

Bylaws

of the

Big Bluestem Audubon Society

Updated January 2022



CONSTITUTION

ARTICLE I

NAME

This organization shall be known as the Big Bluestem Audubon Society (hereinafter called SOCIETY).

ARTICLE II

OBJECTIVES

Section 1. The objectives of this SOCIETY shall be (1) to enjoy and study birds, other wildlife, plants, and many other facets of nature in order to gain a broader understanding and a deeper appreciation of the world we live in, and to encourage others to do likewise; and (2) to engage in educational and similar activities, such as sponsoring public lectures, forums, discussion groups, reports on research, etc., relating to the conservation of wildlife, other natural resources, and the quality of our natural environment.

Section 2. This SOCIETY 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 this SOCIETY are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income of this SOCIETY shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private shareholder or individual. Upon dissolution, or upon abandonment, the assets of this SOCIETY remain after payment of, or provision for all debts and liabilities of this SOCIETY, shall be donated to the National Audubon Society (hereinafter called NATIONAL SOCIETY) or its successor or, if unwilling or unable to accept said donation, to such corporation or corporations, association or associations, fund or funds, of foundation or foundations having similar objects and purposes as this SOCIETY, as the Board of Directors of this SOCIETY 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

ARTICLE I

MEMBERSHIP

Section 1. Anyone interested in the stated objective of this SOCIETY, and willing to abide by its Constitution, and Bylaws, is eligible to become a member.

Section 2. Membership in the SOCIETY shall consist of two categories, National Members and Chapter Members, as described in One Audubon Membership (Attachment A). The term “Chapter Member” refers to a member who belongs to the SOCIETY only, while “National Member” refers to a member who belongs to both the SOCIETY and the NATIONAL SOCIETY.

Section 3. The membership dues for Chapter Members shall be established by the SOCIETY. The membership dues for National Members shall be established by the NATIONAL SOCIETY.

Section 4.

- A. National Members of this SOCIETY shall enjoy all the rights and privileges accorded to the members of both this and the NATIONAL SOCIETY, except as otherwise provided hereinafter.
- B. Chapter Members of this SOCIETY shall enjoy voting rights in the SOCIETY as described in Article 1, Section 5, and can become an Officer, Director or Committee Chair of the SOCIETY. Chapter Members may participate in local SOCIETY activities, but are not National Members, and do not enjoy voting rights and privileges of the NATIONAL SOCIETY.

Section 5. Each member of the SOCIETY shall have the right to cast one vote at the Annual Meeting 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. Families shall be entitled to two votes per family, provided that at least two members of the family are present in person at the time of voting and are 16 years of age or older. A member or the member’s agent or attorney may appoint a proxy to vote or otherwise act for the member by signing an appointment form or by submitting a vote electronically (such as by email).

Section 6. Membership dues shall be payable at the time of application and yearly thereafter. Existing Life members will be continued.

Section 7. Should renewal of membership dues not be paid within four months after due date, a member so in default shall be dropped from the rolls.

Section 8. All memberships are non-transferable.

Section 9. Honorary memberships may be conferred upon any individual by a majority vote of the members present at an Annual Meeting. Honorary members shall be exempt from paying dues but such membership, of itself, does not confer eligibility for voting or holding elective office.

ARTICLE II

MEETINGS

Section 1. Regular meetings of members shall be held monthly from September through May. These meetings may be held in person or by means of the internet or other electronic communication technology by which members have the opportunity to read or hear the proceedings in a manner which allows members to pose questions, make comments, and vote on matters submitted to the members.

Section 2. Special business meetings of the SOCIETY may be called at any time by the President, Board of Directors, or by any three (3) members. These may be held either separate from or in conjunction with a program or outing and may be held in person or by means of the internet or other electronic communication technology.

Section 3. The Annual Meeting shall constitute the regular business meeting of each May and shall include the reports of any standing and special committees, the conferring of Honorary memberships, the election of officers and directors for the coming terms, the installation of same, and such other business as considered necessary. These meetings may be held in person or by means of the internet or other electronic communication technology by which members have the opportunity to read or hear the proceedings in a manner which allows members to pose questions, make comments, and vote on matters submitted to the members.

