

Birds Connect Seattle

BYLAWS

Approved by the Board on
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TABLE OF CONTENTS

ARTICLE I - NAME	3
ARTICLE II – MISSION AND VALUES	3
Section 1: Mission.....	3
Section 2: Values	3
ARTICLE III – ORGANIZATION MEMBERS	3
Section 1: Eligibility	3
Section 2: Dues	3
Section 3: Member Rights.....	4
ARTICLE IV - BOARD OF DIRECTORS	4
Section 1: Power and Duty.....	4
Section 2: Relationship with Executive Director.....	4
Section 3: Members.....	4
Section 4: Meetings	4
Section 5: Recruitment	4
Section 6: Onboarding.....	5
Section 7: Director Term	5
Section 8: Removal.....	5
Section 9: Special Meetings.....	5
Section 10: Definition of Quorum.....	5
Section 11: Voting.....	5
ARTICLE V – BOARD OFFICERS	6
Section 1: Definition of Officers.....	6
Section 2: Officer Term.....	6

Section 3: Election.....	6
Section 4: Duties.....	6
ARTICLE VI – EXECUTIVE DIRECTOR.....	6
Section 1: Appointment	7
Section 2: Evaluation.....	7
Section 3: Committee Oversight.....	7
Section 4: Major Roles.....	7
ARTICLE VII – STAFF	7
Section 1: Committee Work.....	7
Section 2: Volunteers.....	7
Section 3: Reporting Relationship	7
ARTICLE VIII – STANDING AND AD HOC COMMITTEES.....	8
Section 1: Standing Committees.....	8
Section 2: Ad Hoc Committees.....	9
Section 3: Governance of Standing and Ad Hoc Committees.....	9
ARTICLE IV - MARTIN MILLER COMMITTEE.....	10
Section 1: Governance.....	10
Section 2: Use of Funds	10
Section 3: Committee Role.....	10
Section 4: Members.....	10
Section 5: Meetings	10
ARTICLE X – CHANGES AND AMENDMENTS TO BYLAWS.....	10
ARTICLE XI - INDEMNIFICATION.....	11
ARTICLE XII – FISCAL YEAR.....	11

ARTICLE I - NAME

The name of the nonprofit corporation shall be BIRDS CONNECT SEATTLE, referred to herein as “the Organization.”

ARTICLE II – MISSION AND VALUES

Section 1: Mission

Birds Connect Seattle advocates and organizes for cities where people and birds thrive.

Section 2: Values

We are a community of passionate, talented, and unique individuals, and our service is Birds Connect Seattle’s most valuable resource. As a staff-run and volunteer-powered organization, we value:

Inspiration. Birds inspire and inform conservation in a unique and powerful way.

Interconnectedness. The health of birds and their habitats is tied to human health.

Equity and Inclusion. Equity and inclusion are necessary to achieve our mission.

Diversity. Diverse perspectives strengthen our understanding of birds, our community, and the environment.

Humility. There are infinite ways to experience and enjoy birds and nature respectfully.

Collaboration. We are most successful when we collaborate within and outside the organization.

Science. Our policies and programs must be informed by science.

ARTICLE III – ORGANIZATION MEMBERS

Section 1: Eligibility

Any person interested in the purposes of the Organization is eligible for membership. Membership is established by paying membership dues to Birds Connect Seattle and complying with the member Code of Conduct. A person’s membership can be suspended or terminated by majority vote of the Board of Directors for failure to comply with either the Code of Conduct or the values of Birds Connect Seattle or both.

Section 2: Dues

Membership dues will be established by the Board of Directors. Membership shall be effective from the date initial dues are paid (the effective date) for a period of one year ending on the anniversary date. Annual dues may be renewed at any time. However, if renewal dues are not paid within three (3) months of the anniversary date, membership shall be terminated. Payment

of dues after the three-month grace period will reinstate membership and establish the day of payment as the new membership effective date.

Section 3: Member Rights

Members of the Organization enjoy certain rights and privileges, but do not have voting rights. In addition, membership in the Organization shall not imply membership in the National Audubon Society and membership in the National Audubon Society shall not imply membership in Birds Connect Seattle.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Power and Duty

The power and duty to control the property of, to conduct the Organization's business, and to determine policies of the Organization shall be vested in a Board of Directors. Members of the Board of Directors are referred to herein as "Directors" or "Director."

Section 2: Relationship with Executive Director

The Board of Directors shall provide general guidance and explicit policy directions to the Executive Director in order to achieve the Goals and Objectives of the Organization. The Board will review the performance of the Executive Director at least annually.

Section 3: Members

There shall be no fewer than 5 and no more than 17 Directors, including the elected officers. All Directors shall be members of the Organization in good standing. Directors shall serve without pay.

Section 4: Meetings

The Board of Directors shall hold regular meetings at least six times a year, with at least one meeting per quarter. A Director shall not participate in or be present for any Board discussion on a motion to vote or a vote on a matter in which that Director has an interest other than as stated in Article V, Sections 1 or 2.

Section 5: Recruitment

The Governance Committee (see Article VIII, Section 1D) shall recommend new, renewing, and returning candidates for the Board of Directors to the Board, and the Board shall elect Directors by a simple majority vote. Organization members may make suggestions to the Committee for Board of Directors membership.

Section 6: Onboarding

New Directors will be provided with orientation by the President and Executive Director within three (3) months of joining the Board.

Section 7: Director Term

A Director's term shall be three years. No later than the Board of Directors' meeting prior to the end of a Director's first term, the Board shall vote whether to invite them to serve a second term. A maximum of two consecutive three-year terms may be served. There shall be at least a one-year break in service after two consecutive three-year terms are served before a Director is eligible for election to a new term.

Section 8: Removal

The Board of Directors shall have the power to remove any Officer or Director from office by a two-thirds (2/3) vote of the entire Board, excluding the person who is the subject of the vote, for any reason that supports the effective governance of the Organization including but not limited to failure to attend meetings, undisclosed conflict of interest, unlawful conduct, failure to follow the Organization's Code of Conduct, or unacceptable behavior by the Director in interactions with members, staff, or other Directors. Additionally, if a Director misses three meetings, or more than one meeting without advance notice, within a calendar year, they may be asked to step down from the Board of Directors.

Section 9: Special Meetings

Special meetings of the Board of Directors may be called by the President or by any five or more Directors. At least five days' notice of any special meeting shall be given to each Director.

Section 10: Definition of Quorum

A majority of the total number of Directors shall constitute a quorum for the conduct of any business. In the absence of a quorum no formal action may be taken by the Directors. A majority of the Directors present at a meeting at which a quorum is present shall be sufficient for an act of the Board, unless a greater number is required by law.

Section 11: Voting

A Board vote may be conducted in any manner that is consistent with the laws of Washington State, including by electronic transmission. In the event of a vote by electronic transmission, the text of each proposal to be so voted upon must be set forth in the electronic transmission seeking such a vote, as well as the deadline to submit a response. Votes by electronic transmission pass only when unanimous consent is given by all Directors entitled to vote.

ARTICLE V – BOARD OFFICERS

Section 1: Definition of Officers

The officers of the Organization shall be President, Vice-President, Secretary, and Treasurer. All officers shall be Directors.

Section 2: Officer Term

The officers shall be elected by the Board of Directors for a term of two years. With approval of the Board, an officer's two-year term may be extended for the duration of their service on the Board of Directors, with the exception of the President, whose term as an Officer may not be extended.

Section 3: Election

The Governance Committee together with the Board of Directors shall prepare a list of one or more candidates for each officer position in the Organization. Officers will be voted into their positions individually by the Board of Directors when term limits are met, or vacancies arise.

Section 4: Duties

- a. President. The President shall preside at all meetings of the Board of Directors and shall be responsible for providing broad leadership and direction to the organization and for arranging meetings of the Board.
- b. Vice-President. The Vice-President shall preside at all meetings in the absence of the President and otherwise shall assist the President in the carrying out of the President's duties. The Vice-President shall chair the Governance Committee.
- c. Secretary. The Secretary shall create and maintain all business meeting minutes of the Board of Directors. An electronic record of the minutes of the Board's meeting shall be provided to the Board at least one week before the next Board meeting. Also, the Secretary shall maintain the Board Roster.
- d. Treasurer. The Treasurer shall make a financial report at Board meetings and shall make a copy of the annual financial report available to the public in the Organization's annual report. The Treasurer shall be assisted by a Finance Committee, which shall be chaired by the Treasurer. Persons authorized to make financial transactions on behalf of the Organization shall be approved by the Board.

ARTICLE VI – EXECUTIVE DIRECTOR

Section 1: Appointment

The Executive Director will be appointed after a search has been conducted and a candidate presented for selection by the Board.

Section 2: Evaluation

The Executive Director reports to the Board and receives his/her annual performance evaluation from the Personnel Committee.

Section 3: Committee Oversight

The Executive Director shall be generally knowledgeable of the scope and activities of all Standing and Ad Hoc Committees.

Section 4: Major Roles

- a. The Executive Director hires and guides the staff, directs day-to-day operations, directs and longer-term activities that support the goals and objectives of the Organization.
- b. The Executive Director conducts (or instructs staff managers to conduct) written annual evaluations for each staff member under his/her supervision.
- c. The Executive Director submits to the Board for the forthcoming fiscal year, the priorities and intended outcomes to advance the Organization's strategic plan and provides regular progress updates at regular Board meetings or as required.
- d. The Treasurer and Executive Director submit a detailed annual proposed budget to the Board for the forthcoming financial year and submit financial reports at regular Board meetings or as required.

ARTICLE VII – STAFF

Section 1: Committee Work

Committees are constituted to advance the Organization's approved strategic and financial plans. Staff work may involve supporting committees, subject to instructions from the employee's supervisor.

Section 2: Volunteers

Staff members shall be responsible for developing and directing volunteer personnel in the execution of projects and activities.

Section 3: Reporting Relationship

Staff members report directly to the Executive Director, who provides leadership in all aspects of staff management, including hiring, professional development, and termination.

ARTICLE VIII – STANDING AND AD HOC COMMITTEES

Section 1: Standing Committees

Standing Committees are defined as ongoing committees that are formed under the specified goals of a charter in order to support the Organization’s core goals and functioning. The Standing Committees and their functions shall be as follows: The Standing Committees and their functions shall be as follows:

A. The Executive Committee shall be chaired by the Board President and consist of the elected officers of the Organization as described in Article V and may include the Immediate Past President, provided, they are still a Board Director. The Executive Director of the Organization shall serve as a non-voting member of the Executive Committee. It shall be the duty of the Executive Committee to:

1. Approve, remove, or replace volunteer Chairpersons (Chairs) for all committees (excluding Governance and Finance). Chairs may be removed or replaced for any reason that supports the effective governance of the Organization including but not limited to failure to attend meetings, undisclosed conflict of interest, unlawful conduct, failure to follow the Organization’s Code of Conduct.
2. Execute additional instructions from the Board of Directors, consider and approve routine matters delegated by the Board, and act on urgent matters between Board meetings when immediate action is necessary and calling a special meeting is impractical, impossible, or inadequate.
3. Report significant actions taken by the Executive Committee to the full Board of Directors no later than the next scheduled Board meeting.

B. The Finance Committee shall be chaired by the Board Treasurer. In addition to other volunteers, its members shall include the Executive Director and the staff person responsible for keeping the Organization’s books. It shall be the duty of the Finance Committee to:

1. Provide financial information and recommendations to the Board to safeguard the fiscal health of the Organization
2. Facilitate the review of the Organization’s books and accounting systems and ensure a financial statement audit is conducted annually by an independent certified public accountant.

C. The Personnel Committee shall be chaired by a Board Director and its members must include the Executive Director (unless the Committee is in executive session). It shall be the duty of the Personnel Committee to:

1. Conduct an annual evaluation of the Executive Director.
2. Provide guidance on personnel policies.
3. Consult with the Executive Director and President when personnel issues have been escalated according to the Organization's Employee Handbook procedures.

