



The Constitution of the Monterey Audubon Society
(Draft: To be adopted February, 2025)

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 (Appendix 2).



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. Membership information will be stored in a CRM database to help maintain and steward members and donors.

Section 2.

Members may fall under different categories:

- a) MAS Members – members who have paid annual dues to MAS only. MAS membership may have different levels of support with different benefits.
- b) National Members – members who have paid annual dues to National and are added to the MAS roster
- c) Joint Members – members who have paid both National and MAS annual dues

Section 3.

Dues are applicable for a calendar year. September of the current year to Jan 1 of the upcoming year is the enrollment period. If a member does not pay dues by the end of March, the membership will be considered expired. After 3 years of not paying dues, members will be considered inactive/lapsed, and should only be contacted for major appeals and lapsed donor drives.

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, unless otherwise announced.

Section 3.

An annual meeting will be held each year to address key organizational matters. During this meeting, officers will be elected, and the Treasurer’s report and committee reports will be presented. Members may cast their votes either in person or electronically. A majority vote will determine the election of new Board members.

Membership will retain the right to vote on any future changes to this stipulation. This will be the sole matter requiring a vote from the general membership.

Section 4.

All Board 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 determined by the board. 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, 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: 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 as needed, depending on Board capacity, volunteer availability, and current projects. Committee chairs should be a Board member, however subcommittee chairs do not need to be.

Subcommittees may be formed to handle a certain aspect of a committee (i.e. a specific type of field trip that is routinely scheduled) and can be made up of Board Members and MAS Volunteers.. Ad-hoc committees may also be formed on a temporary basis for projects that are not on-going (i.e. hiring a new staff member) and should contain at least one Board Member.

Section 2.

Examples of Committees may include:

- a) Conservation: Advise and recommend to the board conservation actions based on science, 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 the annual scholarship essay. Read and judge essays with the 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 appropriate Board or staff members for edits or comments at least 48 hours before being sent to the final official recipients. No edits, comments or responses will be taken as approval.

ARTICLE VI: EMPLOYEES

Section 1.

The Board may choose to hire employees if the need arises and funding is available. The Executive Director will direct the MAS day-to-day and longer-term activities in support of the MAS mission and objectives. The Executive Director is not a voting member of the Board. 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 or designee will act as the hiring committee.

Section 2.

The Board may choose to hire short-term contractors for various work as the need arises, as funding is available, and as legally allowable. Examples may include:

- a) Managing the MAS website
- b) *Sanderling* editor
- c) Secretarial and/or accounting work
- d) Tax preparation
- e) Bird status and distribution contract work
- 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 organization'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: AMENDMENTS

Section 1.

The Constitution and Bylaws may be amended by a majority vote of the Board of Directors unless otherwise stated. Any proposed amendments shall be published on the MAS website, and members will be notified of upcoming changes.

APPENDIX I: 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 Vandever).

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.

APPENDIX II: MAP OF CHAPTER BOUNDARY