Section 4. Notice of the Annual Meeting, special meetings, and regular meetings, at which SOCIETY business is to be transacted, shall be given at least seven (7) days before the date of the meeting. Notice of such meetings may be published in the SOCIETY's newsletter or other regular means of communication, including but not limited to in person, telephone, voice mail, email, or other electronic means.

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

Section 6. A quorum shall consist of a majority of members present at the Annual Meeting.

Section 7. All nomination for officers or directors shall be made from the floor at the time of election. All officers and directors shall be elected by a majority of voting Regular members, consisting of at least a quorum, present at the meeting.

ARTICLE III

OFFICERS AND DIRECTORS: Terms and Limitations

Section 1. The officers of this SOCIETY shall be the President, Vice-President, Secretary, and Treasurer. They shall be elected at the Annual Meeting and hold office for one year.

Section 2. The Board of Directors shall consist of up to nine (9) members, including the four (4) elected officers and a minimum of three (3) elected Directors. Initially two (2) directors shall be elected for two (2) year terms and three (3) for one (1) year terms. Thereafter, at the Annual Meetings, Directors shall be elected for two (2) year terms, to fill expiring terms.

Section 3. Only Society Members in good standing, as herein defined, shall be eligible to be elected to any office or directorship or shall retain such position.

Section 4. If a vacancy occurs in the office of President, the Vice-President automatically shall assume the presidency until the next Annual Meeting, and a new Vice-President shall be elected at an early date by the full membership, to serve the unexpired term. In case of vacancies in any other office or directorship, the President shall appoint a replacement, subject to the approval of the Board of Directors, to serve until the full membership can elect a replacement to serve the unexpired term.

Section 5. No member shall hold more than one (1) office on the Board of Directors at the same time.

Section 6. If any officer or Director is absent from three (3) consecutive Board of Directors meetings, either regular or special, and extending over a period of time of at least four (4) consecutive months, that person may be subject to removal from said office or Directorship by a majority vote at a regular or special business meeting of the full membership.

Section 7. Any officer or Director can be removed from office for reasons of negligence, incompetence, or for actions judged not in the best interests of the SOCIETY. All members shall be notified at least seven (7) days prior to meeting for said purpose. At least 15% of all members eligible to vote must be present and at least two-thirds (2/3) of these must vote for removal. Upon removal, a replacement officer shall be elected, by full membership.

ARTICLE IV

OFFICERS: Powers and Duties

Section 1. The President shall direct and administer the affairs of the SOCIETY as its executive head, subject to constitutional restrictions, herein stated or implied. This person shall preside at all business meetings of the full membership and of the Board of Directors and shall appoint all committees, subject to approval by the Board of Directors.

Section 2. The Vice-President shall assist the President in carrying out the latter's duties and shall preside at meetings and perform such other duties delegated to the President, in the event of the latter's absence. The Vice-President shall succeed to the Presidency should a vacancy arise. The unexpired term shall be completed.

Section 3. The Secretary shall keep a record of the official business of the full SOCIETY and of the Board of Directors, maintain a permanent file of the Constitution and Bylaws, Articles of Incorporation and all amendments thereto, maintain a permanent file of other items of interest relating to the various activities of the SOCIETY, and perform such other similar duties of the SOCIETY as the Board shall request.

Section 4. The Treasurer shall have custody of the SOCIETY's finances and shall see to the prompt deposit of all monies in the name of the SOCIETY and to the credit of same in such depositories as designated by the Board. This person shall disburse the funds of the SOCIETY as may be ordered by the Board, taking proper vouchers thereof, and shall render, upon request of the President of the Board, an accounting of all transactions and of the financial status of the SOCIETY.

Section 5. All outgoing officers shall clarify duties to each respective incoming officer and refer them to Attachments and or the Chapter webpage.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The Board of Directors shall be responsible for guiding the SOCIETY. It shall make known to the SOCIETY its recommendations on policies to be followed, projects to be initiated or participated in, or resolutions to be adopted.

Section 2. Upon adoption of new projects or programs, the Board shall be responsible for carrying out said projects or programs, and shall have the power to commit the necessary monies to implement them. Expenditures approved by the Board shall be announced at the next general meeting.

