Birds Connect Seattle
BYLAWS
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Article I. General Provisions

Section 1.1: Name

The name of the nonprofit corporation shall be BIRDS CONNECT SEATTLE, referred to herein as "the Organization."

Section 1.2: Mission

Birds Connect Seattle advocates and organizes for cities where people and birds thrive.

Section 1.3: Compliance with Washington State Law

These Bylaws and Birds Connect Seattle shall be governed by and construed in accordance with the Washington Nonprofit Corporation Act.

Section 1.4: Principal Office

The principal office of the Organization shall be in the State of Washington at such place as the Board of Directors may from time to time determine.

Article II. Membership Status

Section 2.1: No Statutory Member Rights

The Organization shall have no members within the meaning of the Washington Nonprofit Corporation Act and shall be governed exclusively by its Board of Directors. No person or entity shall have any rights or powers of a member — including rights related to notice, quorum, voting, inspection of records, or approval of organizational actions — except as expressly provided by law or these Bylaws. All such rights are vested exclusively in the Board of Directors.

Section 2.2. Membership Eligibility

The Board of Directors shall establish the conditions under which any person interested in the purposes of the Organization signals their intent to join as a member (collectively referred to as "Members").

Section 2.3. Term and Termination

Membership status shall be conferred on an annual basis. The Board of Directors may suspend or terminate Membership status for conduct contrary to the interests or values of the Organization in accordance with policies adopted by the Board.

Article III. Board of Directors

Section 3.1. Authority and Responsibilities of the Board

In accordance with the Washington Nonprofit Corporation Act, the Articles of Incorporation, and these Bylaws, the affairs of the Organization shall be managed by or under the direction of the Board of Directors (referred to herein as "the Board"). The Board, as governing body of the Organization, is responsible for fiduciary oversight, strategic direction, policy adoption, fundraising, and ensuring compliance with applicable law.

Section 3.2. Fiduciary Duties of Directors

Members of the Board of Directors (referred to herein as "Directors") shall serve as fiduciaries of the Organization and shall exercise their duties in good faith, with reasonable care, and in the best interests of the Organization.

Directors must:

a) Act with diligence and informed judgment (Duty of Care).
b) Put the Organization's interests ahead of personal interests and avoid conflicts of interest (Duty of Loyalty).
c) Ensure the Organization follows its mission, governing documents, and applicable law (Duty of Obedience).

Section 3.3: Conflicts of Interest

Each Director shall annually read, sign, and comply with the Organization's Conflict of Interest Policy. Directors shall recuse themselves from deliberations or votes where a conflict exists or is perceived to exist.

Section 3.4. Number of Directors

There shall be no fewer than five (5) and no more than seventeen (17) Directors, including elected officers of the Board. All Directors shall be Members of the Organization in good standing. Directors shall serve without pay.

Section 3.5: Term of Office

A Director's term shall be three (3) years. A maximum of two consecutive three-year terms may be served. There shall be at least a one-year break in service after two consecutive three-year terms before a Director is eligible for election to a new term.

Section 3.6: Election and Appointment

The Governance Committee (see Article IX, Section 9.1) shall, by process, recommend new or returning candidates for the Board of Directors to the Board, and the Board shall elect Directors by simple majority vote. Newly appointed Directors shall be provided with orientation by the President and Executive Director.

Section 3.7: Removal

Any Director may move to have another Director removed. A Director may be removed by a two-thirds (2/3) vote of the Board of Directors at a meeting where a quorum is present. The Director who is proposed for removal must recuse themselves from the vote.

Cause for removal may include a violation of these Bylaws, Board policy, or the Board Commitment Form; breach of fiduciary duty; conflict of interest misconduct; illegal or unethical behavior; or behavior that harms the Organization.

Article IV. Directors Emeritus

Section 4.1. Designation

The Board of Directors may, by resolution, designate any individual as a Director Emeritus in recognition of distinguished service to the Organization.

