

# **CONSTITUTION AND BY-LAWS OF AUDUBON OF SOUTHWEST FLORIDA, INC.**

## ARTICLE I

### NAME

This organization shall be known as Audubon of Southwest Florida, Inc. (herein after called 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 Audubon of Florida/National Audubon Society, Inc., (herein after 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. The SOCIETY is designated as chapter E33 by the NATIONAL SOCIETY.

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, profits, and net income of this SOCIETY shall never 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 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 said donation, to such corporation or corporations, association or associations, fund or funds, or 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 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.

Section 3. The classes of membership of this SOCIETY shall be determined by the Board of Directors and shall include life memberships. Individuals are encouraged to also become members of the NATIONAL SOCIETY and affiliate with the SOCIETY but do not need to be NATIONAL SOCIETY members to be a SOCIETY member.



## **BY-LAWS**

### ARTICLE I

#### MEMBERSHIP

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

Section 2. The membership dues shall be established by the Board of Directors and changed no often than once a year.

Section 3. All members of this SOCIETY shall enjoy all the rights and privileges accorded to the members of the SOCIETY.

Section 4. Each member shall have the right to cast one vote at the annual meeting and at all regular or special meeting of members on any motion that may be properly brought before such meeting, including the election of Officers and Directors.

Section 5. Membership dues shall be payable at the time of application and, yearly thereafter. In the case of Life members, dues shall be paid in the full in one sum (current life membership \$1000).

Section 6. Should renewal of membership dues not be paid within six months after due date, a member so in default shall be dropped forthwith from the rolls.

Section 7. Individuals are encouraged to also become members of the NATIONAL SOCIETY but do not have to do so to become or remain a member of the SOCIETY.

## ARTICLE II

### MEETINGS

Section 1. Regular meetings of members shall be held on such day of such months as may be determined by vote of the Board of Directors, but such regular meetings shall be held not fewer than six times in any calendar year.

Section 2. The annual meeting of members shall be held on such date in the Spring of each year as may be determined by vote of the Board of Directors.

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 twenty (20) days nor more than fifty (50) before the date of the meeting. Such notice is given when deposited into the United States mail, with postage thereon prepaid, and directed to the member at his address as it appears on the record of members, or at such address as he may request in writing to the Secretary of this SOCIETY. 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 stated herein above.

Section 5. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.

## ARTICLE III

### BOARD OF DIRECTORS

Section 1. The control and conduct of the business of the SOCIETY shall be vested in its Board of Directors. The Board will include the four officers, and other Directors as needed to conduct the business of the SOCIETY. The Board shall consist of not less than ten Directors.

Section 2. Directors shall be elected for a term of two years at an annual meeting by majority vote of members present. No limit shall be set on the number of consecutive terms a Director may serve.

Section 3. If, for any reason, vacancies on the Board occur and the Board does not have a full complement of Directors, the Board may elect a Director to serve until the next annual meeting of members.

Section 4. There shall be at least five regular meetings of the Board of Directors in any one calendar year, not more than one regular meeting in any one month. The dates for such meetings shall be determined by the Board at its first regular meeting following the Annual Meeting of members. (Currently 3rd Thursday of each month at Eco Living Center at Rutenberg Park in Ft. Myers)

Section 5. Special meetings of the Board may be called by the President upon reasonable notice. Such notice will state the purpose or purposes for which such meetings are called.

Section 6. Those voting members present shall constitute a quorum at any regular or special meeting of the Board.

Section 7. The President, or in his/her absence, the Vice-President, shall act as chair at any meeting of the Board. In the absence of the President and the Vice-President, the Board shall designate any other member of the Board to act as chair.

Section 8. Committee chairs who fail to attend three consecutive board meetings without approved reasons, or committee members who fail to attend at least two meetings a year may be dropped from the Board by a majority vote of the Board.

Section 9. Past Presidents of the SOCIETY, who remain members in good standing of the SOCIETY, shall be invited to be members of the Board of Directors without term limit or attendance requirements and with full voting rights.

## ARTICLE IV

### OFFICERS

Section 1. The officers of the SOCIETY shall be a President, a Vice-President, a 2nd Vice-President/Treasurer and a Secretary,

Section 2. The officers of the SOCIETY shall be elected by the Board of directors at the Annual Meeting of the SOCIETY.

Section 3. All officers shall serve for a term of two years, or until their successors are elected.

Section 4. If, for any reason, an office shall become vacant, the Board may proceed to elect, by majority vote, an officer to fill the vacancy. Such part-term shall be disregarded with respect to qualification of reelection to a full term, or additional consecutive term, as set forth in Section 3 herein above.

Section 5. The President shall direct and administer the affairs of the SOCIETY and shall supervise all phases of its activities, subject to instruction by the Board. He/she shall preside at all meetings of members and meetings of the Board, and shall be an ex-officio member of all committees. The President is responsible for timely submission of all required reports to the NATIONAL SOCIETY, State of Florida and Internal Revenue Service.

Section 6. The Vice-President shall assist the President to carry out his/her duties, and in the absence of the President, shall direct and administer the affairs of the SOCIETY. The Vice-President shall coordinate fundraising, grant applications and sponsorships for the SOCIETY.

Section 7. The 2nd Vice-President/Treasurer shall have custody of the funds of the SOCIETY and disburse them as directed by the Board. All drafts and checks of the SOCIETY shall be signed by the Treasurer or the President. The Treasurer shall prepare an annual budget proposal for the Board and shall render a financial report at the annual meeting.

