to henceforth as Arctic Audubon), a chapter of the National Audubon Society.

Section 1.2. **Offices**. The principal office of Arctic Audubon shall be located in the Fairbanks North Star Borough, Alaska. Arctic Audubon shall have and continuously maintain in the State of Alaska a registered office and a registered agent whose office is identical with such registered office, as required by the Alaska Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Alaska, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II.

Purpose

The purpose of Arctic Audubon, a nonprofit corporation organized under Section 501(c)(3) of the Internal Revenue Code, is to advance the enjoyment, appreciation and conservation of birds and other wildlife, and protection of their habitats. This shall be done through education, scientific, investigative, literary, historical, philanthropic, and charitable pursuits. Arctic Audubon's mission statement is: Earth has unparalleled natural diversity, productivity, and beauty, and provides for life. Recognizing the full value of nature, we work to protect Alaskan ecosystems by encouraging research, education, and management that will contribute to appreciation and good stewardship of this natural heritage. We also strive to conduct our own lives in harmony with nature.

ARTICLE III.

Non-Discrimination

The members, officers, directors, committee members, employees, and persons served by Arctic Audubon shall be selected entirely on a non-discriminatory basis with respect to age, race, gender, gender expression, sexual orientation, disability, religion, health, or national origin. We are committed to providing an inclusive and welcoming environment for all.

ARTICLE IV.

Commitments

Arctic Audubon shall not enter into any commitments binding upon National Audubon Society without written authorization by National Audubon Society, nor shall National Audubon Society, without written authorization by Arctic Audubon, enter into any commitments binding upon Arctic Audubon.

ARTICLE V.
Membership

Section 1. Membership Eligibility. Arctic Audubon shall have members. Any responsible individual or organization supporting the purposes of Arctic Audubon may become a member by paying the specified annual membership fee.

Section 2. Membership Classes and Dues. Membership in Arctic Audubon shall be either (a) membership in National Audubon Society with assignment to this Chapter, (b) Chapter-only membership, or both. Membership dues shall be determined by National Audubon Society for its members and by Arctic Audubon for Chapter-only members.

Section 3. Authority of Membership. The Membership of Arctic Audubon shall have authority to elect Officers, to vote on amending or revising the Bylaws, to vote on any proposal of dissolution of Arctic Audubon, and to vote on any proposal of disassociation from National Audubon Society. Each paid membership may cast one vote.

Section 4. Renewal of Membership. Should renewal of membership dues not be paid within 90 days after the time they are payable, a member in default shall be considered inactive and ineligible for privileges of Arctic Audubon until dues are paid.

ARTICLE VI.
Meetings of Members

Section 1. Annual Meeting. An annual meeting of the Membership shall be held at a time determined by the Board for the purpose of electing Officers, reporting to the Membership, and for the transaction of any other authorized business of the Membership.

Section 2. Special Meetings. Special meetings of members may be called by the President upon approval of the majority of the Board of Directors. Notice of such special meeting, stating objectives thereof, shall be delivered to each member.

Section 3. Notice of Meeting. Written notice stating the place, day, and hour of the annual or special meeting of the Membership shall be delivered to each member entitled to vote at the meeting not less than ten nor more than fifty days before the date of the meeting. Notice of meetings shall be delivered by USPS mail and/or by electronic means as long as all members are contacted. The notice for an annual meeting shall include the purpose, including the slate of officers in an election year. The purpose or purposes of a special meeting shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the USPS mail addressed to the member at his or her address as it appears on the records of Arctic Audubon.

Section 4. Quorum. Members in attendance shall constitute a quorum for the transaction of business at any annual or special meeting.

Section 5. No Proxies. No voting by proxy is allowed.

Section 6. Electronic Meetings Allowed. An annual or special meeting of the membership with the purpose of conducting business of Arctic Audubon may be held electronically by means of

conference telephones or other electronic media provided that every member can speak as they see fit and can hear every other member simultaneously.

ARTICLE VII.
Board of Directors

Section 1. **General Powers.** The control and conduct of business of Arctic Audubon shall be vested in its Board of Directors (Board). The Board shall determine the policies of Arctic Audubon. The Board of Directors shall consist of the four elected officers—President, Vice President, Secretary, Treasurer—chairs of standing committees, and at-large members that serve on a committee. Officers shall be elected by Arctic Audubon’s membership at the annual meeting.

