

## **Wake Audubon Bylaws**

**Adopted May, 2003**

### **ARTICLE I: NAME**

This organization shall be known as the Wake Audubon Society.

### **ARTICLE II: PURPOSE**

Section 1. The purpose and objectives of this Society shall be to engage in any such educational, scientific, investigative, literary, historical, philanthropic, and charitable pursuits as may be part of the stated purposes of the National Audubon Society, of which this Society shall function as a chapter.

Section 2. The mission of Wake Audubon Society shall be to foster knowledge, appreciation, and enjoyment of nature; to encourage responsible environmental stewardship; to conserve and restore natural ecosystems, focusing on birds and other wildlife and their habitats, for the benefit of humanity and the earth's biological diversity.

Section 3. 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 individual. The property, assets, and net income of this Society are irrevocably dedicated to charitable purposes and no part of the property, assets, 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 individual. Upon the dissolution, or upon abandonment, the assets of this Society remaining after payment of or provision for all debts and liabilities of this Society, shall be donated to National Audubon Society, Inc. 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 charitable purposes as presently set forth in Section 501 (c) (3) of the Internal Revenue Code.

Section 4. No substantial part of the Society's activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Society participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. The Society shall not participate in organizations or coalitions whose activities are contrary to this section.

### **ARTICLE III: MEMBERSHIP**

Section 1. Any person interested in the purposes of the Society is eligible for membership. Wake Audubon Society does not discriminate on the basis of race, color, religion, sex, sexual orientation, age, disability, or national or ethnic origin with respect to its activities, programs, or policies. The policy of Wake Audubon Society is to abide by all federal, state, and local laws prohibiting discrimination.

Section 2. Classes of membership shall be the same as those maintained by the National Audubon Society.

Section 3. Annual dues of membership shall be as established by the National Audubon Society.

Section 4. All members shall enjoy all the rights and privileges pertaining to the membership of both this chapter and the National Audubon Society.

Section 5. Membership dues shall be payable at the time of application and shall be effective from the date of election, and yearly thereafter.

#### ARTICLE IV: MEETINGS

Section 1. Regular meetings of the Society shall be held on the second Tuesday of each month. The Board of Directors shall have the power to change the date of regular meetings, provided ten days written notice is given each member.

Section 2. The Annual Meeting of the Society shall be held on the second Tuesday in January, at which time new officers will take office.

Section 3. Twenty-five members in good standing shall constitute a quorum for the transaction of business at any duly called regular or special meeting.

Section 4. Special meetings may be called by the President, or pursuant to a resolution of the Board. Ten days written notice of such special meeting, stating objectives thereof, shall be given each member at his or her last known post office address or electronic address.

#### ARTICLE V: BOARD OF DIRECTORS

Section 1. The control and conduct of business of the Society shall be vested in its Board of Directors. The Board shall determine the policies of the Society. The Board shall include the elected officers and other directors elected by the membership. The directors other than the officers shall be elected for terms of one year, and may be re-elected for consecutive terms.

Section 2. Meetings of the Board shall be held monthly at a regular time, or at such other intervals and times as established by the Board.

Section 3. A majority of the Board shall constitute a quorum at any meeting.

Section 4. Special meetings of the Board may be called by the President or upon the request of the majority of the Board.

#### ARTICLE VI: OFFICERS

Section 1. The elected officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer. The President shall hold office for a two-year term, while other officers shall serve for a one-year term. Officers may be re-elected for consecutive terms.

Section 2. In the case of a vacancy in the office of President, the Vice-President shall immediately succeed to the office of President, and shall hold that office until the next Annual Meeting, at which time the vacancy shall be filled in the regular way. A vacancy in any other office shall be filled by a majority vote of the Board of Directors to hold office until the next Annual Meeting, at which time the vacancy shall be filled in the regular way.

Section 3. The President shall be President of the Society, Chairman of the Board of Directors, and ex-officio member of all committees, and shall perform all other duties associated with the office of President.

Section 4. The Vice-President shall assist the President in the carrying out of duties and shall preside at all meetings in the absence of the President.

Section 5. The Secretary shall keep a record of all proceedings of the Board and the Society.

Section 6. The Treasurer shall have custody of the Society's funds, and shall disburse the funds as may be ordered by the Board. The Treasurer shall report to the Board of Directors at their regular meetings, or as requested. He or she will prepare an annual report on the financial condition of the Society for distribution to the members at the Annual Meeting of the members, and a copy shall be forwarded to the National Audubon Society.

Section 7. All checks and drafts of the Society may be signed by the Treasurer, the President, or other director authorized by the Board.

#### ARTICLE VII: NOMINATING COMMITTEE

Section 1. The Board of Directors shall annually appoint, prior to September 1, a Nominating Committee to consist of not less than three members. The names of the members of the Nominating Committee shall be made known to the membership of the Society and suggestions for nominations for 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 of office expire or whose offices otherwise become vacant. Its report shall be presented to the membership at a regular meeting one month prior to the annual elections.

Section 3. Additional nominations for officers and directors may be made by any member at any time prior to the elections.

#### ARTICLE VIII: ELECTIONS

Section 1. The election of officers and directors shall take place at the December Meeting.

Section 2. Candidates presented by the Nominating Committee shall be elected by a voice vote of the membership present at the December Meeting or by motion of the membership instructing the Secretary to cast a unanimous ballot in favor of the recommendations presented by the Nominating Committee. Provided, however, if there is more than one candidate for any office, the election to such office shall be by secret ballot with the winner receiving the majority vote of the ballots cast.

#### ARTICLE IX: COMMITTEES

Section 1. The President, with the approval of the Board of Directors, may appoint chairs of standing committees, who in turn may select their own committee members with recommendations and suggestions from the Board.

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. Standing committees of the Society may include Membership, Programs, Conservation, Social, Publicity, Education, Publications, Field Trip, and Finance committees.

#### ARTICLE X: 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 XI: 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 XII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and/or any special rules of order the Society may adopt.

#### ARTICLE XIII: AMENDMENTS

The Bylaws may be amended by a two-thirds or greater majority vote of members in good standing present at any regular meeting or at any special meeting thereof, regularly called, provided a quorum is present, and provided further that notice of such amendments shall have been mailed to each member of the Society at his or her last known address at least 15 days before said meeting.