

# CONSTITUTION OF THE WABASH VALLEY AUDUBON SOCIETY

## Article 1

Name:

This organization shall be known as the Wabash Valley Audubon Society.

## Article II

Purpose:

Section 1. The purpose and objectives of this Society shall be to engage in educational, scientific, investigative, literary, historical, 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. 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 shareholder or individual. The property, assets, profits, or net income of this Society are irrevocably dedicated to charitable purposes and no part of property, assets, profits, 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 shareholder or individual. Upon the dissolution, or upon abandonment, the assets of the 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 successors or, if unwilling or unable to accept said donations, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objectives 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 the 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. Except as allowed by the 1977 Law affecting lobbying by tax exempt organizations, the Society's activities shall not consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Society participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

## BY-LAWS

### Article 1

#### Membership:

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

Section 2. Classes of membership shall be all the same as those maintained by the National Audubon Society and shall include the following categories or others that may be set by the National Audubon Society: National Members and Chapter Members.

Section 3. Annual dues of the National Members shall be established by the National Audubon Society. Annual dues of Chapter Members shall be established by the Board of Directors of the Chapter.

Section 4. National Members shall enjoy all rights and privileges pertaining to the members of both his chapter and the National Audubon Society. Chapter Members shall enjoy all rights and privileges pertaining to the members of the chapter.

Section 5. Dues of National Members shall be payable at the time of application and shall be effective from the date of election, and yearly thereafter. Dues of the Chapter Members shall be payable at the date of application and shall be effective from that date until the end of the membership year on September 15. If application is made between March 1 and September 15 the dues shall apply until the end of the current membership year and shall include the following membership year. Subsequent dues of Chapter Members shall be payable each year by Sept. 15.

Section 6. Should renewal of membership dues not be paid within six (6) months after the time they are payable, a member so in default shall forthwith be dropped from the rolls.

### Article II

#### Board of Directors:

Section 1. Regular meetings of the Society shall be held on the third Wednesday of each month from September through May.

Section 2. The Annual meeting of the Society shall be held on the third Wednesday of May at which time new officers will be installed.

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

Section 4. Special meetings may be called by the President, or pursuant to a resolution of the Board. The President may be petitioned to call a special meeting if said petition is signed by at least ten bonafide members of the Society. Ten days written notice of such special meeting, stating objectives thereof, shall be given each member at their last known post office address.

### Article III

#### Board of Directors:

Section 1. The control and conduct of the business of the Society shall be vested in its Board of Directors. The Board shall determine the policies of the Society. The voting members of the Board shall include (a) the elected officers, (b) the chairpersons of the standing committees, and (c) not more than six (6) nor fewer than three (3) directors-at-large elected by the members for terms of one year.

Section 2. No one individual shall serve for more than six (6) consecutive years as a member of the Board.

Section 3. Regular meetings of the Board shall be held on the first Wednesday of each month subject to change by the Board.

Section 4. A majority of the Board shall constitute a quorum at any meeting.

Section 5. Special meetings of the Board may be called by the President or upon request of the majority of the Board.

### Article IV

#### 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 one (1) year term but shall be limited to a maximum of two (2) consecutive one (1) year terms. All officers shall serve for one (1) year terms, with no individual holding the same office for a more than four (4) consecutive terms, nor may any one hold more than one office.

Section 2. In the case of a vacancy in the office of the President, the Vice-President shall immediately succeed to the office of the President. A vacancy in any office other than the President shall be filled by a majority vote of the Board of Directors, which officer will hold office until the next annual meeting, at which time the vacancy shall be filled in the regular way (See By-Law, Article V, Section 1 and 2).

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

Section 4. The Vice-President shall assist the President in the carrying out of the duties of the office and shall preside at all meetings in the absence of the President. The Vice-President shall be designated by the President to be Chairperson of the Program Committee.

Section 5 Article 4; Section 5. The Secretary shall record the minutes of proceedings of the Board and the Society and shall furnish summaries of said minutes for publication in the Society Web Page or newsletter. Correspondence of the Society shall also be a duty of the Secretary.

Section 6. The Treasurer shall have custody of the Society's funds, and shall make disbursements in accordance with the approved budget and/or other disbursements approved by the Board and/or majority of the members present at the regular meetings of the Society. The Treasurer shall report to the Board and to the general membership at their regular meetings, and at such times as requested by the Board. The Treasurer shall prepare an annual report on the financial condition of the Society for distribution to the members at the Annual Meeting. A copy of this report shall be forwarded to the National Audubon Society. All checks and drafts of the Society shall be signed by the Treasurer. The President shall appoint an ad hoc Audit Committee in April, which shall report to the general membership at the Annual Meeting in May. The Treasurer shall file such Federal and State returns as are required from a non-profit organization after the end of each fiscal year.

## Article V

### Elections:

Section 1. The election of officers and directory-at-large shall take place at the regular meeting of members in April. The officers will be installed at the Annual meeting in May.

Section 2. Candidates presented by the Nominating Committee shall be elected by a voice vote of the membership present, or by a motion of the membership instructing the Secretary to cast a unanimous ballot in favor of the slate presented by the Nominating Committee: Provided, however, if there is more than one candidate for any office, the elections to such office shall be by ballot with the winner receiving a majority of the ballots cast. (See by-laws, Article VI. Section2b.)

## Article VI

### Committees:

Section 1. The President, with the approval of the Board of Directors, shall appoint chairpersons of the standing committees who, in turn, shall select their own committee members. Terms shall be for one (1) year or until their successors are appointed, but no chairpersons shall serve more than four (4) consecutive years for the same committee. It is recommended that standing committees be composed of not less than three (3) members.