Section 2. **Nomination and Election of Officers.** At least three months prior to the election of officers at the annual meeting, the Board shall convene a Nominating Committee to nominate one or more members for each vacancy for which elections are being held. The Nominating Committee shall be chaired by a current Board member and may include any member of Arctic Audubon. The names of the Nominating Committee members shall be made known to Arctic Audubon members who may suggest nominees for officers and directors to the Committee. Nominations must receive the consent of the nominee to be valid. The Nominating Committee will present a slate of officers for approval by the Board prior to the annual meeting at which the Membership will elect Officers.

Section 3. **Eligibility.** Members of the Board must be members of Arctic Audubon and shall serve on a committee. Officers shall hold office for a two-year term and until his or her successor shall have been elected and qualified. No one individual shall serve as President for more than two consecutive terms.

Section 4. **Quorum.** A majority of the Board shall constitute a quorum at any meeting.

Section 5. **Removal of a Board Member.** A board member may be removed for cause by a vote of two-thirds of the remaining Board members at a Board meeting.

Section 6. **Vacancy.** Any vacancy on the Board may be filled by an affirmative vote of the remaining members of the Board.

Section 7. **Regular Meetings.** The Board of Directors will hold as many meetings as necessary to conduct the business of Arctic Audubon, usually monthly meetings September through May. The time and place of meetings are to be mutually agreeable to the Board. Notification of all meetings shall be the duty of the President, and board members shall be notified at least three days in advance.

Section 8. **Special Meetings.** The President, or in their absence the Vice President, may call a special meeting of the Board of Directors at any time or upon request of any three Directors. Board members shall be notified at least three days in advance unless it is an emergency.

Section 9. **Electronic Meetings Allowed.** The Board of Directors or a committee designated by the Board may conduct a meeting by communicating simultaneously with each other by means

of conference telephones or other electronic media provided that every board member can speak as they see fit and can hear every other board member simultaneously.

ARTICLE VIII.
Officers and Their Duties

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

Section 2. President. The President shall be President of Arctic Audubon, Chairman of the Board of Directors, and ex-officio member of all committees and shall perform such other duties as customarily appertain to their office, or as they may be directed to perform by resolution of the Board of Directors. They shall sign all contracts entered into on behalf of Arctic Audubon and complete the Annual Report to National Audubon Society.

Section 3. Vice President. The Vice President shall have and shall exercise all of the powers, authority, and duties of the President during the President's absence or inability to act. The Vice President may be designated by the President to head one of the Standing Committees and/or to take over any special duties helpful to the President.

Section 4. Secretary. The Secretary shall maintain full and correct minutes of all meetings of Arctic Audubon and distribute to board members within two weeks. A copy shall be placed in the permanent files housed at the Northern Alaska Environmental Center or other secure location. The Secretary shall perform such other duties as they may be directed by resolution of the Board of Directors.

Section 5. Treasurer. The Treasurer shall be the general business manager of Arctic Audubon. They shall disburse the funds as may be ordered by the Board. They shall have custody of all the funds, securities, valuable papers, and assets of Arctic Audubon. The Treasurer or other authorized Board member shall sign all checks and other negotiable instruments. They shall report to the Board of Directors at their regular meetings, or as requested. They may serve as chairman of the Finance Committee. The Treasurer shall be responsible for preparation of the IRS Form 990 for Arctic Audubon and the financial section of the Annual Report to National Audubon Society. The Treasurer has access to Arctic Audubon's safe deposit box.

ARTICLE IX.
Committees

The Board of Directors may set up standing or special committees to work on the goals and purposes of Arctic Audubon. Standing Committees necessary to carry out Arctic Audubon's work shall be as follows:

Membership Committee – It shall be the duty of this committee to maintain membership records and recruit new members. The Committee shall receive and review membership rosters provided monthly by National Audubon Society; maintain roster of Chapter only members and send membership renewal notices on a regular basis; maintain and update contact information for communication with members; and assure that accurate membership forms are available at appropriate locations.

Program Committee – It shall be the duty of this committee to make all plans and arrangements for programs for members and the public at the Noel Wien Library, other public venue, or via telecommunications as necessary. This includes scheduling the facility; storing, maintaining, and setting up the digital projector; storing and setting up the information for display at the program; opening and closing the auditorium or venue; and advertising. This committee may organize other lectures, discussions, exhibits, and meetings.