Section 4.2. Status

A Director Emeritus is not a Director of the Organization and shall have no voting rights, fiduciary duties, or authority to act on behalf of the Organization.

Section 4.3. Participation

A Director Emeritus may attend Board meetings and participate in discussions at the invitation of the Board but shall not be counted for quorum or voting purposes.

Section 4.4. Term and Removal

Director Emeritus status shall be honorary, shall not be for a fixed term, and may be revoked by a simple majority of the Board at any time.

Article V. Officers of the Board

Section 5.1: Titles and Required Officers

The officers of the Organization shall be President, Vice-President, Secretary, and Treasurer. All officers shall be Directors, in accordance with the Washington State Nonprofit Corporation Act.

Section 5.2: Election

The Executive Committee shall recommend one or more candidates for each officer position to the Board of Directors for vote. Officers shall be voted into their positions individually by the

Board of Directors when term limits are met or vacancies arise. Officer vacancies can be filled by any duly elected Director for a specified interim period.

Section 5.3: Term

Officers shall be elected by the Board of Directors for a term of two (2) years. The Board may approve the extension of an officer's two-year term for an agreed-upon duration, except for the President whose term as an officer may not be extended.

Section 5.4: Duties

a) President. The President of the Board shall initiate and preside at meetings of the Board of Directors, ensure the effective functioning of the Board, and support the Board in fulfilling its governance and fiduciary responsibilities. The President shall serve as the primary liaison between the Board and the Executive Director. The President shall serve as the Chair of the Executive Committee.

b) Vice-President. The Vice-President shall perform the duties of the President in the absence or incapacity of the President and shall perform such other duties as may be assigned by the Board of Directors. This position may provide succession for the President. The Vice President shall serve as Chair of the Governance Committee.

c) Secretary. The Secretary shall be the custodian of the Organization's corporate records and shall ensure that accurate minutes of meetings of the Board are maintained and distributed for approval, that required notices are given, and that the Organization's governing documents and Board-adopted policies are properly maintained.

d) Treasurer. The Treasurer shall oversee the financial affairs of the Organization and shall report to the Board on the financial condition of the Organization. The Treasurer shall ensure that appropriate financial policies and controls are in place, review financial reports, and perform such other duties as may be assigned by the Board. The Treasurer shall not be responsible for the day-to-day management of the Organization's finances unless specifically authorized by the Board. The Treasurer shall serve as Chair of the Finance Committee.

Article VI. Meetings of the Board

Section 6.1: Meetings

The Board of Directors shall hold regular meetings at least six (6) times a year, with at least one meeting per quarter. A Director shall not participate in or be present for any Board discussion on a motion to vote or a vote on a matter in which that Director has a conflict of interest.

The Secretary shall provide the Board with an electronic record of the meeting minutes at least one week prior to the next Board meeting.

Section 6.2: Special Meetings

Special meetings of the Board of Directors may be called by the Board President, the Executive Director, or any five (5) or more Directors.

Notice of a special meeting shall be given to all Directors at least five (5) days in advance and shall state the purpose of the meeting. Notice may be given by electronic mail or other electronic means.

Only the business stated in the notice may be conducted at a special meeting. A quorum for a special meeting shall be the same as for a regular meeting.

Special meetings may be held in person or by electronic means that allow all participants to communicate with each other.

Section 6.3: Quorum

A majority of the total number of Directors shall constitute a quorum for the conduct of Board business. In the absence of a quorum, no formal action may be taken by the Directors. A majority of the Directors present at a meeting at which a quorum exists shall be sufficient for an act of the Board, unless a greater number is required by law.

Section 6.4: Motions and Voting

A Board vote shall be preceded by a motion made by a Director and seconded by another Director. The motion shall pass upon receiving an affirmative vote of a simple majority of the Directors present and voting at a meeting at which a quorum exists.