Section 3. The Board shall have the power to approve or disapprove all committee appointments by the President and all temporary appointments by the President for vacancies on the Board of Directors.

Section 4. The Board shall hold a minimum of three business meetings per year, on such date and at such time and location as suggested by the President and agreed to by a majority of members of the Board.

Section 5. Special meetings of the Board may be called by the President or any other two members of the Board. Seven (7) days notice of such special Board meeting shall be given to each Board member, plus a statement of the business to be transacted. At any such special Board meetings, any business may be transacted that might be transacted at any regular Board meeting.

Section 6. A quorum for any regular or special Board meeting shall consist of a simple majority of members of the Board. All motions shall be carried by a simple majority of Board members present. An exception is when Board Members vote electronically (email). When voting on an action electronically, there must be unanimous consent among all Board Members, and each member must type in their name below the vote that each person submits.

ARTICLE VI

NOMINATING COMMITTEE

Section 1. The Board of Directors shall annually appoint, not later than two (2) months prior to the next Annual Meeting of members, a Nominating Committee. The names of the members of the Nominating Committee shall be made known to the members through the SOCIETY's media or at a regular meeting of members, not later than one (1) month after the Nominating Committee has been constituted. Suggestions for nominations of Officers and Directors may be submitted to the Nominating Committee by any member of the SOCIETY.

Section 2. The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms expire at the next Annual Meeting. The Committee's report shall be presented to the membership at a regular meeting of members.

Section 3. Nothing contained herein shall be construed to prevent nominations of Officers and Directors from the floor at the Annual Meeting.

ARTICLE VII

OTHER COMMITTEES

Section 1. The President shall designate such committees, and appoint members and a chair to same, subject to the approval of the Board of Directors, as shall be necessary to carry on the business and other activities of the SOCIETY.

The committees may include, but are not limited to:

CONSERVATION COMMITTEE

EDUCATION COMMITTEE

MEMBERSHIP COMMITTEE

PROGRAM COMMITTEE

SPECIAL TRIP COMMITTEE

FIELD TRIP COMMITTEE

COMMUNICATIONS COMMITTEE: May include (a) all forms of public broadcast communication (media), (b) website, (c) newsletter, (d) Facebook

ARTICLE VIII

FINANCIAL AFFAIRS

Section 1. The SOCIETY shall not at any time assume a negative balance in its fiscal accounts.

Section 2. All disbursements of the SOCIETY shall be recorded by the Treasurer.

Section 3. The fiscal year for the SOCIETY shall extend from July 1 through June 30 of the following year. The Treasurer shall prepare a comprehensive report of the financial transactions of the past fiscal year and present same at the May Annual Meeting. A copy of this report shall be forwarded to the NATIONAL SOCIETY. This report shall be audited prior to the May meeting by a committee appointed by the President and approved by the Board of Directors. The report of the audit committee also shall be presented at the May meeting.

ARTICLE IX

RELATIONSHIP BETWEEN THIS SOCIETY AND THE NATIONAL SOCIETY

The relationship between this SOCIETY and the NATIONAL SOCIETY shall be governed by the Chapter Policy. (Attachment B).

ARTICLE X AMENDMENTS

This Constitution and Bylaws may be amended by a majority vote of members present in person, consisting of a quorum, at any regular or special meeting of members duly called pursuant to the provision of ARTICLE II, Section 4. The notice of such meeting shall be delivered to members at least seven (7) days before the meeting and shall recite the wording of each proposed amendments.

ARTICLE XI

PARLIAMENTARY AUTHORITY

The rules contained in a recognized manual of parliamentary law shall govern the proceedings of this SOCIETY, except in such cases as are specifically stated in the Constitution and Bylaws as duly adopted.

ARTICLE XII CONSTRUCTION

Section 1. This Constitution and Bylaws shall be construed under the laws of the State of Iowa.

Attachment A:

12/09/01 Final Recommendation of the “Friends of” Task Force

One Audubon Membership

Audubon Membership will consist of two categories of members: National Members and Chapter Members.

