

## BYLAWS for CEDAR KEYS AUDUBON CHAPTER

### ARTICLE I: MEMBERSHIP

SECTION 1. Any person interested in the purposes and objectives of this Cedar Keys Audubon Chapter, an affiliate of the National Audubon Society, is eligible to apply for membership.

SECTION 2. The classes of membership of this Chapter shall be the same as the classes of membership maintained by the National Audubon Society.

SECTION 3. National membership dues shall be as established by the National Audubon Society. Chapter membership dues may be established by this Chapter.

SECTION 4. Each member present 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.

### ARTICLE II: MEETINGS

SECTION 1. Meetings and events for members shall be held **at least six times per year.**

SECTION 2. The annual meeting of members shall be held in **the first four months of the calendar year**, beginning in 2018.

SECTION 3. **Notice of the annual meeting and regular meetings shall be provided to each member at least 7 days prior to the meeting.**

SECTION 4. **Ten (10) voting members shall constitute a quorum at any meeting of members at which Chapter business is to be conducted.**

### ARTICLE III: BOARD OF DIRECTORS

SECTION 1. The control and conduct of the business and financial stability of the Chapter shall be vested in its Board of Directors. All Board members must be either local (can include seasonal residents) or National members of the Chapter. The Board shall include not less than four (4) elected directors and, with full voting rights, the elected officers of the Chapter. **Terms will be staggered in two year increments. Vacancies will be filled as needed by approval of the board.**

SECTION 2. Duties of Board members include taking leadership responsibility for a significant role (committee chair, event chair, e.g.) in the Chapter.

SECTION 3. There shall be a minimum of four (4) regular meetings of the Board of Directors in any one calendar year, though the intention will be to meet monthly.

SECTION 4. A majority of the Board shall constitute a quorum at any meeting of the Board.

SECTION 5. An Executive Committee consisting of the President, Vice President, Secretary, and Treasurer, shall meet to conduct any business of the Society that arises due to an emergency when it is not practicable to consult with the full Board of Directors. Three members would comprise a quorum, and report any action taken to the Board at their next regular meeting.

SECTION 6. Attendance Requirements: Any member of the Board of Directors having failed, during the last twelve (12) months, to attend a majority of the regularly scheduled Meetings of the Board of Directors may be terminated from the Board of Directors by a majority vote of the Board at a regular Board meeting.

SECTION 7. Any board member whose behavior is contrary to the best interest of the chapter may be terminated should. Termination will require a majority vote.

SECTION 8. The Board of Directors shall help prepare a budget and determine the needs and methods for additional fundraising.

SECTION 9. Board of Directors shall assist the membership chair.

#### ARTICLE IV: OFFICERS

SECTION 1. The Officer positions of the Chapter shall be President, Vice President, Secretary, and Treasurer and will be considered the Executive Board.

SECTION 2. The Officers shall be elected at the annual meeting of members. They will assume their duties immediately following the close of the annual meeting.

SECTION 3. When more than one candidate is nominated for an office at the annual meeting of members, the voting for that office shall be by a show of hands.

SECTION 4. The President shall direct and administer the affairs of the Chapter as its executive head and shall supervise all phases of its activities, subject to instructions by the Board. The President has the option to be an ex-officio member of all committees. The President shall preside at all meetings of members and of the Board.

SECTION 5. The President shall serve as liaison between the Chapter and Audubon Florida through the Regional Conservation Committee, and maintain a working

relationship with the Audubon Florida regional board member. The President shall submit an Annual Report and Annual Plan by the date determined by National Audubon Society in order to qualify for reimbursements called baseline funding. The President will act as the Registered Agent for the organization.

SECTION 6. The Vice President shall assist the President and, in the absence of the President, the Vice President shall direct and administer the affairs of the SOCIETY and supervise all phases of its activities, subject to instruction from the Board, and shall preside at meetings of members and the Board.

If the Secretary is not present at a meeting where the President is presiding, another Board member shall act as Secretary for that meeting, turning over the record to the Secretary upon his/her return.

