

BYLAWS
OF
MURIE AUDUBON SOCIETY

I. NAME AND LOCATION OF CORPORATION

- 1.1 The name of the Corporation is Murie Audubon Society.
- 1.2 The location of the principal office of the Corporation shall be in Casper, Natrona County, Wyoming.

II. PURPOSE

- 2.1 It shall be the purpose of the Corporation to function as a non-profit Corporation to protect and conserve all forms of native wildlife and natural resources.

III. MEMBERSHIP

- 3.1 Any person interested in furthering the purposes of Murie Audubon Society shall be eligible for membership. Membership in the Corporation shall be comprised of regular and affiliated members.
- 3.2 Regular members shall be those members who contribute annual membership dues as established by the board of directors of the Murie Audubon Society to the Corporation. Regular members may or may not be members of the National Audubon Society but shall be encouraged to become national members. The Corporation shall not share the personal information of regular members with National Audubon Society without consent. The Chapter Membership Chair will maintain the membership rolls and collect dues. The deadline for annual dues, to ensure uninterrupted recurring mailings, shall be September 30th. Regular members will receive notification of due renewal prior to, and during, the first meeting of the new fiscal year. New regular members that join between July 1st and June 30th will pay dues in full for the current fiscal year upon joining.
- 3.3 Affiliate members shall be those members of the National Audubon Society residing within the geographic territory assigned to the Murie Audubon Society. An affiliate member may, upon application and payment of dues as defined in section 3.2 become a regular member of Murie Audubon Society. Annual dues of affiliate membership shall be as established by the National Audubon Society. Affiliate members are encouraged to become regular members of this Corporation.
- 3.4 Regular members shall enjoy all the rights and privileges pertaining to the members of this Corporation. All classes of members have the right to inspect all the records outlined in Article 7.6 provided the records are not considered

confidential by law. All classes of members have a right to inspect board meeting minutes, the list of members, and other proprietary records if the member's demand is made in good faith for a proper purpose and so long as the records are not considered confidential by law.

- 3.5 Affiliate members shall enjoy the rights and privileges to both this Corporation and those privileges defined by the National Audubon Society with the exception of receiving printed recurring mailings from this Corporation.
- 3.6 Should renewal of regular membership dues not be paid within six months after the time they are payable, a regular member so in default shall be dropped from the active member rolls.
- 3.7 Any amendment to the articles or bylaws which terminates or cancels regular memberships shall be approved by two-thirds of votes cast by the both regular and affiliate members present or a majority of the voting power, whichever is less, at a duly constituted meeting.
- 3.8 The President shall appoint a Membership Chairperson. It shall be the duty of the Membership Chairperson to cooperate with the Membership Department of the National Audubon Society by such measures as obtaining lists of names and addresses of affiliate members residing within the allotted territory of the Corporation as designated by National Audubon Society. It shall also be the duty of this Chairperson to conduct membership campaigns for regular members and to attempt to obtain the continuing membership of those who have become delinquent in the payment of their dues. The Corporation shall prepare an annual alphabetical list of membership, which shall be available for member inspection and work to ensure a healthy and robust membership roster.

IV. MEETINGS AND MEMBERSHIP

- 4.1 Meetings of the membership shall be held at the principal office or place of incorporation, or in such other suitable place, convenient to the membership, as may be directed by the Board of Directors. The Corporation shall give fair and reasonable notice of membership meetings.
- 4.2 Meetings shall be held at such times determined by the Board of Directors. The annual meeting of the Corporation shall be at the monthly meeting in May unless otherwise determined by the Board of Directors.
- 4.3 At each annual meeting of the Corporation, the members shall install officers and directors, receive annual reports, and transact such other business as may come before the membership.
- 4.4 Special meetings of the Corporation may be called by a majority of the Board of Directors. Notice of any special meeting shall set the time, place, and purpose of such meeting. No business shall be transacted at a special meeting, except as stated in the notice, unless by consent of eighty percent (80%) of the members present.
- 4.5 Except as otherwise provided in the bylaws, presence at any meeting of forty percent (40%) of the membership in good standing, or twenty (20) members in good standing, whichever is the smaller number, shall constitute a quorum. The majority of those members voting shall determine any decision of the

membership. If less than one-third (1/3) of the votes entitled to be cast is present, then only those matters which were in the meeting notice may be acted upon. A bylaw amendment to increase quorum required for member action must be approved by the members.

- 4.6 A District Court in the county where the Corporation's principal office is located may order a member meeting.

