

## **COLUMBIA AUDUBON SOCIETY BYLAWS**

### **Proposed April 2004**

#### **Article I: Name**

This organization shall be known as the Columbia Audubon Society, Incorporated (Society).

#### **Article II: Purpose**

Section 1. The purpose of this Society shall be to promote an understanding and appreciation of the unique and important natural habitats of Missouri, especially mid-Missouri, the birds and other wildlife they support, and their benefits to humans.

Section 2. The Society does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes, and no part of any of the net earnings thereof shall inure to the benefit of any member or other individual.

#### **Article III: Membership**

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

Section 2. Payment of National Audubon Society annual membership dues shall entitle individuals to a joint membership in the National Audubon Society and the Columbia Audubon Society, and to all privileges and services accorded members of both organizations. National Audubon Society shall establish its dues policy.

Section 3. Payment of Columbia Audubon Society annual membership dues shall entitle individuals to a membership in the Columbia Audubon Society, and to all privileges and services accorded members of the Columbia Audubon Society. Columbia Audubon Society shall establish its dues policy.

Section 4. Any member of this Society shall have the right to hold office in the Society.

Section 5. Each member shall have the right to cast one vote at any regular or special meeting of the general membership on any motion that may be properly brought before the membership, including election of Board members and officers.

#### **Article IV: Meetings**

Section 1. With such exception as the Board of Directors may determine, the Society shall hold regular meetings on dates fixed by the Board.

Section 2. At the April meeting, the membership shall be presented with a slate of candidates to fill position(s) for Board of Directors member or officers. Nominations from the floor for any of these positions will be accepted if accompanied with evidence the nominee is willing to serve.

Section 3. Special meetings of the Society membership may be called by the President or pursuant to a resolution of the Board. Ten days notice of such meeting shall be given to each member.

Section 4. Twenty members shall constitute a quorum for all general membership meetings.

#### **Article V: Officers**

Section 1. The officers of the Society shall be President, Vice-President, Secretary, and Treasurer. Each shall be elected to serve a two-year term at the April meeting and assume office June 1. A vacancy in the position of any officer except President may be filled by quorum vote of the Board of Directors for the remainder of the term.

Section 2. The President shall preside at all meetings of the Board of Directors and of the Society, shall administer the affairs of the Society, and supervise the work of the Society, subject to the instructions of the Board of Directors. (S)he shall appoint the chairperson of all committees, subject to the approval of the Board, and shall be an ex-officio member of all but the Nominating and Auditing committees.

Section 3. The Vice-President shall assist the President, perform the duties of the President in her/his absence, and is responsible for general meeting program activities.

The Vice-President shall be prepared to succeed the President in that office at the completion of the President's last term, or at any time the office of the President is vacated.

Section 4. The Secretary shall keep a record of all the proceedings of the Society and the Board of Directors and perform such other duties pertinent to the office as the Board may direct. At the first meeting of the Board of Directors in each new fiscal year, the secretary shall make available a copy of the Society bylaws to each Board member.

Section 5. The Treasurer shall have custody of the Society's funds and investments and shall disburse and/or invest such funds as directed by the Board. The Treasurer shall make a financial report at Board meetings and as requested, and shall prepare a fiscal year-end financial report for the Board of Directors. The Treasurer and President shall be authorized, and any other elected Board member may be authorized, to sign checks or drafts.

Section 6. The President and Treasurer, with input from Board members, shall prepare an annual budget for presentation to and approval by the Board of Directors prior to the beginning of each fiscal year.

#### **Article VI: Board Of Directors**

Section 1. The Board of Directors shall consist of the elected officers, three elected directors, and the chairpersons of standing committees as specified herein, all of whom shall be members of the Society in good standing.

Section 2. The elected directors shall be chosen by majority vote of the members present at the April meeting and shall take office June 1. The elected directors shall serve three-year terms, said terms staggered so only one director is elected each year. A vacancy in the position of elected director or officer other than President may be filled by quorum vote of the Board of Directors for the remainder of the term.

Section 3. The Board of Directors shall conduct the business of the Society and determine its policies.

Section 4. An Executive Committee, consisting of the four officers and three elected directors may conduct urgent business for the Society when convening the entire Board of Directors is impractical. A majority of four (4) affirmative votes of the executive committee is necessary for an action decision. The Board of Directors must be advised of such action decisions prior to or at the next Board meeting.

