

**BY-LAWS
OF
THE DESERT RIVERS AUDUBON SOCIETY, INC.**

“EDUCATING AND INSPIRING OUR COMMUNITY TO PROTECT AND PRESERVE BIRDS,
WILDLIFE, AND THEIR HABITATS”

AMENDED AND RESTATED
NOVEMBER __, 2008

ARTICLE I: MEMBERSHIP

SECTION 1 - ACTIVE MEMBER

An individual may become an Active Member by submitting the appropriate fees for Individual or other such membership classes as may be established by the Desert Rivers Audubon Society (hereinafter referred to as the DRAS) Board of Directors. Active Members shall be entitled to hold office and to vote at the annual meeting or any other special meeting of the DRAS as provided herein.

SECTION 2 - ASSIGNED MEMBERS

All currently assigned National Audubon Society members of the DRAS in good standing shall be considered belonging to the DRAS for the purposes of these by-laws.

SECTION 3 - OTHER MEMBERSHIPS

The Board of Directors of the DRAS shall be empowered to create such membership classes as deemed advisable. Such additional membership classes may have voting rights as the Board designates, provided, however, that such rights shall not exceed the voting rights of an Individual member.

SECTION 4 - MEMBERSHIP FEES

The Board of Directors of the DRAS shall, from time to time, establish membership fees to be paid by Active Members in all membership classes.

SECTION 5 - TERMS OF MEMBERSHIP

The term of membership of each Active Member in all membership classes shall be on a yearly basis beginning on the date of acceptance by the DRAS Board of Directors or office of the DRAS, whichever is appropriate.

SECTION 6 - SUSPENSION AND EXPULSION

A. NON-PAYMENT OF ANNUAL FEE

All rights of membership of any Active Member shall be automatically suspended for non-payment of the applicable annual fee, but such rights shall automatically be reinstated if such payment is received within thirty (30) days of such due date.

B. OTHER CAUSE

The Board of Directors of the DRAS may suspend or expel any person from membership in the DRAS for egregious behavior. Suspension or expulsion shall be by a vote of two-thirds (2/3) of a quorum of the Board of Directors then holding office, at any meeting called for this purpose. Such action shall result in forfeiture of all membership privileges.

ARTICLE II: MEETINGS OF THE DRAS

SECTION 1 - GENERAL MEMBERSHIP MEETINGS

A. ATTENDANCE

Regular meetings shall be open to the public.

B. TIME AND PLACE

Regular meetings of the DRAS shall be held monthly, at least from September through May, on dates and at locations as determined by the Board of Directors. Notice of these meetings shall be announced at the previous regular meeting, published in the DRAS newsletter and website, and disseminated through the local media and other public venues.

C. CALL FOR BUSINESS

Prior to the program at each regular meeting of the DRAS the presiding board member shall issue a general call for business.

SECTION 2 - ANNUAL MEETING

A. PURPOSE

The DRAS shall meet annually for the purpose of electing Officers, Directors and Nominating Committee Members and other such positions as may be determined in these By-laws and for the transaction of other business brought before the DRAS.

B. TIME AND PLACE

The annual meeting of the DRAS shall be held within the DRAS jurisdictional area and in April of each calendar year and at a site as determined by the Board of Directors of the DRAS. Notice of the date and site shall be made public to all members at least three (3) months prior to the date set for the annual meeting.

SECTION 3 - SPECIAL MEETINGS

Special meetings of members may be called by the President, or pursuant to resolution of the Board, or by petition to the Board of not less than either twenty (20) percent of all voting members or twenty-five (25) voting members.

A. DATE AND SITE

Upon call of a special meeting, the President of the DRAS shall set the date and location for said meeting to occur. The location shall be within the jurisdictional

boundary of the DRAS and shall occur within sixty (60) days after the date of said call.

B. NOTICE

Notice of special meetings shall be mailed to members' last known postal or email address not less than fourteen (14) days prior to the meeting, shall state the purpose(s) of the meeting, and shall be restricted to the items stated in the purpose(s).

SECTION 4 - QUORUM

The lesser of twenty (20%) percent of all voting members or twenty-five (25) voting members, shall constitute a quorum at any meeting of members at which DRAS business is conducted. Each member in good standing shall be eligible to cast one (1) vote. All substantive issues, other than changes to the Articles of Incorporation and/or the By-laws, or special cases as specified in Robert's Rules of Order, shall be decided by a majority vote of members in attendance.

