

**Revised Constitution and Bylaws, replacing those approved November 12, 2020, voted on
and adopted by members, February 13, 2025**

NORTHERN COLORADO BIRD ALLIANCE CONSTITUTION

ARTICLE I: NAME

This organization, originally constituted as the Fort Collins Audubon Society on May 15, 1978, was officially renamed on February 13, 2025, and shall henceforth be known as the Northern Colorado Bird Alliance, hereinafter referred to as the “Alliance.”

ARTICLE II: PURPOSE

Section 1. The purpose and objectives of this Alliance shall be to engage in any such educational, scientific, and charitable pursuits as may be part of the stated purpose of the National Audubon Society, of which this Alliance shall function as a Chapter.

Section 2. 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, 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 director, officer, or member thereof, or to the benefit of any private shareholder or individual. Upon the dissolution, or upon abandonment, the assets of this Alliance remaining after payment of or provision for all debts and liabilities of this Alliance, shall be donated to the active chapters within the State of Colorado organized under the National Audubon Society, or in a council of such chapters having similar objectives and purposes as this Alliance, 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.

Section 3. No substantial part of this Alliance’s activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall this Alliance participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for political office.

NORTHERN COLORADO BIRD ALLIANCE BYLAWS

ARTICLE I: MEMBERSHIP

Section 1. Any person interested in the purposes and objectives of this Alliance is eligible to apply for membership.

Section 2. Persons shall be admitted to membership in this Alliance by either (a) membership in the National Audubon Society with assignment to this Chapter, (b) payment to this Alliance of an annual newsletter subscription fee, or (c) both. Membership in this Alliance shall not require membership in the National Audubon Society.

Section 3. National Audubon Society membership dues shall be established by the National Audubon Society. This Alliance's Board of Directors shall establish an annual newsletter subscription fee.

Section 4. All members of this Alliance shall enjoy equal rights and voting privileges in Alliance business, in accordance with these Bylaws.

Section 5. Removal from this Alliance's Rolls.

- A. A member who has paid dues only to the National Audubon Society shall be removed from this Alliance's rolls if their name no longer appears on the monthly National Audubon Society membership report.
- B. A member who has not paid their annual newsletter subscription fee within six months of the annual renewal date shall be removed from the newsletter distribution list.

Section 6. National Audubon Society members shall be carried on the membership rolls of this Alliance. They shall receive an initial copy of the Alliance's newsletter, inviting them to take out a Chapter newsletter subscription at the current annual rate. Otherwise, they receive no chapter benefits other than as so deemed by the Alliance's Board of Directors.

ARTICLE II: MEETINGS

Section 1. Regular meetings of members shall be held on the second Thursday of each month from September until May inclusive, or as determined by a vote of the Board.

Section 2. The annual meeting of the Alliance shall be held on the second Thursday of January each year, or as determined by the Board.

Section 3. Special meetings of members may be called by the President, or pursuant to resolution of the Board, or by petition of not less than twenty members entitled to vote.

Section 4. Notice of the annual meeting, special meetings, and regular meetings at which elections are to be held or budgets are to be approved shall be issued not less than thirty days nor more than fifty days before the date of such meetings. Such notice is given when deposited in the United States mail, with postage thereon prepaid, and directed to the member at his address as it appears on the record of members, or at such other address as he may request in writing to the Secretary of this Alliance, or by electronic means. Notice of such meetings may be published

in the Alliance's newsletter or other regular publication, provided such publication is mailed or sent electronically according to the provisions stated hereinabove.

Section 5. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.

Section 6. Twenty voting members shall constitute a quorum at any meeting of members of the Alliance at which Alliance business is to be conducted. The members may be present in person or by written proxy.

ARTICLE III: BOARD OF DIRECTORS

Section 1. The control and conduct of business of the Alliance shall be vested in its Board of Directors, hereinafter referred to as the "Board." The Board shall determine the policies of the Alliance.

Section 2. The Board shall include: (a) the elected officers, (b) not more than six Directors-at-Large elected by the members for terms of one year, (c) appointed Chairs of Standing Committees, and (d) the immediate Past-President if s/he does not already hold one of the positions in (a) through (c) above. All such persons shall have one vote each during board meetings.