V. BOARD OF DIRECTORS

- 5.1 The affairs of the Corporation shall be governed by a Board of Directors, which shall be composed of a minimum of nine (9) members, as defined by article 3.1. Boards of Directors serve the purpose and objectives of the Corporation. By serving on the Board of Directors, each board member acts in a manner that contributes to an atmosphere of accountability and integrity and owes a fiduciary duty to the nonprofit he or she is serving. Board of Director members shall be elected from within the Murie Audubon Society membership, as defined by article 3.1. Each director shall be a resident of the State of Wyoming. Candidates for membership on the Board of Directors shall be selected by a nominating committee in accordance with the provisions of Article X hereof; provided, however, additional candidates may be nominated by the vote of two-thirds (2/3) of the members of the Corporation present at the meeting prior to the annual meeting and such persons so nominated shall be eligible for election to the Board of Directors.
- 5.2 The term of the directors shall be fixed for a period of two (2) years. Directors shall hold office until their successors have been elected and installed. The immediate past president shall remain on the Board of Directors for one (1) year.
- 5.3 Vacancies in the Board of Directors caused by any reason may be filled by the majority vote of the remaining directors at a special meeting to be called for the purpose of filling such vacancy, and even though such majority may constitute less than a quorum, the person so elected shall be a Murie Audubon Society member, and remain a director for the remaining term of the vacated directorship.
- 5.4 The Board of Directors has the right to grant Emeritus Status to any member. Emeritus Status grants all the privileges and responsibilities of a regular board member and the Emeritus Directors may serve indefinitely.
- 5.5 At any annual or special meeting duly called, any one or more of the directors may be removed with, or without, cause by a majority vote of the membership present. A successor director may then and there be elected to fill the vacancy thus created. Any director whose removal has been proposed by the members shall be given an opportunity to be heard at such meeting. Directors may be removed by judicial proceeding.
- 5.6 No compensation shall be paid to the directors for their services. Any member of the Board of Directors shall notify the remainder of the board when there is potential for actual or perception of conflict of interest - whereby he/she would benefit financially, personally or otherwise.
- 5.7 Regular meetings of the Board of Directors may be held at such time and place as may be determined by a majority of the directors present and voting at any regular

or special meeting. Special meetings and voting may be conducted electronically. Electronic or print notice of regular meetings of the Board of Directors shall be given to each director at least twenty-four (24) hours prior to the day named for such meeting. The President may call special meetings of the Board of Directors in a like manner, and on like notice.

- 5.8 Before, or at any meeting of the Board of Directors, any director may waive notice of such meeting, and such waiver shall be equivalent to the giving of such notice. Attendance by a director at any meeting of the Board shall be a waiver of notice by him/her of the time and place thereof. Any lawful action of the Board of Directors may be taken without a meeting if written consent to such action is signed by all of the directors and filed with the minutes of the Board. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business.

VI. EXECUTIVE COMMITTEE

- 6.1 The Executive Committee shall consist of the President, Immediate Past President, Vice-President, Secretary, Treasurer, and one other member of the Board of Directors. The delegation of authority herein granted shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed on it or him/her by law. No member of the Executive Committee shall continue to be a member thereof after ceasing to be a Director of the Corporation. The Board of Directors shall have the power to change the number of such committee below five (5). The Board of Directors shall have the further power to fill vacancies in the membership of such Executive Committee and to change the function or membership of the committee.
- 6.2 During the intervals between meetings of the Board of Directors, and subject to such limitations as may be provided by law, these bylaws, or by resolution of the Board of Directors, the Executive Committee shall have, and may exercise, all the authority of the Board of Directors in the management of the Corporation. The Executive Committee shall make a full report of action taken at the next meeting of the Board of Directors.
- 6.3 Meetings of the Executive Committee may be held as needed.
- 6.4 A majority of the entire Executive Committee shall be necessary to constitute a quorum for the transaction of business.

VII. OFFICERS

- 7.1 The principal officers of the Corporation shall be a President, Immediate Past President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be elected by the membership of Murie Audubon Society from within the membership Murie Audubon Society. Election to such office shall constitute an election to the Board of Directors. The same person may hold no two (2) offices, except those of Secretary and Treasurer. The directors may appoint an Assistant Secretary, an Assistant Treasurer, and such other officers as, in their judgment, may be necessary.

- 7.2 The officers of the Corporation shall be elected annually by the membership during the annual meeting, and unless sooner removed by the Board, the officers shall serve a term of two (2) years or until their successors are elected, and shall qualify. The Board of Directors shall fill any vacancies. The Board of Directors shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers.
- 7.3 Upon an affirmative vote of the majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his/her successor elected at any regular meeting of the Board of Directors, or any special meeting called for such purpose.
- 7.4 The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the membership and of the Board of Directors, and shall have the general powers and duties which are usually vested in the office of President of the Corporation, including the power to appoint committees.
- 7.5 The Immediate Past President shall offer guidance to the current President and Board of Directors for one (1) year following their President term and shall be eligible for reelection to serve as on the Board of Directors.
- 7.6 The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of President. The Vice-President shall also perform such other duties as shall be prescribed by the Board of Directors.
- 7.7 The Secretary shall keep the minutes of the Board of Directors and the Executive Committee, shall maintain books and records of the Corporation as the Board of Directors may provide, and shall perform the duties and functions customarily performed by the Secretary of the Corporation. In addition, the Secretary will maintain Board of Director and Officer term expirations.
- 7.8 The Treasurer shall have custody of the corporate funds and securities, shall keep full and accurate account of all receipts and disbursements in the books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name of, and to the credit of, the Corporation, in such depository as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render an account of all transactions as Treasurer, and of the financial condition of the Corporation, whenever called to do so. All disbursements shall require two signatures, the Treasurer and one other officer.
- 7.9 The Corporation shall maintain copies of its articles, bylaws or any amendments thereto, resolutions of the Board pertaining to members, records of all member meetings, member communications, financial statements, a list of names and addresses of the Board, and the Corporation's most recent Annual Report as submitted to the Wyoming Secretary of State according to Wyoming State Statute 17-19-1631.