Section 8. The Secretary shall keep a record of all proceedings of the SOCIETY and of the Board of Directors, and perform such other duties as the Board may direct. The Secretary shall maintain a website for the SOCIETY at which by-laws, meeting notices, minutes of Board meetings and other Society related information shall be posted.

## ARTICLE V

### NOMINATING COMMITTEE

Section 1. No less than two months prior to the Annual Meeting, the President shall appoint a Nominating Committee to nominate candidates for each of the offices of the SOCIETY, and for the Board of Directors.

Section 2. The nominees for the Board of Directors will be voted upon by the members of the SOCIETY at the Annual Meeting. Nominations for the Board may be made from the floor at the time of the meeting.

## ARTICLE VI

### OTHER COMMITTEES

Section 1. The President, with the approval of the Board of Directors, shall appoint the chair of Standing Committees who, in turn, may select their own committee members with recommendations and suggestions from the Board.

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

Section 3. The Standing Committees may be as follows and may include such other committees as may be constituted by the Board of Directors to carry out the function of the SOCIETY:

#### A. AUDITING COMMITTEE

The President annually shall appoint a special Committee on Audit to inspect the financial records of the SOCIETY and make a report of findings to the membership at the annual meeting.

#### B. CONSERVATION COMMITTEE

The Conservation Committee shall keep informed on local, state and national governmental policies and actions affecting the natural environment and conservation of natural resources. It shall draft and recommend the SOCIETY'S conservation policy to the SOCIETY'S Board of Directors. It shall carry out the conservation policy as approved by the Board and endeavor to coordinate the actions of the SOCIETY with the policy and activities of the Audubon of Florida/ NATIONAL SOCIETY insofar as conservation measures and policies of a state and national scope are concerned. It shall keep the NATIONAL SOCIETY informed of such actions.

The Committee shall assist the NATIONAL SOCIETY in managing their properties in Lee County, Florida. The Committee shall be responsible for insuring that these properties are inspected, maintained and preserved on a timely basis, obtaining significant biological, cultural and legal information on these properties, and providing information to the NATIONAL SOCIETY as requested.

#### C. EDUCATION COMMITTEE

The Education Committee shall encourage schools and colleges within the SOCIETY'S territory to conduct courses in, or otherwise stress, natural history, ecology and conservation. The Committee shall conduct, or cause to be conducted to the extent possible, workshops in natural science for members and others, and shall cooperate in furthering the educational objectives and programs of the NATIONAL SOCIETY. It shall, through other means, inform and educate the public about the natural environment. It shall administer a scholarship program and recommend to the Board of Directors awards.

#### D. FIELD TRIP COMMITTEE

The Field Trip Committee shall plan, organize and arrange for the proper conduct of field trips that may be participated in by members of the SOCIETY and others interested in the purposes and aims of the SOCIETY.

#### E. MEMBERSHIP COMMITTEE

The Membership Committee shall maintain close contact with the Membership Department of the NATIONAL SOCIETY. It shall keep the SOCIETY'S membership records and shall conduct membership campaigns to enroll new members. It shall endeavor to retain those members who have become delinquent in the payment of their dues. SOCIETY mailing lists and email addresses shall not be sold, shared or rented to any other organization and all email communications to the membership shall be blind copied to prevent third party harvesting of the email addresses.

#### F. PROGRAM COMMITTEE

The Program Committee shall make all plans and arrangements for the regular meetings, except for matters relating to SOCIETY business that may be transacted at such meetings. The Committee shall make arrangements for lectures, discussions, and such other events as may promote interest in and appreciation of conservation, ecology and natural history.

#### G. PUBLICATIONS COMMITTEE

The Publications Committee shall publish or post online on the SOCIETY website, at least six (6) times a year, a bulletin or newsletter for the members of the SOCIETY and shall prepare any other publications helpful to the SOCIETY'S program.

#### H. PUBLICITY COMMITTEE

The Publicity Committee shall strive to secure, through newspaper, radio, television and other appropriate media, maximum publicity for committee and SOCIETY activities.

### ARTICLE VII

#### COMMITMENTS

#### CHAPTER POLICY

The relationship between this SOCIETY and the NATIONAL SOCIETY shall be governed by the Chapter Policy of the NATIONAL SOCIETY.

[http://www.audubon.org/Local/Bylaws\\_Amendment\\_Letter.doc](http://www.audubon.org/Local/Bylaws_Amendment_Letter.doc)

### ARTICLE VIII

#### DISCONTINUANCE

(deleted )

## ARTICLE IX

### AMENDMENTS

These By-Laws may be altered, amended or rescinded by a majority of the members, in person or by proxy, at an annual meeting. A quorum for such a meeting shall be a majority of the members present in person.

## ARTICLE X

### PARLIAMENTARY AUTHORITY

In procedural matters not covered by these By-laws, Robert's Rules of Order shall govern, or such other procedure agreed to by the Board of Directors.

## ARTICLE XI

### CONSTRUCTION

Section 1. This Constitution and By-laws shall be construed under the laws of the State of Florida.

Section 2. The masculine pronoun, as used herein above, shall mean the masculine or feminine, wherever applicable.

***History:*** *Strikethroughs regarding annual meeting date, term of officers and term of committee chairs indicates amendments approved at the May 2001 Annual Meeting. Constitution, Article 1-Name: Chapter Name change approved at the May 3, 2002 Annual Meeting. Bylaws: Article VII-Commitments and Article VIII-Discontinuance consolidated into revised Article VII -Chapter Policy, per requirement of National Audubon, approved at the May 3, 2002 Annual Meeting of this chapter. By-laws allowing chapter-only memberships revised by decision of the Board of Directors Feb. 19, 2009 and approved by membership at annual meeting Mar. 19, 2009.*