

BYLAWS OF THE RED ROCK AUDUBON SOCIETY

ARTICLE I Name of Organization

This organization shall be known as the Red Rock Audubon Society, Inc. (RRAS).

ARTICLE II Purpose

Section 1: The purpose of RRAS shall be to engage exclusively in any such educational, conservation, scientific, investigative, literary, historical, and philanthropic pursuits to conform to the provision of Section 501(c)(3) of the Internal Revenue Service Code as may be a part of the stated purposes of the National Audubon Society (NAS), of which RRAS shall function as a Chapter. RRAS may continue its existence even if it disassociates itself from the NAS.

Section 2: RRAS 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 hereof, or to any private individual. The property, assets, profits, and net income of RRAS are irrevocably dedicated to charitable, and/or goodwill purposes and no part of the property, assets, profits, or net income of RRAS shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private individual. Upon the dissolution, or upon abandonment, the assets of RRAS remaining after payment of, or provisions for, all debts and liabilities of RRAS, shall be donated to NAS, or to its successor or, if unwilling or unable to accept said donation, to a non-profit organization or entity having similar objects and purposes as this Society, as the Board of Directors 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 or entity other than one organized and operated exclusively for charitable purposes as set forth in Section 501(c)(3) of the Internal Revenue Service Code.

Section 3: Consistent with Section 501(c)(3) of the Internal Revenue Service Code requirements, no substantial part of RRAS’s activities shall consist of carrying on advocacy work, or otherwise attempting to influence legislation. RRAS shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. RRAS may provide elected officials with materials for the purpose of educating such officials on issues of importance to RRAS. No funds shall be expended in violation of Section 501(c)(3) of the Internal Revenue Service Code.

ARTICLE III Membership

Section 1: Any person interested in the purposes of RRAS is eligible for membership. RRAS welcomes everyone, regardless of race, color, religion, sex, sexual orientation, gender identity/expression, age, ability, national or ethnic origin, politics, or veteran status.

Membership is granted upon paying the RRAS and/or NAS membership fee or donating a sum equivalent or greater than the membership fee or directing National Audubon to have their NAS membership assigned to Red Rock Audubon.

Section 2: NAS annual dues of membership shall be established by NAS. RRAS Chapter-only membership dues shall be established by RRAS.

Section 3: Members receive information on RRAS activities through newsletters, special mailings, meetings, field trips, RRAS website, and other digital media.

Section 4: RRAS membership dues shall be payable to RRAS at the time of application.

Section 5: Should renewal of membership dues not be paid within six (6) months after the time they are payable, a member is in default shall be deemed to have cancelled his or her membership and it shall

be expired.

Section 6: If a member of RRAS acts in a way which is malicious or harmful to any member of RRAS or disparages the reputation of RRAS the membership may be cancelled by a majority vote of the Board of Directors.

ARTICLE IV General Meetings

Section 1: The RRAS Board shall schedule no less than six (6) General membership meetings per year.

Section 2: There will be an annual meeting held each year in April. at which time new officers will be elected, installed and take office.

Section 3: The members present at any meeting shall constitute a quorum.

Section 4: Special meetings may be called by the President, or pursuant to a resolution of the Board. Ten (10) days' notice of a special meeting may be given in a RRAS newsletter, by digital media, or by email as provided by members. Such notice shall provide the objective thereof, the form of any ballot question to be voted upon, and the date and time of the meeting.

ARTICLE V Board of Directors

Section 1: The control and conduct of business of RRAS shall be vested in its Board of Directors. The Board shall determine the policies of RRAS. The Board shall include (a) the elected officers (b) chairpersons of Standing Committees, and (c) a maximum of six (6) Directors at Large. Only RRAS members in good standing shall be members of the Board. All Board members shall have voting privileges. Board members may hold more than one (1) board seat at the same time but must not have more than one (1) vote. The Board shall have the power to remove any officer/Board member from office

by a three-fourths (3/4) vote of the entire Board, excluding the person who is the subject of the vote. The Board may remove an officer or Board member for any of the following reasons: excessive absenteeism, failure to perform the duties of office, embezzlement, acts which disparage the reputation and goodwill of RRAS, the breaking of the fiduciary trust of office, or a conflict of interest.

Section 2: Regular face to face, video/phone conference, or e-mail vote meetings of the Board shall be held at least every other month from September through May.

Section 3: A quorum of the Board shall consist of 50% plus one (1) Board member at any meeting or through email, or like communications to vote.

Section 4: Special meetings of the Board may be called by the President or upon the request of three (3) members of the Board. Notice of a special meeting may be given upon five (5) days prior to the meeting to each Board member by telephone or email as provided by each Board member. The President may determine that such five (5) days' notice may be waived if circumstances so warrant.

