

PEACE RIVER AUDUBON SOCIETY

BYLAWS

ARTICLE I

The name of the corporation shall be **Peace River Audubon Society** and the mailing address of the corporation shall be:

P.O. Box 510760, Punta Gorda, Florida 33951-0760

ARTICLE II.

The objects and purposes of the corporation are to engage in any such educational, scientific, investigative, literary, historical, philanthropic and charitable pursuits as may be included within the following: (1) to foster the protection and wise management of those aspects of man's environment that will ensure his physical survival and his psychological well being; (2) to arouse through education, public recognition of the value of: and the need for protecting, native flora and fauna, soil, air, and water, as well as the interdependence of these several natural resources; (3) to study and conduct research with relation to the scientific facts, including but not limited to natural science and ecology, a knowledge of which is essential to the formulation of sound policies in the field of conservation; (4) to foster recognition of the need for preservation of such environmental conditions **as** ample food, water and cover upon which native plants and animals depend for survival; (5) to foster the preservation of an adequate stock of native animals and plants, so that no native species may become threatened with extinction; (6) to promote the protection and preservation of natural resources, including the encouragement, establishment, and maintenance of natural sanctuaries; (7) to foster environmental education and in furtherance thereof to encourage and promote the preservation of tracts of natural land, particularly in or near urban areas, and the establishment and maintenance thereof of facilities and programs which will bring about a better understanding by children and adults of the world of nature; (8) to publish and distribute documents, as means of disseminating information about the subjects mentioned above or related matters; (9) to accumulate and maintain such documents and records as will constitute a history of the movement to conserve natural resources in the State of Florida; (10) to hold meetings, lectures, and exhibitions (11) to establish and maintain such educational projects as nature trails, nature centers, exhibits, tours, and camps; (12) to encourage cooperation among affiliated groups and other organizations in sympathy with the stated aims of this corporation; (13) to cooperate, as the occasion permits, with national and state agencies, and with private and public associations and foundations devoted to the interests of conservation and to education in the field of natural resources; (14) to further by all means that are both wise and opportune, the objects included within or related to those listed in the foregoing subsections; (15) the said corporation is organized exclusively for charitable, educational, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

The Peace River Audubon Society, hereinafter referred to as the "Society," shall function on a fiscal year basis, such fiscal year running from a given July 1 through the subsequent June 30.

ARTICLE IV

In all which follows the masculine pronoun when used means masculine or feminine interchangeably.

ARTICLE V

The relationship between this Society and the National Audubon Society (NAS) shall be governed by the NAS Chapter Policy.

ARTICLE VI. MEMBERSHIP

Section 1. Any person interested in the purposes and objectives of this Society is eligible to become a member.

Section 2. The classes of full membership of this Society shall be the same as the voting classes of membership maintained by the NAS .

Section 3. Membership dues shall be as established by NAS.

Section 4. Any person may become an associate chapter member and receive the Society newsletter by paying an annual amount to the Society as established by the Board. Such individuals are not automatically members of the NAS. Any person may become an associate chapter member and receive the Society newsletter by paying an annual amount to NAS as established by NAS.

Section 5. All members as defined in Section 2 above shall enjoy all Society rights and privileges, including the rights to hold office and to vote as detailed in Section 6 following, as well as all rights and privileges flowing from Audubon of Florida (AOF) and NAS membership.

Section 6. Each member as defined in Section 2 above shall have the right to cast one vote at the Society's Annual Meeting and at any regular or special meeting of members on any motion that may be brought before such meeting, including the election of officers and directors. Family members shall be entitled to two votes per family, provided that at least two members of the family are present in person (or by proxy) at the time of the voting.

Section 7. Membership dues shall be payable at the time of application and yearly thereafter except in the case of Life Members, whose dues shall be paid in full in one sum or as may be provided otherwise in the Bylaws of the NAS

Section 8. Upon notification of a member's membership expiration from NAS and/or the Society, the member will be sent a reminder to renew their membership.

Section 9. Chapter members will pay an annual membership fee as determined by the Board and will receive the chapter newsletter, The White Bird, when and if it is mailed or emailed..

ARTICLE VII.

MEMBER MEETINGS

Section 1. Regular meetings of members (hereinafter called General Membership Meetings) shall be held on such day of such months as may be determined by vote of the Board of Directors, but the number of such meetings shall be not fewer than six in any fiscal year.

Section 2. The Annual Meeting of the membership shall be held on such date in May each year as may be determined by vote of the Board of Directors.

Section 3. Special meetings of the general membership 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.

Section 4. Notice of the Annual Meeting, special meetings, and General Membership Meetings at which Society business is to be transacted shall be posted in the Society newsletter and the Chapter web page prior to the business meeting.

Section 5. The members present shall constitute a quorum for conducting business at duly noticed Annual and General Membership Meetings. The members may be present in person or by proxy.