For purposes of external communication, there will be one Audubon membership, which is a combination of National Members and Chapter Members. When communicating externally, we will not distinguish between our internal membership categories. When either a Chapter or National refers to Audubon membership, each may refer to our total joint membership.

For purposes of internal administration, such as allocating revenue, voting for officers and directors, renewal, servicing, financial solicitation, benefits, minimum contribution levels, and data management, the following guidelines will apply¹:

NATIONAL MEMBERS

Any person who contributes \$20 or more to the National Audubon Society is a National Member. Chapters are encouraged to recruit National members, and Audubon will continue to encourage Chapter recruitment of members. The following guidelines apply to National Members:

- National Members may vote for directors and officers of the National Audubon Society, as well as for directors and officers of their Chapter according to Chapter bylaws.
- National Members will receive Audubon Magazine.
- This policy does not impact the Membership Dues policy set by the Board of Directors.
- National Member names in Chapter territories will be shared with Chapters on a regular basis.
- Chapters may solicit Chapter Members and National Members as they deem appropriate. National Members may opt out of receiving solicitations or mailings, by notifying either National or the Chapter. National and the Chapters should forward to each other any requests by National members who wish to not receive Audubon communications.
- National Audubon Society will renew and service National Members, and determine what benefits apply to National Members.

CHAPTER MEMBERS

Chapters may develop their own “Chapter Member” program where a person who makes a minimum contribution to a Chapter is a Chapter Member. The following guidelines apply to Chapter Members:

- Each Chapter will determine the minimum contribution required for Chapter Membership.
- Chapter Members may vote for Chapter directors and officers according to Chapter by-laws.
- Chapters retain all contributions they receive made to the Chapter.
- Chapters will share Chapter Member names with National Audubon Society on a regular basis.
- Each Chapter will renew and service its Chapter Members, and determine what benefits apply to its Chapter Members.
- National Audubon Society may solicit Chapter Members by mail or telephone. National Audubon and Chapters will cooperate in good faith to coordinate financial solicitations to the extent possible.
- Chapter Members may opt out of receiving solicitations or mailings from National, by notifying either National or the Chapter. Chapters should forward to National any requests by Chapter members who wish to not receive Audubon communications. Chapter Members names will not be sold to outside organizations through list rentals.
- Chapter Members will not receive Audubon Magazine unless National Audubon Society elects to provide it at its own expense.
- It is important for Chapters to maintain their 501(c)(3) tax-exempt status with the IRS so they can legally accept tax-deductible contributions.

In all cases, the intent of the donor/member must be respected, and all Audubon policies should be aimed at assuring that the wishes of the donor/member are given first priority.

¹ The term “Chapter Member” refers to a member who belongs to a Chapter only while “National Member” refers to a member who belongs to both National and their local Chapter (if there is one).

Attachment B: AUDUBON CHAPTER POLICY 2014

The purpose of this Chapter Policy is to define the relationship between the National Audubon Society (NAS) and its affiliated Chapters, and provide a framework through which NAS and Chapters can carry out the [Audubon mission](#) to protect birds and habitat. By acting as one, the Audubon network of Chapters, Centers, national and state staff, volunteers, partners and other supporters can reach much larger conservation goals than could be achieved separately. Results can be realized at local, state, regional, flyway and hemispheric scales through the combined efforts of all parts of the Audubon network as unified by NAS' strategic plan. While the relationship between Chapters and NAS is principally voluntary, it is solidly and fundamentally based on a commonality of shared interests and a shared understanding of the strength that comes from broadly coordinating efforts on behalf of America's birds. Both the Chapter and NAS agree to abide by this Chapter Policy at the time the Chapter is chartered and again when annually re-certified (see Section 2.B).

