

# **CONSTITUTION**

## **Article I**

### **Name**

This organization shall be known as the Twin Lakes Audubon Society (hereinafter called SOCIETY).

## **Article II**

### **Purpose**

Section 1. The purpose of objectives of this SOCIETY shall be to engage exclusively in such educational, scientific, literary, historical and charitable pursuits as are set forth in its Certificate of Incorporation, if any, and/or are the purposes and objectives of National Audubon Society, Inc., (hereinafter called NATIONAL SOCIETY), of which this SOCIETY shall function as a Chapter, and said purposes and objectives shall conform to the provisions of Section 501(c)(3) of the Internal Revenue Code.

Section 2. This SOCIETY 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, profits, and net income of this SOCIETY are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income of this SOCIETY 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 SOCIETY remaining after payment or, or provision for, all debts and liabilities of this SOCIETY, shall be donated to NATIONAL SOCIETY or its successor, or, if unwilling or unable to accept said donation, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objects or purposes as this SOCIETY, as the Board of Directors of this SOCIETY may designate, 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 one or more of the purposes presently set forth in Section 501(c)(3) of the Internal Revenue Code.

## **BY-LAWS**

### **Article I**

#### **MEMBERSHIP**

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

Section 2. The classes of membership in this SOCIETY shall be the same as the voting classes of individual Membership maintained by the NATIONAL SOCIETY and shall include: Regular Member, Student Member, Sustaining Member, Supporting Member, Contributing Member, Donor Member, Corporate Member and Life Member, and such voting classes of individual Membership as may be established by the NATIONAL SOCIETY.

Section 3. The membership dues shall be established by the NATIONAL SOCIETY.

Section 4. All members of the SOCIETY shall enjoy all the rights and privileges accorded to the members of both this and the NATIONAL SOCIETY, except as otherwise provided hereinafter.

Section 5. Each member except Corporate Members shall have the right to cast one vote at the annual meeting and at any regular or special meeting of members on any motion that may properly be brought before such meeting, including the election of officers and directors.

Section 6. Membership dues shall be payable at the time of application and, in the case of Regular, Student, Sustaining, Supporting, Contributing, Donor, and Corporate members, yearly thereafter. In the case of Life members, dues shall be paid in full in one sum, except as may be provided otherwise in the By-Laws of the NATIONAL SOCIETY.

Section 7. Should renewal of membership dues not be paid within six months after due date, a member so in default shall be dropped forthwith from the rolls.

## **Article II**

### **Meetings**

Section 1. Regular meetings of members shall be held on such day of such months as may be determined by vote of the Board of Directors, but such regular meetings shall be held not fewer than four times in any calendar year.

Section 2. The annual meeting of members shall be held on such date in spring each year as may be determined by vote of the Board of Directors.

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 one-tenth (1/10) of all members entitled to vote.

Section 4. Notice of the annual meeting, special meetings, and regular meetings, at which SOCIETY business is to be transacted, shall be given by usual or special Chapter communication not more than fifty (50) days before the date of the meeting. Such notice may be given by telephone, by e-mail, or by mail to the most recent address or phone number available to Publications Chair at time of communication. Notice of such meetings may be published in the SOCIETY's newsletter or other regular publication, provided such publication is mailed according to the provisions stated hereinabove.

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

Section 6. The lesser of either one-twentieth (1/20) of all voting members or one hundred (100) voting members, shall constitute a quorum at any meeting of members at which SOCIETY business is to be conducted.

## **Article III**

### **Board of Directors**

Section 1. The control and conduct of the business of the SOCIETY shall be vested in its Board of Directors. The Board shall include not less than three (3) elected Directors and, ex-officio with full voting rights, the elected officers of the SOCIETY.

Section 2. The Directors shall be elected for the term of three years, one director's term expiring each year, by a plurality of the voting members of the SOCIETY present in person at the annual meeting of members.

Section 3. The terms of office of all officers and chairpersons shall run concurrently with

05/13/03

the fiscal year of the chapter. The fiscal year of this SOCIETY shall be July 1 through June 30.

Section 4. If by reason of resignation or death, or for any other reason, vacancies exist whereby the Board has not the full complement of Directors, the Board may proceed to elect an Director or Directors to fill such vacancies and the Director or Directors so elected shall serve the remainder of the vacant term.

Section 5. There shall be at least four (4) regular meetings of the Board of Directors in any one fiscal year.

Section 6. Special meetings of the Board shall be called by the President or by the Secretary. Notice of a special meeting may be given in person or by telephone not less than three (3) nor more than ten (10) days prior to the date of the meeting.

Section 7. A majority of the Board shall constitute a quorum at any meeting of the Board provided such quorum includes a majority of the elected Directors.

Section 8. The President, or in his absence, the Vice President, shall act as Chairman at any meeting of the Board. In the absence of both the President and Vice President, the Board shall designate any other member of the Board to act as Chairman at such meeting.

## **Article IV**

### **Officers**

Section 1. The Officers of the SOCIETY shall be a President, a Vice-President, a Secretary and a Treasurer, and such other Officers as may be determined by the Board of Directors.

Section 2. The President shall hold office for a two-year term, and shall not succeed himself. All other Officers shall serve for one (1) year terms.

Section 3. The officers shall be elected for their respective terms by a plurality of the voting members of the SOCIETY present at the annual meeting of members.