Section 5: Board members may choose to leave the Board by formally submitting their resignation which shall be accepted by the President of the Board

ARTICLE VI

Officers

Section 1: The elected officers of RRAS shall be a President, Vice President(s), Secretary, and Treasurer. All elected officers shall serve for a two (2) year term and may serve two (2) additional consecutive two (2) year terms in the same position. A one-year break is required before serving again in the same position after three (3) consecutive terms. The President and Secretary terms shall expire in even years. The Vice President(s) and Treasurer terms shall expire

in odd years.

Section 2: A vacancy in any office shall be filled by a majority vote of the Board of Directors. The replacement officer shall hold office until the next annual meeting, at which time the vacancy shall be filled pursuant to Articles VII and VIII of these Bylaws.

Section 3: The President shall be President of RRAS, Chairman of the Board of Directors, and shall perform all other duties generally associated with the office of President.

Section 4: The Vice President(s) shall assist the President in carrying out his or her duties, shall preside at all meetings in the absence of the President.

Section 5: The Secretary shall keep records of all Board proceedings.

Section 6: The Treasurer shall have custody of RRAS's funds. The Treasurer shall disperse the funds as ordered by the Board. The Treasurer shall report to the Board of Directors at its regular meetings as requested. The Treasurer shall prepare an annual report on the financial condition of RRAS for the Board and respond to NAS's annual report requirement. A review of this report shall be conducted by a committee of not less than two (2) people appointed by the President and report to the Board at the September Board meeting.

Section 7: All checks and drafts of RRAS must be signed by the Treasurer or the President, or Vice President(s), or Secretary, unless an exception to this rule is authorized by the Board of Directors. Credit cards shall be issued and held by an authorized Board member or RRAS member as approved by two officers. The credit cards must be surrendered immediately upon leaving the Board or at the request of the President.

ARTICLE VII Nominating Committee

Section 1: The Board of Directors shall annually appoint a nominating committee two months prior to the annual meeting. The names of the members of the Nominating Committee shall be made known to the membership of RRAS and suggestions for nominations for officers may be submitted to the Committee by any member of RRAS.

Section 2: The Nominating Committee shall notify membership with the list of office vacancies which will need to be fill during the election cycle.

The responsibility of the Nominating Committee is to accept all nominees that are members in good standing and agree to be nominated.

The Nominating Committee shall nominate candidates for offices to succeed those whose terms of office expire. Its report shall be presented to the membership at a regular meeting one (1) month prior to the annual meeting.

Section 3: Nominations from the floor shall be accepted at the regular meeting taking place directly before the annual meeting provided the nominee is in good standing and agrees to be nominated.

ARTICLE VIII Elections

Section 1: The elections of officers shall take place at the annual meeting. The officers will be installed at the annual meeting.

Section 2: Officers presented by the Nominating Committee shall be elected by a vote of the membership present at the annual meeting with the winner receiving the majority of votes cast.

ARTICLE IX Committees

Section 1: The President, with the approval of the Board of Directors, shall appoint or replace chairpersons of Standing Committees, who in turn may select their own committee members including recommendations from the Board.

Section 2: The President, with the approval of the Board of Directors, may appoint Special or Task Force Committees whose terms will be determined by the length of the assignment to be done.

Section 3: Standing Committees of RRAS shall be organized and dissolved as become necessary to carry out the functions of RRAS.

Section 4: The general responsibilities of each Standing Committee shall be described in the RRAS Committee and Board Operating Manual and updated by the Board, as necessary.

ARTICLE X Commitments

RRAS, its officers, and the Board of Directors, shall not enter into any commitments binding NAS without authorization from the latter. In like manner, NAS shall make no commitments binding on RRAS without its consent.

ARTICLE XI Discontinuance

RRAS reserves the right to terminate its Chapter status on six (6) months' notice, given in writing to NAS, in which case all allocation of dues by NAS to RRAS will cease on expiration of the six (6) months' notice given by RRAS, in which case the members of RRAS shall continue as members thereof for the balance of the term for which dues have been paid.

ARTICLE XII Parliamentary Authority

In matters not covered by these Bylaws, Robert’s Rules of Order, latest revised edition, shall govern.

ARTICLE XIII
Amendments

The Bylaws may be amended by a majority vote of members in good standing present at any regular meeting or at any special meeting thereof, regularly called, providing a quorum (ARTICLE IV, Section 3) is present, and provided further that notice of such amendments shall have been published in the RRAS newsletter at least fifteen (15) days before said meeting. Additional Bylaws not inconsistent with these Bylaws may be adopted by the Board of Directors at any meeting of the Board of Directors at which a quorum is present.

Certificate

The undersigned, being the duly elected Secretary of RRAS, certifies that the foregoing Bylaws were adopted by the Board of Directors on July 1, 2021, and the same have not been revoked, amended, modified, or rescinded and are in full force and effect.

Jimmy Alexander
Secretary of RRAS