The Constitution of the Monterey Audubon Society  
(Revised January 31st, 2020)

ARTICLE I: NAME

The organization shall be known as “Monterey Audubon Society” (MAS) and is a chapter of the National Audubon Society. The organization was formerly known as “Monterey Peninsula Audubon Society”.

ARTICLE II: PURPOSE

Section 1: Mission

The mission of the MAS is to celebrate, explore, and conserve the birds and ecology of the greater Monterey Bay region.

Section 2: Objectives

The objectives of the MAS are to engage in:

a) Conservation, advocacy and restoration projects
b) Special and charitable events, including scholarships
c) Presentations, field trips, classes, and publications

Section 3: Affiliation

MAS is an official chapter of the National Audubon Society (National) whose mission 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. MAS also works in conjunction with the California state chapter of National Audubon.

Section 4: Geographic coverage

MAS encompasses the greater Monterey Bay region, including south Monterey County, north into Santa Cruz County, and east into San Benito County.
The Bylaws of the Monterey Audubon Society

ARTICLE I: MEMBERSHIP

Section 1.

Any person interested in the mission and objectives of MAS is eligible for membership. All members in good standing regarding dues shall enjoy all the rights and privileges pertaining to membership with MAS and/or National. A list of members shall be maintained and reflect each member’s classification and the years the classification was last assigned.

Section 2.

Members may fall under different categories:

a) MAS Members – members who have paid dues to MAS only

b) National Members – members who have paid dues to National and are added to the MAS roster

c) Joint Members – members who have paid both National and MAS dues

Section 3.

Dues structure:

a) MAS Annual Membership – $20 annual fee

b) MAS Supporter Membership - $40 annual fee

c) MAS Family Membership - $50 annual fee (spouses and children)

d) MAS Lifetime Membership - $500 one-time fee: Lifetime membership includes spouses and children below age 18

Section 4.

Dues are applicable for a calendar year. September of the current year to Jan 1 of the upcoming year is the enrollment period. Dues not paid within 6 months of the Jan 1 due date shall be considered delinquent. The unpaid membership will be dropped from the roster.
ARTICLE II: MEETINGS

Section 1.
Meeting agendas shall be available for public viewing on the MAS website no less than 2 days prior to the meeting. In the case of special topics needing immediate action, emergency meetings may be held in person or via electronic communication (email, phone, videoconference, etc.).

Section 2.
Regular meetings shall be conducted by the MAS Board of Directors (the Board) on the second Tuesday of every month, year-round.

Section 3.
An additional annual meeting should be held in May at which time officers will be elected and the treasurer’s report and committee reports will be delivered. Thirty members or 10% (whichever is smaller) of the MAS local membership in good standing shall constitute a quorum for the election of officers.

Section 4.
All meetings will follow Robert’s Rules of Order Newly Revised. All meetings shall be considered “Open” to the public and members. The exceptions would be “Closed” meetings wherein paid staff payment rates and legal actions involving the Board are discussed.

ARTICLE III: BOARD OF DIRECTORS

Section 1.
The control and conduct of the business of MAS shall be vested in its Board of Directors (the Board). The Board shall determine the policies of MAS. The Board shall include the elected officers and the chairs of the various active committees. Board members must be members of MAS in good standing.

Section 2.
Board meetings will be held in accordance with policies outlined in Article II.
ARTICLE IV: OFFICERS

Section 1.

The officers of MAS will include a President, a First and Second Vice President, Treasurer, Secretary, and Membership Director.

Section 2.

Officer tasks include but are not limited to:

a) President: preside over meetings
b) Vice President (two): function as President when President is absent
c) Treasurer: manage finances, present monthly Treasurer’s Report, pay bills
d) Secretary: post agenda, keep meeting minutes
e) Membership Director: maintain membership rosters

Section 3.