ARTICLE VIII 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 shall consist of not less than nine (9) elected directors; and, for one year, the Society's immediate past president. Each shall have full voting rights. As part of his responsibilities, each director shall serve on a standing or ad hoc committee when so requested by the President. Non-directors, ad hoc committee chairs, when serving at the request of the President, shall be ex officio members of the Board without voting rights. Directors may be removed from their appointments for due cause by a majority vote of the Board.

Section 2. Directors shall be elected at the Society's Annual Meeting for a term of two years, by a plurality of the voting members of the Society present in person or by proxy. Directors shall assume office immediately upon election. Directors are not limited to one term and may be reelected as often as the members desire.

Section 3. If by reason of resignation, death, or other circumstance, a vacancy (ies) occurs resulting in the Board having less than a full complement of Directors, the Board may elect, by majority vote, a Director(s) from the General Membership to fill such vacancy and the Director(s) so elected shall serve until the Society's next Annual Meeting. When under such circumstances, a Director(s) has been elected for less than a full term, such part term(s) shall be disregarded with respect to qualification for re-election for additional consecutive terms as set forth in Section 3.

Section 4. There shall be at least six (6) regular meetings of the Board of Directors per fiscal year and, except for urgent matters, no more than one regular meeting in any one month. The dates for regular Board meetings shall be determined by the Board at its first regular meeting following the Society's Annual Meeting, which first meeting shall be at the call of the President.

Section 5. Special meetings of the Board shall be called by the President or by the Secretary upon request of the majority of the Board. Notice of a special meeting shall be given by email or by telephone not less than two (2) or more than ten (10) prior to the date of the meeting. If the meeting is held by email, votes and discussion will be given 48 hours to be completed.

Section 6. A majority of the Board members not on leave shall constitute a quorum at any Board meeting. The Board may grant a leave of absence to members so requesting. However, at least six Board members must be present to constitute a quorum.

Section 7. The President, or in his absence, the Vice President shall chair all Board meetings. In the absence of both President and Vice President, the Board shall designate any other Board member to act as meeting chair.

Section 8. Any Director of the Society not on approved leave who is absent from three (3) duly called consecutive Board meetings without an excuse approved by the Board may be dropped from the Board.

ARTICLE IX OFFICERS

Section 1. The officers of the Society shall be a President, a Vice President, a Secretary and a Treasurer. To serve as an officer, one must be a duly elected member of the Board of Directors. Upon request of the President, the Board may approve an assistant to any Society officer. Such an assistant will not have Board status. A Board member may hold more than one office at the same time.

Section 2. Officers shall serve one (1) year terms, or until their successors are elected. , Officers are not limited to one term and may be reelected as often as the members desire.

Section 3. The Officers shall be elected for their respective terms by a plurality of the voting members of the Society present in person or by proxy at the Society's Annual Meeting, and shall take office immediately following their election, replacing the then present Officer.

Section 4. If by reason of resignation, death, or other circumstances, an office shall become vacant, the Board may elect by majority vote, a Society member in good standing to fill the vacancy. The Officer so elected shall serve until the next Annual Meeting. When, under such circumstances, an Officer has been elected for less than a full term, such part term shall be disregarded with respect to his qualification for reelection to a full term or to additional consecutive terms, as set forth in Section 2 here-in-above.

Section 5. The President shall direct and administer the affairs of the Society as its executive head and shall supervise all phases of Society activity, subject to the Society's Articles of Incorporation, bylaws and policies as established by the Board. He shall also be an ex-officio member of all committees except the nominating committee. He shall preside at all meetings of the members and the Board.

Section 6. The Vice President shall assist the President to carry out his duties and, in the absence of the President, shall direct and administer the affairs of the Society and supervise its activities as described for the higher office in the foregoing Section 5. He shall also preside, in the absence of the President, at all meetings of members including meetings of the Board.

Section 7. The Secretary shall keep Board and Annual Meeting minutes. If business is conducted at a General Membership Meeting the Secretary shall also take minutes. After the President's approval, the minutes shall be emailed by the Secretary to Board members no later than one week prior to the next Board meeting. The Secretary shall process and handle all correspondence of the Society including interactions with other organizations, acknowledgment of gifts and services, and such other correspondence as may be directed by the President of the Society.

Section 8. The Treasurer shall maintain the Society's financial records and be custodian of the Society's funds. He shall be responsible for the Society's official seal and logo, and all official corporate documents. He shall be a member, but not chairman of the Finance Committee, and shall administer both records and funds in accordance with Finance Committee and Board policy. He shall supervise the preparation and operation of the Society's annual budget. He shall submit written records to the Board at its duly scheduled meetings in such detail as the Board may specify, oral reports in general terms to the Society's members at General Membership Meetings, an annual

financial statement, that has been reviewed by the financial committee, at the end of the fiscal year. He shall forward, through the President, a copy of the annual report to NAS.

ARTICLE X EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee of the Board of Directors composed of the President, Treasurer and two elected directors, who shall be appointed by the Board at its first meeting following the Annual Meeting.

Section 2. The Executive Committee shall have the power and authority to act on any business that, in the judgment of the President, requires decisions prior to the next scheduled meeting of the Board. The committee shall meet at the call of the President. A quorum of the Executive Committee shall consist of three (3) members.