Section 3. There shall be no limit to the number of consecutive years an individual may serve as a member of the Board in any capacity.

Section 4. Regular meetings of the Board shall be held as called by the President.

Section 5. A quorum for meetings of the Board shall include at least two elected officers, one of which is the President or the Vice-President, and at least three other Board members.

Section 6. Special meetings of the Board may be called by the President, or upon the request of the majority of the members of the Board.

Section 7. The Board may conduct its business in person, or by email, telephone, or electronic means.

Section 8. All board members will keep an annual record of their volunteer hours, travel mileage and out-of-pocket expenses that benefit the Alliance as may be included in the Alliance's annual report to the National Audubon Society.

ARTICLE IV: RECORDS OF THE ALLIANCE

Section 1. The term, "Records," is intended to include, but not be limited to, the Constitution and Bylaws of the Alliance, Board minutes, general policies adopted by the Alliance, position statements adopted by the Board, and procedures of the Alliance and its committees.

Section 2. Records of the Alliance shall be archived in electronic format.

Section 3. Records of the Alliance shall identify those persons who are authorized to represent the Alliance and define the latitude within which they may act.

ARTICLE V: OFFICERS

Section 1. The elected officers of the Alliance shall be a President, a President-Elect, a Vice-President, a Treasurer, and a Secretary.

The President shall hold office for a two-year term. All other officers shall serve one-year terms.

Section 2. A vacancy in any elected position (Officers and Directors-at-Large) shall be filled by a majority vote of the Board of Directors, to hold office until the next annual meeting at which time the vacancy shall be filled in the regular way.

Section 3. The President shall be the President of the Alliance, Chairman of the Board of Directors, an ex-officio member of all committees, and shall perform all other duties associated with the office of President.

Section 4. At the close of the first year of any Presidency, a President-Elect may be elected by the members to serve on the Board of Directors in the year prior to becoming President. The same individual may simultaneously hold the offices of Vice-President and President-Elect. The President-Elect, during his/her year on the Board, shall be assigned specific duties helpful to the President and/or the Board of Directors.

Section 5. The Vice-President shall assist the President in the carrying out of his/her duties and shall preside at all meetings in the absence of the President. The Vice-President may chair one or more committees during his/her term.

Section 6. The Treasurer shall: (a) have custody of the Alliance's funds; (b) disburse funds as may be directed by the Board; and (c) provide a financial report to the Board of Directors at their regular meetings, or as requested.

Section 7. The Secretary shall prepare a record of all proceedings of the Board and the Alliance.

Section 8. The Treasurer, President, and Vice President are authorized to sign checks and drafts of the Alliance.

ARTICLE VI: DIRECTORS-AT-LARGE

The duties of Directors-at-Large are, at a minimum, to attend board meetings and to learn how the Board and the Alliance function. They may, depending upon their experience with the board and their willingness, volunteer to take on or be assigned additional duties. Directors-at-Large may advance to other positions, such as elected officers or appointed committee chairs.

ARTICLE VII: COMMITTEES

Section 1. The President, with the approval of the Board of Directors, shall appoint Chairs of Standing Committees who, in turn, may select their own committee members and/or accept recommendations and suggestions from the Board. Terms of office shall be for one year, or until their successors are appointed.

Section 2. The President, with the approval of the Board of Directors, may appoint ad hoc committees as become necessary to carry out the functions of the Alliance. Their terms of office will be determined by the length of the assignment to be carried out.

Section 3. Each Standing Committee Chair is to submit estimated committee expenses for the following year to the Chair of the Finance Committee prior to the October board meeting, for incorporation into a draft budget that will be reviewed at the November board meeting and printed in the December issue of the Ptarmigan.

Section 4. In the case of a vacancy in the position of any appointed standing or ad hoc committee chair the President may appoint a replacement at any time prior to, or at, an Annual Meeting.

Section 5. All committees, as is appropriate, shall keep an accurate annual record of their activities and the number of persons served.

Section 6. It shall be the responsibility of each committee chair to provide a committee report, if appropriate, to the Board prior to or at each monthly Board meeting.