Section 4. If by reason of resignation or death, or for any other reason, an office shall become vacant, the Board may proceed to elect, by majority vote, such Officer to fill the vacancy and the Officer so elected shall serve until the end of the fiscal year. When for such purposes, the President has been elected for less than a full term, such part term shall be disregarded with respect to his qualification for re-election for a full term.

05/13/03

Section 5. The President shall direct and administer the affairs of the SOCIETY as its executive head and shall supervise all phases of its activities, subject to instructions by the Board. He or she shall also be an ex-officio member of all committees. He or she shall preside at all meetings of members and of the Board.

Section 6. The Vice-President shall assist the President to carry out his duties and in the absence of the President, the Vice-President shall direct and administer the affairs of the SOCIETY and supervise all phases of its activities, subject to instructions by the Board, and shall preside at meetings of members and of the Board.

Section 7. The Secretary shall keep a record of all proceedings of the SOCIETY and of the Board of Directors. The Secretary shall conduct all the correspondence of the SOCIETY except such correspondence as, by instruction of the Board or at the discretion of the President, shall be conducted by another officer of the SOCIETY.

Section 8. The Treasurer shall have custody of the SOCIETY's funds. He or she shall disburse such funds as may be ordered by the Board. He or she shall report to the Board of Directors at its regular meetings or as requested. The Treasurer and the Finance Committee Chairperson shall prepare an annual report on the financial condition of the SOCIETY along with a proposed budget for the coming year for distribution to the members at the annual meeting of members and shall forward a copy of each report to the President to be included in his annual report to the NATIONAL SOCIETY.

Section 9. All checks and drafts of the SOCIETY may be signed by the Treasurer, the President or the Vice-President.

## **Article V**

### **Nominating Committee**

Section 1. The Board of Directors shall annually appoint, not later than four (4) months prior to the next annual meeting of members, a Nominating Committee, to consist of not less than three (3) members. The names of the members of the Nominating Committee shall be made known to the members through the SOCIETY's newsletter or other publication, or by mail, or at a regular meeting of members, not later than one (1) month after the Nominating Committee has been constituted. Suggestions for nominations of Officers and Directors may be submitted to the Nominating Committee by any member of the SOCIETY.

Section 2. The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms expire at the next annual meeting. The Committee's report shall be presented to the membership at a regular meeting of members not later than one (1) month nor earlier than two (2) months prior to the

05/13/03

annual meeting.

Section 3. Nothing contained herein shall be construed to prevent nominations of Officers and Directors from the floor at the annual meeting.

## **Article VI**

### **Other Committees**

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

Section 2. The President, with the approval of the Board of Directors, may appoint Special or Task Force Committees whose terms of office will be determined by the length of the assignment to be done.

Section 3. The Standing Committee may be as follows and may include such other committees as may be constituted by the Board of Directors to carry out the functions of the SOCIETY:

#### Membership Committee

The Membership Committee shall maintain close contact with the Membership Department of the NATIONAL SOCIETY. It shall keep the SOCIETY's membership records and shall conduct membership campaigns to enroll new members. It shall endeavor to retain those members who have become delinquent in the payment of their dues.

#### Publicity Committee

The Publicity Committee shall publicize, through newspapers, radio, TV and other publicity media, the purposes, aims and programs of the SOCIETY.

#### Publications Committee

The Publications Committee shall publish, at least six (6) times a year, a bulletin or newsletter for the members of the SOCIETY and shall prepare any other publications helpful to the SOCIETY's program.

Education Committee

The Education Committee shall maintain close contact with the Environmental Information and Education Division of the NATIONAL SOCIETY. The Committee shall conduct, or cause to be conducted, workshops in natural science for members and others, and shall cooperate in furthering the educational objectives and programs of the NATIONAL SOCIETY. It shall, through other means, inform and educate the public about the natural environment.

Finance Committee

The Finance Committee shall plan the annual budget of the SOCIETY, assist the Treasurer in the preparation of financial reports, and make recommendations and carry out plans for obtaining financial support for the SOCIETY.

**Article VII**

**Commitments**

This SOCIETY shall not enter into any commitments binding upon the NATIONAL SOCIETY without written authorization by the NATIONAL SOCIETY, nor shall the NATIONAL SOCIETY, without written authorization by this SOCIETY, enter into any commitments binding upon this SOCIETY.

**Article VIII**

**Discontinuance**

This SOCIETY may terminate its status as a Chapter of the NATIONAL SOCIETY, and the NATIONAL SOCIETY may terminate the status of this SOCIETY as a Chapter of the NATIONAL SOCIETY, pursuant to procedures set forth in the 2001 Audubon Chapter Policy adopted by the NATIONAL SOCIETY's Board of Directors on December 8, 2001.

**Article IX**

**Amendments**

This constitution and By-Laws may be amended by a majority vote of members present in person or by proxy at any regular or special meeting of members duly called pursuant to the provisions of Article II, Section 4 hereinabove. The notice of such meeting shall recite the wording of each proposed amendment.

05/13/03

## **Article X**

### **Parliamentary Authority**

In procedural matters not covered by these By-Laws, Robert's Rules of Order shall govern.

**This Constitution and By-Laws were adopted by vote of the General Membership on May 13, 2003.**

**O. K. Smith, President**