

CONSTITUTION AND BY-LAWS
OF
THE AUDUBON SOCIETY OF OHIO

CONSTITUTION

ARTICLE I – NAME

Section 1. The name of the organization shall be The Audubon Society of Ohio.

ARTICLE II – PURPOSE

Section 1. The purposes and objectives of this Society shall to be to engage in any such educational, scientific, investigative, literary, historical, philanthropic and charitable pursuits as may be part of the stated purpose of the National Audubon Society of which this Society shall function as a chapter.

Section 2. This Society shall make every possible effort to promote public awareness of ecological needs and conservation of all natural resources and, specifically, to give members and their guests the opportunity to participate in walks, trips, and meetings conducted by persons qualified in their fields concerning our natural resources, to make known the dangers that tend to destroy or damage these natural resources, and to encourage actions and activities that can offset these dangers.

Section 3. This Society may acquire by purchase, lease, or otherwise, real property necessary or convenient therefore; constructing, improving, or maintaining buildings thereon; receiving, holding, investing, and disbursing gifts, bequests, and other funds; and doing any and all things necessary or incident thereto.

BY-LAWS

ARTICLE I – MEMBERSHIP

Section 1. Any person interested in the purposes of this Society is eligible for membership.

Section 2. There shall be two classes of membership in the Society (Audubon Society of Ohio) as follows:

- (a) National Members who are members of the National Audubon Society.
- (b) Chapter Members, who have paid current dues in the Audubon Society of Ohio.

Section 3. Each Chapter membership, including individual, family or other types of membership, shall be entitled to one vote on all questions presented at meetings of the Society.

Section 4. Dues of the National Members shall be as determined by the National Audubon Society. Dues of Chapter Members shall be as determined by the Board of Trustees. Membership dues shall be payable at the time of application and shall be effective from the date of acceptance and yearly thereafter. All Chapter Memberships shall expire at the end of the calendar year in which dues are paid, except that dues paid after September 30 shall not expire until the end of the following calendar year.

Section 5. Should renewal of membership dues not be paid within three months after the time they are payable, a member so in default shall be dropped from the rolls.

ARTICLE II – MEETINGS

Section 1. There shall be at least six regular meetings of the general membership each year at such time and place as may be determined by the Board of Trustees.

Section 2. The annual meeting of the Society shall be held in early spring of each year.

Section 3. Special meetings of the Society may be called by the President, or pursuant to a resolution of the Board of Trustees.

Section 4. At least ten (10) days email notice shall be given to each Chapter Member who has provided an email address of all meetings of the Society. Notice in the Society's newsletter shall be considered notice. All such notices shall contain the time and place of such meetings. Notices of special meetings shall also state the purpose for which the meeting is called.

Section 5. A majority of the votes cast by Chapter Members in good standing at a meeting shall be necessary for the passage of any action, unless a greater number is required by these By-Laws.

ARTICLE III – TRUSTEES

Section 1. There shall be a Board of Trustees consisting of at least nine (9) and not more than fifteen (15) members elected by the membership at the annual meeting of the Society. The exact number of Trustees shall be determined by the Board of Trustees. Trustees shall serve for a period of three (3) years and shall continue in office until the close of the meeting at which their successors are chosen. Terms of Trustees shall be staggered so that one-third of the Trustees are elected each year.

Section 2. Trustees shall be nominated by the current members of the Board of Trustees, which will present a slate of nominees at the annual meeting. Additional nominations may be made from the floor. If a nomination is made from the floor and the member so nominated is not present, such member must have agreed in writing to accept the nomination.

Section 3. Except as otherwise required by the law or provided by these by-laws, the Board of Trustees shall have control and management of the Society's activities, determine all policies, and generally supervise the affairs of the Society.

Section 4. The Board of Trustees shall meet as deemed necessary. A majority of the members of the Board of Trustees shall constitute a quorum. A majority of the votes cast at a meeting of the Trustees shall be necessary for the passage of any action.

Section 5. Notice of each meeting of the Board of Trustees shall ordinarily be given to each member ten (10) days prior to each meeting. Shorter notice may be given if an emergency situation requires faster action. All notices shall contain the date, time, and place of such meeting.

Section 6. Any action which the Board may take at a meeting, except for expulsion of a Trustee, may also be taken by email vote, following distribution to all Trustees and after allowing a reasonable time for discussion among the Trustees. A majority of all the current Trustees is required for approval by email.

