

# **Audubon Society of Central Oklahoma** **CONSTITUTION**

## **ARTICLE I NAME**

This organization shall be known as the Audubon Society of Central Oklahoma, Inc.

## **ARTICLE II PURPOSE**

### **Section 1:**

The purposes and objectives of this society shall be to engage exclusively in any educational, scientific, investigative, literary, historical, philanthropic and charitable pursuits as are set forth in the purposes and objectives of the National Audubon Society, Inc., 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 2:**

This Chapter is not organized for financial gain or profit, nor shall it be so operated, 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 the property, assets, profits, or net income of this Society shall ever be used to benefit any director, officer, or member thereof, or be used to benefit of any private shareholder or individual.

### **Section 3:**

Upon dissolution, or upon abandonment of this Chapter, assets remaining after payment of or provision for all debts and liabilities of this Chapter, shall be donated to National Audubon Society, Inc. or its successor, or if unwilling or unable to accept said donation, to such corporation or corporations, association or associations, fund or funds or foundation or foundations having similar objects and purposes of this Chapter, as the National Audubon Society, Inc. may designate, subject to the order of a court as provided 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 current Section 501 (c ) (3) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal Tax Laws.

## **ARTICLE III AMENDMENT**

This Constitution may be revised or amended at any business meeting by a two-thirds majority of the members voting. Constitutional revisions can be proposed by the Board of Directors or by a petition of ten percent of the membership. The membership must be notified of the proposed changes at least thirty days prior to the vote on the proposals.

Adopted: February, 2008

# **Audubon Society of Central Oklahoma**

## **CHAPTER BY-LAWS**

(Note: references to "the Society" in the By-Laws refer to the Audubon Society of Central Oklahoma.)

### **ARTICLE I - MEMBERSHIP**

#### **Section 1:**

Any person interested in the purposes of the Society is eligible for membership. The mission of the Society is to foster appreciation of nature, promote conservation, enjoyment, and stewardship of our natural world.

#### **Section 2:**

Membership in The Audubon Society of Central Oklahoma also consists of Membership in The National Audubon Society. Annual dues for National Members will be established by the National Audubon Society.

#### **Section 3:**

Each Membership shall have the right to cast one vote at the annual meeting, and at any regular or special meeting of members on any motion that may properly be brought before such meeting, including the election of Officers and Directors.

#### **Section 4:**

Should renewal of Membership dues not be paid within six months after the due date, a membership so in default shall be dropped from the roster.

### **ARTICLE II - HONORARY MEMBERS, AND SUBSCRIPTIONS**

#### **Section 1:**

Honorary membership in the Society may be conferred upon a qualified person upon written nomination signed by five active members, setting forth the reasons for the nomination, and upon a majority vote by the active members at a business meeting. Honorary Members are entitled to all rights and privileges of the Society.

#### **Section 2:**

Any interested person or group may subscribe to the newsletter of Audubon Society of Central Oklahoma at a rate set by the Board of Directors.

### **ARTICLE III - MEETINGS**

#### **Section 1:**

Regular Meetings of the Society shall be held each month from September through May.

#### **Section 2:**

The Annual Meeting of the Society shall be held in April at which time the new officers and board members will be elected.

**Section 3:**

Special meetings of members may be called by the President or pursuant to resolution of the Board, or by petition of not less than one-tenth (1/10) of all members entitled to vote.

**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 fifteen (15) days before the date of the meeting. Notice of such meetings may be published in the Society's newsletter or by mail or e-mail to each member. The notice of a special meeting shall state the purpose or purposes for which the meeting is called.

**ARTICLE IV - BOARD OF DIRECTORS****Section 1:**

The control and conduct of the business of the Society shall be vested in its Board of Directors and the elected officers of the Society; and any reference to the Board should be understood to include both the elected members of the Board of Directors plus the elected officers of the Society. The Board shall include no fewer than six (6) elected Directors.

**Section 2:**

In the first election following passage and adoption of this Article, three (3) Directors shall be elected for a term of one (1) year and three (3) shall be elected for a term of two (2) years. Thereafter, as each term expires, Directors shall be elected for a term of two (2) years, by a plurality of the members voting. A person must be a member in good standing to be eligible for election to the Board.