VIII. AMENDMENTS

- 8.1 Except as otherwise provided by law, these bylaws and articles may be amended at any regular meeting of the membership, or any special meeting called for that purpose, provided that written notice of the proposed amendment shall have been given at least two (2) days prior to such meeting. Such amendment shall require an affirmative vote of two thirds (2/3) of the members present or a majority of the voting power, whichever is less, at a duly constituted meeting.

IX. CORPORATE SEAL

- 9.1 The Corporation shall have no seal.

X. NOMINATIONS AND ELECTIONS

- 10.1 A nominating committee of three (3) persons shall be appointed by the President at the March meeting. Said committee shall prepare a list of nominees for each office of the Corporation and for each seat upon the Board of Directors for the ensuing year. The committee will provide potential candidates with information on the role of the office. The lists of nominees are to be presented to the membership of the Corporation at the annual meeting in May.
- 10.2 Nothing herein contained shall prevent nominations of Officers and Directors from the floor at the time of the meeting at which elections are to be held.
- 10.3 The election of Officers and Directors shall take place at a regular meeting of the members at the Annual Meeting. The Officers and Directors will be installed at the annual meeting.
- 10.4 Officers and Directors presented by the Nominating Committee shall be elected by a voice vote of the membership present at the Annual Meeting, or by a motion of the membership instructing the Secretary to cast a unanimous ballot in favor of the recommendations presented by the Nominating Committee. 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 of the ballots cast. The nominating committee will tally ballots. Proxy voting is not allowed.

XI. COMMITTEES

- 11.1 Committees, standing or special, shall be established by the Board of Directors, as needed.
- 11.2 A chairperson of all committees shall be appointed by the President.
- 11.3 All recommendations, or plans, of committees, shall be first submitted to the Board of Directors for study; and reports of the committees shall be made available to the membership of the society upon the request of any member.

XII. PARLIAMENTARY ORDER

- 12.1 Robert's Rules of Order shall govern the Corporation in all cases to which applicable, and in which they are not in conflict with the bylaws of the Corporation.

XIII. FISCAL MANAGEMENT

- 13.1 The fiscal year of the Corporation shall begin on the 1st day of July. The commencement date of the fiscal year shall be subject to change by the Board of Directors.
- 13.2 At the close of each fiscal year, the books and records of the Corporation shall be audited by a person or firm designated by the Board of Directors. A full and complete statement in compliance with Wyoming State Statute 17-19-1620 of the affairs of the Corporation shall be submitted by the President at the annual meeting of the members, and shall be filed with the Secretary of the Corporation.
- 13.3 Unless the Board of Directors shall otherwise authorize, all notes and contracts of the Corporation shall be executed on behalf of the Corporation by either the President or Vice-President and attested by the Secretary or Treasurer. The Board of Directors must authorize all checks. The Treasurer and any one of the following positions; President, Vice-President, Immediate Past President, or Secretary, shall execute all checks issued on behalf of the Corporation.
- 13.4 Each officer, director, or employee of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred by him/her in connection with any action, suit or proceedings to which he/she may be made a party by reason of his/her being, or having been, an officer, director, or employee of the Corporation, except in relation to matters to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duty.
- 13.5 Members of the Board are not individually or jointly liable for any actions, inactions or omissions by the nonprofit Corporation. This does not affect individual liability for intentional torts or illegal acts.

XIV. COMMITMENTS

- 14.1 This Corporation shall not enter into any commitments binding upon the National Audubon Society without written authorization by the National Audubon Society, nor shall the National Audubon Society, without written authorization by this Corporation, enter into any commitments binding upon this Corporation.

XV. DISCONTINUANCE

- 15.1 Upon dissolution or abandonment, the assets of this Corporation remaining after payment of or provision for all debts and liabilities of this Corporation shall be donated to Audubon Rockies Regional Office of the National Audubon Society or

its successor. If Audubon Rockies is unwilling or unable, such assets shall be donated as the Board of Directors of this Corporation may designate to any organization or one organized and operated exclusively for charitable purposes as presently set forth in Section 501 (c) (3) of the Internal Revenue Code.

15.2 The minimum vote requirement for merger, consolidation or dissolution of the Corporation is two-thirds (2/3) of the votes cast by the membership or a majority of the voting power, whichever is less.

IN WITNESS WHEREOF, the foregoing revised and amended BYLAWS have been adopted by the Corporation this 12th day of April, 2019.

ATTEST:

By:

By:

Date:

Date: