

**Bylaws
of
Travis Audubon Society, Inc.**

ARTICLE I

Name, Purpose, and Offices

Section 1. Name. The name of the corporation is Travis Audubon Society, Inc., hereinafter called the Society.

Section 2. Purpose. The purpose of the Society is to promote the enjoyment, understanding, and preservation of birds, other wildlife, and their habitats in Central Texas. The Society is organized exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

Section 3. Offices. The Society shall have a registered office, and may have other offices at such places as the Board of Directors may from time to time determine, or as the activities of the Society may require.

ARTICLE II

Members

Section 1. Members of the corporation. There is hereby established a class of members called Chapter members who shall be members of the corporation, and who shall have voting rights in respect thereof as provided by these Bylaws. All members in this class of membership shall be members in good standing. Only Chapter members (otherwise known as voting members) shall be entitled to vote on business of the Society. Each member in this class of membership shall be entitled to one (1) vote.

Section 2. Other Classes of Members. The Board of Directors (hereinafter Board) may establish such other classes of members as it from time to time deems appropriate, which shall include a class of National members. Persons or organizations in such other classes of membership shall not be members of the corporation and shall not have voting rights in respect thereof.

Section 3. Good standing defined. As used in these Bylaws, or in policies and procedures, "member in good standing" shall mean a person or an organization that has paid the required dues for the member's category of membership, and who has complied with the other requirements of membership as determined by the Board of Directors.

Section 4. Benefits, Dues and Policies. The Board may establish, and from time to time amend, membership qualifications, benefits, dues, and policies for each class of members established by these Bylaws or by the Board. The Board may create, within each class of membership, sub-classes with differing qualifications, dues, and benefits. These may include, but are not limited to, student, family, and corporate memberships.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary of the Board, which resignation shall become effective on the date specified in the written resignation, but in no case before the date of receipt. If no date is specified, the effective date of the resignation shall be the date of receipt.

ARTICLE III

Meetings of Members

Section 1. Annual Meeting. There shall be an annual meeting of the Members, which shall take place at such a time and place as is fixed by the Board. At the annual meeting, the voting members of the corporation shall elect Directors, and transact any and all business that may come before the membership subject to all provisions for notice, or waiver of notice, as provided in these Bylaws.

Section 2. Regular Meetings. There shall be regular meetings of the members, which shall take place at such a time and place as is determined from time to time by the Board.

Section 3. Special Meetings. Special meetings of the Society shall be held upon call of the Board, or upon presentation of a written petition signed by not less than twenty (20) of the voting members of the corporation who are in good standing. The petition shall also specify the purpose, or purposes, of the special meeting.

Section 4. Notice. Notice of the annual meeting of the Society shall be given not less than thirty (30) days nor more than sixty (60) days prior to the date of the annual meeting. Notice of any special meeting of the Society shall be given at least fifteen (15) days prior to the date of the special meeting. Notice may be given personally, by mail to the last known address of any member, or by electronic means with or without proof of receipt required as determined by the Board.

Section 5. Waiver of Notice. Whenever any notice is required to be given to any member, director or other person under the provisions of these Bylaws, a waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting, whether or not notice was received by any member, director or other person entitled to such notice, shall also constitute waiver of notice.

Section 6. Voting and Proxy. Members shall be present in person to vote. Proxy voting shall not be allowed.

Section 7. Quorum. Twenty (20) voting members in good standing shall constitute a quorum at any annual, regular or special meeting of the Society.

Section 8. Membership Lists and Record Date. The Board shall maintain, or cause to be maintained, accurate lists of members eligible to vote at the annual meeting, or any special meeting, in accordance with applicable law. The Board shall establish a record date for eligibility to vote in accordance with applicable law.

ARTICLE IV

Board of Directors

Section 1. General Powers. The activities, property, monies, and affairs of the Society shall be managed by the Board of Directors who may exercise all such powers of the Society as are permitted by statute, the Articles of Incorporation, and these Bylaws.

Section 2. Number. The Board shall consist of twelve (12) members, which number may be increased or decreased from time to time by amendment of these Bylaws, provided that the number of directors shall not at any time be less than three (3), and that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 3. Qualifications and Election. Directors shall be elected at the annual meeting of the Society in accordance with these Bylaws. To be eligible for election, a potential director shall have been a voting member of the corporation in good standing on or before the record date established for eligibility to vote at the annual meeting. Voting members in good standing may also nominate persons from the floor, provided that all such nominees shall be voting members in good standing.

