

BYLAWS OF LAUGHING WHITEFISH BIRD ALLIANCE
(previously LAUGHING WHITEFISH AUDUBON SOCIETY)

*(Founded September 1, 1992, amended on May 12, 1999, November 11, 2009,
November 10, 2010, November 11, 2013, and January 10, 2024)*

ARTICLE I
NAME

NAME

The name of this organization is Laughing Whitefish Bird Alliance

ARTICLE II
PURPOSE

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The purpose of this club shall be to:

- a. Achieve through education, public recognition of the value and need for protecting and preserving wildlife, plants, soil, water and other natural resources as well as an understanding of their interdependence;
- b. Promote an interest in our native birds and their habitat because of their great economic, cultural, and recreational value; and
- c. Subject to available resources and common priorities, aid the Michigan Audubon Society in its study, conservation, and research efforts.

ARTICLE III
CHAPTER STATUS

BYLAWS

This Alliance, a Chapter of the Michigan Audubon Society (MAS) and affiliate of the National Audubon Society, is subject to the bylaws of the Michigan Audubon Society and will meet such requirements as may be promulgated from time to time by the Board of Directors of the Michigan Audubon Society.

BINDING COMMITMENTS

This Chapter, or its officers, shall not enter into commitments binding on MAS without the written authorization of the latter. In like manner, MAS shall make no commitments binding on this Chapter without its written consent.

TERMINATION

This Alliance reserves the right to terminate its Chapter status on six (6) months' notice in writing to MAS. This Alliance recognizes the right of MAS to terminate its Chapter relation on a six (6) months' notice.

CHARITABLE PURPOSES

This Alliance is not organized, nor shall it be operated, for pecuniary gain or profit, and it 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 this Alliance are irrevocably dedicated to charitable purposes and no part of the property, assets, profits, or net income of this Alliance shall ever inure to the benefit of any private shareholder or individual. Upon dissolution or upon abandonment, the assets of this Alliance remaining after the payment of or provision for all debts and liabilities of this Alliance, shall be donated to the Michigan Audubon Society, Inc., or its successor or, if unwilling or unable to accept said donation, to such corporation or corporations, association or association, fund or funds or foundation or foundations having similar objectives and purposes as this Alliance may designate, subject to the order of a court as provided by law; provided that none of such assets shall be donated to any organization other than one organized and operated exclusively for charitable purposes as presently set forth in Section 501(c)(3) of the Internal Revenue Code.

ACTIVITIES

No substantial part of this Alliance's activities shall consist of attempting to influence legislation, nor shall this Alliance's participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV MEMBERSHIP

ELIGIBILITY

Membership shall be open to any person interested in the purposes of this Alliance.

CLASSES

There shall be various classes of membership, as deemed necessary by the Board and could include individual/family, student, life, and honorary members. Honorary members shall be elected on recommendation of the president by a majority vote of the board in recognition of distinguished service related to the purposes of the club.

TERM

Membership shall extend for one year after the date on which dues are paid. Dues for multiple years may be made in one payment. Membership shall expire if dues remain unpaid six months after expiration date.

DUES

Annual membership dues shall be established from time to time by the Board. Dues may be increased with a majority vote of the members present at the general membership meeting. Notice of the proposed change in dues must be announced one month prior to the vote.

VOTING ELIGIBILITY

Only members with current dues paid may vote on any matters brought to the membership for action.

NEWSLETTER

A newsletter will be provided to paid members in spring and fall.

ARTICLE V MEETINGS

ANNUAL MEETING

The November meeting shall be known as the Annual Meeting, at which time, on alternate years beginning in 2023, elections shall be held to replace the vacating members of the Board of Directors.

REGULAR MEETINGS

Regular meetings of the Alliance shall be held once a month during the months of January, February, March, September, October, and November. The time and place of the regular meetings shall be decided by the Board of Directors.

SPECIAL MEETINGS

Special meetings of the Alliance may be called by the President, or at the request of any three (3) members of the Board of Directors whenever deemed necessary.

