

## **ORLEANS AUDUBON SOCIETY, INC.**

### **CONSTITUTION**

#### **ARTICLE I**

This organization shall be known as the ORLEANS AUDUBON SOCIETY.

#### **ARTICLE II**

The purpose and objectives of the Orleans Audubon 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 the Orleans Audubon Society shall function as a Chapter.

### **BY-LAWS**

#### **ARTICLE I**

##### **Membership**

**Section 1.** Any person interested in the purposes of the Orleans Audubon Society is eligible for Membership in the National Audubon Society and the Orleans Audubon Society.

**Section 2.** Any member of the National Audubon Society who resides within our assigned territory is affiliated with the Orleans Audubon Society. Any chapter only member is not affiliated with the National Audubon Society.

**Section 3.** Membership dues shall be payable at the time of application and annually thereafter.

**Section 4.** If dues to renew membership are not paid within three months after the time they are payable, a member so in default shall be dropped from the rolls.

**Section 5.** Only current members of the National Audubon Society or chapter only members who are affiliated with the Orleans Audubon Society shall be eligible to serve the Orleans Audubon Society as officers, board members, or committee chairs.

#### **ARTICLE II**

##### **Annual and Special Meetings**

The annual meeting of the Orleans Audubon Society shall be held on such a date in May in each year as may be determined by the Board of Directors. Special meetings of the members may be called by the President, pursuant to resolution of the Board of Directors. Ten working days written notice of such special meetings, stating the objective thereof, shall be given to each

member at his or her last known mailing address (not p.o. box) p. Thirty (30) members shall constitute a quorum at any annual or special meeting of the members of the Orleans Audubon Society.

### ARTICLE III

#### Officers

**Section 1.** The officers of the Orleans Audubon Society shall be a President, a Vice-President, a Secretary, and a Treasurer. All officers shall be elected for two-year terms by a majority vote of the members by mail ballot. Results of the election shall be announced at the annual meeting in an election year. In the event of a vacancy occurring among the officers before the end of his/her term, the position shall be filled for the expiration of the term by a majority vote of the Board of Directors.

**Section 2.** The President shall preside at all meetings of the Board of Directors.

**Section 3.** The President shall preside at all annual or special meetings of the Orleans Audubon Society, shall direct and administer the affairs of the Orleans Audubon Society as its executive head, and shall supervise all phases of its work, subject to instructions of the Board of Directors. The President shall be an ex-officio member of all Committees.

**Section 4.** The Vice-President shall assist the President in the carrying out of the latter's duties, and shall preside at any and all meetings in the absence of the President.

**Section 5.** The Secretary shall keep a record of all the proceedings of the Orleans Audubon Society, of the Board of Directors, and of all meetings; conduct and preserve correspondence relating to the Orleans Audubon Society; and perform such other duties as the Board of Directors may direct. Following each annual meeting and election of officers (or change of officers during the year) the Secretary shall notify the National Audubon Society of the names of officers. The Orleans Audubon Society shall maintain a permanent file which shall include its Constitution and Bylaws, its territorial agreement with the National Audubon Society, any letters authorizing amendments to these documents, and all Internal Revenue Service documents. The Secretary's duties shall also include the transfer of official documents to succeeding officers of the Orleans Audubon Society.

**Section 6.** The Treasurer shall have custody of all Orleans Audubon Society funds and securities; shall keep full and accurate accounts of receipts and disbursements in books belonging to the Orleans Audubon Society; and shall deposit all monies, securities, and other

valuable effects in the name and to the credit of the Orleans Audubon Society in such depositories as may be designated by the Board of Directors. The Treasurer shall disperse the funds of the Orleans Audubon Society as may be ordered by the Board of Directors, taking proper vouchers therefore, and shall render to the Board of Directors at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial status of the Orleans Audubon Society. The Treasurer shall submit a report of the financial status at the annual meeting of members.

**Section 7.** Drafts and checks may be written only for expenditures included in the annual budget or authorized by the Board of Directors.

**Section 8.** It shall be the duty of each officer to transfer all official documents and property of the Orleans Audubon Society in his/her possession or control to his/her successor in a timely manner upon resignation, retirement, or removal from office.

#### ARTICLE IV

##### Board of Directors

**Section 1.** The control and conduct of the property and business of the Orleans Audubon Society shall be vested in a Board of Directors. The Board of Directors shall also determine the policies of the Orleans Audubon Society. The Board of Directors shall include the elected officers of the Orleans Audubon Society and no fewer than six nor more than sixteen additional persons. Board members who are not elected officers shall serve overlapping two-year terms. Election of new members of the Board, and/or re-election of members whose terms have expired, shall be by simple majority of the continuing members of the Board. Such election shall be conducted annually, at the first Board meeting following election of officers. Vacancies on the Board may be filled in the same manner at any subsequent, regularly scheduled Board meeting.

**Section 2.** A meeting of the Board of Directors shall be held at least four times per year.

**Section 3.** Fifty percent (50%) of the Board of Directors shall constitute a quorum for the transaction of business at any Board of Directors' meeting.

**Section 4.** Special meetings of the Board of Directors may be called by the President or by any three (3) members of the Board of Directors. Special meetings of the Board of Directors may include meetings transacted by telephone conference calls. At such special meetings any business may be transacted which might be transacted at any regular meeting of the Board of Directors. Ten days written notice of any meeting shall be given to each member of the Board of

Directors at his/her last known address and shall, so far as practicable, contain a statement of the business to be transacted at the meeting.