Section 1: Goals

- A. Chapter Role.** Chapters are a core strength of the Audubon network and play a critical role in their communities on behalf of birds, wildlife and people. Chapters offer Audubon members opportunities to participate in activities furthering the Audubon mission within their community. Each Chapter contributes to making "Audubon" a known and trusted name, and its activities serve the needs of birds, nature, and its members through conservation, advocacy, birding, education, public outreach, recreation, citizen science and stewardship as each sees fit. Each Chapter is an independent organization that functions in its own designated geographic area, defined by ZIP codes, with its own branding and identity but with fundamentally overlapping goals with other Chapters and with NAS.
- B. One Audubon.** Chapters and NAS exist together as part of a hemispheric Audubon network, generally perceived by the public as a single entity. A strong tie between Chapters and NAS maximizes the Audubon network's effectiveness in protecting birds and habitat and realizes the collective power of "One Audubon."
- C. Collaborating for conservation on a flyway scale.** The [NAS Strategic Plan](#) and NAS national programs, including Policy, Science, International Alliances, and Community Conservation and Education, clearly recognize the fundamental importance of Chapters in accomplishing the Audubon network's conservation and engagement goals. In addition to delivering local conservation actions, Chapters serve as key links along the flyways (see [information on Audubon's organization by flyways and flyway map](#)) and as community centers through which [cross-cutting conservation initiatives](#) can be implemented. NAS' flyway leadership, national conservation planners and mapping experts serve to connect the work of the Audubon network along and between each of the flyways of the Americas to achieve large-scale conservation objectives. When Audubon's efforts are coordinated into an effort of combined strength, the network can achieve a vision of "local action with hemispheric impact."

Section 2: Legal and Formal Relationship

A. Organizational Structure

1. **Independent Entities.** Chapters and NAS are independent entities. This policy neither creates a legal partnership or agency relationship between NAS and Chapters, nor authorizes NAS or Chapters to bind one another.
2. **Tax Exempt Status.** Because NAS and Chapters are separate entities, NAS' tax-exempt status does not extend to Chapters. NAS recommends that each Chapter incorporate as a not-for-profit organization and obtain exemption from federal tax under Section 501(c)(3) of the Internal Revenue Code. Federal exemption provides benefits both to the Chapter itself and to its members and other individuals who make charitable contributions.

B. Chapter Chartering and Certification

1. **New Chapter Charter.** Individuals or groups interested in forming a Chapter will follow the "Guide to Starting a Chapter in Your Community" (Appendix B.1.) through Pending, Provisional and Permanent Chapter Status. NAS focuses on approving new Chapters in areas of primary conservation concern or engagement opportunity. When a new Chapter is formed, leaders meet a set of standards applicable to all new Chapters through creation of governance documents, leadership and membership recruitment, and program planning. When NAS originally certifies a Chapter of NAS, the Chapter receives a Chapter Charter, which is annually recertified.
2. **Chapter Territory.** A Chapter's territory is defined by contiguous ZIP codes; no two Chapters may share the same territory. "Chapter Territory Assignment and Changes" (Appendix B.2.) describes the policy and process for creating or changing a Chapter territory.
3. **Annual Recertification.** To maintain its status as a chartered Chapter, each Chapter must participate annually in a recertification process by completing an Annual Report and Chapter leader contact update. Through the Annual Report, Chapters agree to continue to abide by this Chapter Policy; summarize significant programs, activities and accomplishments of the preceding year; and share plans for the coming year. Annual Reports are submitted online. The NAS Board delegates to the State Boards the authority and responsibility to annually review all Chapters in their respective states and to make suggestions to improve Chapter effectiveness, build collaboration, support, celebrate and/or assist those Chapters. For states without a State Board, the Chapter Services Office conducts the annual review.
4. **Change of Chapter Status.** Circumstances may arise under which either a Chapter or NAS may choose to reconsider their relationship. These situations include but are not limited to: (i) a Chapter substantially or completely ceasing operations, (ii) a Chapter choosing to adopt policies or pursue activities that are in conflict with or do not fulfill this Chapter Policy, and (iii) a Chapter deciding to terminate its certification as a Chapter of NAS.

In situations (i) and (ii) above, it is the responsibility of the State Director or Chapter Services Office (in states without a State Office) to work with Chapter leaders to attempt to return the Chapter to full activity or to compliance with the Chapter Policy. The State Director or Chapter Services Office is encouraged to use whatever tools or resources are needed to restore the Chapter to full Chapter activity or to compliance; options might include formulation of a remedial plan, or designation of "holding" status for Chapters needing additional time with temporary suspension of baseline funding and access to the mailing list of the NAS members in the Chapter's territory.