NOTICE OF MEETINGS

Written notice of the time, place and purposes of a membership meeting shall be given not less than seven (7) days before the date of the meeting.

ROTATION

Meetings may be rotated at various places as appropriate facilities are available.

QUORUM

A quorum at any regular or special meeting of the membership shall consist of the members present. Except where otherwise prescribed in the Bylaws, the decisions shall be made by a majority vote.

ARTICLE VI BOARD OF DIRECTORS

GENERAL POWERS

The affairs of this Alliance shall be managed by a Board of Directors. The Board of Directors, hereinafter referred to as the Board, shall consist of a minimum of seven (7) and, normally, a maximum of twelve (12) elected or appointed Board members. Only LWBA members in good standing (i.e. current dues paid) may serve on the Board. Only elected or appointed members of the Board may vote on Board motions.

TERMS

The term of each Board member shall be for two (2) years but may continue until the member resigns or is removed by a vote of the Board.

RESIGNATION

Any Board member may resign by providing written notice to another Board Member.

VACANCIES

Vacancies on the Board shall be filled by majority vote of the Board at a special board meeting as soon as possible after the vacancy occurs.

REMOVAL

Any officer or committee chairperson may be removed by the Board whenever, in the judgment of the Board, the best interests of the Alliance are not being served.

DUTIES

The Board shall: have general supervision of the affairs of the Alliance; make recommendations to the Alliance for action on projects and proposed expenditures over \$100, fill the vacancy for the unexpired term in the event of a vacancy in any office; to name a replacement, when necessary, if the secretary or treasurer has failed to provide timely reports; establish the purpose of all committees; receive a treasurer's financial report twice a year, and perform such other duties as may be prescribed by the membership and these Bylaws. Action may be taken by the Board or a committee thereof without a meeting, provided such action is with the consent of all members of the Board or of the committee. Thus, action may be taken by the Board or a committee thereof by written resolution following telephonic, electronic, or written communication and vote.

QUORUM

A simple majority of the current number of members of the Board will constitute a quorum. Any action taken must be passed by a simple majority of those present.

ARTICLE VII OFFICERS

OFFICERS

The officers of the Alliance shall be the President, Vice President, Secretary, and Treasurer.

TERM

A term shall be two (2) years, but continues until such time as the Officer resigns, is superseded by a vote of the members at the annual meeting for another nominee for the office or is removed by the Board.

DUTIES

President: The President shall preside at all meetings of the Alliance and Board; exercise general supervision over the interests and welfare of the Alliance; appoint all committee chairpersons, subject to the approval of the Board; be an ex-officio member of all meetings of the Alliance and Board; perform such other duties as are required by the Board, the general membership, and these Bylaws.

Vice- President: The Vice-President shall act in the absence of or during the incapacity of the President; perform other duties as may be assigned by the President or Board.

Secretary: The Secretary shall write and maintain the minutes of all meetings of the Alliance and Board; maintain the current membership contact list, notify the membership by electronic mail of club activities, perform such other duties as may normally be a part of the office of Secretary or as assigned by the President or Board.

Treasurer: The Treasurer shall receive, account for and deposit in a savings institution all funds of

the Alliance, as directed by the Board; make authorized disbursements by the issuance of checks; keep an accurate record of the names and addresses of all Society members and dues paid; maintain appropriate financial records which shall be subject to inspection and audit as directed by the Board, prepare and submit financial statements or reports as may be required by laws or regulations and/or as requested by the President, the Board, or the Alliance; perform such other duties as may be assigned by the President or Board.

ARTICLE VIII ELECTION OF BOARD OF DIRECTORS AND OFFICERS

NOMINATING COMMITTEE

When any Board member or Officer has resigned or is removed by the Board, creating a vacancy, six (6) weeks prior to the Annual Meeting, the President, by and with the consent of the Board, shall appoint a Nominating Committee of at least three (3) members, not more than two (2) of whom may be members of the Board. The Nominating Committee shall nominate club members in good standing for general membership voting to fill vacancies on the Board. The Nominating Committee shall submit the names of persons nominated to the Secretary of the Alliance on or before four (4) weeks prior to the Annual Meeting.