Field Trip Committee – It shall be the duty of this committee to plan, organize, and arrange for the proper conduct of field trips for members and the public. This includes finding leaders; setting up dates, times and meeting places; encouraging carpooling; advertising; and collecting liability release forms if necessary.

Conservation Committee – It shall be the duty of this Committee to keep informed on local, state, and national governmental policies and actions affecting the natural environment and conservation of natural resources, to advise the Board of Directors, and to carry out the policies of Arctic Audubon. With the approval of the Board, the Committee may write letters, make comments, sign on to comments by other organizations, and provide information to members and the public.

Communication Committee – It shall be the duty of this Committee to coordinate with all other committees in order to communicate with members and the public about the activities and initiatives of Arctic Audubon. Communication shall occur on a regular basis and include ways for members and the public to participate in Arctic Audubon programs, initiatives, conservation actions, and events. Methods include maintaining the website, creating social media content, overseeing digital or print newsletters and postcards, and pursuing opportunities for additional publicity. Communication may occur through email, social media, USPS mail, the website, or other media.

Education Committee – It shall be the duty of this Committee to encourage schools and youth groups as well as the wider community to incorporate information and discussion on topics or issues that further the purposes of Arctic Audubon. The Committee shall promote information available through the National Audubon Society, Audubon Alaska, and other organizations that further Arctic Audubon's purposes.

Audubon Riedel Nature Reserve Committee – It shall be the duty of this committee to periodically visit and monitor the Reserve property, maintain nature trails and signs, coordinate volunteers, report regularly to the Board, share information about the Reserve with Arctic Audubon members and the public, and encourage long-term planning for the Reserve.

ARTICLE X. Financial Affairs

Section 1. Fiscal Year. The fiscal year of Arctic Audubon shall begin on the 1st day of July and end on the 30th day of June in each year unless changed by a vote of the Board.

Section 2. Revenue. Arctic Audubon has the power to receive gifts, bequests, and donations.

Section 3. Expenditures. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of Arctic Audubon shall be signed by the officer or officers, agent, or agents of Arctic Audubon and in a manner determined by resolution of the Board of Directors.

ARTICLE XI.
Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a simple majority vote of the Membership present at an annual meeting or special meeting called for this purpose, provided at least thirty (30) days written notice is given with any proposed amendments and changes to the Bylaws.

ARTICLE XII.
Dissolution or Discontinuance of Arctic Audubon

Section 1. Voting on Dissolution or Discontinuance. Approval for dissolution or discontinuance requires a vote of the Membership by a two-thirds majority present at an annual meeting or special meeting called for this reason, provided at least sixty (60) days written notice is given of the purpose of the meeting.

Section 2. Discontinuance of Relationship with National Audubon Society. If the Arctic Audubon Membership votes to terminate its status as a Chapter of the National Audubon Society, six (6) months' notice in writing must be given to the National Audubon Society. National Audubon Society may terminate the status of Arctic Audubon as a Chapter of the National Audubon Society upon six (6) months' notice, in writing, to Arctic Audubon. In the event of such notice of termination by either Arctic Audubon or the National Audubon Society, the allocation of dues by the National Audubon Society to Arctic Audubon shall cease on expiration of the six (6) months' period. However, Chapter Members of Arctic Audubon shall remain members of the National Audubon Society for the balance of the term for which dues have been paid.

Section 3. Dissolution under IRS. Should the Membership vote for the dissolution of Arctic Audubon, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of Arctic Audubon, dispose of all of the assets of Arctic Audubon exclusively for the purposes of Arctic Audubon in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE XIII.
Authority

The foregoing Bylaws were adopted by the Board of Directors on May 4, 2022.

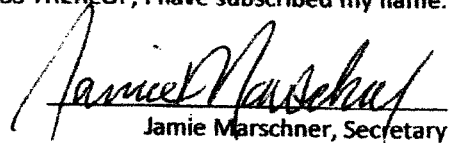
The foregoing Bylaws were adopted by the Membership on September 12, 2022.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Arctic Audubon Society Inc., a corporation organized and existing under the laws of the State of Alaska; and
2. That the foregoing Bylaws are a full, true, and complete copy of the Bylaws of the Arctic Audubon Society, passed and adopted by a majority vote of the members present at a meeting called and held in all respects as required by law and as required in the Bylaws in effect on this date.

SEPT. 18, 2022
IN WITNESS THEREOF, I have subscribed my name.


Jamie Marschner, Secretary