Section 3. In the event that any regular or specially called meeting of the Board a quorum is not present, but there is a quorum of the Executive Committee, the President may convene the Executive Committee to act on business at hand. Minutes of any meeting of the Executive Committee shall be presented at the next regular meeting of the Board for information and approval.

ARTICLE XI NOMINATING COMMITTEE

Section 1. The Board of Directors shall annually appoint, not later than three (3) months prior to the year's Annual Meeting, a Nominating Committee of not less than three (3) members. The names of the members of the Nominating Committee shall be made known to the General Membership through the Society's newsletter or other publication, or by mail, or at a regular General Membership Meeting, not later than one (1) month after the Nominating Committee has been constituted. Suggestions for nominations of the following years Officers and Directors shall be actively sought; suggestions may be submitted to the Nominating Committee by any member of the Society.

Section 2. The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms expire as of the upcoming Annual Meeting. Nominees shall be made aware of Officer and Director responsibilities as set forth in current Bylaws. The committee's nominations shall be presented at a General Membership Meeting not later than one (1) month nor earlier than two (2) months prior to the Annual Meeting.

Section 3. Nothing contained herein shall be construed to prevent nominations of Officers and Directors from the floor at the Annual Meeting.

ARTICLE XII OTHER COMMITTEES

Section 1. The President, with the approval of the Board, shall appoint standing committee chairs who may, in turn, select their own committee members with the recommendations and suggestions from the Board if desired. Terms of office shall be for one (1) year or until their successors are

appointed or they are reappointed. Each committee chair, during his tenure, and if requested by the Board, shall submit an oral or written report to the Board. Committee chairs may be removed from their appointments for due cause by a majority vote of 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 given.

MEMBERSHIP COMMITTEE

The Membership Committee shall maintain close contact with the Membership Department of NAS. 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. The Membership Chairman shall maintain the official list of Society members.

PROGRAM COMMITTEE

The Program Committee shall be responsible for planning and overseeing programs at General Membership and Annual Meetings. The committee shall provide lectures, discussions, and such other events as may promote interest in and appreciation of birding, conservation, ecology and natural history.

CONSERVATION COMMITTEE

The Conservation Committee shall focus on local, state and national policies and actions affecting the natural environment and the conservation of natural resources. It shall recommend conservation policies and action to the Board. It shall carry out Board-approved conservation policy and endeavor to coordinate the Society's conservation measures with the policy and activities of AOF and NAS where appropriate. It shall keep AOF and NAS informed of Society concerns and activities when appropriate.

FIELD TRIP COMMITTEE

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

PUBLICITY COMMITTEE

The Publicity Committee shall publicize, through newspapers, internet, radio, TV, and other publicity media as appropriate, the purposes, aims, program and activities of the Society.

NEWSLETTER COMMITTEE

The Newsletter Committee shall publish, at least six (6) times a year, a bulletin or newsletter for the members of the Society and shall prepare other publications helpful to the Society's success. The Newsletter Editor, as appointed by the Board, shall be the Chairman of the Newsletter Committee.

EDUCATION COMMITTEE

The Education Committee shall maintain close contact with the Educational Services Divisions of AOF and NAS. It shall encourage schools and colleges within the Society's region to conduct courses in, or otherwise stress, natural history, ecology and conservation. The Committee shall conduct, or cause to be conducted, workshops in natural science for members and others, and shall cooperate in furthering the educational objectives and programs of the AOF and NAS. It shall actively inform and educate the public about the natural environment.

FINANCE COMMITTEE

The Finance Committee shall recommend to the Board matters of financial policy, plan the annual budget of the Society, assist the Treasurer in the maintenance of appropriate records and the preparation of financial reports, and make recommendations to the Board and carry out plans for obtaining financial support. The Finance Committee shall present to the Board, by the second meeting of the new fiscal year, a proposed budget for the upcoming fiscal year.

ARTICLE XIII CHEC REPRESENTATIVE

The Society is a Corporate Member and co-founder of the Charlotte Harbor Environmental Center (CHEC). As such, the Society is invited by CHEC to appoint a representative to the CHEC Board of Directors. The President, with the approval of the Board, shall appoint each year at the first board meeting a CHEC Representative.

ARTICLE XIV COMMITMENTS

The Society shall not enter into any commitments binding upon NAS or AOF without written authorization by NAS or AOF, nor shall NAS or AOF, without written authorization by the Society, enter into any commitments binding upon the Society.

ARTICLE XV
AMENDMENTS

These bylaws may be amended by majority vote of Directors present in person at any regular or special meeting of the Board duly called pursuant to the provisions of ARTICLE VII, Sections 5 and 6 here-in-above. The notice of such meeting shall include written recitation of the wording of each proposed amendment. ·

ARTICLE XVI.
RULES OF ORDER

In procedural matters not covered by these Bylaws, the current version of Robert's Rules of Order shall govern.

ARTICLE XVII.
CONSTRUCTION

These Bylaws shall be construed under the laws of the State of Florida.