If the Chapter is not able or willing to return to full activity or to compliance, then the State Director, acting after consultation with the State Board, or the Chapter Services Office (for Chapters in states without a State Office), may recommend to the NAS Chief Operating Officer that Chapter de-certification is warranted and request revocation of a Chapter's charter. If that recommendation is approved, the Chapter Services Office will provide sixty (60) days written notice of de-certification to the Chapter President or a board officer if that position is vacant.

In situation (iii) above, any Chapter, by vote of its Board, may revoke its charter and cease to be a Chapter of NAS by providing sixty (60) days written notice of such decision to its State Director or the Chapter Services Office (for Chapters in states without a State Office).

In each situation noted above, once de-certification is effective, the decertified Chapter must remove any identification of an affiliation with NAS wherever they occur. Each NAS member of the former Chapter will remain a member of NAS for as long as their NAS membership is current. Such member may affiliate with another Chapter of their choice; affiliate with the Chapter assigned the member's ZIP code if and when that occurs; or remain unaffiliated.

- C. National Board Members.** The NAS bylaws include a provision for nine regionally-nominated directors. Under rules adopted by the NAS Board, Chapters have a right to vote for one nominee from their region as well as the Pan-Flyway nominee for the NAS Board of Directors. Regional Election Procedures are in Appendix B. 3. Any Chapter or member of NAS may also submit the name of an individual as a candidate for an at large director position on the NAS Board of Directors to the Governance Committee for its consideration. All Audubon Directors (either regionally nominated or at large) have the same rights and responsibilities.
- D. Definition of Membership.** The definition of an NAS member, a Chapter member, the relationship between Chapter members and NAS members, and practices relating to Chapter-only memberships are set forth in the Membership Policy. The current policy is attached in Appendix B.4. The minimum NAS membership dues shall be established by NAS. All NAS members who reside in a Chapter territory are assigned to their respective Chapter; a Chapter serves members throughout its territory. The list of NAS members is owned by NAS and may not be given, rented, leased, or exchanged without the consent of NAS.

Section 3: NAS Support to Chapters

- A. Financial support.** In recognition of the importance of Chapters as strategic partners in achieving NAS goals and carrying out programs for the benefit of members, NAS provides Chapters with financial support.
- Annual Baseline Funding is designed to support general Chapter operations that provide information and opportunities for engagement to our shared membership, and is provided following completion of annual recertification as described above in Section 2.B.3.
 - Annual Collaborative Funding is allocated on a state by state basis and supports conservation projects (defined broadly to include education, citizen science, policy, habitat restoration) that provide an opportunity to engage members and the public, to promote a shared mission, and to align national, state and Chapter priorities.
 - Membership recruitment incentives are also available.

- Current and future NAS funding for programs and projects, training, resources and support will continue to be shared with Chapters as funding opportunities become available, with an emphasis on supporting Chapter priorities that overlap with NAS strategic goals.
- B. Membership Recruitment.** Membership recruitment is shared by Chapters and NAS; NAS member renewal and record keeping services are provided by NAS.
- C. State and NAS Program Staff and Support.** NAS Program, State Office, Center and Chapter Services Office staff works with Chapters in each state to share information and opportunities for partnership, to develop and conduct programs, and to raise and allocate funds in order to best achieve the Audubon mission.
- D. Services and Resources.** NAS provides a range of services and resources to Chapters through national, flyway, state and local offices, including but not limited to:
1. The right to use NAS trademarks and logos to identify a certified Chapter's affiliation with NAS, subject to the logo use policy (see Appendix B.5.).
 2. Protection of the "Audubon" name and trademarks on behalf of the entire Audubon network.
 3. State Office staff (or Chapter Services Office staff for states without a State Office) as primary liaisons between NAS and Chapters.
 4. Timely online, written and in-person communications regarding current issues, programs and policies of importance to the Audubon network.
 5. Publications that establish a common "Audubon" identity and provide information of interest to members and the public.
 6. Early engagement in planning for new and ongoing conservation initiatives and community engagement strategies, along with opportunities for leadership, partnership or general participation in their implementation.
 7. Technical assistance on issues and programs that support Chapter efforts.
 8. Technological services including online access to Chapter membership records and annual reports, financial records, geographic information systems, Chapter territory management, regional director elections, educational materials, advocacy engagement and citizen science programs.
 9. Education, advocacy and citizen science program support in the form of resource materials, program development and management, as available.
 10. Opportunities for NAS staff, Chapter leaders and volunteers to meet, learn and share with each other through national conventions, regional leadership trainings, state assemblies and academies, online venues and other forums as resources become available. NAS staff attends and supports Chapter Councils or similar regional Chapter associations as time, distance and resources permit.
 11. Training and development of leadership, planning, fundraising, and volunteer and membership recruitment skills.

