

NORTHEAST PENNSYLVANIA AUDUBON SOCIETY

**CONSTITUTION AND BY-LAWS**

**NORTHEAST PENNSYLVANIA AUDUBON SOCIETY**

**CONSTITUTION AND BY-LAWS**

---

**INDEX**

**CONSTITUTION:**

**ARTICLE**

I

**TITLE**

**NAME**

II

PURPOSE

**BY-LAWS:**

I

MEMBERSHIP

II

MEETINGS

III

BOARD OF DIRECTORS (BOARD)

IV

OFFICERS

V

ELECTIONS

VI

COMMITTEES

VII

COMMITMENTS

VIII

DISCONTINUANCE

IX

PARLIAMENTARY AUTHORITY

X

AMENDMENTS

XI

CONSTRUCTION

# NORTHEAST PENNSYLVANIA AUDUBON SOCIETY

## CONSTITUTION AND BY-LAWS

---

### CONSTITUTION

#### ARTICLE I

##### NAME:

This organization shall be known as Northeast Pennsylvania Audubon Society (herein after called "Society").

#### ARTICLE II

##### PURPOSE:

**Section 1.** The mission of the Society is "To conserve and restore our environment to benefit humanity, birds, and other wildlife, through education, action, and advocacy"

**Section 2.** The purpose and objectives of this Society shall be to engage in any such educational, scientific, investigative, literary, historical, charitable and philanthropic pursuits that will further its mission and may be part of the stated purpose of the National Audubon Society of which this Society shall function as a Chapter, and said purposes and objectives shall conform to the provisions of Section 501(c)(3) of the Internal Revenue Code.

**Section 3.** 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 and net income of this Society are irrevocably dedicated to charitable purposes and no part of the property, assets, profits, or net income of this Society shall 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 an association or associations, fund or funds, 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 approved 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. a like-minded non-profit organization. the National Audubon Society, or its successor or, if unwilling or unable to accept said donation, to such corporation or corporations,

## **BY-LAWS**

### **ARTICLE I**

#### **MEMBERSHIP:**

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

**Section 2.** There shall be one type of membership in the Society:

- a. National Affiliate Membership the classes of which shall be the same as the voting classes of individual Membership maintained by the National Audubon Society and shall include Regular Member, Family Member, Student Member, Sustaining Member, Supporting Member, Contributing Member, Donor Member, and Life Member, and such other voting classes of Membership as may be established by the National Audubon Society.

**Section 3.** The membership dues for a National Affiliate Member shall be established by the National Audubon Society.

**Section 4.** All National Affiliated Members of this Society shall enjoy all rights and privileges accorded to the members of both this and the National Audubon Society, except as otherwise provided hereafter.

**Section 5.** Each National Affiliated Member shall have the right to cast one vote at any regular or special meeting of members on any motion that may be properly brought before such meeting, including the election of Officers and Directors. Members in the class of Family Membership and in the class of Dual Life Membership, as well as membership in any other class of Membership whose annual dues are higher than those established for the class of Family Membership, shall be entitled to two votes per family, provided that at least two members of the family are present in person at the time of voting.

**Section 6.** Membership dues shall be payable at the time of application and yearly thereafter. In the case of Life Members, dues shall be paid in full in one sum, except as may be provided otherwise in the By-Laws of the National Audubon Society.

**Section 7.** Should renewal of membership dues not be paid within six months after due date, a member in default shall be dropped forthwith from the rolls.

## ARTICLE II

### MEETINGS:

**Section 1.** Meetings, programs, and field trips of the Society shall be held at the direction of the Board of Directors (Board).

**Section 2.** The annual meeting of the Society shall be held in August at which time the officers will be installed and take office.

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

**Section 4.** Notice of the annual meeting, special meetings, and regular meetings, at which Society business is to be transacted, shall be given not less than ten (10) days before the date of the meeting, either by mailing said notice to the member at his address as it appears on the record of members (or at such other address as he may request in writing to the Membership Chair of the Society), or by electronic means. Notice of such meetings may be published in the Society's newsletter or other regular publication, provided such publication is mailed according to the provisions herein above. Notice of electronic means may be by email transmission or by posting said notice on the Society's web site.