In the case of a disruptive or nefarious board member whose actions interfere with the ability of the board to accomplish the mission of MAS or to function, the disruptive board member may be removed by a 2/3-majority vote by the current standing board members.

ARTICLE V: COMMITTEES

Section 1.

Committees may be formed or developed as needed, depending on Board capacity, volunteer availability, and current projects. Committee chairs will be a board member.

Section 2.

Examples of committees that may be needed include:

a) Conservation: Advise and recommend to the board conservation actions related to the overall mission of MAS
b) Education/Programs: To inspire and educate the public of all ages about the mission of MAS, through monthly programs as well as special events.
c) Field Trips: Organize and provide birding field trips to acquaint members and public with local birds and wildlife.
d) Public Relations and Marketing: Increase visibility & name recognition and increase membership & donations.
e) Website + Social Media: House and distribute information related to MAS programs, field trips, mission and projects online.
f) Scholarship: Contact Monterey County schools with information and forms for scholarship essay. Read and judge essays with committee.
g) Nominating: Gather information about and determine interest from potential board members and put together nominations for voting.
h) Hospitality: Provide refreshments at each meeting. Arrange the dinner for the Christmas Bird Count.

Section 3.

Committees should send communications and drafts of proposals or letters to Board members for edits or comment at least 48 hours before being sent to the final official recipients. No edits, comments or responses will be taken as approval.

ARTICLE VI: SANDERLING NEWSLETTER

Section 1.

The President shall appoint the editor of the Sanderling, the official publication of MAS. The editor may choose such assistants as deemed necessary to edit and publish the Sanderling, and to distribute copies to members of MAS and to interested individuals and organizations. The content of the Sanderling will focus on regional conservation and birding issues, the field trip calendar, and other programs.

ARTICLE VII: EMPLOYEES

Section 1.

The Board may choose to hire an Executive Director (Director) if the need arises and funding is available. The Director should direct the MAS day-to-day and longer-term activities in support of the MAS mission and objectives. The Board shall assist the Director with general guidance consistent with the policies and strategic directions laid out in the Constitution and Bylaws. Salary would be negotiated with the Board. The Board would act as the hiring committee.

Section 2.

The Board may choose to hire short-term contractors for various work as the need arises and as funding is available. Contract work may include:
   a) Managing the MAS website
   b) Sanderling editor
c) Secretarial and/or accounting work

d) Tax preparation

e) One-time contract work (i.e. bird disturbance observations)

f) Legal counsel

**ARTICLE VIII: LEGAL STATEMENTS**

**Section 1.**

**Indemnification**

MAS shall indemnify any present or former volunteer of the Board; including Directors, Officers, Committee officers and Committee members as well as any present or former employees or agents of MAS, to the fullest extent possible against expenses, including: attorney's fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his or her conduct as a Board of Director, Officer, Committee officer, Committee member, volunteer, employee or agent of MAS.

This indemnification shall not apply to:

a) To a breach of duty of loyalty to MAS.

b) For acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law.

c) For a transaction from which such person derived an improper personal benefit.

d) Against judgments, penalties, fines and settlements arising from any proceeding by or in the right of MAS, or against expenses in any such case, where such person shall be adjudged liable to MAS.

**Section 2.**

**Chapter Relationship**

The relationship between MAS and National shall be defined as follows:

a) MAS shall not enter into any commitments binding upon National without written authorization by National, nor shall National, without written authorization by MAS, enter into any commitments binding upon MAS.

b) MAS may terminate its status as a Chapter of National, and National may terminate the status of MAS as a Chapter of National, pursuant to procedures set forth by the National Audubon Chapter Policy.
Section 3.

Financial Responsibility

MAS is intended to operate as a non-profit organization and not organized, nor shall it be operated, for pecuniary gain or profit. MAS 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 MAS are irrevocably dedicated to charitable purposes. No part of the property, assets, profits, and net income of MAS shall ever inure to the benefit of any Board member, Officer, or Member thereof or to the benefit of any private shareholder or individual.