12. Development materials including publications, recruitment materials and information on funding resources.

- E. Commitments.** In the spirit of partnership, proposed changes in the Chapter Policy and other policies or issues that directly affect the relationship between NAS and Chapters will be mutually shared and considered.
- F. Decision Making.** NAS is committed to a policy of decentralized decision-making in which Chapter Boards are the primary decision makers in local communities; State Boards are the primary decision makers for state issues; and the NAS Board is the primary decision maker at the national level. It is in the best interest of the Audubon network to cooperate whenever possible. That said, Chapters may develop programs and pursue solutions to local conservation issues that they determine to be important without the approval or assistance of NAS. In a similar way, NAS may develop programs and pursue solutions to state, regional and national conservation issues without local Chapter approval or assistance. The essential links are a mutual philosophical commitment and respect that provide room for occasions when Chapters and NAS differ.

Section 4: Chapter Support for NAS

- A. Chapter Activities.** Chapters and NAS commit to a common mission of protecting birds and habitat, enhancing each other's work through shared membership, two-way financial and programmatic support, and the cooperation of staff and volunteers, all within an environment of mutual trust and respect. Each Chapter pledges to:
- further the shared Audubon mission, actively engaging in fostering and advocating for the conservation of birds and other wildlife and the restoration and preservation of their habitats;
 - provide educational programs and activities that are science-based, foster an appreciation and understanding of the natural world, and promote a conservation ethic;
 - empower citizens with the knowledge and means to be effective environmental advocates for policies that protect birds and habitat at the local, state and/or federal level;
 - maintain active communications and outreach to all its members and to the broader community in furtherance of the above goals.
- B. Chapter mission and strategic plan.** Chapters are welcome to adopt the NAS mission statement or are free to formulate their own. Each Chapter, in pursuit of its own goals, should develop its own strategic plan. Ideally, this plan will nest within the NAS Strategic Plan, but should not run counter to it in any material respect.
- C. Membership recruitment and engagement.** Chapters play a key role in membership recruitment and retention by engaging people directly in Audubon activities and helping diversify the network. Chapters are provided a financial incentive for bringing new members to NAS. The Audubon network is strengthened by Chapters engaging these new people through their programs.
- D. Communications with NAS.** Chapters are encouraged to engage in timely communications with NAS regarding current Chapter issues, leadership changes, programs, and policies through online, written and in-person communications.