**Section 5.** An emergency vote by telephone and or electronic mail may be called by the President or by any three (3) members of the Board of Directors when an issue arises requiring the immediate attention of the Board of Directors and when it is not logistically possible to call a regular or special meeting. Any member of the Board of Directors may request that the emergency vote be tabled for formal discussion at regular or special meeting.

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**Section 65.** Any member of the Board of Directors absent for three (3) consecutive meetings without an excuse approved by the Board of Directors shall be automatically terminated as a Board member.

**Section 76.** The Board of Directors shall require a copy of any written statement or a report of any oral statement by any member of the Board of Directors, Committee Chair, or other duly authorized persons when the name of the Orleans Audubon Society is used. Positions presented in the name of the Orleans Audubon Society shall be consistent with general policies approved by the Board of Directors. All persons who are not members of the Board of Directors or Committee chairs shall not speak or write in the name of the Orleans Audubon Society unless duly authorized by the Board of Directors.

## ARTICLE V

### ~~Annual Audit~~

**Section 1.** A committee shall be elected at ~~least every three annual~~ years and whenever deemed necessary by the Board of Directors to audit the financial records and accounts of the Orleans Audubon Society. The Audit Committee shall consist of three members of the Board of Directors.

**Section 2.** The Board of Directors may, at its discretion and by majority vote, determine that the Orleans Audubon Society's financial records and accounts are to be audited by a certified public accountant in lieu of electing an Audit Committee.

**Section 3.** The results of ~~any the annual~~ audit, whether done by an Audit Committee or a certified public accountant, shall be reported at the annual meeting in a year when an audit is conducted.

## ARTICLE VI

### Nominating Committee

**Section 1.** ~~Every two years and prior to February 15, t~~The Board of Directors shall elect ~~annually, prior to February 15,~~ a Nominating Committee consisting of three members of the Orleans Audubon Society. The names of the members of such Nominating Committee shall then be made known to the members of the Orleans Audubon Society, and suggestions for nominations for officers may be submitted to such committee by any member of the Society, prior to March 15.

**Section 2.** The Nominating Committee shall nominate candidates for officers of the Orleans Audubon Society to succeed those whose terms of office expire. No member of the Nominating Committee shall be nominated for an elected office. The report of the Nominating Committee shall be presented to the membership in writing prior to April 15.

## ARTICLE VII

### Appointed Committees

**Section 1. – Membership Committee.** The President shall appoint annually a member of the Orleans Audubon Society to chair the Membership Committee. The Membership Committee Chair shall recruit members to serve on the committee. It shall be the duty of this committee to: (1) recruit members of the Orleans Audubon Society and the National Audubon Society; (2) maintain a roster of the members of the Orleans Audubon Society and, (3) coordinate membership services with the National Audubon Society.

**Section 2. – Publicity Committee.** The President shall appoint annually a member of the Orleans Audubon Society to chair the Publicity Committee. The Publicity Committee shall recruit members to serve on the committee. It shall be the duty of this committee to publicize the purposes and programs of the Orleans Audubon Society.

**Section 3. – Conservation Committee.** The President shall appoint annually a member of the Orleans Audubon Society to chair the Conservation Committee. The Conservation Committee Chair shall recruit at least four Orleans Audubon Society members to serve on the committee. It shall be the duty of the Conservation Committee to endeavor to keep informed on local, state, and national legislative and governmental administrative matters affecting the conservation of natural resources and advise the Board of Directors as to its findings and recommendations. It shall be the duty of this committee to endeavor to coordinate its recommendations with the policies of the National Audubon Society, insofar as conservation measures and policies of national scope are concerned.

**Section 4 – Other Committees.** The Board of Directors may appoint such other committees as may be necessary to assist with the affairs of the Orleans Audubon Society. The President may appoint ad hoc committees to assist him/her in coordinating the business of the Orleans Audubon Society.

#### **ARTICLE VIII**

##### **Conflict of Interest**

Officers, Directors, Committee Chairs and any members of Orleans Audubon Society who are authorized to speak on behalf of the Orleans Audubon Society shall sign and comply with the Orleans Audubon Society's Conflict of Interest Policy as established by the Board of Directors.

#### **ARTICLE IX**

##### **Removal**

The Board of Directors shall vote on the removal of any Board Member, Officer, or Committee Chair from his/her position for malfeasance, conflict of interest, or lapse of membership in the ~~OrleansNational~~ Audubon Society exceeding three months. [Note: I changed the wording from "National" to "Orleans" because it is possible for an officer or board member to be a Chapter only member.] Removal shall be by majority vote of the Board of Directors. (See also Article IV, Section 6.)

#### **ARTICLE X**

##### **Chapter Policy**

The relationship between the Orleans Audubon Society and the National Audubon Society shall be governed by the Chapter Policy.

#### **ARTICLE XI**

##### **Amendments**

The Bylaws of the Orleans Audubon Society may be altered or repealed by the members, by the vote of the majority present, at any annual or special meeting called for that purpose. Such meeting shall be in accordance with the notification and quorum provisions of Article II (Annual and Special Meetings).

#### **ARTICLE XII**

##### **Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Orleans Audubon Society in all matters to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order the Orleans Audubon Society may adopt.

The foregoing amended and restated Constitution and Bylaws of the Orleans Audubon Society was considered and adopted by a majority vote of the membership at its annual meeting on the 19th day of May, 2009.

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Secretary