Section 2. Annually, the President shall appoint an ad hoc Nominating Committee to consist of three (3) members. The names of the members of the Nominating Committee shall be made known to the membership at the November general meeting. Suggestions for nominations for officers and directors-at-large may be submitted to the committee by any members of the Society. The Nominating Committee shall nominate candidates for officers and directors-at-large to succeed those whose terms of office expire. Its report shall be presented to the membership at the regular meetings in March. Nothing herein shall prevent nominations of officers and directors-at-large from the floor of the meeting at which elections are held.

The President shall appoint such ad hoc committees as are necessary to carry out the function of the Society. In addition, the President shall appoint chairpersons for the following committees:

a. Constitution

The function of this Committee shall be to keep the Society informed as to the Provisions of the Constitution and the By-Laws, and to make such interpretations as needed to assure that the Constitution and By-Laws are being upheld. In addition, it shall suggest to the Board revisions and/or amendments as deemed necessary. If such revisions and/or amendments are agreed upon by the Board, it shall be the duty of this committee to inform the membership of the proposed changes in the Constitution and the By-Laws, in accordance with Article X. The President shall select one (1) member of the directors-at-large to chair this committee.

b. Finance/Budget

It shall be the duty of this committee to prepare the annual budget, copies of which shall be presented to the membership in October. This committee shall initiate and assume responsibility for fund raising projects of the Society. The Treasurer shall chair this committee.

c. Membership

It shall be the duty of this committee to cooperate with the Membership Department of the National Audubon Society. It shall be the duty of this committee to conduct annual membership campaigns. It shall also attempt to obtain the continuing membership of those who have become delinquent in payment of their dues. In addition, this committee shall revise and prepare the membership directory every three (3) years to be distributed to all members, and to provide the publication committee with address labels of the membership.

d. Publications

It shall be the duty of this committee to publish and distribute a newsletter for the members of the local Society and to prepare other publications helpful to the on-going programs of the local Chapter.

e. Education

It shall be the duty of this committee to further the educational services of the National Audubon Society; to encourage the schools and colleges of the community to conduct courses in, or otherwise stress natural history, ecology, and conservation; to develop a speaker's bureau to conduct lectures and/or workshops in natural science; and through other means to inform and educate the public about the natural environment.

f. Publicity

It shall be the duty of this committee to publicize through newspaper, radio, television, and other media, the purposes, programs, and activities of the Society.

g. Program

It shall be the duty of this committee to make all plans and arrangements for the regular meetings of the Society, and to promote interest and appreciation through lectures, discussions, exhibits, publications, and meetings. The Vice-President shall chair this committee.

h. Field Trip

It shall be the duty of this committee to plan, organize, and conduct field trips.

i. Social

It shall be the responsibility of this committee to arrange for the social activities of the Society, such as greeting and introducing new members and guests, keeping an attendance log, and providing for such refreshments as may seem desirable.

j. Conservation

It shall be the duty of this committee to endeavor to coordinate its actions with the policies and activities of the National Audubon Society insofar as environmental problems and policies of national scope are concerned. The committee may respond to local, state, and national issues affecting the natural environment.

k. Memorial Fund

It shall be the duty of this committee to seek nominations and select the recipient of the James H. Mason Environmental Service Award. It shall also advise the Board on the distribution of funds in the Memorial Accounts.

## Article VII

### Commitments:

This Society, or its officers or Board of Directors, shall not enter into any commitments binding on the National Audubon Society without its written authorization to do so. In like manner, the National Audubon Society shall make no commitments binding on this society without written authorization to do so.

## Article VIII

### Discontinuance:

This society reserves the right, by vote of its Board, to revoke its charter and cease to be a chapter of the National Audubon Society by providing sixty (60) days written notice of such decision to its State of Director or the Chapter Services Office. This Society recognizes the right of the Senior Vice President for Field Operations of the National Audubon Society to revoke this chapter's charter upon sixth (60) days written notice to the chapter president. In any case, each member of the chapter will remain a member of the National Audubon Society for as long as their Audubon membership is current.

## Article IX

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

## Article X

### Amendments:

The Constitution and By-Laws may be revised and/or amended at any regular or special meeting by a majority vote of members in good standing providing a quorum is present (See By-Laws, Article II, Section 3). Notice of such revisions and/or amendments shall be mailed to each member of the Society at their last known address at least fifteen (15) days before said meeting.

-end-

Constitution revisions 4/19/95 by ad hoc Constitution Committee: Barb Hosler, Margaret Tamar, Brenda Milliren, Phil Milliren.

Constitution revisions: Article 1 Section 2, 3,4, and 5, Article VII, and Article VIII by ad hoc Constitution Committee; Ann Black, Bruce Black, and Phil Milliren. The revisions were approved October 20, 2004.

Constitution revisions: Article 4; Section 5. by ad hoc Constitution Committee; Phil Cox, Marty Jones and Karen Henman. The revision was approved April 21, 2010.



## **Guidelines for the James H. Mason Environmental Service Award**

A National Audubon Society (NAS) membership and a plaque will be awarded to an individual(s) for environmental service.

### **Guidelines:**

1. Nominations should be written and given to a committee by February.
2. Nominations are to be made by Wabash Valley Audubon Society Members.
3. The current president shall appoint a three member selection committee.
4. The award shall be presented at the March banquet meeting.
5. Interest from the James Mason Memorial Fund shall fund the award.
6. The general WVAS treasury shall provide the meal cost for the recipient.