**Section 5.** Special meetings may be called by the President, or pursuant to a resolution of the Board, and notice of a special meeting shall state the purpose or purposes for which the meeting is called.

## ARTICLE III

### BOARD OF DIRECTORS (BOARD):

**Section 1.** The control and conduct of business of the 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. Six Directors,
- c. Parliamentarian and
- d. Chairs of Standing and Special Committees.

**Section 2.** The Directors shall be elected for terms of two years, with three Directors being elected each year.

**Section 3.** No one individual shall serve for more than four (4) consecutive years in a particular position as a member of the Board.

**Section 4.** There shall be at least five regular meetings of the Board in any one calendar year, and not more than one regular meeting in any one month. The dates for the regular Board meetings shall be determined by the Board at its first regular meeting following the annual meeting of members.

**Section 5.** If for any reason, vacancies exist whereby the Board has not the full compliment of Directors, the Board may proceed to elect a Director or Directors to fill such vacancies and the Director or Directors so elected shall fill the unexpired terms vacated.

**Section 6.** Special meetings of the Board may be called by the President or by the Secretary upon request of four (4) Board Members, and notification and purpose of such meeting must be given to all Board members at least 48 hours prior to said meeting.

**Section 7.** No individual Board member shall have more than one (1) vote.

**Section 8.** Seven members of the Board shall constitute a quorum.

**Section 9.** Any Board Member may resign by delivering his/her written resignation to the Society at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some later date. Whenever a Board member has willfully failed to comply with the By-Laws governing the Society, he shall be removed by a vote of the majority of the Board of Directors. No Director shall be removed from the Board, however, without first being given, by certified mail, notice thereof at least ten (10) days prior to the meeting of the Board of Directors at which such action is contemplated. This notice shall advise the Director that he may be present at said meeting and offer evidence against the proposed removal. The errant Director shall also have the right to present his case in writing to the Board of Directors, which writing must be received by the Directors prior to the scheduled taking of the vote to remove the errant Director.

## **ARTICLE IV**

### **OFFICERS:**

**Section 1.** The Officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as may be determined by the Board of Directors.

**Section 2.** The President shall hold office for a two-year term, or until a successor is elected, and shall not succeed him or herself. All other Officers shall serve for one (1) year terms, or until their successors are elected, and no individual may hold the same office for more than four (4) consecutive terms.

**Section 3.** In the case of a vacancy in the office of the President, the Vice-President shall immediately succeed to the office of the President.

**Section 4.** A vacancy in any office other than the President shall be filled by the majority vote of the Board of Directors to hold office until the next annual election at which time the vacancy in office shall be filled in the regular way.

**Section 5.** The President shall be President of the Society, Chairman of the Board of Directors and an ex-officio member of all the committees and shall perform all other duties associated with the Office of President.

**Section 6.** The Vice-President shall assist the President in carrying out the duties of the office and shall preside at all meetings in the absence of the President.

**Section 7.** The Secretary shall keep a record of all proceedings of the Board and the Society, and shall conduct all the correspondence of the Society

**Section 8.** The Treasurer shall have custody of the Society's funds, and shall disburse the funds as may be ordered by the Board. He/she shall report to the Board at its regular meetings or as requested, and will prepare an annual report on the financial condition of the Society for distribution to the members upon request, a copy of which shall be forwarded to the National Audubon Society.

**Section 9.** All checks and drafts of the Society may be signed by the Treasurer, the President, or Vice-President.

## **ARTICLE V**

### **ELECTIONS:**

**Section 1.** The election of the officers and directors shall take place at a meeting of the members the month prior to the Annual Meeting. The officers will be installed at the Annual Meeting.

**Section 2.** Any member may nominate any other member for any position at the election meeting.

**Section 3.** The election of the officers shall be by closed ballot unless the candidate runs unopposed, with the winner receiving the majority of the votes cast. Each officer shall be voted by separate ballot. Directors shall also be chosen by closed ballot. However, they will be voted on collectively and the nominees receiving the three highest votes shall be elected.