- E. Supporting NAS policy advocacy.** Chapters are encouraged to actively and regularly support Audubon policy goals through advocacy (i.e., responding to online alerts and requests for sign on letters) and direct lobbying of local, state, and national decision-makers, and to stay informed about national conservation issues through participation in calls and review of materials provided via email or other venues.
- F. Fundraising relationship between Chapters, State Offices and NAS.** The financial strength of each member of the Audubon family, whether a Chapter, Center, State Office or NAS, ultimately benefits the others. Chapters raise funds for local, state, Center, and NAS programs and conservation efforts. In recognition of the importance of NAS as a strategic partner in achieving Chapter goals and carrying out programs for the benefit of members, Chapters are encouraged to provide direct financial support to NAS offices and programs, and to find opportunities to cooperate and collaborate with NAS in approaching shared donors wherever it can benefit programs and donors.
- G. Regional directors.** An important responsibility of Chapters, and a benefit to them, is participation in the election of the nine regional directors who represent Chapter interests on the NAS Board of Directors. Selecting nominees, reviewing candidates and voting in elections as well as communicating regularly with elected regional directors should be a priority of Chapter leadership.
- H. Participation in State Office committees and/or state Audubon Councils.** Chapters can support the work of their State Offices where applicable through participation in committees and volunteer work supporting the conservation efforts in the state and flyway. Where no State Office exists, the formation of a Chapter Council is encouraged to coordinate conservation efforts, promote idea sharing and facilitate communications with NAS.
- I. Participation in regional and national assemblies.** The Audubon network goal of bird conservation at scale throughout each flyway is best realized through communication among Chapters, State Offices, Centers and NAS within each flyway and between flyways. Chapters are encouraged to take part in national and regional meetings which provide opportunities for leadership development, information sharing, networking and inspiration.
- J. Chapters are a source of innovative programs** that can and have been replicated across the Audubon network. Successful program models should be shared through the State Offices, Chapter Services Office and elsewhere in the Audubon network, as deemed appropriate.

Section 5: Chapter Commitments to Membership and the Community

- A. Member services.** Chapters succeed to the extent they engage their members (and potential members) through the services they provide. Because people come to Audubon for many reasons, successful Chapters serve all their members with a diversity of programs and activities that address those interests, and by inspiring members to be active participants and willing donors. This involves creating and/or implementing locally-appropriate programs for advocacy, conservation, education, citizen science, public outreach, recreation, socialization and stewardship. The breadth and effectiveness of these programs will determine the respect and influence Chapters have within their communities.
- B. Maintain an Inclusive, Equitable, Diverse Membership.** Chapters promote fostering an inclusive, equitable, and diverse climate and culture, where all members of our organization can thrive; actively welcoming people of all backgrounds and creating a membership that is inclusive of diverse cultures, backgrounds, and life experiences, while embracing a culture of respect and civil discourse. We aspire to attract and retain a diverse membership.

- C. Communications with members.** Communication with members is essential to a Chapter's health. Although not mandated by this Chapter Policy, providing new member welcome letters, periodic newsletters or e-newsletters, e-mail notices, invitations to special events and fundraising campaign letters, in addition to maintaining web and social media sites, are highly recommended.
- D. Benefits provided.** Chapters are strongly encouraged to provide all members, regardless of source, with benefits such as bird walks, educational and/or conservation programs, volunteer activities, newsletters, and other opportunities to become involved in the Audubon network. The success of Chapter fundraising and its community stature are likely to be greatly influenced by the number of people to whom benefits are provided.
- E. Independence to pursue local programs.** Chapters are encouraged to adapt NAS priority conservation initiatives to local conditions, to enhance opportunities for joint fund raising and to achieve results that contribute to large-scale goals. However, Chapters are free to pursue programs outside the NAS priority framework as each sees fit because community needs must always take precedence. Ambitious Chapters will support active programs in conservation, advocacy, citizen science, birding, education, recreation and stewardship.

APPENDIX

A. Definitions

- **Audubon mission:** As adopted by the National Audubon Society Board of Directors, "The mission of the National Audubon Society is to conserve and restore natural ecosystems, focusing on birds, other wildlife, and their habitats for the benefit of humanity and the earth's biological diversity."
- **Audubon network:** All parts of the Audubon network including National Audubon Society and Chapter members; Chapters, State Offices and Centers staff, volunteers and Boards of Directors; other National Audubon Society programs and staff, and the National Audubon Society Board of Directors.
- **Chapter:** An organization of Audubon members that is chartered and annually re-certified by the National Audubon Society to function in a designated geographic area.
- **Chapter leader:** A Chapter staff person, officer, board member, or committee chair.
- **Chapter Services Office:** National Audubon Society's Chapter Services Office staff and programs, a part of the Community Conservation and Education Department.
- **Member:** An individual recognized by the National Audubon Society as a member.
- **NAS:** National Audubon Society, Inc.

- **NAS State Office:** National Audubon Society staff directed by State Executive Director and working with a board and other volunteers to manage a program with statewide conservation focus (i.e., Audubon New York, Audubon California, etc.).

