

BYLAWS

ARTICLE I

Name

This organization shall be known as the LAST CHANCE AUDUBON SOCIETY (LCAS).

ARTICLE II

Purpose

The purpose and objectives of LCAS shall be those stated in LCAS's articles of incorporation.

ARTICLE III

Membership

Section 1. Any person interested in the purposes of the LCAS is eligible for membership.

Section 2. There shall be two categories of membership: one membership category shall be the same as that maintained by the National Audubon Society (see Section 3); the second membership category shall be a LCAS-only membership (see Section 4).

Section 3. Members of the National Audubon Society: Annual dues of membership shall be those of the National Audubon Society and be payable directly to the Society's headquarters. NAS members in the allotted territory of LCAS, shall enjoy the rights and privileges of LCAS-only members.

Section 4. LCAS-only Members: There is a LCAS-only membership category. The Board of Directors shall establish the annual rate for this membership, membership levels, the durations of the membership, and the timeframe for renewal.

ARTICLE IV

Annual Meetings

Section 1. The annual meeting of members of LCAS shall be held on such date in May in each year as may be determined by vote of the Board of Directors at which time the new officers will be elected. Special meetings of the members may be called by the President, or pursuant to resolution of the Board. Ten days written notice of such special meetings, stating the objective thereof, shall be given to each member at his or her last known contact. A quorum at an annual or special meeting of LCAS shall be the number of members present, provided that in the judgment of the presiding officer the number is adequate for business to be conducted.

Section 2. Regular meetings will be held monthly September through May at the time and place chosen by the board.

Section 3. At each membership meeting the President shall advise the membership of the activities of the Board of Directors and LCAS.

ARTICLE V

Board of Directors

Section 1. The control and conduct of the property and business of LCAS shall be vested in a Board of Directors of at least eight members. The Board shall be composed of the four officers (see Article VI, Section 1) and the term of each will be concurrent with their respective terms of office and at least four (4) Directors elected At-Large from the membership. These At-Large Directors will serve overlapping terms of two years each, such that half At-Large Directors are to be elected each year. All Directors shall be members in good standing. All Directors shall be elected by a majority vote of the members present at the annual members' meeting, except that vacancies occurring during a term of office may be filled by the Board until the expiration of that term.

Section 2. Meetings of the Board of Directors shall be held on call of the President.

Section 3. Five Directors shall constitute a quorum for the transaction of business at any Director's meeting.

Section 4. Special Board meetings may be called by the President or by any five members of the Board, and at such special meetings any business may be transacted which might be transacted at any regular meeting of the Board. Notice of any special meeting shall be given to each member of the Board and shall, so far as practicable, contain a statement of the business to be transacted at the meeting.

Section 5. In the event that an interpretation of the Bylaws becomes necessary, the interpretation will be made by a consensus of at least five Board members.

Section 6. If a matter of business needs to be considered by the Board and there is not sufficient time to call a special meeting, the President may poll the Board in order for a decision to be reached.

ARTICLE VI

Officers

Section 1. The officers of LCAS shall be a President, a Vice President, a Secretary and a Treasurer. All officers shall serve a two-year term beginning on July 1 following the election. The officers shall be elected by a majority of the members present at the annual members' meeting. Any elected officer is eligible to succeed himself/herself or to be elected to any other office. The immediate past President is a Director in ex-officio (non-voting) status who will serve on the Board until replaced by the next outgoing President. If the President is elected to a successive term, the Past President may choose to continue to serve on the Board or the Board can function with one less member until there is a new Past President. In case a vacancy of an officer of LCAS occurs during a term of office, or if an office is vacant for any other reason, including lack of a willing and qualified candidate for election at the annual meeting, then the Board may fill the vacancy by appointment. The appointment will be valid until the next official election is held at the annual meeting.

Section 2. The President shall preside at all meetings of the Board of Directors.

Section 3. The President shall preside at all annual or special meetings of LCAS and shall direct and administer the affairs of LCAS as its executive head, and shall supervise all phases of its work, subject to instructions of the Board. He or she shall appoint all committees and be ex-officio (non-voting) of each.