**Section 3:**

If by reason of resignation or death, or for any other reason, vacancies exist whereby the Board has not the full complement of Directors, the Board may proceed to elect a Director or Directors to fill such vacancies and the Director or Directors so elected shall serve the remainder of that term or terms.

**Section 4:**

There shall be at least six (6) regular meetings of the Board of Directors in any one calendar year, with not more than one regular Board of Directors meeting in any one month. These regular meetings shall be open to the general membership.

**Section 5:**

Special meetings of the Board shall be called for by the President or by the Secretary upon request of a majority of the Board. Notice of a special meeting must be given to Board members and officers not less than three days prior to the meeting.

**Section 6:**

In order to conduct official business at meetings of the Board, a quorum must be present. A majority of the Board (directors plus officers) shall constitute a quorum at any meeting of the Board, provided such quorum includes at least three (3) of the elected directors or officers. Approval of any motion before the Board will require the vote of a simple majority of this quorum. (Other attendees at Board meetings, such as committee chairpersons or others, will not vote on matters of official business.)

**Section 7:**

The President, or in his absence, the Vice President, or in his absence the Secretary shall act as Chair at any meeting of the Board. In the absence of the President, the Vice President and the Secretary, the Board shall designate any other member of the Board to act as Chair at that meeting.

**Section 8:**

Following a President's term of office he may serve as a non-voting member of the Board of Directors.

**Section 9:**

Following the conclusion of a President's term, the Board of Directors shall appoint an Audit Committee. The Audit Committee shall examine the financial records of the Society, as well as any other records of assets or properties of the Society, and shall make a report to the Board of Directors based on its examination.

**Section 10:**

It shall be the responsibility of each member of the Board of Directors to provide for a smooth transition for newly elected officers and directors, to insure that the Constitution and By-laws are followed, and to insure that compliance with the current Internal Revenue Code is achieved.

**ARTICLE V - OFFICERS**

**Section 1:**

The officers of the Society shall be the President, Vice President, Secretary, and Treasurer. Officers shall serve a term of one year or until another President is elected. A written report of the past year's activities will be submitted by each officer to the Board of Directors prior to the May meeting.

**Section 2:**

In the conduct of the business of the society, officers and committees may incur necessary expenses included in a budget passed by the Board of Directors. Expenditures not included in the budget must be previously authorized by the Board of Directors or, in an emergency, by the President and one elected member of the Board of Directors.

**Section 3:**

The President shall be the executive officer of the society. The President shall preside at meetings, appoint committees, direct the activities of the Society, conduct six or more meetings of the Board of Directors per year, assist in the transition during change of office, and serve ex-officio on all committees, except the nominating committee.

**Section 4:**

In case of a vacancy in an office of the Society, the President, with the consent of the Board of Directors, shall appoint a member to serve until the next regular annual election.

**Section 5:**

The Vice President shall cooperate with the President and in the absence of the President shall perform the duties of that office.

**Section 6.**

The Secretary shall keep the minutes of the meetings, keep reports of the membership as presented by the Membership Committee, and shall carry on correspondence regarding the business of the Society. All minutes, reports and records shall become a permanent record of the Audubon Society of Central Oklahoma. In the absence of the President and the Vice President, the Secretary shall become the Executive Officer of the Society.

**Section 7:**

The Treasurer will receive and disburse the funds of the Society upon authorization of the President or the Board of Directors, and may prepare financial reports.

**Section 8:**

The Treasurer shall serve as Chairman of the Budget Committee.

**Section 9:**

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

**ARTICLE VI - ELECTION**

**Section 1:**

The Board of Directors shall appoint the Nominating Committee by the February meeting. The nominating committee shall consist of at least three members. The Nominating Committee shall make nominations for officers and directors whose terms are expiring. Nominations shall be announced at the March membership meeting. Nominations from the floor, or from chapter officers will also be accepted, with the approval of the person nominated.

**Section 2:**

Election of officers and the Board of Directors shall be completed at the annual meeting of the Society in April. New Officers and Directors shall be introduced and assume office at the end of the May meeting.