ARTICLE III: BOARD OF DIRECTORS (BOARD)

The control and conduct of business of the DRAS shall be vested in its Board of Directors. The Board shall determine the policies of the DRAS. The Board may delegate appropriate responsibilities and authority to any committee. The composition of the Board of Directors shall include four (4) elected Officers and from four (4) to ten (10) elected Directors.

SECTION 1 - MEETINGS

There shall be at least six (6) regular meetings of the Board in any one fiscal year, and not more than one (1) regular meeting in any single month. The dates for the regular meetings shall be determined by the Board and published in the DRAS newsletter and posted on the DRAS website.

SECTION 2 - QUORUM

A majority of the Board positions filled shall constitute a quorum to do business.

SECTION 3 - SPECIAL MEETINGS

Special meetings of the Board may be called by the President or upon request of any three (3) members of the Board.

SECTION 4 - INTERNET

Any business of the Board may be conducted via the Internet, but all requirements for a quorum shall remain in force.

SECTION 5 - ATTENDANCE

Any member of the Board of Directors of the DRAS who, without reasons acceptable to the Board, fails to attend three (3) consecutive regular Board meetings,

shall be deemed to have resigned. Such resignation must be accepted by a two-thirds (2/3) majority vote of the Board positions filled.

SECTION 6 - VACANCIES

If by reason of resignation or death, or for any other reason, the Board has not the full complement of elected members in office, as existed at the time of election, the President shall appoint and the Board shall ratify by majority vote a replacement candidate for each unfilled office. The appointed member shall then serve in that capacity until the end of the term of that position.

SECTION 7 - OPEN MEETINGS

Meetings of the Board shall be open to all members of the DRAS, but only elected Board members shall have a vote. Any member who wishes to address the Board shall notify the President at least twenty-four (24) hours prior to the meeting, stating his/her subject of concern. The President may, in the interest of the meeting agenda, allot a specified period of time for public comment and for each member to address the Board.

SECTION 8 - AUDIT

Periodic financial audits will be made at the discretion of the Board of Directors.

SECTION 9 - REPORTS

The Board shall prepare an Annual Report that includes Officers' and Directors' reports as well as financial statements and budget projections. The report shall be made available by request.

ARTICLE IV: OFFICERS

The officers of the DRAS shall be: President, Vice President, Secretary, and Treasurer.

SECTION 1 - TERMS OF OFFICE

The terms for Officers shall be two (2) years. No Officer shall serve more than two (2) consecutive full terms in the same office. After serving two (2) consecutive terms or eight (8) years as an Officer, or Director an individual must not fill an elected or appointed position on the Board for one (1) full year. If a qualified candidate cannot be found to fill a Board of Directors position, the Nominating Committee may suspend the provisions of this Section.

SECTION 2 - RECORDS

Officers shall make themselves familiar with the By-laws, Articles of Incorporation, and duties of their office. Each Officer shall maintain records of information and correspondence pertinent to that office. Such accumulated materials shall be open to the Board and the membership upon request, and shall be transferred to the successor to that office. Each Officer shall report his/her activities to the Board.

SECTION 3 - DUTIES OF OFFICERS

A. PRESIDENT

The President shall preside over the DRAS, act as Chair over the Board of Directors and the Executive Committee, and serve as ex-officio member of all committees, excepting the Nominating Committee, and shall be responsible for planning, initiating, and directing such projects as are consistent with the mission of the DRAS. The President shall cause a budget to be prepared for the fiscal year, annually, commencing July 1 and ending June 30. The budget shall be submitted to the Board of Directors for approval.

B. VICE PRESIDENT

The Vice President shall assist the President in carrying out his/her duties. In the absence of the President, the Vice President shall assume all duties of the President. The Vice President shall assist the President in organizing and instituting an annual planning meeting. The Vice President will serve on the Executive Committee in this capacity.

C. SECRETARY

The Secretary shall keep a record of all proceedings of the Board and of the DRAS, notify all Board members of meetings, provide minutes of the last meeting to the Board members, and perform such other duties as are customary for that office. The Secretary will serve on the Executive Committee in this capacity.

D. TREASURER

The Treasurer shall have custody of the DRAS's funds and shall disburse and/or invest the funds as may be directed by the Board. He/She shall oversee the development of the DRAS's annual budget, and shall prepare and submit financial reports as directed by the Board. The Treasurer, President, and Vice President shall be authorized to sign checks and drafts. The Treasurer shall serve on the Executive Committee in this capacity.

SECTION 4 - EXECUTIVE COMMITTEE

The President shall chair an Executive Committee. The Executive Committee shall act for the Board of Directors during the period between meetings of the Board of Directors of the DRAS and shall exercise all powers of the Board of Directors except any powers which have been expressly reserved by resolution of the Board of Directors or by these By-laws.