Section 7. Standing Committees of the Alliance will be as follows:

- A. Conservation Committee: The President shall appoint a Conservation Committee Chair. It shall be the duty of this person's committee to keep informed on local, state, and national governmental policies and actions affecting the natural environment and conservation of natural resources, to advise the Board of Directors, and to carry out the policies of the Alliance. It shall be the duty of this committee to endeavor to coordinate its actions with the policies and activities of both the National Audubon Society and a council of the Colorado chapters insofar as conservation measures and policies of national and state scope are concerned, and to keep both organizations informed of such actions as may be appropriate.
- B. Membership Committee: The President shall appoint a Membership Committee Chair. It shall be the duty of this person's committee to cooperate with the Membership Department of the National Audubon Society to obtain lists of names and addresses of National Audubon Society members residing within the allotted territory of this Alliance. It shall also be the duty of this committee to conduct membership campaigns and to attempt to obtain new members and the continuing membership of those who have become delinquent in the payment of their dues.
- C. Education Committee: The President shall appoint an Education Committee Chair. It shall be the duty of this person's committee: (a) to further the educational services of the Alliance and the National Audubon Society; (b) to encourage schools and colleges in the community to conduct courses in or which otherwise stress natural history, ecology, and conservation; (c) to conduct lectures and/or workshops in natural science for members and friends; (d) to encourage schools or youth groups to use the Audubon Study Programs and other Audubon Aids in Natural Science; and (e) through other means to inform and educate the public about the natural environment.
- D. Finance Committee: The President shall appoint a Finance Committee Chair. It shall be the duty of this person's committee to: (a) plan the annual budget of the Alliance for circulation with the December Newsletter and approval at the January Annual Meeting; (b) assist the Treasurer in the preparation of financial reports to the Board; (c) invest a portion of the chapter's funds, with prior Board approval, in financial instruments, and, (d) make recommendations and carry out plans for obtaining financial support for the Alliance.

- E. Program Committee: The President shall appoint a Program Committee Chair. It shall be the duty of this person's committee to make all plans and arrangements for the regular meetings of the Alliance and to promote interest and appreciation through lectures, discussions, exhibits, publications and meetings. It shall also be the duty of the Program Committee to publicize upcoming programs of the Alliance with flyers and public service announcements.
- F. Field Trip Committee: The President shall appoint a Field Trip Committee Chair. It shall be the duty of this person's committee to organize field trips which are for the benefit and enjoyment not only of members of the Alliance but also of non-members and friends.
- G. Publications Committee: The President shall appoint a Publications Committee Chair. It shall be the duty of this person's committee to publish special bulletins or newsletters for the members of the local Alliance, be responsible for the distribution of printed materials to members at program meetings, and resupply printed materials at kiosks for which the Alliance has responsibility.
- H. Public Relations Committee: The President shall appoint a Public Relations Committee Chair. It shall be the duty of this person's committee to publicize the purposes and programs of the Alliance and develop community relationships.
- I. Hospitality Committee: The President shall appoint a Hospitality Committee Chair. It shall be the duty of this person's committee to plan and conduct such social gatherings of the members or to provide the social aspects of regular meetings, such as refreshments, as may be deemed desirable by the Board of Directors.
- J. Diversity, Equity, and Inclusion Committee: The President shall appoint a Diversity, Equity, and Inclusion Committee Chair. It shall be the duty of this person's committee to identify policies and practices that will help the Alliance diversify its membership and leadership and actively promote inclusion and equity in all Alliance activities. It shall also be the duty of this committee to support the implementation of any such policies and practices deemed desirable by the Board of Directors and report to the Board any potential violations of the Alliance's policy statement on Diversity, Equity, and Inclusion.

ARTICLE VIII: EXECUTIVE COMMITTEE

Section 1. The Alliance shall have an Executive Committee that shall have the authority to act on behalf of the Alliance and in accordance with its Policies. The Executive Committee may act for the Alliance on those occasions when a timely response by the Alliance or its authorized representatives is necessary before a meeting of the Board can be convened.

Section 2. The Executive Committee shall include the following Officers and Committee Chairs: the President, Vice-President, Conservation Chair, Membership Chair, Education Chair, and the President-Elect (if other than the Vice-President.)

