

**Internal Revenue Service**  
450 Golden Gate Avenue  
San Francisco, California 94102

**Internal Revenue Service**  
Chief, EP/EO Division  
Box 36001  
450 Golden Gate Avenue  
San Francisco, CA 94102

Address any reply to: P.O. Box 3604C San Francisco, Calif. 94102

**Department of the Treasury**

**District Director**

**Internal Revenue Service**

Date: **MAR 03 1978** In reply refer to: L-178, Code 428

SF;EO: 78-94  
EP/EO:EO:V. Woo  
(415) 556-1585

Santa Clara Valley Audubon Society  
22221 McClellan Rd  
Cupertino, CA 95014

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

We have further determined you are not a private foundation within the meaning of section 509(a) of the Code, because you are an organization described in section 509(a)(2).

You are not liable for social security (FICA) taxes unless you file a waiver of exemption certificate as provided in the Federal Insurance Contributions Act. You are not liable for the taxes imposed under the Federal Unemployment Tax Act (FUTA).

Since you are not a private foundation, you are not subject to the excise taxes under Chapter 42 of the Code. However, you are not automatically exempt from other Federal excise taxes. If you have any questions about excise, employment, or other Federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

If your purposes, character, or method of operation is changed, please let us know so we can consider the effect of the change on your exempt status. Also, you should inform us of all changes in your name or address.

you are required to file Form 990, Return of Organization Exempt From Income Tax, by the 15th day of the fifth month after the end of your annual accounting period. The law imposes a penalty of \$10 a day, up to a maximum of \$5,000, for failure to file a return on time.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

\* Please keep this determination letter in your permanent records.

Sincerely yours,

*Michael Sasser*  
District Director

#### ARTICLE III OBJECTIVES AND PURPOSES

The objectives of this corporation shall be to promote conservation of our natural resources: wildlife, plants, soil, water and air; to foster their intelligent treatment and wise use for the public welfare; to cooperate with the National Audubon Society in these pursuits.

#### ARTICLE IV MEMBERSHIP

(a) Members of the Santa Clara Valley Audubon Society are those people who have been determined by the National Audubon Society to be members of this chapter. Chapter members have rights and privileges as defined in these bylaws.

(b) Any person interested in the purposes of the Society is eligible for membership.

(c) Classes of membership shall be the same as those maintained by the National Audubon Society.

(d) Annual dues of membership shall be as established by the National Audubon Society.



BYLAWS OF THE SANTA CLARA VALLEY AUDUBON SOCIETY  
A California Nonprofit Public Benefit Corporation  
A Chapter of National Audubon Society

ARTICLE I  
NAME

The name of this corporation shall be SANTA CLARA VALLEY AUDUBON SOCIETY.

ARTICLE II  
OFFICES

PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation is located in Santa Clara County, California. The directors may change the principal office from one location to another.

ARTICLE III  
OBJECTIVES AND PURPOSES

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(d) Annual dues of membership shall be as established by the National Audubon Society.



(e) All classes of members shall enjoy all the rights and privileges pertaining to the members of the chapter and the National Audubon Society.

(f) Membership dues shall be payable at the time of application and yearly thereafter. Life members shall pay dues in one sum at the time of application.

(g) Membership will be terminated for those whose renewal dues are not paid within six months of their due date.

## ARTICLE V MEETINGS OF MEMBERS

### SECTION 1. PLACE OF MEETING

Meetings of the membership shall be held at any place within California designated by the board of directors. In the absence of such designation, members' meetings shall be held at the principal office of the corporation.

### SECTION 2. REGULAR MEETINGS

Regular meetings of the Society shall be held monthly from September through June, except December, following notice by mail.

### SECTION 3. ANNUAL MEETING

The annual meeting of members shall be held on the third Wednesday of June each year, unless the board of directors fixes another date and so notifies the members as provided in Section 5 of this Article V.

### SECTION 4. SPECIAL MEETINGS

A special meeting of the members may be called at any time by any of the following: the Board of Directors, the president, or at least five percent of the members.