Section 5. Substantial gifts to the Society, substantial expenditures, or the undertaking of major projects by the Society must be discussed with the general membership of the Society, either at a regular meeting or at a special meeting called for the specific purpose to consider such gifts, expenditures or projects, prior to final acceptance or approval by the Board of Directors.

Section 6. The Board of Directors shall approve an annual budget for each fiscal year. The fiscal year begins June 1.

Section 7. Meetings of the Board shall be held at least once each quarter of the fiscal year at the call of the President. A quorum of the Board shall be constituted of seven members, of which four must be elected Board members.

## **Article VII: Committees**

### **A. Standing Committees**

Section 1. Standing committees shall be limited to those specified in the bylaws of the Society. The committee chairpersons, named by the President and approved by the Board, may appoint committee members. The chairperson of each standing committee shall enjoy full Board voting privileges.

Section 2. Membership Committee. The membership committee shall cooperate with the National Audubon Society in matters related to membership. This committee may conduct membership campaigns and attempt to obtain the continuing membership of those who become delinquent in the payment of their dues.

Section 3. Communications Committee. The Communications Committee shall:

- a. Secure news from members, and publish and distribute to members a newsletter publicizing the regular meetings and other activities of the Society;
- b. Maintain a web site for the Society;
- c. Make suitable information available to the news media.

Section 4. Outreach and Education Committee. The Outreach and Education Committee's responsibilities may include:

- a. Organizing nature material for schools and libraries;
- b. Developing Society-sponsored educational activities;
- c. Developing and providing Society-related materials for presentation and/or display at community events.

Section 5. Conservation Committee. The Conservation Committee shall be responsible for identifying, studying, and evaluating environmental problems and opportunities. The committee should be alert to the conservation action priorities of the National Audubon Society and establish local conservation priorities. In addition, the committee should bring these priorities to the attention of the Society and, where appropriate, represent the Society at hearings.

Section 6. Field Trip Committee. The Field Trip Committee shall plan, organize and arrange for proper conduct of field trips open to members and friends.

Section 7. Nature Areas Committee. The Nature Areas Committee shall, with the approval of the Board of Directors, and subject to limitations herein, be responsible for details concerning the maintenance and development of all real estate owned by the Society.

#### B. Special Committees

Section 1. Auditing Committee. The President shall appoint annually two members, approved by the Board of Directors, to audit the accounts of the Society.

Section 2. Nominating Committee. The President shall appoint annually, in October or November, a nominating committee of three members of the Society, of whom only one may be a member of the Board of Directors. The President shall not serve in this position. Names of these committee members shall be made known to the members of the Society at the first general meeting of the Society subsequent to their appointment.

The duties of the Nominating Committee shall be to construct a slate of candidates for officers every two years, and for one elected director each year. Nominees may be suggested by any member of the Society. The committee shall report its nominations for officers and elected director to the Board of Directors, no later than the March Board meeting. The membership shall be notified of the slate of candidates at least 15 days before the April election.

Section 3. Other committees. The President may appoint any other committees as needed with the approval of the Board of Directors.

### **Article VIII: Chapter And National Relationship**

The relationship between the National Audubon Society and the Columbia Audubon Society chapter shall be governed by the chapter policy of the National Audubon Society.

### **Article IX: Amendments**

The bylaws may be amended by a two-thirds vote of the membership present at a general membership meeting, provided notice of such proposed amendment or amendments be sent to each member of the Society fifteen days before said meeting or read at a general membership meeting at least fifteen days prior to the date of the general membership meeting when such proposed amendment or amendments are to be voted upon by the membership.

**Article X: Dissolution**

Upon the dissolution of the Columbia Audubon Society, Inc., the assets of this Society remaining after payment of or provision for all debts and liabilities of the Society shall be disposed of to such public institution; government entity; or corporation, association, fund, or foundation organized and operated exclusively for those purposes set forth in section 501(c)(3) of the internal revenue code which are consistent with the mission and/or purpose of this Society, as the Board of Directors of this Society may designate.

**Article XI: Parliamentary Authority**

In procedural matters not covered by these bylaws, Robert's Rules Of Order shall govern.

**Article XII: Construction**

The bylaws as set forth herein shall be construed under the laws of the state of Missouri.

**Article XIII: Effective Date**

These bylaws shall take effect June 1, 2004.