In the event of a vote by electronic transmission, the text of each proposal to be so voted upon must be set forth in the electronic transmission seeking such a vote, as well as the deadline to submit a response. Votes by electronic transmission pass only when unanimous consent is given by all Directors entitled to vote.

Section 6.5: Action In Lieu of Board Meetings

The Executive Committee shall have the authority to consider and approve routine matters delegated by the Board, and act on urgent matters between Board meetings when immediate action is necessary and calling a special meeting is impractical or inadequate. The Secretary shall maintain and report any actions taken by the Executive Committee to the Board by the next Board meeting.

Article VII. Executive Director

Section 7.1: Appointment and Removal

The Executive Director shall be appointed by the Board of Directors after a search has been conducted and a candidate presented for approval by the Board.

The Executive Director may be removed with or without cause by the Board of Directors, subject to any applicable employment agreement and law. In the event of an Executive Director vacancy, the Executive Committee may appoint an acting or interim Executive Director until a permanent replacement is appointed by the Board of Directors.

Section 7.2: Authority and Responsibilities

The Executive Director shall have authority to:

a) Direct all programs and operations;
b) Hire, supervise, and terminate staff and contractors;
c) Enter into routine contracts consistent with the approved budget;
d) Represent the Organization to external stakeholders; and,
e) Create operational committees to meet the Organization's mission and strategic goals.
f) Delegate authority in absentia.

Section 7.4: Board-Executive Director Relationship

The Board of Directors shall provide general guidance and adopt policies and strategic direction to further the Organization's mission. The Board shall delegate to the Executive Director full authority and responsibility for the day-to-day management and operations of the Organization, subject to the policies, budget, and strategic direction approved by the Board.

The Executive Director shall report to the Board of Directors. The Board shall evaluate the performance of the Executive Director at least annually and shall set the Executive Director's compensation based on recommendations from the Executive Committee**.**

The Board shall not be involved in the daily operations of the Organization but may provide support, expertise, and assistance consistent with its role as the governing body.

Except for powers reserved to the Board by law, the Articles of Incorporation, or these Bylaws, all operational authorities are delegated to the Executive Director. No individual Director has authority to supervise, direct, or give instructions to the Executive Director or other staff.

Article VIII. Committees

Section 8.1. Standing Committees of the Board

The Board of Directors shall establish the following standing committees by resolution adopted by a majority of the Directors in office and under authority delegated by the Board, consistent with applicable law and these Bylaws:

1) Conservation Committee

2) Development Committee
3) Equity and Justice Committee
4) Executive Committee
5) Finance Committee
6) Governance Committee

Standing Committees shall have at least one Director as a member. Standing Committee Chairs shall be appointed by virtue of officer status (see Article _Section_) or by approval of the Board of Directors.

Section 8.2: Temporary ("ad hoc") Committees of the Board

The Board of Directors may establish ad hoc committees for specific, time-limited, strategic purposes. Temporary committees shall have only the authority expressly delegated by the Board and permitted by law. Each temporary committee shall consist of one or more Directors and may include non-Directors. Temporary committees shall report to the Board and shall dissolve upon completion of their assigned purpose or by action of the Board.

Section 8.3: Governance of Standing and Temporary Committees

Standing and Temporary Committees shall designate a Chair and Vice-Chair who shall be included as a candidate to replace the Chair if a vacancy occurs. Temporary Committees may appoint a Vice-Chair, where practical, for the duration and size of the committee.

Committees shall maintain a a charter and communicate roster updates to staff. Each committee shall draft its charter within three (3) months of initiation and ubmit the charter to the Board of Directors for approval. In addition, the Committee shall maintain a list of its priorities and provide an informational copy to the Board at least twice yearly or as requested by the President.

As Committees bring recommendations to the Board of Directors, such recommendations shall be articulated in writing with background discussion documented in the Committee folders.

Charters are to be renewed every two (2) years. Charters may be updated at any time by any Committee; however, significant scope or directional changes must be approved by the Board of Directors.