### SECTION 5. NOTICE OF MEMBERS' MEETINGS

(a) General notice contents. All notices of meetings of members shall be given not less than 20 days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting. The general nature of the business to be transacted shall be specified.



(b) Notice of certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal.

(1) Filling vacancies on the board of directors by the members.

(2) Amending the Articles of Incorporation.

(c) Manner of giving notice. Notice of any meeting of members shall be given either personally or by mail, or other written communication.

#### SECTION 6. QUORUM

Thirty-one (31) members shall constitute a quorum for the transaction of business at a meeting of the members.

#### SECTION 7. VOTING

(a) All members shall be entitled to vote at any meeting of members.

(b) If a quorum is present, the majority vote of members present shall be the act of the members, unless a greater number is required by California Nonprofit Corporation Law or by the Articles of Incorporation.

#### SECTION 8. ACTION BY WRITTEN CONSENT WITHOUT A MEETING

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to every member.

### ARTICLE VI DIRECTORS

#### SECTION 1. AUTHORIZED NUMBER OF DIRECTORS

The authorized number of directors shall be fifteen. The Board of Directors shall consist of five (5) officers, the immediate past president and nine (9) directors-at-large.



## SECTION 2. POWERS

(a) General corporate powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed by or under the direction of the board of directors.

(b) Specific powers. The directors shall have the power to:

(1) Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation.

(2) Change the principal office in the State of California from one location to another; and designate any place within the State of California for the holding of any members' meeting or annual meetings.

(3) Adopt, make, and use a corporate seal; and alter the form of the seal and certificates.

(4) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

## SECTION 3. NOMINATIONS

(a) Nominating committee. The president shall appoint, with the approval of the board, three to five (3-5) members to be the nominating committee. None of those members shall be officers. The committee shall propose a slate of one or more candidates for each expiring position on the board of directors. The committee shall report to the membership at least 50 days prior to the election.

(b) Nominations by members. Members may nominate candidates for directorships at any time before the fiftieth day preceeding the election. The names of these candidates shall be placed on the ballot along with those candidates named by the nominating committee.

(c) Nominations from the floor. If there is a meeting to elect directors, any member present at the meeting may place names in nomination providing the written consent of the candidate has been obtained.



#### SECTION 4. ELECTION AND TERM OF OFFICE OF DIRECTORS

Three directors shall be elected each year for a term of three years, beginning July 1 after their election. They may not succeed themselves. The election of directors shall take place at a regular meeting of the members or by mail ballot at least 25 days prior to the annual meeting. Candidates receiving a majority of votes shall be elected.

#### SECTION 5. VACANCIES

(a) Events causing vacancy. A vacancy or vacancies in the board of directors shall exist on the occurrence of the following:

(1) Three consecutive absences from board meetings by a director;

(2) Death, resignation, or removal of any director.

(b) Resignation. Any director may resign, effective on giving written notice to the president, the secretary, or the board of directors.

(c) Vacancies filled by board of directors. Any vacancy by death, resignation or otherwise shall be filled, without undue delay, by ballot of the remaining members of the board. That person shall hold office for the remainder of the predecessors term. If such an interim term is less than 18 months, the director may succeed him/herself.

(d) Vacancies filled by members. The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors. Any such election by ballot shall require the consent of a majority of the voting power.

(e) Reduction of number of directors. The reduction of the authorized number of directors shall not have the effect of removing any director before that director's term of office expires.

#### SECTION 6. MEETING OF DIRECTORS

(a) Time and place of meetings. Regular meetings of the board of directors shall be held monthly, except July. Regular and special meetings shall be held at any place within California designated by the board. In the absence of such designation, meetings shall be held at the principal office of the corporation.

(b) Notice.

(1) Manner of giving. Notice of the time and place of meetings shall be given to each director by personal delivery of written notice, by first-class mail, or by telephone communication.



(2) Time requirements. Notices by first class mail shall be sent at least four days before the meeting. Notices by personal delivery or telephone shall be delivered or telephoned at least 48 hours before the meeting.

(3) Notice contents. The notice shall state the time, place and purpose for the meeting.

#### SECTION 7. QUORUM

A majority of directors shall constitute a quorum for the transaction of business. Every action taken by a majority of the directors at a meeting at which a quorum is present shall be regarded as the act of the board of directors.