D. The Governance Committee shall be chaired by the Board Vice-President and its members must be Directors. It shall be the duty of the Governance Committee to:

1. Review and recommend policies to improve the Board of Director's effectiveness and stability.
2. Recruit and screen potential Board candidates.
3. Prepare officer candidate lists for Board approval when needed.
4. Conduct the annual Board of Directors self-evaluation.

Section 2: Ad Hoc Committees

Ad Hoc committees are formed by the Organization as needed to address strategic goals and initiatives.

A. Committee Chairs are recruited and approved by the Executive Committee.

B. The Board of Directors will perform an annual review of all Ad Hoc Committee charters and priorities to ensure alignment with the Organization's strategic plan, goals and budget.

C. The Executive Director, Board of Directors or the Committee Chair can request that an Ad Hoc Committee be deactivated or placed on hold when there is a staffing issue, or the Committee is no longer needed to achieve organizational goals. This action must be approved by the Board of Directors.

Section 3: Governance of Standing and Ad Hoc Committees

A. Each Standing Committee shall name a Vice-Chair, who shall be included as a candidate to replace the Chair if a vacancy occurs. Ad Hoc Committees may have a Vice-Chair, where practical for the duration and size of the Ad Hoc Committee.

B. For all committees other than the Executive Committee, members are appointed by the Committee Chair and Executive Director with input from the Board of Directors.

C. Each Committee shall maintain a current roster and charter. The Committee shall draft its charter within three (3) months of initiation and shall submit the charter to the Board of Directors. In addition, the Committee shall maintain a list of its priorities and provide an informational copy to the Board.

D. Ad Hoc Committee charters are to be renewed every two years. Charters can be updated at any time by any Committee; significant scope or directional changes must be approved by the Board of Directors.

ARTICLE IV - MARTIN MILLER COMMITTEE

Section 1: Governance

It shall be the duty of the Finance Committee to administer the “Martin Miller Wildlife Sanctuary Fund” in accordance with the terms of the Last Will and Testament of Martin B. Miller, dated December 18, 1985, and with applicable court orders.

Section 2: Use of Funds

The Martin Miller Wildlife Sanctuary Fund shall consist of the funds received from the Martin Miller estate for the sole purpose of, and restricted to, providing earnings to acquire habitats to be protected in perpetuity for plants, animals, birds and fish and their ecosystems.

Section 3: Committee Role

It shall be the duty of the Martin Miller Habitat Selection Committee to manage the Martin Miller Wildlife Sanctuary Fund by: (1) Establishing criteria for, (2) developing a project proposal format for, (3) using a documented ranking selection process, and (4) recommending distribution of earnings from the Martin Miller Wildlife Sanctuary Fund.

Section 4: Members

This committee shall have a minimum of 7 members selected by the Board of Directors for their expert ability to select habitat projects. Committee members' terms shall be 6 years, apart from a Board vote to extend on a yearly basis.

Section 5: Meetings

All meetings of this committee shall be announced and open to Organization members.

ARTICLE X – CHANGES AND AMENDMENTS TO BYLAWS

Amendments to the Organization’s By-laws may be proposed by a majority of the Board of Directors. Amendments shall be adopted by the affirmative vote of two-thirds (2/3) of the Board of Directors subject to the requirements of Article IV, Section 10.

ARTICLE XI - INDEMNIFICATION

To the full extent permitted by law, the Organization shall indemnify any person who was or is a party or is threatened to be named a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the Organization or otherwise) by reason of the fact that they are or was a Director or Officer of the Organization, or is or was serving at the request of the Organization as a Director or Officer of another corporation, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement of any action, suit or proceeding; and the Board may, at any time, approve indemnification of any person which the Organization has power to indemnify under the Washington Non-profit Corporation Act.

However, this indemnification provision shall not apply to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties. This indemnification shall not be deemed exclusive of any other rights to which a person may be entitled under any by-law agreement, vote of the Board of Directors, or as a matter of law or by contract, or otherwise.

ARTICLE XII – FISCAL YEAR

The Organization's fiscal year shall run from July 1 to June 30th of the following year.

/END/