Section 4. Term of Office. The term of office for directors shall be three (3) years and shall begin at the first Board meeting after the annual meeting (hereinafter election meeting.) Directors may be elected to an unlimited number of additional terms.

In the 2006 election, the Board shall appoint Directors elected under these Bylaws as follows: one-third (1/3) shall be appointed to a term of one (1) year; one-third (1/3) shall be appointed to a term of two (2) years; and, one-third (1/3) shall be appointed to a term of three (3) years. Thereafter, one-third (1/3) of the directors shall be elected or appointed each year on a rotating basis for terms of three (3) years. Directors shall serve until the expiration of their term, resignation, disqualification, or removal from office as provided in these Bylaws.

Section 5. Filling of Vacancies. Any vacancy in the Board shall be filled by the affirmative vote of a majority of the remaining directors at any regular or special meeting of the Board, provided that the notice of the meeting shall state that the filling of vacancies is to be considered. Any director appointed to fill a vacancy shall hold office until the end of the term of the vacancy to which he or she was appointed. Any vacancy created as the result of an increase in the number of directors, shall be filled by a majority of voting members in good standing who are present and voting at the meeting at which the number of directors was increased. Vacancies created by an increase in the number of directors shall be filled so as to meet the requirements for rotation as provided in Section 4 above.

Section 6. Removal and Resignation. Any director may be removed for cause at any regular or special meeting of the Board by an affirmative vote of a three-fourths (3/4) majority of the number of directors in office, provided that the notice of the meeting shall state that removal of directors is to be considered. Any officer or director may resign at any time by sending written notice by certified mail to the President of the Board. The resignation shall take effect at the time specified, but in no case before notice is received.

Section 7. Regular Meetings. Regular meetings of the Board shall be held at such places and at such times as may be determined by a resolution adopted by the Board and communicated to all directors and members, subject to waiver of notice, as provided in these Bylaws.

Section 8. Special Meetings. Special meetings of the Board shall be held at such places and at such times as may from time to time be determined by the Board, subject to all provisions for notice, or waiver of notice, as provided in these Bylaws. Unless otherwise specified in these Bylaws, any and all business may be transacted at any regular or special meeting of the Board. Special meetings may be called by the President, or by the written request of fifty percent (50%) of the directors in office.

Section 9. Election Meeting. There shall be an election meeting of the Board of Directors, which shall be the first regular Board meeting after the annual meeting of the Society. At the meeting, the Board shall elect officers from among the directors, and may transact any and all business that may come before the Board, subject to all provisions for notice, or waiver of notice, as provided in these Bylaws.

Section 10. Notice. Notice of any special meeting of the Board shall be given to all directors at least seven (7) days prior to the date of the special meeting. Notice may be given personally, by mail to the last known address of any director, or by electronic means with or without proof of receipt required as determined by the Board. Unless otherwise required by law or these Bylaws, neither the business to be transacted, nor the purpose of the meeting need be specified in the notice of the meeting. In case of an emergency declared by the Board President, the seven (7) day notice may be waived.

Section 11. Waiver of Notice. Whenever any notice is required to be given to any director or other person under the provisions of these Bylaws, a waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a Board meeting, whether or not notice was received by any director or other person entitled to such notice, shall also constitute waiver of notice.

Section 12. Quorum. At all meetings of the Board, the presence of a majority of the number of directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business, which number shall include any members attending by electronic means. If at any time a director suggests the absence of a quorum, the roll shall be taken immediately to determine if a quorum is present. In the absence of a quorum the meeting may be adjourned to such a time and place as determined by the Board when a quorum will be present. No notice, other than announcement at the meeting, shall be required to continue the meeting of the Board.

Section 13. Actions of the Board. The act of a majority of the directors present in person at any meeting where a quorum is present shall constitute an act of the Board of Directors, unless a different number is specifically required by these Bylaws.

Section 14. Voting and Proxy. Directors shall be present in person to vote, provided that with reasonable notice, a director may attend any meeting and vote by electronic means as provided in these Bylaws. Proxy voting shall not be allowed.

Section 15. Consent. Any action permitted or required to be taken at any meeting of the Board may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the directors. Such consent shall have the same force and effect as a unanimous vote of the Board. Consent may be obtained in writing, by facsimile, or by e-mail.

