

Black River Audubon Society



Constitution and By-Laws

Article I: Name

This organization shall be known as the Black River Audubon Society (hereinafter called the SOCIETY).

Article II: Purpose

Section 1. The purpose and objectives of this SOCIETY shall be to engage exclusively in any such educational, scientific, literary, historical, and charitable pursuits as are set forth in its Certificate of Incorporation, if any, and/or are the purposes and objectives of the National Audubon Society, Inc., (hereinafter called NATIONAL 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.

Some of these general purposes are:

- To stimulate through education, public recognition of the value of and need for protecting wild birds and other animals, plants, soil, and water, as well as the interdependence of these several natural resources.
- To study and conduct research with relation to the scientific facts, knowledge of which is essential to the formation of sound policies in the field of conservation.
- To foster recognition of the need for the preservation of such environmental conditions as ample food, water, and cover, on the maintenance of which animals and plants depend for survival.
- To advance the preservation of an adequate stock of native animals and plants, so that no species may become threatened with extinction.
- To promote the protection and preservation of natural resources, including the encouragement, establishment, and maintenance of natural sanctuaries.
- To publish and distribute documents as a means of disseminating information about the subjects mentioned above or related matters.
- To hold meetings, lectures, and exhibitions, and to develop and maintain a library in the interest of the conservation of natural resources.
- To establish and maintain such educational projects as nature trails, exhibits, tours, and camps.
- To cooperate, as occasion prompts, with national and state conservation agencies, and with private associations devoted to the interests of conservation and to education in the field of natural resources.

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, 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 ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private shareholder or individual.

ARTICLE III: Dissolution

Upon the dissolution, or upon abandonment, the assets of this SOCIETY remaining after payment of, or provision for, all debts and liabilities of this society, shall be donated to NATIONAL SOCIETY or its successor or, if unwilling or unable to accept this donation, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objects and purposes as this SOCIETY, as the Board of Directors of the SOCIETY 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 one or more of the purposes presently set forth in section 501 (c) (3) of the Internal Revenue Code.

BY-LAWS

ARTICLE I: Membership

Section 1. Any person interested in the mission of this SOCIETY is eligible to apply for membership.

Section 2. The Board of Directors shall determine membership classes and dues conforming to National Society specifications. Alternatively, Chapter membership, without rights and privileges of the National Society, can be obtained by payment of local dues.

Section 3. Membership dues are payable at the time of application.

Section 4. A member in default of dues for six months shall be dropped from the membership rolls.

ARTICLE II: Meetings

Section 1. The Board of Directors shall schedule the regular meetings of members. No fewer than six meetings shall be scheduled annually.

ARTICLE III: Board of Directors

Section 1. The control and conduct of the property, policies and business of the SOCIETY shall be vested in the Board of Directors, all of whom shall be members in good standing.

Section 2. The Board of Directors shall consist of twelve (12) members, four of whom shall be elected each year by a majority of the members present at the Annual December meeting of the SOCIETY. The term of office of each member shall commence on January 1 and shall be for three (3) years.

Section 3. The Board of Directors shall elect a member to fill a vacancy on the Board until the next regular election, when the membership shall elect a member to fill the unexpired term. If a Director is absent from three (3) consecutive meetings of the Board without excuse, the office shall be deemed vacant.

Section 4. Resignation. Each Board member shall have the right to resign at any time upon written notice thereof to the Secretary, President, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Section 5. The Board of Directors shall meet six or more times a year. Written notice of these meetings shall be sent to each member of the Board. Half of the current members plus one shall constitute a quorum for the transaction of business at any Directors meeting. A member unable to attend a Board meeting may grant in writing his or her proxy to another member of the SOCIETY.

Section 6. The President may call Special meetings of the Board. Alternatively, upon request of a majority of the Board, the Secretary may call Special meetings of the Board. Written notice of Special meetings must be given to each Board member at least three (3) days prior to the meeting.

ARTICLE IV: Officers

Section 1. The officers of the SOCIETY shall be President, Vice President, Secretary, and Treasurer. They shall be chosen by the Board of Directors from its membership after the January Meeting of the SOCIETY and prior to February 1 of each year and shall hold office for one year or until their successors are elected. The Vice President shall become President if the office of President is vacated. The Board of Directors shall fill any other vacancy among the officers.

