

Wake Audubon Bylaws

Adopted December, 2020

ARTICLE I: NAME

This organization shall be known as the Wake Audubon Society (Wake Audubon), and shall be referred to as “this Society” going forward in this document.

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 this Society shall be to foster knowledge, appreciation, and enjoyment of nature; to encourage responsible environmental stewardship; and 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 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 the 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 objectives 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 this Society’s activities shall consist of carrying on propaganda, nor shall this Society participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. This 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 this Society is eligible for membership. The 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 the Wake Audubon Society is to abide by all federal, state, and local laws prohibiting discrimination.

Section 2. Annual dues of membership shall be established by the National Audubon Society.

Section 3. All members shall enjoy all the rights and privileges pertaining to the membership of both this chapter and the National Audubon Society.

Section 4. Membership dues shall be payable at the time of application and shall be effective from the date of election, and yearly thereafter.

ARTICLE IV: MEMBERSHIP MEETINGS

Section 1. Regular meetings of this 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 to each member at their electronic address.

Section 2. The Annual Meeting of this 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 by posting a prominent notice on the Society's website and by sending an electronic notice to each member who has supplied an email address to the National Audubon Society or to this Society.

ARTICLE V: BOARD OF DIRECTORS

Section 1. The control and conduct of business of this Society shall be vested in its Board of Directors. The Board shall determine the policies of this Society. The Board shall include the elected officers and other directors elected by the membership. The Board shall be members of this Society in good standing. 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 simple majority of the Board members shall constitute a quorum at any Board meeting.

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

Section 5. When a decision is required between Board meetings, a vote may be taken by electronic communication. Such a vote may only be initiated by the President, or in the President's absence, by the Vice President. Reasonable time for voting must be given; not less than forty-eight hours. A majority of the Board must approve any such decision.

Section 6. Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest, and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Society to do so. The minutes of meetings at which such votes are taken shall record disclosure, abstention, and rationale for approval.

ARTICLE VI: OFFICERS

Section 1. The elected officers of this Society shall be a President, a Vice President, a President-Elect, 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 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 elections process, at which time the President-Elect will be placed in nomination for the office of President. A vacancy in any other office shall be filled by a majority vote of the Board of Directors to hold office until the next elections process, at which time the vacancy shall be filled in the regular way.

Section 3. The President shall be the President of this Society, Chairman of the Board, 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, shall preside at all meetings in the absence of the President, and shall perform all other duties associated with the office of Vice President.

Section 5. The President-Elect shall collaborate with the President and Immediate Past President to learn the role of the President, and to become familiar with the activities of the Chapter and its governance. The President-Elect assists and supports the President and Board in planning the vision for their upcoming term.

Section 6. The Secretary shall keep a record of all meetings of the Board and send the minutes to Board members prior to the next Board meeting. The Secretary shall also record all email

motions and the outcomes of such votes. The Secretary shall retain copies of all letters, contracts, and any other instrument signed by this Society. The Secretary shall perform all other duties associated with the office of Secretary.

Section 7. The Treasurer shall have custody of this Society's funds, and shall disburse funds as may be ordered by the Board. The Treasurer shall provide a written report at each regular meeting of the Board. The Treasurer shall prepare and distribute to the membership an annual financial report. The Treasurer shall perform all other duties associated with the office of Treasurer.

Section 8. All expenses must be approved by a majority of the Board in advance of incurring expenses. All checks and drafts of this 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 this Society and suggestions for nominations for officers and directors may be submitted to the Nominating Committee by any member of this 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 the November membership 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 or at the November membership meeting.

Section 4. The Nominating Committee shall receive nominations for recipients of the Paulette Van De Zande Volunteer Award and the John Connors Conservation and Environmental Education Award from the Board or any member of this Society. These awards may be presented annually at a time deemed appropriate by the Board.

ARTICLE VIII: ELECTIONS

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

Section 2. Candidates presented by the Nominating Committee shall be elected by a count of raised hands or voice vote of the membership present at the December membership 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 this Society may include Membership, Programs, Advocacy, Conservation, Communications, Social & Hospitality, Outreach & Education, Finance, Awards, Board Governance, and Equity, Diversity & Inclusion 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 and amended in January, 2005.

ARTICLE XII: PARLIAMENTARY AUTHORITY

In matters not covered by this Society's Constitution, the rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this Society.

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 given by posting a prominent notice on this Society's website and by sending an electronic notice to each member who has supplied an email address to the National Audubon Society or to this Society one month prior to the vote.