Section 16. Attendance. With reasonable notice to the President, or his or her designee, any director may attend any meeting of the Board by electronic means in which all persons participating in the meeting can hear or communicate with each other simultaneously. If any director fails to attend any three Board meetings within one (1) year, other than an emergency meeting, then the director shall be deemed to have submitted his or her resignation from the Board. The Board, for good cause shown, and upon verification, may refuse to accept the resignation of any director.

Section 17. Compensation. No director shall receive compensation as the result of his or her service on the Board or on any committee of the Board. Nothing contained in this section shall prohibit any director from receiving reimbursement for actual expenses incurred on behalf of the Society, provided that the expense was authorized by the Board. Nothing contained in this section shall prohibit any director from being reimbursed for expenses incurred in attending meetings of the Board or any committee of the Board, subject to applicable policies and procedures on reimbursement adopted by the Board.

ARTICLE V

Officers, Agents and Employees

Section 1. Elected Officers. The elected officers of the Society shall be a President, a President Elect, a Secretary, and a Treasurer.

Section 2. Election. All officers shall be elected by the Board of Directors at the election meeting of the Board.

Section 3. Appointive Officers, Agents, and Employees. The Board may from time to time appoint such other officers, assistant officers, agents and employees as it deems necessary, who shall have powers and duties as set forth in these Bylaws, or as determined from time to time by the Board.

Section 4. Simultaneous Offices. No person shall hold more than one of the offices designated in Section 1 above at the same time unless the Board shall first declare an emergency, and designate an officer to perform the duties created by the vacancy of another officer. In no case shall the President and the Secretary be the same person.

Section 5. Term of Office, Removal, Filling of Vacancies. Each elected officer shall hold office for a term of one (1) year or until his or her death, resignation, disqualification, or removal from office as provided in these Bylaws. Each officer shall continue in office until their successor is elected at the election meeting. A person holding the office of President, President Elect, or Secretary may be reelected for a maximum of three (3) consecutive terms in the same office. A person holding the office of Treasurer may be elected to an unlimited number of terms. Any officer may be removed at any time by a majority of the number of directors fixed by these Bylaws, when in the judgment of the Board, such removal shall be deemed in the best interest of the Society, and provided that the notice of the meeting shall state that removal of officers is to be considered. If any office becomes vacant for any reason, the vacancy shall be filled by an affirmative vote of a majority of the number of directors in office.

Section 6. President. The President shall have general supervision of the affairs of the Society; shall preside at all meetings of the Board; shall have general authority to execute bonds, deeds and contracts in the name of the Society; shall sign all official documents on behalf of the Society; shall appoint all Committee Chairpersons unless otherwise designated by these Bylaws; shall appoint such other officers and agents as are necessary for the operation of the Society; and in general, shall exercise all powers usually pertaining to the President of a corporation. All powers and duties of the President shall be subject to the provisions of the Articles of Incorporation and these Bylaws, and to review and confirmation by the Board in such a manner as is from time to time determined by the Board.

Section 7. President Elect. The President Elect shall, in the absence of the President, perform the duties of President of the Society, and shall have such other powers and duties as may from time to time be determined by the Board. The President Elect shall succeed to the Office of President when the term of the President ends for any reason. If the President Elect enters the office of President prior to the end of any term of the President, the President Elect shall serve out the remainder of the President's term and be eligible for re-election as President pursuant to Section 5 of this Article V.

Section 8. Secretary. The Secretary shall keep and maintain all records of the Society unless otherwise specified in these Bylaws; shall see that proper notice is given for all meetings of the Board; shall keep, or cause to be kept, accurate and true records of all proceedings of meetings of the Board; shall ensure that minutes of the previous meeting(s) and all related documents are sent to directors at least seven (7) days prior to the next meeting; shall keep and maintain all policies and procedures; and in general, shall exercise all powers usually pertaining to the Secretary of a corporation. All powers and duties of the Secretary shall be subject to the provisions of the Articles of Incorporation and these Bylaws, and to review and confirmation by the Board in such a manner as is from time to time determined by the Board.