**ARTICLE VII - AFFILIATIONS**

The Audubon Society of Central Oklahoma may maintain memberships in other conservation organizations as approved by the Board of Directors. The Treasurer shall pay the dues to those organizations upon notification that they are due.

**ARTICLE VIII - COMMITTEES**

**Section 1:**

The President may appoint chairmen of Standing Committees who in turn may select their own committee members with recommendations and suggestions from the Board of Directors. Committee terms of office shall be for one year or until their successors are appointed. A written report of the past year's activities will be submitted by each committee chair to the President prior to the May meeting.

**Section 2:**

The President may appoint Special Committees whose terms of office will be determined by the length of the assignment to be done.

### **Section 3:**

Standing Committees of the Society may be as follows, and such other committees as become necessary to carry out the functions of the Society:

#### **Membership:**

It shall be the duty of this committee to maintain membership records, to conduct membership campaigns, and to attempt to obtain the continuing membership of those who have become delinquent in payment of their dues. Membership reports shall be provided to the Board and to the National Audubon Society as required.

#### **Program:**

The Program Committee shall prepare a program of meetings for the year and shall make arrangements for lectures, discussions or other events for each meeting.

#### **Field Trip:**

It shall be the duty of this committee to plan, organize and arrange for the proper conduct of field trips that may be participated in, not only by the members of the Society, but by non-members and friends.

#### **Conservation:**

It shall be the duty of this committee to keep informed on local, state and national governmental policies and actions affecting the natural environment and the conservation of natural resources and to carry out the environmental policies of the Society. This committee shall also endeavor to coordinate its actions with the policies and activities of the National Audubon Society insofar as conservation measures and policies of national scope are concerned and to keep the National Society informed of such actions.

#### **Publicity:**

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

#### **Publications:**

The duty of the Publications Committee shall be to edit and publish the newsletter, at least four times a year. The newsletter shall be sent to all members in good standing, subscribers, and such other interested individuals and organizations as the Board of Directors may designate.

#### **Historian:**

The duty of the Historian shall be to maintain articles and other pertinent items that relate to the ongoing history of the Audubon Society of Central Oklahoma.

#### **Budget:**

The duty of the budget committee will be to prepare a yearly budget to be approved by the Board of Directors. The budget will be completed for submission to the Board at the April meeting, and will cover the period of our fiscal year from 1 June to 31 May. A Chapter Financial Report Form, or a copy of the Chapter's IRS Annual Information Return, shall be sent to the National Society.

#### **Education:**

The duty of the education committee shall be to coordinate the educational activities of the Society.

## **ARTICLE IX - RELATIONSHIP WITH NATIONAL AUDUBON**

This Society, and its Officers or Board of Directors, shall not enter into any commitments binding on the National Audubon Society without authorization from the latter. In like manner, the National Audubon Society shall make no commitments binding on this Society without its consent. The relationship between this Chapter and the National Audubon Society shall be governed by the Chapter Policy of the National Audubon Society.

## **ARTICLE X - DISCONTINUANCE**

This society, by vote of its Board, may 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 the State Director or the Chapter Services Office. In this case, the members of this Society shall continue as members of the National Society as long as their individual dues to the national society are paid.

## **ARTICLE XI - AMENDMENTS**

These By-laws may be amended by a majority vote of the members present in person at any regular or special meeting of members duly called pursuant to the provisions of Section 3 of Article III, above. By-laws revisions can be proposed by the Board of Directors or by petition of ten percent of the membership. The membership must be notified of the proposed changes in writing at least fifteen (15) days prior to the vote on the proposals.

## **ARTICLE XII - PARLIAMENTARY AUTHORITY**

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

## **ARTICLE XIII - CONSTRUCTION**

### **Section 1:**

This Constitution and By-laws shall be construed under the laws of the State of Oklahoma.

### **Section 2:**

If any part of this Constitution and By-laws should be held invalid, the remaining parts shall be considered as separate and valid.

### **Section 3:**

The masculine pronoun shall mean the masculine or feminine, wherever applicable

Adopted: February, 2008