#### SECTION 8. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

#### SECTION 9. FEES AND COMPENSATION OF DIRECTORS

Directors and members of committees shall receive no compensation for their services, but may receive reimbursement of expenses, as determined by resolution of the board of directors.

#### SECTION 10. NON-LIABILITY

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### SECTION 11. IDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Any past or present director, officer, employee or other agent of the Santa Clara Valley Audubon Society shall be indemnified against expenses actually and reasonably incurred by this person in connection with a successful defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgement against such person as an agent of this corporation.

If such person either settles any such claim or sustains a judgement against him or her, then indemnification against expenses, judgements, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of the California Nonprofit Public Benefit Corporation Law.



ARTICLE VII  
COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS

The board of directors may designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board.

SECTION 2. STANDING COMMITTEES

The president shall appoint chairs of standing committees as prescribed below with the approval of the board. Chairs, in turn, select their own committee members who will serve for one year. Terms of office shall coincide with those of officers. There is no limit on the number of consecutive terms a committee member may serve. Committee members shall be chosen from the general membership or from the board.

Standing committees shall be:

Executive Committee - Shall consist of the president, one vice president, and one director with at least six (6) months experience on the board; may, in emergency situations, act in the name of the board on issues related to the purposes and goals of the Society. It may not make financial commitments or authorize expenditure of funds. A full report of any actions of the Executive Committee shall be made at the next meeting of the directors.

Finance Committee - shall present a budget to the board by *advise the team + ST* for its approval; recommend to the board all requests for unbudgeted funds; assist the treasurer in the preparation of financial reports; recommend to the board and implement plans for obtaining financial support for the Society; make recommendations on the management of the Society's assets. *insert Section on Committees the annual budget*

Membership Committee - shall maintain continuing membership and promote new memberships.

Program Committee - shall plan and arrange for regular meetings of the Society; promote interest and appreciation in the purposes of Audubon through lectures, discussions, and meetings.

Conservation Committee - shall keep informed on local, state and national government policies and actions affecting natural environment and the conservation of natural resources; advise the board of directors; and carry out the related policies of the Society.



Field Trip Committee - shall plan, organize and arrange for the proper conduct of field trips for members and nonmembers.

Education Committee - shall further the educational goals of the National Audubon Society; encourage schools and colleges of the community to conduct courses in or otherwise stress natural history, ecology and conservation; conduct lectures and/or workshops in natural science for members and the community; and through other means inform and educate the public about the natural environment.

Hospitality Committee - shall plan and conduct social gatherings of the members; provide the social aspects of regular meetings such as refreshments and name tags.

Publicity Committee - shall publicize, through newspaper, radio, TV and other publicity media, the purposes and programs of the Society.

Library Committee - shall purchase books, magazines and other materials for the library, including those materials needed for the upkeep of the collection; process and record all new additions to the collection, and assure that the collection is well-maintained.

Grant Committee - shall receive, consider and recommend for board approval all requests for funds and monitor all approved grants.

Newsletter Committee - shall publish the Avocet monthly except July and August.

Christmas Bird Count Committee - shall plan, conduct, and report on the annual San Jose Christmas Bird Count.

Nominating Committee - see Article VI, Section 3 (a).

### SECTION 3. SPECIAL COMMITTEES

Special committees may be designated by the president, with approval of the board of directors.

## ARTICLE VIII OFFICERS

### SECTION 1. OFFICERS

The officers of this corporation shall be a president, two vice presidents, a treasurer, and a secretary.



## SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any member may serve as an officer of this corporation.

Officers shall be elected each year by the general membership for a term of one year, beginning July 1. No individual may hold the same office for more than three (3) consecutive terms, or until such time as a successor is elected.

The election of officers shall take place at a regular meeting of the members or by mail ballot at least 25 days prior to the annual meeting. Candidates receiving a majority of votes shall be elected.