Section 9. Treasurer. The Treasurer shall be the chief financial and accounting officer of the Society; shall have active control of, and be responsible for, all accounts and finances of the Society; shall supervise all vouchers and requests for payment by the Society including records pertaining thereto; shall prepare or cause to be prepared accurate and understandable monthly financial reports of the finances of the Society; shall prepare or cause to be prepared financial statements and related documents; shall have supervision of the books and accounts of the Society; shall ensure that regular and accurate audits are performed according to financial practices and procedures applicable to the Society; shall recommend depositories and financial institutions to the Board; shall have care and custody of all monies, funds and securities of the Society and shall ensure that all funds are deposited in such depositories as are selected by the Board; shall be responsible for the collection of all accounts payable to the Society; shall keep or cause to be kept full and accurate accounts of all expenditures and disbursements by the Society; shall have the power to endorse all checks, drafts, notes or other financial instruments payable to the Society; shall give or cause to be given proper receipts for all payments to the Society; and in general, shall exercise all powers usually pertaining to the Treasurer of a corporation. All powers and duties of the Treasurer shall be subject to the provisions of the Articles of Incorporation and these Bylaws, and to review and confirmation by the Board as determined from time to time by the Board.

Section 10. Other Powers and Duties. In addition to the powers and duties enumerated above, the elective and appointive officers, agents, or employees of

the Society shall perform such other duties, and have such other powers as are provided in the Articles of Incorporation, these Bylaws, and the policies and procedures adopted by the Board, or as are otherwise determined from time to time by the Board.

ARTICLE VI

Committees of the Board

Section 1. Executive Committee. There is hereby created an Executive Committee of the Board whose membership shall be the President, the Vice-President, the Secretary, and the Treasurer.

Section 2. Powers and Duties of the Executive Committee. The Executive Committee shall have the authority to act on behalf of the Society in the intervals between Board meetings, shall be responsible for recruiting, hiring and evaluating employees of the Society in consultation with the Board, and shall have such other powers and duties as may from time to time be determined by the Board. The Executive Committee shall keep accurate records of its proceedings and report all actions to all directors on the Board. All actions of the Executive Committee shall be subject to review and confirmation by the Board in such a manner as is determined from time to time by the Board.

Section 3. Board Development Committee. There is hereby created a Board Development Committee which shall consist of five (5) members, which shall include the immediate past President, the President Elect, and three (3) current Chapter members who are chosen by the Executive Committee with Board approval. The President Elect shall serve as chairperson of the Board Development Committee. In the event that there is no President Elect, then the Executive Committee shall name a member of the Board who shall serve as the chairperson of the Board Development Committee.

Section 4. Powers and Duties of the Nominating Committee. The Nominating Committee shall conduct an annual skills and needs assessment of the Board; shall be responsible for identifying, screening and recommending qualified potential Board members to the Board; shall nominate one (1) person from among the voting members in good standing for each position on the Board that is to be filled at the annual meeting; shall maintain a sufficient pool of qualified potential Board members to allow for normal replacement and unforeseen vacancies; shall develop Nominating Committee policies and procedures subject to the approval of the Executive Committee, followed by approval of the Board; and shall meet as needed to discharge its powers and duties.

Section 5. Other Committees. The President, or the Board, may establish such other committees as are necessary for the operation of the Society. All other committees shall have only those powers and duties specifically designated by the Board, and shall perform such tasks and activities as may from time to time be determined by the Board.

The Board shall determine requirements for notice and records for all other committees at the time of establishment of the committee.

ARTICLE VII

Indemnification of Officers and Directors

Section 1. Indemnification. The Society shall indemnify an officer or director of the Society against reasonable expenses incurred by the officer or director in connection with any proceeding in which the officer or director is named as a defendant or respondent because he or she is, or was, an officer or director of the Society, subject to the limitations in the Articles of Incorporation and these Bylaws.

Section 2. Conditions. The Society shall have no obligation to indemnify an officer or director if the officer or director is found liable for:

- a. a breach of the officer's or director's duty of loyalty to the corporation;
- b. an act or omission not in good faith that constitutes a breach of duty of the officer or director to the corporation;
- c. an act or omission that involves intentional misconduct or an intentional violation of the law;
- d. a transaction from which the officer or director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the officer's or director's office; or,
- e. an act or omission for which the liability of an officer or director is expressly provided for by an applicable statute.

Section 3. Limits. The Board may adopt, and from time to time amend, reasonable limits on the expenses of any officer or director for whom indemnification is provided.