Section 8.4: Operational Committees

Additional committees may be formed by the Executive Director or their designees to fulfill mission-related or operational needs. These committees shall have at least one (1) staff and any number of volunteers.

Section 8.5: Appointment and Removal of Standing and Temporary Committee Members

Committee members shall be appointed by the Committee Chair and Executive Director with input from the Board of Directors for all committees other than Executive.

The Executive Director shall hold *ex officio* status on all standing committees of the board.

Article IX: Advisory Council

Section 9.1 Establishment
The Board of Directors may establish one or more Advisory Councils to provide advice, expertise, or community perspective to the Board or the Executive Director.

Section 9.2 Authority
The Advisory Council serves in an advisory capacity only and shall have no governance authority, fiduciary responsibility, or power to act on behalf of the Organization.

Section 9.3 Appointment and Term
The Board of Directors shall define the structure, terms, and membership criteria process by which council shall identify their own leaders.

Section 9.4 Participation
Members of the Advisory Council may attend meetings, provide recommendations, and participate in activities at the invitation of the Board or Executive Director, but shall not vote on Board motions or be counted for quorum purposes.

Section 9.5 Removal
Advisory Council members may be removed by the Board of Directors at any time.

Article X: Martin Miller Committee

Section 10.1: Governance

It shall be the duty of the Finance Committee to administer the "Martin Miller Wildlife Sanctuary Fund" in accordance with the terms of the Last Will and Testament of Martin B. Miller, dated December 18, 1985, and with applicable court orders.

Section 10.2: Use of Funds

The Martin Miller Wildlife Sanctuary Fund shall consist of the funds received from the Martin Miller estate for the sole purpose of, and restricted to, providing earnings to acquire habitats to be protected in perpetuity for plants, animals, birds and fish and their ecosystems.

Section 10.3: Committee Role

It shall be the duty of the Martin Miller Habitat Selection Committee to manage the Martin Miller Wildlife Sanctuary Fund by: (1) Establishing criteria for, (2) developing a project

proposal format for, (3) using a documented ranking selection process, and (4) recommending distribution of earnings from the Martin Miller Wildlife Sanctuary Fund.

Section 10.4: Members

This committee shall have a minimum of seven (7) members selected by the Board of Directors for their expert ability to select habitat projects. Committee members' terms shall be six (6) years, apart from a Board vote to extend on a yearly basis.

Section 10.5: Meetings

All meetings of this committee shall be announced and open to Organization members.

Article XI. Financial Management

Section 11.1: Fiscal year

The Organization's fiscal year shall begin at 12:00AM on July 1, and end at 11:59PM on June 30 of the following year.

Section 11.2: Financial Policies and Procedures Manual

The Board shall approve a Financial Policies and Procedures Manual, maintained by the Finance Committee.

Section 11.3: Budget Approval

The Board shall vote to approve an annual budget prior to the start of each fiscal year.

Section 11.4: Annual Review, Audit or AUP

The Board shall retain an independent accounting firm to review or audit financial statements for each fiscal year. However, at the discretion of the Board, in lieu of a review or audit of the financial statements, the Organization may perform agreed upon procedures ("AUP") to test the effectiveness of the Organization's internal control policies and procedures. The Board shall review the results of such audit, review or AUP as soon as practical, but no later than 180 days following the enf the fiscal year.

Section 11.4: Authority to sign

The Board shall approve no fewer than two persons, including at least one Board member, as an authorized signatory on the Organization's banking and investment accounts.