Section 4.

Dissolution or Abandonment

Upon the dissolution or abandonment, the property and assets of MAS remaining after payment of or provision for all debts and liabilities, shall be donated to National or its successor. If National is unwilling or unable to accept said donation, the donation shall be made to such charitable corporation, association, fund, foundation, or organization on two conditions:

a) The corporation, association, fund, foundation, or organization must have a similar mission to MAS.

b) The corporation, fund, foundation, or organization must meet the charitable purpose set forth in Section 501(c)(3) of the U.S. Internal Revenue Code.

Section 5.

Political Responsibility

MAS shall not perform activities, participate in, or intervene in any political campaign on behalf of any candidate for public office. Any participation in influencing legislation shall be only in accordance with accomplishing the Mission of MAS as stated in the Constitution.

Section 6.

Conflicts of Interest

Prior to being voted as a member of the MAS Board, Board members must disclose in writing to the Board any interests in which they recover a direct or indirect financial or political benefit from their association with the organization.

Prior to being voted as a member of the MAS Board, Board members must disclose in writing to the Board any conflicts they may have by either serving on another
organizational’s Board or serving with another organization that may have conflicting Mission to MAS.

If any Board member, or person related to a Board member, shall be a paid person receiving payment from MAS, any Board members involved shall not participate in the discussion or voting of any issue related to the direct or indirect financial impacts to the said person, whether it be the involved Board member, or person related.

If paid staff is responsible for hiring/dismissal of other paid staff, and it involves a person related to the paid staff responsible for hiring/dismissal, that responsible paid staff shall provide in writing to the Board the relationship and shall also relinquish duties of hiring/dismissal to the Board.

Section 7.

Equal Employment Opportunity

MAS in an equal opportunity organization. Regardless of position, whether paid or volunteer status, MAS follows all State of California and United States Federal Equal Employment Opportunity laws and regulations relating to harassment, discrimination, work environment, and other such provisions as stated in related laws and regulations deemed by the State of California and Federal Government.

ARTICLE IX: AMMENDMENTS

Section 1.

The Constitution and Bylaws may be amended by a majority vote of its members in good standing present at any regular meeting or at a special meeting thereof, regularly called, provided a quorum is present or represented by proxy, and provided further that notice of such amendments shall have been published on the MAS website and members have been given notice of upcoming changes.

ARTICLE X: CONSTITUTION AND BYLAWS: HISTORY AND REVISION

Section 1.

Revisions

The Bylaws Committee shall make every effort to maintain an accurate record of the history of the MAS Constitution and Bylaws and will include the authors involved and reference material.
At no time will a modification to existing wording occur without a Board vote for amendment. Only additions in chronological order to the most recent wording shall be allowable. The Board shall have the right to change any additions and revisions by vote.

Section 2.

History

The Constitution and Bylaws were established during the infancy of MAS, established in 1947, and were undoubtedly influenced by Laidlaw Williams, Monterey’s pioneering field ornithologist. The most recent complete revision of the Constitution and Bylaws was in 1974 (MAS Board members E. M. Hurlbert, William (Bill) Reese, and L. E. Gould) with amendments dated 1975, 1978, and 1979 (MAS Board members William (Bill) Reese, Ferd Ruth, Jud Vandeveer).

In 2012, former Vice President Chris Hartzell began revisions to the older Constitution and Bylaws. Most of Articles VIII, IX, and X are copied verbatim from his 2012 edits. These edits were not officially accepted by the Board, but helped guide the 2019/2020 edits.

The formation of a Bylaws Committee in October 2019 prompted a thorough analysis of the previous iterations of these documents. The Bylaws Committee included Treasurer Robert Horn, Membership Director Jan Scott, and Secretary Amanda Preece, all who are officers on the Board.

This Constitution and Bylaws were officially adopted on ______________ and all prior documents are superseded by these documents.