

BY-LAWS  
Of  
Grand Valley Audubon Society, Inc.  
(A Colorado corporation not for profit)

ARTICLE I. NAME AND PURPOSE

Section 1. Name. The name of this organization is the Grand Valley Audubon Society, Inc. (GVAS), and it shall function as a chapter of the National Audubon Society.

Section 2. Purpose. Through the power of education, research, and individual action, the Grand Valley Audubon Society strives to preserve a diversity of habitats for birds and other wildlife, and a sustainable, healthy environment for western Colorado, the nation, and the world and to engage in any such educational, scientific, investigative, literary, historical, philanthropic and charitable pursuits as may be a part of the stated purposes of the National Audubon Society.

ARTICLE II. POWERS

The GVAS shall have the full right, power, and authority to:

- (A) acquire real estate within or outside the State of Colorado by purchase, lease, or otherwise, and to sell, convey, mortgage, or lease the same and
- (B) to acquire money by gift, bequest, membership dues, charges, or otherwise; to hold and use the same for the purposes of the GVAS; and to invest any moneys belonging to the GVAS in savings accounts of financial institutions, stocks and bonds, or other securities as the Board of Directors shall deem advisable.

ARTICLE III. MEMBERSHIP

Section 1. Members. Any interested person who is in accord with the purposes and objectives of the GVAS may become a member by submitting a written or online application and paying the dues required for membership.

Section 2. Dues. Membership dues shall be payable at the time of application and renewal payments shall be made annually.

Section 3. Membership Termination. Any person who fails to pay membership dues within three (3) months of the expiration of their membership shall have their membership terminated.

## ARTICLE IV. MEMBERSHIP MEETINGS

Section 1. Regular. Regular monthly meetings shall be open to all members and shall be held at such times as determined by the Board of Directors, provided that no fewer than six (6) monthly meetings shall be held during any *fiscal* year. Sufficient notice shall be furnished to members of good standing. Insertion of notice of the meeting in the GVAS newsletter and /or digital notification shall be deemed to constitute valid notice. All regular meetings are open to the public.

Section 2. Annual. The annual meeting of the GVAS membership shall be held during either the April or May monthly meetings at a time and place determined by the Board of Directors for the purpose of approving the then current Board members and for the transaction of other such business as may come before the meeting.

Section 3. Special. Special meetings of the members may be called by either the President or by a majority of the Board of Directors by written or electronic notice sent not less than ten (10) days before the meeting.

Section 4. Quorum and Voting. Ten (10) members in good standing shall constitute a quorum for the transaction of business at any regular or special meeting of the membership. The affirmative vote of a majority of the members present at any meeting at which a quorum is present shall be the act of the membership. No matter shall be decided unless a quorum of the membership is present.

## ARTICLE V. BOARD OF DIRECTORS

Section 1. Powers and Composition. The business of the GVAS shall be managed and its corporate powers shall be exercised by the Board of Directors which shall consist of not less than five (5) and not more than fifteen (15) members of the GVAS in good standing who have been elected in accordance with these By-Laws to positions as herein specified.

Section 2. Election. New Board of Directors members may be elected to the Board by the Board of Directors anytime during the year. Directors shall begin serving upon election. At the annual meeting, the Board of Directors shall be introduced.

Section 3. Terms of Office. Directors shall serve for a minimum of a two (2) year term unless they resign or are requested to leave. In the event of a vacancy, the Board of Directors shall have the right to fill such position for the remainder of the term.

Section 4. Meetings. The President or Board of Directors shall establish a schedule for regular meetings. There shall be a minimum of seven (7) regular meetings of the Board of Directors in each fiscal year. The directors may address any item of business that is presented during the course of a regularly scheduled meeting.

Section 5. Quorum and Voting. A majority of the number of Directors currently serving shall constitute a quorum for the transaction of business at all meetings of the Board of Directors.

The affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. No matter shall be decided unless a quorum of the Board of Directors is present. Virtual voting is acceptable.

Section 6. Honorary Directors. The Board of Directors may honor a member or non-member of the GVAS who by virtue of outstanding accomplishment in the field of conservation, in protecting the natural environment, or for noteworthy service to the GVAS with appointment of Honorary Director. Honorary Directors shall have all the privileges of elected Directors except that of voting.

Section 7. Ex-Officio Directors. The immediate past president of the GVAS may serve as an Ex-Officio Director. The Board of Directors may designate other persons to serve as Ex-Officio. Ex-Officio Directors shall have all the privileges of elected Directors except that of voting.

Section 8. Attendance. Any Board member who is unable to attend a scheduled Board meeting must notify the President in advance of the meeting. Except for Honorary Directors and Ex-Officio Directors, any Director who, without adequate excuse, fails to attend three (3) consecutive meetings of the Board of Directors shall be deemed to have resigned from the Board.

## ARTICLE VI. OFFICERS

Section 1. Officers. The officers of the GVAS shall be the President, Vice President, Secretary, and Treasurer. In the event of a vacancy, the office may be filled by appointment by the Board of Directors.

Section 2. Election of Officers. The officers shall be elected by the Board of Directors. Officers shall assume their duties upon election.

Section 3. Duties of the Officers. The President shall be the executive officer of the GVAS, and shall call and preside at meetings of the membership and the Board of Directors. The President shall appoint the Chairperson(s) of all Committees.

The Vice President shall perform such duties as may be required by the President or Board of Directors and shall take over and perform the duties of the President in the event of his/her absence.

The President and Vice President may share the duties of the President at their discretion.

The Secretary shall keep the minutes of all meetings of the GVAS and shall be responsible for sending the minutes to all Board members.