Section 4. It is particularly important that all chapters maintain a permanent file which shall include its Articles of Incorporation and Bylaws, and any letters authorizing amendments to these documents. The President shall hand down these basic documents to succeeding officers of LCAS.

Section 5. The Vice President shall assist the President in carrying out the latter's duties. He or she shall preside in the absence of the President.

Section 6. The Secretary shall keep a record of all the proceedings of LCAS, of the Board of Directors and of all meetings, conduct and preserve all necessary correspondence relating to LCAS and perform such other duties as the Board may direct.

Section 7. The Treasurer shall have custody of LCAS's funds and securities; shall see to the deposits of all monies and securities in the name and to the credit of LCAS in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of LCAS as may be ordered by the Board, taking proper vouchers therefore, and shall render the Board of Directors at the regular meetings of the Board, or whenever they may require it, an account of all his or her transactions as Treasurer and the financial condition of LCAS.

Section 8. All LCAS's drafts and checks shall be signed by one of LCAS's officers.

ARTICLE VII

Commitments

LCAS, or its officers or Board of Directors, shall not enter into any commitments binding on the National Audubon Society without authorization from the latter. In like manner, the National Audubon Society shall make no commitments binding on LCAS without its consent.

ARTICLE VIII

Committees

Section 1. Nominating Committee. The President shall annually appoint, two months prior to the annual meeting, a Nominating Committee to consist of three members of LCAS. The Nominating Committee shall report to the membership the nominees in the newsletter for the month of May.

Section 2. Membership. The President shall appoint a Membership Chair. It shall be the duty of this person to cooperate with the Membership Department of the National Audubon Society by such measures as obtaining lists of names and addresses of potential members residing within the allotted territory of LCAS. It shall also be the duty of the Membership Chair to track LCAS-only members, conduct membership campaigns and to attempt to obtain the continuing membership of those who have become delinquent in the payment of their dues.

Section 3. The Board of Directors shall specify additional committees as may be necessary to assist with the affairs of LCAS and the President shall be responsible for the appointing of a chair of each committee. The President may appoint ad hoc committees to assist him or her in conducting LCAS's business.

Section 4. In addition to committees, the President shall appoint a Newsletter Editor, Webpage Manager, and any other position needed to keep LCAS members and others updated on LCAS events and activities, and on decisions made by the Board of Directors.

Section 5. The Board of Directors shall review all existing committees at the first meeting of the Board following the annual members meeting and shall at that time recommend future disposition of each committee to the President.

ARTICLE IX

Discontinuance

LCAS reserves the right to terminate its status on six-months' notice, given in writing to the National Audubon Society, in which case all allocation of dues by the National Audubon Society to LCAS will cease on expiration of the six-month period. LCAS recognizes the right of the National Audubon Society to terminate the relationship on six-months' notice.

ARTICLE X

Amendment

The Bylaws may be amended by two-thirds vote of the members present at any regular meeting or at any special meeting thereof, regularly called, provided however, that written notice of such amendments are sent to each member at his last known contact at least ten days before said meeting.

ARTICLE XI

Budget and Allocation of Funds

Section 1. The budget year for the Last Chance Audubon Society shall be July 1 through June 30th. The President shall present to the Board of Directors in August a budget for the upcoming year. The budget shall become final on the approval of a majority of Board members. The approved budget is presented to the membership in the September newsletter.

Section 2. The Treasurer shall be responsible for the accounting of income and expenditures by budgeted line items. Expenditures may exceed budgeted line items only with the approval of a majority of the Board of Directors.

Section 3. The budget when adopted will not exceed current cash assets plus anticipated revenues for the budget year. If additional revenue is received during the year the Board may amend the budget provided the amended budget will not exceed current cash assets plus anticipated revenue for the budget year.

ARTICLE XII

Montana Audubon

Section 1. In the event that the Last Chance Audubon Society is a participating member of Montana Audubon, LCAS shall abide by the Articles and the Bylaws of Montana Audubon.

Section 2. The Last Chance Audubon Society may terminate its membership in Montana Audubon by a two-thirds vote of the Board of Directors of LCAS and subsequent proper notice to Montana Audubon.

Section 3. The President shall appoint representatives to Montana Audubon as vacancies occur according to the Bylaws of Montana Audubon.