ARTICLE XII: INDEMNIFICATION

Section 12.1: Indemnification of Directors and Officers

The Organization shall indemnify each person who is or was a director or officer of the Organization, and each person who, while serving as a director or officer, serves or has served at the Organization's request as a director, officer, employee, or agent of another organization, partnership, joint venture, trust, or other enterprise, against any and all liability incurred by that person in connection with any threatened, pending, or completed action, suit, or proceeding — whether civil, criminal, administrative, or investigative — to which the person is made a party by reason of serving in such capacity, provided that the person:

(a) acted in good faith;

(b) reasonably believed, in the case of conduct in their official capacity, that their conduct was in the best interests of the Organization, and in all other cases, that their conduct was at least not opposed to the best interests of the Organization; and

(c) in the case of any criminal proceeding, had no reasonable cause to believe their conduct was unlawful.

This indemnification shall cover judgments, settlements, penalties, fines, and reasonable expenses, including attorneys' fees, actually and necessarily incurred in connection with the defense or settlement of such proceeding.

Section 12.2: Indemnification of Volunteers

The Organization shall indemnify each person who serves or has served as a volunteer of the Organization — including members of advisory councils, task forces, or other groups acting under the direction and authorization of the Organization — against any and all liability incurred in connection with any threatened, pending, or completed action, suit, or proceeding arising out of or related to their authorized volunteer service, to the same extent and subject to the same standards of conduct as indemnification provided to directors under Section 13.1 of this Article.

Section 12.3: Advance of Expenses

The Organization shall advance reasonable expenses, including attorneys' fees, incurred by a director, officer, or volunteer in defending any proceeding covered by this Article prior to the final disposition of such proceeding, provided that:

(a) the covered person delivers to the Organization a written affirmation of their good faith belief that they have met the applicable standard of conduct set forth in Section 13.1; and

(b) the covered person delivers to the Organization a written undertaking to repay the advance if it is ultimately determined that they did not meet the applicable standard of conduct.

The written undertaking required by subsection (b) need not be secured and shall be accepted without reference to the financial ability of the person to make repayment.

Section 12.4: Former Directors, Officers, and Volunteers

The indemnification and advancement of expenses provided by this Article shall continue as to a person who has ceased to serve as a director, officer, or volunteer of the Organization and shall inure to the benefit of the heirs, executors, and administrators of such person with respect to acts or omissions occurring during their period of service.

Section 12.5: Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, volunteer, or agent of the Organization against any liability asserted against such person and incurred in any such capacity, whether or not the Organization would have the power to indemnify such person under this Article or applicable law. The existence of such insurance shall not reduce or eliminate the Organization's indemnification obligations under this Article.

Section 12.6: Limitations

Notwithstanding any other provision of this Article, the Organization shall not indemnify any person for:

(a) liability arising from acts or omissions finally adjudged to constitute intentional misconduct or a knowing violation of law;

(b) conduct finally adjudged to constitute a violation of RCW 23B.08.310 (unlawful distributions); or

(c) any transaction with respect to which it is finally adjudged that the person personally received a benefit in money, property, or services to which they were not legally entitled.

Section 12.7: Procedure for Requesting Indemnification

A director, officer, or volunteer seeking indemnification or advancement of expenses under this Article shall submit a written request to the Secretary of the Organization. The Board of Directors shall act on the request within sixty (60) days of receipt. If the Board determines that indemnification is appropriate, payment shall be made promptly. If the Board fails to act within sixty (60) days, the requesting person may apply to a court of competent jurisdiction for an order of indemnification.

Section 12.8: Non-Exclusivity

The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which a covered person may be entitled under any other provision of these bylaws, any agreement, vote of the board, applicable law, or otherwise. The rights provided under this Article shall be in addition to any rights provided by applicable Washington law, including RCW 24.03A.630 and RCW 23B.08.500 through 23B.08.603.

Section 12.9: Severability

If any provision of this Article or its application to any person or circumstance is held invalid, the remainder of this Article and the application of its provisions to other persons or circumstances shall not be affected.

Article XIII. Amendments

Amendments to the Organization’s By-laws may be proposed by a majority of the Board of Directors.

Amendments shall be adopted by the affirmative vote of two-thirds (2/3) of the Board of Directors subject to the requirements of Article VI Section 6.3.