Section 3. A quorum of the Executive Committee shall be a majority of its members and shall include either the President or Vice-President. The Executive Committee is empowered to make decisions that agree with existing Alliance policies. Such decisions must have the approval of a majority of the Executive Committee, including the approval of the President or the Vice-President.

Section 4. The Executive Committee may conduct its business in person, or by email, telephone, or electronic means.

Section 5. The Executive Committee shall keep the full Board apprised of its activities. A report of each Executive Committee decision shall be generated by the presiding officer (President or Vice-President) and distributed to all Board members.

ARTICLE IX: NOMINATIONS COMMITTEE

Section 1. The Board of Directors annually shall appoint, prior to the October member meeting, an Ad Hoc Nominations Committee, consisting of not less than three Alliance members. One such member shall be identified as the Chair of the Nominations Committee. The names of the Nominations Committee members shall be made known to the membership of the Alliance no later than the October member meeting. Any member of the Alliance may suggest nominees for officers and directors to the Committee.

Section 2. The Nominations Committee shall nominate candidates for officer and director positions. It shall also assist the President in identifying members to be appointed as Committee Chairs. The Committee's slate of candidates shall be published in the December newsletter and shall also be presented to the membership at the regular meeting of the Alliance in December, one month prior to the January Annual Meeting at which elections are conducted.

Section 3. Nothing contained herein shall prevent nominations of officers and directors from the floor at the time of the meeting during which the elections are held (i.e. the January Annual Meeting).

ARTICLE X: ELECTIONS

Section 1. Election of officers and directors shall take place at the Annual January Meeting. The Chair of the Nominations Committee shall conduct the election process.

Section 2. Candidates for the Officers and Directors positions presented by the Nominations Committee shall be elected by a hand vote of the voting members present. Opportunity will be provided for nominations from the floor to be made. If nominations from the floor result in there being two or more candidates for any elected position(s) there shall be an election using paper ballots for such contested position(s), administered by the members of the Nominating Committee. If there is only one name listed for each elected position the Chair of the Nominations Committee shall ask for a show of hands of those in favor of electing those listed on the ballot. If it is uncertain if the number of hands represents a majority of the voting members present, a count of hands will be made of those voting in favor of, and of those voting against, the names on the ballot. In the absence of the ability to meet in person, the election can be conducted through comparable electronic means.

Section 3. The new Officers and Directors will take office at the Annual Meeting at which they are elected.

ARTICLE XI: COMMITMENTS

This Alliance shall not enter into any commitments binding upon the National Audubon Society without written authorization by the National Audubon Society, nor shall the National Audubon Society, without written authorization by this Alliance, enter into any commitments binding upon this Alliance.

ARTICLE XII: DISCONTINUANCE

This Alliance may terminate its status as a Chapter of the National Audubon Society, and the National Audubon Society may terminate the status of this Alliance as a Chapter of the National Audubon Society, pursuant to procedures set forth in the 2014 Audubon Chapter Policy adopted by the National Audubon Society's Board of Directors on May 17, 2014.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

In matters not covered by these Bylaws, the most current version of Robert's Rules of Order shall govern.

ARTICLE XIV: AMENDMENTS

The Constitution and Bylaws may be amended by a two-thirds majority vote of voting members in good standing present at any regular meeting, or at any special meeting of the Alliance which is called in the approved manner, provided a quorum of twenty members is present, or represented by written proxy, and provided further that notice of such amendments shall have been provided to each member of the Alliance at his/her last known address not less than thirty and not more than fifty days before the date of the meeting. Identification of the intended amendments, published in the newsletter, shall constitute such "notice of amendment," provided that complete texts of the revised Constitution and Bylaws will be available to members upon request.

REVISION HISTORY

REVISION ADOPTION DATE

New	May 15, 1978
A	Dec. 9, 1982
B	Jan. 13, 2000
C	May 9, 2002
D	Jan. 13, 2005
E	Nov. 8, 2006
F	Oct. 11, 2012
G	Oct. 8, 2015
H	Nov. 12, 2020
I	Feb. 13, 2025