Section 2. Whenever possible, the President shall preside at all meetings of the Board of Directors and at all meetings of the SOCIETY. He or she shall direct and administer the affairs of the SOCIETY as its executive head, and shall supervise all phases of its work, subject to the instructions and approval of the Board. He or she shall appoint all committees. The President shall be a member ex-officio of all committees other than the Financial Review and Nominating Committees.

Section 3. The Vice President shall assist the President in his or her duties. In the absence of the President, the Vice President, and in his or her absence the Treasurer shall perform the duties of President.

Section 4. The Secretary shall:

1. Keep a record of all the proceedings of the SOCIETY and Board of Directors.
2. Report the proceedings of the Board of Directors to the SOCIETY.
3. Attend to the correspondence of the SOCIETY.

4. Publish a list of officers and committee chairpersons, including addresses and telephone numbers, for the members.
5. Fulfill and ship sales of merchandise to customers.
6. Setup and care for the information table and sale of any merchandise at Program Meetings.

Section 5. The Treasurer shall have custody of the SOCIETY'S funds and securities and shall deposit them in the name of the SOCIETY in such depositories as may be designated by the Board of Directors. The Treasurer shall disperse the funds of the SOCIETY as ordered by the Board. Whenever directed by the Board of Directors, the Treasurer shall render an account of the financial condition of the SOCIETY and of all of his or her financial transactions, The Treasurer shall submit a report of the financial condition of the SOCIETY at each regular meeting and file all applicable state and federal financial reporting.

Ordinarily the Treasurer shall sign checks and drafts of the SOCIETY. With the approval of the board the treasurer will select an individual to be an Assistant Treasurer. During periods of extended absence of the Treasurer due to travel or illness the Assistant Treasurer will be responsible for issuing checks, making deposits, and keeping the bookkeeping software current with all electronic and physical transactions. This will include checking account ACH transactions, credit card transactions and all other SOCIETY-related transactions. The Assistant Treasurer will also be responsible for reporting at board meetings in the absence of the Treasurer.

The President should be able to issue checks should neither the Treasurer nor Assistant Treasurer be available.

Section 6. It shall be the duty of each officer and standing committee chairperson to establish and maintain a portfolio or file to aid the succeeding officer or chairperson.

ARTICLE V: Executive Director

Section 1. The Board of Directors may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall direct the day-to-day business of the SOCIETY. The Executive Director leads and manages a non-profit organization, overseeing operations, finances, programs, staff, and volunteers. They drive strategic planning, fundraising, and stakeholder relationships to achieve the organization's mission and goals. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director shall report at regular Board meetings as requested by the President or the Board. The President shall prepare the annual report for submission to the National Society.

Section 2. The Board of Directors provides oversight and guidance to the executive director and the nonprofit's other staff members. The board sets the terms and compensation of the

Executive Director. The board ensures that the organization stays aligned with its mission and values in addition to complying with all federal and state laws.

Section 3. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board of Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

Section 4. All Executive Director compensation and benefits shall be paid from the unrestricted Jack F Smith Memorial Fund #3, Black River Audubon Endowment Fund held by the Community Foundation of Lorain County. No membership dues or donations shall be used to compensate the Executive Director.

ARTICLE VI: Financial Review Committee

Section 1. The Board of Directors shall appoint annually a Financial Review Committee, consisting of one member of the Board, two members of the SOCIETY and the Treasurer. The Financial Review Committee shall report at the March meeting upon the scope, character, and accuracy of the Treasurer's records for the financial year ending December 31.

ARTICLE VII: Nominating Committee

Section 1. The Board of Directors shall annually elect, prior to the SOCIETY's November meeting, a nominating committee to consist of three (3) members of the SOCIETY. The names of Nominating-Committee members shall be announced at the SOCIETY's November meeting.

Section 2. The Nominating Committee shall nominate candidates for membership on the Board of Directors and announce them at the Annual December meeting of the SOCIETY. Additional nominations may be made from the floor.

Section 3. This Committee shall:

1. Inform potential candidates as to their responsibilities, including that the officers and standing committee chairpersons are elected or appointed from the Board.
2. Endeavor to obtain a good cross section of the membership, focusing on diversity, equity and inclusion.