ARTICLE VIII

Miscellaneous Provisions

Section 1. Benefits Prohibited. No part of the net income of the Society shall inure to the benefit of any private shareholder or individual; no dividends shall be paid; and no part of the income of the Society shall be distributed to its officers or directors except as specified in Article IV, Section 17.

Section 2. Loans to Officers and Directors. No loans shall be made by the Society to any officer or director for any reason at any time.

Section 3. Fiscal Year. The fiscal year of the Society shall be fixed, and may be changed from time to time, by resolution of the Board.

Section 4. Relationship with National. The relationship between this Chapter and the National Audubon Society shall be governed by the National Audubon Society's chapter policies.

Section 5. Policies and Procedures. The Board shall have the authority to adopt such policies and procedures as the Board may from time to time determine, or as the activities of the Society may require. These documents shall be presented upon request from any Chapter member or as required by law.

ARTICLE IX

Dissolution

Section 1. Process. The corporation may be dissolved by resolution approved by a majority of the directors in office, even though less than a quorum, or a sole remaining director. The resolution shall then be submitted to the voting members of the corporation in good standing, which shall require the affirmative vote of two-thirds (2/3) of the members present and voting thereon. After providing for the payment of all debts, the satisfaction of all liabilities, and the expenses of dissolving the corporation, any assets remaining upon dissolution of the corporation shall be disposed of by the remaining directors in accordance with the provisions of the Articles of Incorporation and applicable law.

Section 2. Benefits Prohibited. No part of the cash or assets of the corporation shall inure to the benefit of any current or former director or officer, or any current or former employee, or any current or former member.

ARTICLE X

Amendments to Bylaws

Section 1. Amendments. These Bylaws may be altered, amended, or repealed, or new Bylaws adopted at any time pursuant to the provisions of these Bylaws.

Section 2. Amendments by the Membership. Any member of the Society in good standing may propose an amendment to these Bylaws by submitting the amendment in writing along with a petition signed by no fewer than twenty (20) members in good standing to the President pursuant to policies and procedures adopted by the Board.

Section 3. Amendments by the Board. The Board may propose amendments to any provisions of these Bylaws. Changes are subject to the requirements for notice and approval contained in these Bylaws.

Section 4. Areas of Amendment Reserved to the Membership. The following areas of these Bylaws may be altered, amended, or repealed only by an affirmative vote of the membership, subject to the requirements for notice and approval contained in these Bylaws.

- a. Article II, Section 1. Voting rights of the class of members who are members of the corporation;
- b. Article IV, Section 2. Number of directors;
- c. Article IV, Section 3. Election of directors;
- d. Article IV, Section 4. Term of office of directors;
- e. Article IV, Section 5. Filling vacancies due to an increase in the size of the Board; and,
- f. Article X, Section 4. Areas of amendment reserved to the membership.

Section 5. Notice and Approval of Amendments: Amendments Reserved to the Membership. Amendments to areas of these Bylaws reserved to the membership may be approved by mail, or at any meeting of the Society. In the case of approval by mail, the mailing shall include a copy of all proposed amendments and instructions on voting procedures. In the case of approval at a meeting of the Society, the notice of the meeting shall be given at least fifteen (15) days in advance, shall state that amendments to the Bylaws are to be considered, and shall include a copy of the proposed amendments.

Announcement of the proposed amendment or amendments shall also be published in the last newsletter preceding the mailing or meeting. Approval by either method shall require an affirmative vote of a majority of the voting members who voted thereon.

Section 6. Notice and Approval of Amendments: Amendments Not Reserved to the Membership. Amendments proposed by the Board or membership petition may be approved at any meeting of the Board of Directors, provided that the notice of the meeting shall be given seven (7) days in advance, shall state that amendments to the Bylaws are to be considered, and shall specify which articles are being changed. Approval of the amendment or amendments shall require an affirmative vote by a three-fourths (3/4) majority of the number of directors in office. Members shall be notified of any amendments in a timely manner. Amendments proposed by membership petition that are not approved or resolved by the Board may be presented to the membership in accordance with Section 5 of this article and pursuant to policies and procedures adopted by the Board.

Section 7. Effective Date. All amendments to these Bylaws shall go into force and effect upon the date of approval, unless a later effective date is specified in the amendment.

These Bylaws were adopted by a majority of the Board of Directors at a meeting held on the 13th day of January, 2005, and were subsequently adopted by a majority of the Chapter members who were in attendance at a meeting held on the 17th day of February, 2005.