NOTIFICATION TO MEMBERSHIP

Two (2) weeks prior to the Annual Meeting, the names of those nominated shall be sent to all members in good standing.

ELECTION

The election of Board members shall take place, as needed, at the Annual Meeting or by mail or electronic mail to current members within (2) weeks prior to the Annual Meeting.

OFFICER SELECTION

Alliance officers shall be elected by and from the Board annually or less often on an as-needed basis. The elected President must have been a member of the Board for at least one (1) year.

ARTICLE IX COMMITTEES AND COMMITTEE CHAIRS

CLASSES

There shall be two (2) classes of committees: standing and special, as needed. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall appoint all committee chairpersons, subject to approval, by majority vote, of the Board. Any committee may consist of a committee Chairperson only, as necessary.

STANDING COMMITTEES

These standing committees shall be appointed annually or less often on an as-needed basis. Each chairperson shall determine the structure and organization of the committee of which he/she is chair. These Committees shall include, but not be limited to the following, when feasible:

- a. Program Committee. The Program Committee shall provide programs for the general membership

meetings consistent with the purpose and interests of the Alliance. The Program Chair will finalize the schedule, identify speakers with the assistance of Board members and general members, coordinate with speakers, promote programs on local media, coordinate with the Alliance Webmaster, reserve rooms, and coordinate room set-up and A-V needs.

- b. Field Trip Committee. The Field Trip Committee shall organize natural history outings. These outings may include, but are not limited to, bird watching field trips, plant identification field trips and other natural history outings of general interest.
- c. Publicity Committee: Develop and maintain LWBA website with major events and updates. Publicize club meetings, programs, and field trips on the website, Facebook, and other media outlets.
- d. Newsletter Committee: Prepare and mail to all current members, at a minimum, a spring and fall newsletter as directed by the Board, according to such format as the Board of Directors may prescribe.

SPECIAL COMMITTEES

The President may appoint special committees from time to time. These committees shall confine the scope of their work to the purpose for which they are appointed and shall report to the membership or Board as so directed. They will not have the power of action unless such is specifically granted by the Board.

ARTICLE X EDUCATIONAL SCHOLARSHIPS AND RESEARCH GRANTS

SCHOLARSHIP FUNDS

The Alliance may grant scholarships to a Michigan Audubon Society or National Audubon camp or workshop. Scholarships shall be offered to recipients upon recommendation of the President and approved by the Board of Directors. The amount of each scholarship granted shall be established by the Board of Directors. In addition, one research grant per annum, generally not to exceed \$500, may be awarded to a college or high school student for a research proposal that advances knowledge of birds or other natural history subjects, subject to approval by the Board of Directors.

ARTICLE XI LIABILITY

EXCULPATION

No director or officer of the Laughing Whitefish Bird Alliance shall be liable for acts or defaults of any other director or officer or for any loss sustained by the Alliance or any member thereof, unless the same has resulted from his or her willful misconduct or gross negligence.

INDEMNIFICATION

Every director and officer of the Alliance shall be indemnified by the Laughing Whitefish Bird Alliance against all reasonable costs, expenses and liabilities actually and necessarily incurred by or imposed upon him or her in connection with any claim, action, suit, proceeding, investigation or inquiry of whatever nature in which he or she may be involved as a party or otherwise by reason of his or her having been a director or officer of the Alliance, except in relation to matter as to which he or she shall be finally adjudged to be liable for willful misconduct or gross

negligence toward the Laughing Whitefish Bird Alliance in the performance of his or her duties.

ARTICLE XII
AMMENDMENTS

These Bylaws may be adopted, amended, repealed, or replaced at any meeting of the general membership of the Alliance by a two-thirds vote of those members present, provided a written verbatim notice of the proposed change is given to the Alliance members at least ten (10) days prior to such meeting.

I hereby certify that the foregoing Bylaws were adopted on the 10th day of January 2024.



Catherine A. Waller

Secretary