

**BYLAWS**  
AND  
**Certification of Incorporation**

AS AMENDED TO OCTOBER 2011

**Bylaws of the Audubon Naturalist Society of the Central Atlantic States, Inc.**

**Article I. Purpose**

It shall be the purpose of the Society to promote natural history education and the protection and conservation of nature as more fully set forth in Article III of the Society's Certificate of Incorporation.

**Article II. Membership**

1. *Eligibility.* Any person in sympathy with its purpose and objects may become a member of the Society upon making a contribution in the corresponding class of membership established pursuant to Section 2 of this Article.
2. *Classes of members.* The Society shall be composed of such classes of members, with such corresponding contributions, as the Board of Directors shall determine.
3. *Voting Rights.* All members are entitled to vote.
4. *Meetings.* There shall be an Annual Meeting of the members of the Society, which shall be held at such time and place as the Board of Directors shall determine. Special business meetings of the members of the Society shall be held when called by the Board or upon the written petition to the President of not less than thirty members of the Society. Notice of all meetings shall be given to members at least 15 days before the meeting. Forty members shall constitute a quorum.

**Article III. Board of Directors**

1. *Composition.* The Board of Directors shall consist of not less than fifteen nor more than twenty members elected by the general membership of the Society at its Annual Meeting
2. *Election and tenure.* Directors shall be elected for three-year terms, in three annual classes of five or more Directors each. No Director shall be eligible for re-election until one year after the expiration of two consecutive terms, provided that a Director elected to fill a vacancy within one year of the end of that respective term shall be eligible for re-election for two following full terms.
3. *Nominations.* Elections of Directors shall be from a list of candidates submitted by the Governance Committee and included in the Notice of the Annual Meeting pursuant to Article II, Section 4. Members of the Society may make additional nominations by letter transmitted to the Secretary at least seven days prior to the Annual Meeting supported by the signatures of at least 40 members.
4. *Vacancies.* Any vacancy occurring in the Board of Directors shall be filled for the unexpired term by election by the Board of Directors after receiving nominations from the Governance Committee under Article VI, Section 2.
5. *Powers and duties.* The management of the Society shall be vested in the Board of Directors, which shall decide upon policies to be followed, control all funds and moneys, and elect all Officers.

6. *Meetings.* Meetings of the Board of Directors shall be called at the direction of the President or at the written request to the President of three members of the Board. Notice of all such meetings shall be given to all members of the Board at least ten days in advance of the meeting.
7. *Quorum.* One-third of the members of the Board of Directors shall constitute a quorum.
8. *Executive Committee.* The Board of Directors shall establish an Executive Committee consisting of each of the Officers of the Society elected under Article IV and additional members of the Board of Directors, elected by the Board of Directors. The Executive Committee shall have such authority as may be delegated to it by the Board of Directors.

#### **Article IV. Elective Officers**

1. *Number and election.* The elective Officers of the Society shall be a President, a Vice President, a Treasurer, and a Secretary who shall be elected biennially by the Board of Directors from among the members of the Board with two or more years remaining to serve at its first meeting following the Annual Meeting in every odd calendar year. A vacancy in any office shall be filled for the unexpired term by election by the Board as soon as possible after it arises.
2. *Tenure.* Officers shall be elected for two-year terms. No Officer shall be eligible for election to any office under this Article until one year after the expiration of three consecutive terms in that office, provided that an Officer elected to fill a vacancy within one year of the end of that respective term shall be eligible for re-election for three following full terms.
3. *President.* The President shall be the chief elective Officer of the Society. He or she shall preside at all meetings of the Society, the Board of Directors, and the Executive Committee. The President shall appoint the members of all committees, except the Executive Committee, and designate their chairs. He or she shall prepare an annual report of the activities of the Society.
4. *Vice President.* The Vice President shall fulfill the duties of the President in his or her absence and shall have such other responsibilities as may be established by the Board of Directors.
5. *Treasurer.* Except as provided in Article VI and VII, the Treasurer shall supervise and be responsible for receiving all moneys, making all disbursements thereof as authorized by the Board of Directors, and keeping the books of account by the Society staff and shall make periodic reports to the Board of Directors. A report of the Treasurer shall be published to the membership of the Society annually in a generally circulated publication of the Society and shall include the summary of the audit report required by Article IX.
6. *Secretary.* The Secretary shall keep minutes of all meetings of the Society and of the Board of Directors and shall perform such other duties as normally pertain to the office of Secretary.

