

CONSTITUTION AND BYLAWS FOR  
AUDUBON SOCIETY OF FORSYTH COUNTY

CONSTITUTION

ARTICLE I: NAME

This organization shall be known as the Audubon Society of Forsyth County ("Forsyth Audubon").

ARTICLE II: PURPOSE

Section 1. The purpose and objectives of this Society shall be to engage in conservational, scientific, educational, investigative, historical, literary, 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, in order to conserve and protect birds, other wildlife, and their habitat in the State of North Carolina and along the Atlantic Flyway.

Section 2. This society is not organized, nor shall it be operated, for pecuniary gain or profit, and 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 shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private shareholder or individual. Upon 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 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 and 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 3. No substantial part of this 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. Nor shall this Society participate in organizations or coalitions whose activities are contrary to this Section.

## BYLAWS

### ARTICLE 1: MEMBERSHIP

Section 1. Any person interested in the purposes of this Society is eligible for membership.

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

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

Section 4. Membership dues shall be payable at the time of application or renewal and shall be effective from the date payment is processed by the National Society.

### ARTICLE II: CHAPTER MEETINGS

Section 1. Regular meetings of the Society shall be held each month from September through May, with the exception of December.

Section 2. The Annual Meeting of the Society shall be held in May, at which time new officers will be installed and 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. Twenty-one (21) days' 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 email notice to each member who has supplied an email address to the National Audubon Society or to this Society.

### ARTICLE III: 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 the Society. The Board shall include (a) the elected officers, (b) Chairs of the Membership, Conservation, Communications and Education Committees, (c) the immediate past President, and (d) not more than two (2) Directors appointed at large by the President for terms of one year.

Section 2. Regular meetings of the Board shall be held every month, September through May. Meetings may be canceled or rescheduled by the consent of two-thirds of the Board, after adequate notice is given to all Board members. Five meetings must be conducted in every year.

Section 3. A majority of the Board shall constitute a quorum at any meeting. Decisions shall be made by a majority vote.

Section 4. Special meetings of the Board may be called by the President or upon request of the majority of the Board, after adequate notice is given to all Board members.

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 (48) 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 such disclosure, abstention and rationale for approval.

#### ARTICLE IV: OFFICERS

Section 1. The elected Officers of the Society shall be a President, a Vice President, a Secretary, and a Treasurer.

All Officers shall serve for one (1) year terms, but no individual may hold the same office for more than three (3) consecutive terms.

Section 2. A vacancy in the office of the President or in any other office shall be filled by the 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, Chair of the Board of Directors and an 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. The Vice

President shall also coordinate presentations to be given at the Society's chapter meetings.

Section 5. The Secretary shall keep 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. The Treasurer will prepare a report on the financial condition of the Society for the Annual Meeting of members.

Section 7. 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. Prior to the March regular meeting of the Society, the President shall appoint 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 membership of the Society. Suggestions for nominations for Officers may be submitted to the Committee by any member of the Society.

Section 2. The Nominating Committee shall nominate candidates for Officers to succeed those whose terms of office expire. Its report shall be presented to the membership at the regular Annual Meeting.

Section 3. Nothing herein contained shall prevent nominations of Officers from the floor at the time of the meeting which elections are to be held.

#### ARTICLE VI: ELECTIONS

The election of Officers shall take place at the Annual Meeting. The Officers will be installed at the Annual Meeting.

#### ARTICLE VII: COMMITTEES

Section 1. The President shall appoint Chairs 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. Standing Committees of the Society may be as follows, and other such Committees as becomes necessary to carry out the functions of the Society:

#### MEMBERSHIP COMMITTEE

The President shall appoint a Membership Chair. The Membership Committee is responsible for keeping the Society's membership records (under the direction of the Membership Chair) and for promoting membership in the National Audubon Society.

#### CONSERVATION COMMITTEE

The President shall appoint a Conservation Chair. The Conservation Committee will endeavor to keep informed on local, state and national governmental policies and actions affecting natural environment and the conservation of natural resources, to advise the Board of Directors, and to carry out the policies of the Society. It shall be the duty of this Committee to coordinate and promote local conservation projects. The Committee will endeavor to coordinate its actions with the policies and activities of the National Audubon Society insofar as conservation measures and policies of national scope are concerned and to keep the National Audubon Society informed of such actions.

#### FIELD TRIP COMMITTEE

The President shall appoint a Field Trip Chair. It shall be the duty of this Committee to plan, organize and arrange for the proper conduct of field trips, that may be participated in, not only by members of the Society, but by non-members and friends.

#### COMMUNICATIONS COMMITTEE

The President shall appoint a Communications Chair. It shall be the duty of this Committee to publicize, through newspaper, radio, TV and other publicity media, the purposes and program of the Chapter. This Committee shall publish a Bulletin or newsletter for the members of the local Society, shall be responsible for the Chapter's website content and maintenance, and prepare any other publications helpful to the ongoing programs of the local Chapter.

#### EDUCATION COMMITTEE

The President shall appoint an Education Chair. The Education Committee shall work to further the National Audubon Society's education goals locally while informing and educating the public and members about birds and the natural environment.

## ARTICLE VIII: AFFILIATIONS

This Society is affiliated with Audubon North Carolina, and, as such, will endeavor to work cooperatively with the other National Audubon Society chapters in the state to advance the stated purposes of the National Audubon Society and to conserve and protect birds, other wildlife, and their habitat in the State of North Carolina and along the Atlantic Flyway.

## ARTICLE IX: 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 X: 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 XI: PARLIAMENTARY AUTHORITY

In matters not covered by these Bylaws, Robert Rules on Order shall govern.

## ARTICLE XII: AMENDMENTS

The Constitution and Bylaws may be amended by a 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 advance notice of such proposed amendments shall be given by posting a prominent notice on the Society's website, making an announcement at a regular chapter meeting and by sending an email notice to each member who has supplied an email address to the National Audubon Society or to this Society.