- A. The DRAS Executive Committee shall consist of the seated Officers and one (1) additional member, selected from the sitting Directors, who shall be appointed by the President and confirmed by majority vote of the Board of Directors of the DRAS. All members of the Executive Committee must be members in good standing of the DRAS.
- B. The DRAS Executive Committee shall be seated the first day of July each year after the election of the Board of Directors and shall retain this position until the succeeding Executive Committee is seated.

- C. A quorum of the Executive Committee shall consist of a majority of sitting Executive Committee members

ARTICLE V: DIRECTORS

SECTION 1 - DIRECTOR'S DUTIES AND SUBSEQUENT COMMITTEES

A. MEMBERSHIP DIRECTOR

This Director shall develop and carry out a plan to increase membership, retain present members, and restore delinquent members to active status. The Director shall maintain an electronic database of all members and potential members, and shall not share this database outside of the DRAS without the express written consent of its Officers.

B. EDUCATION DIRECTOR

This Director shall propose and implement environmental education programs for adults and children in different venues that support the mission of the DRAS.

B. CONSERVATION DIRECTOR

This Director shall inform the DRAS of conservation and preservation issues that are central to its mission and that might possibly require active DRAS support or opposition.

C. PUBLIC RELATIONS DIRECTOR

This Director shall establish an up-to-date and comprehensive media database, disseminate press releases and announcements to all media outlets, and generally work to enlarge the presence and name recognition of the DRAS among the general public, other environmental groups, and governmental agencies.

D. DEVELOPMENT DIRECTOR

This Director shall develop and implement a fundraising plan to support the DRAS's programs and operations.

E. PROGRAM DIRECTOR

This Director shall contact and arrange to have speakers for each of the regular monthly membership meetings, and make arrangements, if needed, for accommodations for out of town speakers and honoraria if required and approved by the Officers.

F. FIELD TRIP DIRECTOR

This Director shall plan and schedule field trips offered by the DRAS. The Director and committee shall contact and recruit field trip leaders, publish the field trip schedule, provide training when necessary, and oversee all field trip activities.

E. VOLUNTEER COORDINATOR (DIRECTOR)

This Director shall actively recruit individuals from inside and outside the DRAS to sustain the Society's on-going programming. This Director shall also provide training opportunities to ensure that volunteers are capable of carrying out their tasks successfully and represent the Society properly.

SECTION 2 - COMMITTEE CHAIRS

Each Director shall be the chairperson of his/her respective standing committee.

SECTION 3 - EXTERNAL COMMUNICATION

No Director shall make any written or oral public statement regarding any DRAS policy, opinion, or interpretation unless authorized by the Board prior to such a release of information representing the chapter. No Officer or Director shall engage the DRAS in any existing or proposed litigation, public policy statement, or advocacy action without a two-thirds (2/3) majority vote of approval by the Board.

SECTION 4 - TERMS AND TERM LIMITS

Directors' terms shall be two (2) years. No elected individual shall serve for more than two (2) full consecutive terms or seven (7) consecutive years (exclusive of appointive partial terms) as a Board member. Service as an incorporator shall not count against the term limits prescribed in these By-laws. If a qualified candidate cannot be found to fill a Board of Directors position, the Nominating Committee may suspend the provisions of this Section.

ARTICLE VI: ELECTIONS

SECTION 1 - ELECTION OF OFFICERS AND DIRECTORS

Election of Officers and Directors shall take place at the annual meeting of the DRAS. Election shall be by a plurality vote, which shall include votes of the eligible members present, plus mail-in ballot forms sent to the chair of the Nominating Committee. Nominations will be accepted from the floor at the annual meeting but only with the verbal (if the candidate is present at the annual meeting) or written consent of the nominee. Write-in nominees (except as provided above) will not be allowed. The Nominating Committee shall conduct the election process.

SECTION 2 - STAGGERED TERMS

The President and the Secretary shall be elected in odd-numbered years, and the Vice President and Treasurer shall be elected in even-numbered years. Directors to be elected in even-numbered years are the Membership, Conservation, Fundraising and Field Trip Directors. Directors to be elected in odd-numbered years are the Education, Public Relations, Program and the Volunteer Coordinator Directors.

SECTION 3 - COMMENCEMENT OF DUTY

Officers and Directors so elected shall take office on the first day of July, the beginning of the fiscal year, following the election.

SECTION 4 - ONE ELECTED OFFICE

No one person shall be nominated for or hold more than one (1) elected office at a time.

