

## 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 and/or 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 as well as the laws pertaining to nonprofit organization in the state of Texas.

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 there of, 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 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 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 membership 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.

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**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 membership dues shall be established by the membership on a yearly basis.

Section 3. Each member shall have the right to cast one vote at the annual administrative 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.

Section 4. Membership dues shall be payable at the time of application and yearly thereafter.

Section 5. 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.

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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 membership, but such regular meetings shall be held not fewer than four times in any calendar year.

Section 2. The annual administrative meeting of members shall be held on such date in spring each year as may be determined by the president with assent by the membership

Section 3. Special meetings of members may be called by the President or by petition of not less than one-tenth (1/10) of all members entitled to vote.

Section 4. Notice of the annual administrative meeting, special meetings, and regular meetings, at which SOCIETY business is to be transacted, shall be given by usual or special Chapter communication at least 7 days before the proposed meeting. Such notice may be given by telephone, by e-mail, Facebook, website or by mail to the most recent address or phone number available to the SOCIETY. Notice of such meetings may be published in the SOCIETY's newsletter or other regular publication, provided such publication is transmitted 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. One-tenth (1/10) of all voting members shall constitute a quorum at any meeting of members at which SOCIETY business is to be conducted.

Article III

Officers

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

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

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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 [administrative](#) meeting of members.

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Section 4. If by reason of resignation or death, or for any other reason, an office shall become vacant, the [membership](#) 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.

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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 [membership](#). He or she shall also be an ex-officio member of all committees. He or she shall preside at all meetings of members.

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Section 6. The Vice-President shall assist the President to carry out his [or her](#) 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 [membership](#), and shall preside at meetings of members.

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Section 7. The Secretary shall keep a record of all proceedings of the SOCIETY. The Secretary shall conduct all the correspondence of the SOCIETY except such correspondence as, by instruction of the [membership](#) or at the discretion of the President, shall be conducted by another officer of the SOCIETY.

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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 [membership](#). He or she shall report to the [membership](#) at its regular meetings or as requested. The Treasurer 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 [administrative](#) 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.

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Section 9. [The Program Director will help coordinate and plan programs for meetings and field trips as directed by membership.](#)

[Section 10.](#) All checks and drafts of the SOCIETY may be signed by the Treasurer, the President or the Vice-President.

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**Article IV**

**Nominating Officers**

Section 1. At any time if someone would like to nominate or volunteer for an officer position they may contact the president. The president will keep a list of potential officers and they will be votes upon at the annual administrative meeting of members.

Section 2. Nothing contained herein shall be construed to prevent nominations of Officers from the floor at the annual meeting.

**Article VI**

**Other Committees**

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

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

**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 by the NATIONAL SOCIETY.

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**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.

**Article X**

**Parliamentary Authority**

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

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