## SECTION 3. REMOVAL AND RESIGNATION OF OFFICERS

Any officer may be removed by the board of directors for cause. Such removal shall require a two-thirds vote of the board. Any officer may resign at any time by giving written notice to the board of directors. Any such resignation shall take effect at the date of receipt of the resignation or at any later date specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

## SECTION 4. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by appointment of the president, with the approval of the board.

## SECTION 5. RESPONSIBILITIES OF OFFICERS

(a) PRESIDENT. The president shall preside at meetings of the board of directors and exercise and perform such other powers and duties as may be assigned to the office from time to time by the board of directors or prescribed by the bylaws. The president shall generally supervise and direct the business and the officers of the corporation; shall be an ex-officio member of all committees except the Nominating Committee.

(b) VICE PRESIDENT. In the absence or disability of the president, the vice-presidents, in order of their rank as fixed by the board of directors, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon the president. The vice-presidents shall have other such powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors.



(c) SECRETARY. The secretary shall:

(1) keep minutes of all meetings and actions of the members and of the board of directors, with the time and place of holding, whether regular or special, how called, how notice was given, the names of those in attendance, and the proceedings of the meeting.

(2) keep a record of the members' names, addresses, and class of membership held by each.

(3) give notice of all meetings of the members and of the board of directors, be custodian of the corporate seal, if any, and have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

(4) conduct the official correspondence of the corporation.

(d) TREASURER. The treasurer shall:

(1) keep and maintain adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of accounts shall be open to inspection by any director at all reasonable times.

(2) deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors; shall disperse the funds; shall render an account of transactions and of the financial condition of the corporation to the board of directors at each board meeting; shall have other powers and perform such other duties as prescribed by the board of directors or bylaws.

## ARTICLE IX

### PARLIMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern this organization in all instances in which they are applicable and in which they are not inconsistent with these bylaws.



ARTICLE X

AMENDMENTS

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members. Provisions in the bylaws requiring the vote of a larger proportion of members than is otherwise required by law may not be altered or repealed except by vote of such a larger number of members. No amendment may extend the term of a director beyond that for which such director was elected.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of SANTA CLARA VALLEY AUDUBON SOCIETY, a California nonprofit corporation, and the above bylaws, consisting of \_\_\_ pages, are the bylaws of this corporation as adopted at a meeting of the members of the Society held on \_\_\_\_\_ .

Date: \_\_\_\_\_

\_\_\_\_\_  
Secretary



3/12/86

BYLAWS CLARIFICATION

Our current bylaws have authorized the number of directors as fifteen. The Board consists of 5 officers, 9 directors-at-large and 1 immediate past president.

**THE PROBLEM:**

Our current bylaws provide for vacancies in both directors and officers, but not in the position of immediate past president. As stated, there is no one qualified to fill the fifteenth board position except the immediate past president. If that person is not interested in serving, or is not able to serve, their term, the position goes unfilled, and we are missing a board position.

This is a basic lack of clarity in the bylaws. The position is not meant to be unfillable. The immediate past president is a director and should be treated as such, including filling the vacancy should the position be left empty.

**PROPOSED SOLUTIONS:** PLEASE REFER TO YOUR COPY OF THE BYLAWS

- 1) Delete "the immediate past president" from Article 6, Section 1, and change "nine (9)" to "ten (10)" directors-at-large. Add to Article 6, Section 4, "Additionally one director shall be added each year for a one year term".

This has the effect of changing the requirement from the immediate past president to an additional director, whose term is one year. In Policies and Procedures, it would be indicated that the immediate past president has first choice to fill that term, but if s/he would not like it, then the nominating committee would find an alternate for the general membership to vote on.

- OR 2) Add to Article 6, Section 5 (a) Events causing vacancy. the following underlined words:

"A vacancy or vacancies in the board of directors, including the immediate past president," shall exist on the occurrence of the following:"

This has the effect of allowing the president, with approval of the board, to fill the vacancy. The members wouldn't vote.

We may also need to add to Article 6, Section 5 the following:

- "(g) Items (a) through (f) shall apply to all directors including the immediate past president".

\*\*\*Please choose one if one is more appealing to you. We will discuss this at the April board meeting.

One of these changes needs to go into the May Avocet, with an explanation, to be voted on by the members at the June General Meeting.