SECTION 5 - REMOVAL FROM OFFICE

Except as provided for in Article III, Section 5, Officers and Directors may be removed, with or without cause, from office prior to the expiration of their terms of office only by a two-thirds (2/3) majority vote of the total Board positions filled.

SECTION 6 - ELIGIBILITY

Eligibility to vote in DRAS elections shall be limited to those who have been a DRAS member for a minimum of 90 days.

ARTICLE VII: NOMINATING COMMITTEE

SECTION 1 - MEMBERS OF THE NOMINATING COMMITTEE

- A.** One member, other than the President, selected from and by the Board of Directors. The President is not an ex-officio member of this committee.
- B.** At least two (2) but not more than five (5) members selected from the DRAS membership shall be appointed and confirmed by a majority vote of the Board of Directors of the DRAS..

SECTION 2 - TERM OF OFFICE

The term of office for members of the Nominating Committee shall be one (1) year, commencing at the start of each fiscal year.

SECTION 3 - ANNOUNCEMENTS

The names of the Nominating Committee members shall be published in the next DRAS newsletter and on the DRAS website following their appointment.

SECTION 4 - VACANCIES

The committee shall select its own chairperson. Vacancies which occur during the one (1) year term shall be filled by the Board of Directors. Only one committee member may sit on the Board of Directors of the DRAS. All other committee members must be appointed from the general membership.

SECTION 5 - DUTIES

The Nominating Committee shall, at the regular February and March meetings of the DRAS, nominate at least one (1), but not more than two (2) eligible persons for each Board position to be filled. Other members of the DRAS may nominate candidates for open positions at either meeting, provided that prior consent has been obtained from the nominees.

SECTION 6 - ADVERTISING

The names and biographies of all Board nominees shall be published in the March issue of the DRAS newsletter in the form of a mail-in ballot, with designation as to whether the nominee was nominated by the Nominating Committee, or by the membership.

SECTION 7 - EXCLUSIONS

With the exception of the Board representative to the Nominating Committee, members of the Nominating Committee shall not nominate themselves.

ARTICLE VIII: AFFILIATIONS

SECTION 1 - INDEPENDENCE

Except as provided herein, the DRAS shall be an independent, public interest organization. However the DRAS shall endeavor to establish and maintain close relationships with the National Audubon Society, Audubon Arizona, other Audubon Chapters, the Arizona Audubon Council, other birding organizations, and other non-profit conservation and ecological organizations whenever such relationships will further the goals of this organization, provide service to our members, or facilitate exchange of information.

SECTION 2 - ENCUMBRANCES

The DRAS shall not enter into any commitments binding upon the National Audubon Society without written authorization from the National Audubon Society, nor shall the National Audubon Society, without written authorization from the DRAS, enter into any commitments binding upon the DRAS..

SECTION 3 - TERMINATIONS

The DRAS may terminate its status as a chapter of the National Audubon Society, and the National Audubon Society may terminate the DRAS as a chapter of the National Audubon Society, pursuant to procedures set forth in the 2001 Audubon Chapter Policy adopted by the National Audubon Society's Board of Directors on December 8, 2001.

ARTICLE IX: PARLIAMENTARY AUTHORITY

SECTION 1 - RULES

In procedural matters not covered by the By-laws, the newest edition of Robert's Rules of Order shall govern.

SECTION 2 - SELECTION

The President may select from the DRAS membership, one of its members to act as parliamentarian.

ARTICLE X: AMENDMENTS

SECTION 1 - REVIEW

The Articles of Incorporation and By-laws, as presented herein, shall be reviewed by a joint ad-hoc committee of the Board and the membership as needed.

SECTION 2 - AMENDMENTS

The Articles of Incorporation and By-laws of the DRAS shall be amended by a two-thirds (2/3) vote of the combination of members present in person at any regular or special meetings of members duly called pursuant to the provisions of Article II, Sections 1 and 3 above. The notice of such meeting shall be made available to the membership fourteen (14) days in advance, and shall be made available by request.

ARTICLE XI: CONSTRUCTION

SECTION 1 - COMPLIANCE

The Articles of Incorporation and By-laws of the DRAS shall be construed under and in compliance with the laws of the United States of America and the State of Arizona.

SECTION 2 – SEVERABILITY

If any section of The Articles of Incorporation or The By-laws of the DRAS is found to be non-compliant with any law of the United States, State of Arizona or any subdivision thereof, only that section which is deemed to be non-compliant shall be voided and all other sections of these documents shall remain enforceable.