#### **Article V. Appointive Officers**

The Board of Directors may appoint such additional Officers and Assistant Officers as it may from time to time determine, with such authority and responsibilities as the Board may establish consistent with the elective offices established under Article IV. Such appointive Officers and Assistant Officers shall serve at the pleasure of the Board of Directors.

#### **Article VI. Committees**

1. *Finance Committee.* There shall be a Finance Committee composed of the Treasurer and not less than two other persons well qualified in financial matters. The Committee shall be responsible for oversight, monitoring, and recommending appropriate actions to the Board of Directors in the following areas of the Society: overall financial performance, operating and

capital budgets, financial investments and investment advisors, and annual audit and independent auditors. The Committee shall be available to consult with Society staff and the Board on other finance-related matters.

2. *Governance Committee.* There shall be a Governance Committee composed of at least two Directors to deal with matters related to the organization and procedures of the Society and of the Board of Directors. In addition, it shall be the responsibility of the Committee to nominate candidates for election as Directors at Annual Meetings and whenever Director vacancies may occur between Annual Meetings. Not less than two persons from the Society's membership-at-large shall be appointed annually by the President to participate in the nominating process.

3. *Other standing committees.* The Board of Directors shall provide for such other standing committees as it deems appropriate to deal with the various basic activities of the Society.

4. *Special committees.* The Board of Directors may provide for special committees, with such responsibilities as it may specify.

5. *Statement of responsibilities.* The Board of Directors shall adopt a statement of the responsibilities for every committee that the Board of Directors may establish pursuant to this Article.

6. *Ex Officio Members.* The President and Executive Director shall be ex officio members of each committee established under this Article.

#### **Article VII. Executive Director and Staff**

1. *Executive Director.* There shall be an Executive Director, who shall be designated by the Board of Directors. The Executive Director shall be the chief staff officer of the Society and shall act under the general guidance of the Board of Directors who may in turn delegate that responsibility to the President. The Executive Director shall be the head of the Society's staff and responsible for its administration, with such specific functions as the Board of Directors shall determine. The compensation and tenure of the Executive Director shall be determined by the Board of Directors.

2. *Other staff.* The Board of Directors may appoint, or provide for the appointment of, such other staff as it may deem appropriate, all upon such terms as it may determine, either specifically or generally.

#### **Article VIII. Endowment Fund**

1. *Establishment.* An Endowment Fund is hereby established, which shall consist of all funds expressly designated therefore by the donor or by the Board of Directors.

2. *Management.* The Endowment Fund shall be kept and invested under the management and control of the Finance Committee, subject to any regulations which the Board of Directors may deem it appropriate to prescribe and any applicable laws.

3. *Use of income.* Income derived from the Endowment Fund shall be received in the general fund unless another disposition is designated upon the inclusion of the respective principal in the Fund.

4. *Accounts.* The accounts of the Endowment Funds shall be audited and published as part of the annual audit of the financial statements of the Society under Article IX.

#### **Article IX. Audit**

The financial statements of the Society shall be audited annually by a certified public accountant designated by the Board of Directors. The audit report of the accountant shall be available at the headquarters of the Society for inspection by any member or other properly interested person,

and a summary of the report in such form as the Treasurer shall determine shall be published in a generally circulated publication of the Society.

#### **Article X. Corporate Seal**

The Society adopts as its corporate seal “Audubon Naturalist Society of the Central Atlantic States, Inc., founded 1897.”

#### **Article XI. Amendments of Bylaws**

All changes in the Bylaws adopted by the Board of Directors shall be subject to ratification, amendment, or rejection by the voting members of the Society at the next Annual Meeting, or at a special meeting; provided that notice of any proposed change in the Bylaws shall be given to the Board of Directors not less than ten days prior to the meeting at which the change is considered and adopted, and that notice of any proposed change in the Bylaws shall be published to the members not less than ten days prior to the meeting at which the change is submitted for ratification.