The Treasurer shall have the custody of the funds of the GVAS, shall receive all moneys for deposit as designated by the Board of Directors, shall assist in the preparation of the annual budget and present it to the Board of Directors for approval, and shall make payments in accordance with the budget. Expenses incurred and not provided for in the budget shall be paid only on written or electronic approval of a Board member. Payments of recurring expenses (i.e. utilities, computer software license renewal) do not require monthly Board approval for payment.

The treasurer shall keep accurate accounts and shall present written, printed, or digital financial statements at the meetings of the Board of Directors and at the Annual Membership Meeting (an electronic Profit & Loss Statement and Balance Sheet emailed to all members shall suffice for this requirement). All checks shall be issued and signed by the Treasurer. In the event that the Treasurer shall not be able to issue and sign checks, the President or another Board member with signature authority shall be authorized to do so.

## ARTICLE VII. STANDING COMMITTEES

Section 1. Standing Committees. The President of the GVAS, with the approval of the Board of Directors, shall appoint a Chairperson for each Standing Committee established. The term of service as Standing Committee Chairperson shall be two (2) years. If utilized, Standing Committees could be:

Education and Research

Executive

Finance  
Public Relations

Property and Habitat

Section 2. Sub-Committees. Each Standing Committee may consist of several sub-committees. These sub-committees may be one or more of the following:

Education and Research (schedules and due dates can vary by year)

Citizen Science

- Screech Owl Count (annual – December)
- Bluebird Nest Box Monitoring – Unaweep Canyon, Glade Park, and Tiara Rado
- Grand Junction Christmas Bird Count (annual – December)
- Mesa Christmas Bird Count (annual – 1/1)

Field Trips

- Tumacacbac (annual - January and February)
- Bird Walks

K-12

- Bird Banding (annual – September and October)

Adult Education

Conservation

Executive

State Board Representative

Audit

Officers of the Board of Directors

Finance

Reporting

- Chapter Annual Report to National Audubon Society (annual – before 1/31)
- Federal Income Taxes to the Internal Revenue Service (annual – after 7/1)
- Registration Statement of Colorado Charitable Organizations – Renewal to the Colorado Secretary of State (annual – by 11/15)
- Exempt Property Report Schools/Charitable Purposes and report fees for both properties to the Colorado Department of Local Affairs (annual – by 4/15)
- Periodic Report to the Colorado Secretary of State (annual – by 7/31)
- Renew Licenses for Domain Names (.org, .com, and referral) with Network Solutions
- Business Insurance to State Farm Insurance (annual – by 8/21)
- Liability Insurance to Chubb Insurance (annual – by 2/1)
- AD&D Insurance to Chubb Insurance (annual – by 2/8)

- Conservation Programs contribution to the Audubon Colorado Council, Audubon Rockies (annual – by 12/31)

Budget

Fundraising

Grants

Investments

Land Acquisition

Property and Habitat

Reclamation

Maintenance and Management

- Pond Maintenance
- Weed Spraying
- Invasive Weed Removal

Nature Preserve

Trails and Fencing

Public Relations

Calendar

Great Blue Herald Newsletter

Chapter Communications

- Friends and Members of Audubon (FMOA)

Membership Data Management

Membership Recruitment

Programs

Publicity

Volunteers

Web Page

Facebook

Section 3. Other Committees. The President of GVAS, with approval of the Board of Directors, may appoint such other committees as the President deems advisable to implement the goals and objectives of the GVAS.

## ARTICLE VIII. FISCAL AND ADMINISTRATIVE POLICIES

Section 1. Fiscal Year. The fiscal year shall be from July 1 to June 30.

Section 2. Legal Documents. All contracts and instruments shall be executed in the name of the Grand Valley Audubon Society, Inc. by the President and shall be attested to by the Secretary. The President or Board of Directors may authorize a Board Member, Honorary Board Member, or Ex-Officio Board Member to execute contracts and instruments.

Section 3. Commitments. The GVAS shall not enter into any commitments binding upon the National Audubon Society (NAS) without written authorization by the NAS, nor shall the NAS without written authorization by the GVAS, enter into any commitments binding upon the GVAS.

Section 4. Discontinuance of Relationship with the National Audubon Society. The GVAS may terminate its status as a Chapter of the NAS upon six (6) months' notice, in writing, to the NAS, and the NAS may terminate the status of the GVAS as a Chapter of the NAS upon six (6) months' notice, in writing, to the GVAS. In the event of such notice of termination by either the GVAS or the NAS, the allocation of dues by the NAS to the GVAS shall cease on expiration of the six (6) months' period. However, NAS members who are also GVAS members shall remain members of the NAS for the balance of the term for which dues have been paid.

Section 5. Dissolution. In the event of the dissolution of the Grand Valley Audubon Society, Inc., its assets shall be distributed, by vote of the Board of Directors, to organizations with similar interests and purposes which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code. None of the assets shall be distributed to any individual member, officer, Board member, or trustee of the GVAS.

## ARTICLE IX. AMENDMENTS AND RULES OF ORDER

Section 1. Amendments. These By-Laws may be amended by majority vote of the Board of Directors at any regular meeting or at any special meeting thereof, regularly called, provided a quorum is present, and provided further that notice of such amendments shall have been distributed to each Board Member of the GVAS at least fifteen (15) days before such meeting.

Section 2. Rules of Order. In matters not covered by these By-Laws, Robert's Rules of Order (revised) shall govern.

Adopted May 19, 1997  
Amended May 17, 2001  
Amended May 19, 2003  
Amended May 17, 2021

Attest: Judith West, GVAS Secretary