SECTION 7. The Secretary shall keep a record of all proceedings of the Chapter and of the Board of Directors and shall conduct and preserve correspondence relating to the Chapter and perform such other duties as the Board may direct.

SECTION 8. The Treasurer shall have custody of the Chapter's funds and shall: disburse such funds as may be ordered by the Board; report to the Board at its regular meetings or as requested; give an annual report on the financial condition of the Chapter at the annual meeting of members; and assist with the development of an Annual Budget as part of the annual planning process.

SECTION 9. Account Receivable drafts and checks shall be signed by the Treasurer of the Chapter. In case the Treasurer shall, for any reason, be unable to sign checks or drafts any officer with signature authority shall do so. It shall be the duty of the Treasurer to see that signatures authorized to sign checks shall be on file with the bank holding checking account funds.

SECTION 10. The fiscal year of the Chapter shall be July 1 – June 30 in alignment with the fiscal year for Audubon Florida and the National Audubon Society.

#### ARTICLE V: NOMINATING COMMITTEE

SECTION 1. The Board of Directors shall appoint at its meeting in January, a Nominating Committee, to consist of not less than two (2) members. At least one member of the Nominating Committee shall be a member of the current Board of Directors. Suggestions for nominations of Officers and Directors may be submitted to the Nominating Committee by any member of the Chapter. Nominations may also come from the floor during the annual meeting.

SECTION 2. The Nominating Committee's slate will be presented to membership 10 days before the annual meeting.

## ARTICLE VI: AUDIT COMMITTEE

The Board of Directors shall appoint an Audit Committee, consisting of two members of the Chapter who are not members of the Executive Board and shall report to the membership.

## ARTICLE VII: OTHER COMMITTEES

SECTION 1. The Board of Directors, shall appoint chairs of Committees, who, in turn, may select their own committee members.

### MEMBERSHIP COMMITTEE

The Membership Committee shall maintain close contact with the Membership Department of the NATIONAL Audubon SOCIETY. It shall keep the Chapter's membership records and shall conduct membership campaigns to enroll new members. It shall endeavor to retain those members who have failed to renew their memberships. Should the Chapter decide to offer a local membership the Membership Chair will track and communicate with those members.

### PROGRAM COMMITTEE

The Program Committee shall make all plans and arrangements for any regular 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.

### PUBLICITY COMMITTEE

The Publicity Committee shall publicize, through newspapers, radio, TV, social media and/or other publicity media, the purposes, aims and programs of the Chapter.

The President shall appoint an Editor or Co-Editors, whose duty will be to disseminate information about the purposes, aims, and activities of the Chapter.

### EDUCATION COMMITTEE

The Education Committee shall cooperate in furthering the educational objectives of the local Chapter, Audubon Florida and the NATIONAL Audubon SOCIETY. It shall, through other means, inform and educate the public about the natural environment and current conservation issues.

## ARTICLE VIII: COMMITMENTS

This Audubon Chapter shall not enter into any commitments binding upon Audubon Florida or the National Audubon Society without written authorization by the National Audubon Society, nor shall the National Audubon Society, without written authorization by this Chapter enter into any commitments binding upon this Chapter.

#### ARTICLE IX: DISCONTINUANCE

This Chapter may terminate its status as a Chapter of the National Audubon Society, and the National Audubon Society may terminate the status of this Chapter as an affiliate of the National Audubon Society, pursuant to procedures set forth in the 2001 Audubon Chapter Policy adopted by the National Audubon Society's Board of Directors on December 8, 2001.

#### ARTICLE X: AMENDMENTS

These Articles of Incorporation and By-Laws may be amended by a majority vote of members present in person at any regular or special meeting of members duly called, provided notice of the proposed amendment has been given at a prior meeting.

#### ARTICLE XI: PARLIAMENTARY AUTHORITY

In procedural matters not covered by these By-Laws, Roberts Rules of Order shall govern.

#### ARTICLE XII: CONSTRUCTION

These Articles of Incorporation and By-Laws shall be constructed under the Laws of the State of Florida.