Section 7. The President shall call each meeting of the Board of Trustees. At the request of the majority of the Board of Trustees, the President shall call a meeting of the Board within thirty (30) days of the request.

Section 8. The Board of Trustees shall have the authority to accept resignations from the Board. In the event of a Trusteeship becoming vacant for any reason, such vacancy shall be filled by appointment of the Board of Trustees, and such appointee shall serve for duration of the term of the individual being replaced.

Section 9. The Board of Trustees may remove any Trustee for good cause, after 30 days notice has been given to the Trustees. A vote of two-thirds of all the current Trustees shall be required to remove a Trustee.

ARTICLE IV – OFFICERS

Section 1. Within thirty days after each annual meeting, the Board of Trustees shall elect from its membership a President, Vice- President, a Secretary, and a Treasurer.

Beginning with the date of adoption of these by-laws, no person may serve as President for more than five consecutive years.

Section 2. The President shall preside at all meetings of the Board of Trustees and at all meetings of the Society. The President shall serve as the executive head of the Society and shall direct and administer the affairs of the Society.

Section 3. The Vice- President shall assist the President in the performance of the duties of the President. In the absence of the President, the Vice-President shall have the authority to perform the duties of the President, which may be required in the absence of the President.

Section 4. The Secretary shall keep a record of all proceedings of the Society and all meetings of the Board of Trustees. The Secretary shall conduct such correspondence as may be required by the President and the Board of Trustees and shall maintain a permanent file, which shall include the Constitution and by-laws of the Society, the minutes of all meetings of the Board of Trustees and of the Society, and all other records of the Society's affairs.

Section 5. The Treasurer shall have custody of the funds and securities of the Society; shall deposit all funds and securities in the name of and to the credit of the Society in

such depositories as may be designated by the Board of Trustees. The Treasurer shall disburse the funds of the Society as may be ordered by the Board of Trustees and shall give a report at all meetings of the Board of Trustees or, whenever required by the Board, of all transactions as Treasurer and of the financial condition of the Society.

Section 6. Each draft and check of the Society for routine expenditures may be signed by the Treasurer. Drafts and checks for other expenditures shall be signed by two officers designated by the Board of Trustees, after authorization by the Board for such expenditures.

ARTICLE V – COMMITTEES

Section 1. The President shall appoint all committees of the Society with the approval of the Board of Trustees and shall be an ex-officio member of all committees.

ARTICLE VI – MISCELLANEOUS

Section 1. Any person becoming a member of this Society shall be deemed to have accepted this Constitution and By-Laws and shall be bound to them as if they had been a member at the time of their adoption.

Section 2. The fiscal year of the Society shall be July 1 through June 30.

Section 3. The Board of Trustees may require that any Trustee or Officer who shall have in his/her possession, or subject to their control, any funds or property of the Society, shall furnish a security bond in an amount as set by the Board, and the premium for such bond shall be paid by the Society.

Section 4. The rules contained in the current edition of Robert's Rules of Order, newly revised, shall govern this Society in all cases in which they are not inconsistent with these by-laws or any special rules of order adopted by this Society.

ARTICLE VII – NON- PROFIT ORGANIZATION

Section 1. This Society is formed and shall be operated as a non-profit organization for the purposes designated in the Constitution and Articles of Incorporation and other similar non-profit purposes.

Section 2. No part of the net earnings of the Society shall ensure to the benefit or be distributable to its members, trustees, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Society. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of the candidate for public office. Notwithstanding any other provisions of the rules of this Society, the Society shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. Upon dissolution of the Society, the Board of Trustees shall, after paying or making provisions for the payments of all the liabilities of the Society, dispose of all the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code or corresponding

section of any future federal tax code, as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Society is then located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VIII – COMMITMENTS

Section 1. This Society shall not enter in to 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 in to any commitments binding upon this Society.

ARTICLE IX – DISCONTINUANCE

Section 1. This Society may terminate its status as a chapter of the National Society, and the National Society may terminate the status of this Society as a chapter of the National Society, pursuant to procedures set forth in the Audubon Chapter Policy adopted by the National Society’s Board of Directors.

ARTICLE X – AMENDMENTS

Section 1. Any amendment to the Constitution and By-Laws may be adopted at any meeting of the membership provided notice of the proposed amendment and the date of such meeting shall have been given the members at least thirty (30) days prior thereto. A vote of two-thirds of the votes cast by Chapter Members in good standing shall be required for approval of such amendments.

Adopted by the Members, October 20, 2014