ARTICLE VIII. Standing Committees

Section 1. The President shall annually appoint members as Chairpersons of the following committees:

Membership	Program	Conservation
Advocacy & Outreach	Field Trips	Social
Publicity	Education	Fundraising
Wingtips		

Upon request of the Chairperson of a committee, the President shall appoint additional committee members. Board members are expected to serve on at least one standing committee.

Section 2. The Membership Committee Chairperson shall maintain close contact with the Membership Department of the NATIONAL SOCIETY. He or she shall keep the SOCIETY's membership records, prepare mailing labels for the newsletter and annual appeal, conduct membership campaigns to enroll new members, welcome new members, and endeavor to retain those members delinquent in the payment of dues. To welcome guests and new members at social functions, he or she should coordinate with the Social Chairperson.

Section 3. The Program Committee Chairperson shall make all plans and arrangements for the regular meeting, except for matters relating to SOCIETY business that may be transacted at such meetings. The Program Committee Chairperson shall make arrangements for lectures, discussions, and such other events as may promote interest in and appreciation of the mission of the SOCIETY. He or she shall distribute program information to those committees responsible for promoting events.

Section 4. The Conservation Committee Chairperson shall carry out the conservation policy and projects approved by the Board. He or shall prepare for review conservation projects, plans and budget. Study and conduct scientific research which is essential to the formation of sound policies in the field of conservation.

Section 5. The Advocacy & Outreach Committee Chairperson shall keep informed on local, state, and national government policies and actions affecting the natural environment and conservation of natural resources. He or she shall advocate the mission of the board within the community, conducting campaigns to increase the awareness of issues that impact birds and wildlife.

Section 5. The Field Trip Committee Chairperson shall plan, organize, promote, and arrange for the proper conduct of field trips. He or she shall track participation of all trips for annual reporting and share the results of the trips, including photos, with the membership through the website, email blasts, social media and Wingtips.

Section 6. It shall be the duty of the Social Committee Chairperson to plan and conduct the social aspects of the functions, including refreshments.

Section 7. It shall be the duty of the Publicity Committee Chairperson to publicize through "Wing Tips," Chapter website, newspaper, radio, and other publicity media, the purposes, activities, and programs of the SOCIETY.

Section 8. It shall be the duty of the Education Committee Chairperson to plan and carry out educational projects concerning bird and nature study in cooperation with the schools and other organizations in the Black River Audubon Society area, including programs such as talks,

demonstrations, and exhibits. The Education Committee Chairperson shall also be responsible for publicizing educational programs and scholarships. He or she shall appoint annually a committee of no less than three members to select the Scholarship recipients for the year.

Section 9. It shall be the duty of the Fundraising Committee Chairperson to secure funding for the organization through annual appeals, fundraising events, grants, donations, and merchandise sales. The Fundraising Committee shall also be responsible for seeking bequests of money and land.

Section 10. The Wingtips Chairperson shall be responsible for editing and publishing the SOCIETY's newsletter and preparing it for distribution to the SOCIETY's membership.

ARTICLE IX: Commitments

Section 1. This SOCIETY shall not enter into any commitments binding upon the NATIONAL SOCIETY without written authorization by the NATIONAL SOCIETY, nor shall the NATIONAL SOCIETY, without written authorization by this SOCIETY, enter into any commitments binding upon this SOCIETY.

ARTICLE X: Discontinuance

Section 1. This SOCIETY may terminate its status as a Chapter of the NATIONAL SOCIETY upon sixty (60) days notice in writing to the NATIONAL SOCIETY. The NATIONAL SOCIETY may terminate the status of this SOCIETY as a Chapter of the NATIONAL SOCIETY upon sixty (60) days notice, in writing, to this SOCIETY.

ARTICLE XI: Amendments

Section 1. The Constitution and Bylaws of this SOCIETY may be amended by a two-thirds vote of the members present at any regular meeting, provided notice of such amendments is mailed to each member at least fifteen (15) days prior to the meeting.

Revision History

Organized in 1958

Constitution adopted: Oct. 25, 1965

First revision: Nov. 15, 1969

Second revision: Sept. 1970

Third revision: Jan. 1979

Fourth revision: Nov. 3, 1987

Fifth revision: Nov. 1, 2005

Sixth revision: Pending Membership Approval

