



2018 Bylaws Review Overview

1. Determined that we are a Board of Directors, as opposed to a Board of Trustees
2. Updated all Board election procedures to reflect the change to a self-perpetuating board
3. Removed all references to member meetings and member roles in selecting Board members
4. Removed the section regarding the endowment – not a governance issue
5. Simplified the language regarding Board powers
6. Reduced the Board size to 12-21 members
7. Added sections on removing Board members and officers with a supermajority of 75%
8. Updated definition of quorum
9. Merged Trustee Emeriti and Honorary Life Member
10. Limited committee authority to that granted by the Board. Previously gave them the full authority of the full board.
11. Added inclusivity statement

Bulletin Notice

This Audubon View is usually dedicated to one of our new education or conservation programs, an update on the construction projects on one of our centers, or an important policy issue or environmental challenge. This time, we focus on something a bit more mundane, but important nonetheless—Bylaws!

As part of our commitment to best practices, Audubon Society of Western Pennsylvania reviews its bylaws and other organizational documents on a recurring basis. The last major revision of our bylaws was in 2010. At that time, we adjusted the number of board members, allowed for remote participation (teleconferencing) in board meetings, and made other changes to bring our practices up-to-date. Since then, we have made small changes to reflect the growth of the organization and to stay in compliance with current nonprofit law.

A new draft of our bylaws will be presented at our October board meeting and will be finalized at the December meeting. In addition to updating and simplifying the language, we are proposing a change to how board members are elected. For as long as anyone can remember, a slate of candidates has been presented by the board nominating committee and voted on by the members in attendance at the annual business meeting. Few members participate in this activity and no candidate has ever been rejected.

Most newly-formed nonprofits have what is known as self-perpetuating boards, in which the board is responsible for sourcing and electing its members. ASWP proposes to formally switch to this style of governance to better reflect our actual practices.

All of the bylaw changes will be listed on our website (aswp.org) on October 3rd and comments may be made via the website through October 31st. Also, if you are interested in serving on the ASWP Board or have questions about any of the organization's practices or policies, please do not hesitate to contact me.