## **ARTICLE VI**

### **COMMITTEES:**

**Section 1.** The President, with the approval of the Board, shall appoint chairs of the 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 year or until their successors are appointed. The Chairs shall be ratified by the Board.

**Section 2.** The President, with the approval of the Board, may appoint Special or Task Force Committees whose terms of office will be determined by the length of the assignment.

**Section 3.** Standing Committees of the Society shall be as follows:

**Nominating Committee** – The Board shall annually appoint a Nominating Committee to consist of three members. The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms of office expire at the next annual meeting. Its report shall be presented to the members via the Society’s web page one month prior to the election. The names of the members of the committee shall be made known to the membership of the Society, and suggestions for nominations of officers and directors may be submitted to the Committee by any member of the Society.

**Membership Committee** – The President shall appoint a Membership Chair. It shall be the duty of this Committee to keep the Society’s membership records.

**Program Committee** – The President shall appoint a Program Chair. The Program Committee shall make all plans and arrangements for programs, field trips, and such other events as may promote interest in and appreciation of conservation, ecology, natural history, and other interests of the Society.

**Conservation Committee** – The President shall appoint a Conservation Chair. It shall be the duty of this Committee to keep informed on policies and actions affecting the natural environment, including energy issues, to advise the Board, and carry out the policies of the Society.

**Publicity Committee** – The President shall appoint a Publicity Chair. It shall be the duty of this committee to publicize, through publicity media, the purposes and programs of the Chapter.

**Education Committee** – The President shall appoint an Education Chair. It shall be the duty of this committee to further the Educational Services of the National Society, to promote the learning of natural history, ecology and conservation.

**Communications Committee** – The president shall appoint a Communications Chair. It shall be the duty of the committee to: publish a bulletin or newsletter for the members of the local Society, to prepare any other publications helpful to the



on-going programs of the Society, and to maintain the Society's presence on the internet.

**Finance Committee** – The President shall appoint a Finance Chair. It shall be the duty of this committee to plan the annual budget of the Society, assist the Treasurer in the preparation of financial reports, and to make recommendations and carry out plans for obtaining financial support for the Society.

**Sanctuary Committee** – The President shall appoint a Sanctuary Chair. It shall be the duty of this committee to supervise the care and use of any sanctuaries owned or operated by the Society.

## **ARTICLE VII**

### **COMMITMENTS:**

This Society, or its Officers or Board of Directors, shall not enter into any commitments binding the National Audubon Society without authorization from the latter. In a like manner, the National Audubon Society shall make no commitments binding on the Society without its consent.

## **ARTICLE VIII**

### **DISCONTINUANCE:**

This Society reserves the right to terminate its Chapter status on six (6) months notice, given in writing to the National Audubon Society in which case all allocations of dues by the National Society to this Society will cease on the expiration of the six month period. This Society recognizes the right of the National Audubon Society to terminate the Chapter relationship on six (6) months' notice, given by it to this Society in which case the members of the Society shall continue as members of National thereof for the balance of the term for which dues have been paid.

## **ARTICLE IX**

### **PARLIAMENTARY AUTHORITY:**

In matters not covered by these by-laws, Roberts Rules of Order shall govern. The President shall appoint a Parliamentarian.

## **ARTICLE X**

### **AMENDMENTS:**

The Constitution and By-Laws may be amended by a two-thirds vote of the 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 notice of such amendments shall be given by posting a prominent notice on the Society's web site and by sending an email notice to each member who has supplied an email to the Society at least fifteen (15) days before said meeting.

## ARTICLE XI

### CONSTRUCTION:

**Section 1.** This Constitution and By-Laws shall be construed under the laws of the Commonwealth of Pennsylvania.

**Section 2.** The masculine pronoun, as used hereinabove, shall mean the masculine or feminine, where applicable.

***Approved by the General Membership*** \_\_\_\_\_

, *President*