

# SPERRY-GALLIGAR AUDUBON SOCIETY CONSTITUTION

## ARTICLE I: NAME

This organization shall be known as the Sperry-Galligar Audubon Society (hereinafter referred to as the Society or the Chapter).

## 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 that conform to the provisions of Section 501(c) (3) of the Internal Revenue Code and as may be part of the stated purpose of the National Audubon Society, Inc., of which this Society shall function as a Chapter.

**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 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 private shareholder or individual. Upon the dissolution of this Society, 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 such corporation or corporations, association or associations, fund or funds, or foundation or foundations as the Board of Directors may designate, subject to the order of a Court as provided by law; provided that the entity or entities designated have objectives and purposes similar to this Society and that none of the Society's assets shall be donated to any entity other than one organized and operated exclusively for charitable purposes as presently set forth in Section 501(c) (3) of the Internal Revenue Code. If no qualified entity is designated or if assets remain after donations, the balance shall be donated to the National Audubon Society, if they are willing and able to accept said donation.

**Section 3.** No substantial part of the Society's activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Society participate in, or otherwise intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

# SPERRY-GALLIGAR AUDUBON SOCIETY BYLAWS

[Revised and adopted October 30, 2014.]

## ARTICLE I: MEMBERSHIP

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

**Section 2.** Membership in the Chapter may be obtained by joining either the local Society or the National Audubon Society.

**Section 3.** National members associated with our local Chapter by virtue of their geographical location shall enjoy all the rights and privileges pertaining to the members of this Society.

**Section 4.** Annual dues for Chapter membership shall be as established by the Board of Directors. Family memberships shall be available and shall afford membership to all members of a household residing at a single address. Voting privileges shall be extended to members 18 years of age or older.

**Section 5.** Initial local membership dues shall be payable at the time of application and may be pro-rated for a partial year. Membership shall become effective immediately and shall continue in good standing through the following August 31st. Annual membership renewal dues shall be payable at the September Regular meeting.

**Section 6.** Should membership renewal dues not be received within six (6) months after the time they are payable, a member so in default shall lose good standing and, consequentially, the rights and privileges of membership.

## ARTICLE II: MEETINGS

**Section 1.** Regular meetings of the Society shall normally be held on the last Thursday of each month from September through May. An exception is the November meeting which shall be postponed one week until the first Thursday in December, and no December meeting shall be held. These meetings and dates may be altered by the Board.

**Section 2.** Regular meetings of the Society shall be open to all members and to the general public.

**Section 3.** Members in attendance shall constitute a quorum for the transaction of business at any duly called Regular or Special meeting.

**Section 4.** Special meetings may be called by the President, or pursuant to a resolution of the Board of Directors. Ten (10) days' notice of any such Special meeting, stating the objectives thereof, shall be sent to all members who are reachable by e-mail or other electronic communication.

## ARTICLE III: BOARD OF DIRECTORS

**Section 1.** The control and conduct of business of this Society shall be vested in its Board of Directors (hereinafter referred to as the Board), which shall determine policies of this Society.

**Section 2.** The elected officers shall make up the Executive Committee of the Board of Directors.

**Section 3.** The Board shall consist of the Executive Committee, the Chairpersons of all Standing Committees, and Board Members at Large.

**Section 4.** The Board may at any time elect one or more Members at Large. Terms of office for Board Members at Large shall extend through the term of the Executive Committee.

**Section 5.** Meetings of the Board shall be held at least six (6) times each year on dates to be designated by the Executive Committee.

**Section 6.** The Annual Planning Meeting of the Society shall be held in August on a date determined by the Executive Committee.

**Section 7.** Special meetings of the Board may be called by the President or upon request of a majority of the Board.

**Section 8.** Meetings of the Board shall be open to all members of the Society.

**Section 9.** A majority of the Board shall constitute a quorum at any Board meeting.

**Section 10.** Business requiring a timely response may be conducted outside of Board meetings provided that: (a) action is initiated by the President, or, if unavailable, the Vice-President, (b) notification of all members of the Board of Directors is attempted with email or other electronic communication, or by phone, (c) a majority of all members of the Board vote affirmatively on any action.

#### **ARTICLE IV: OFFICERS**

**Section 1.** The elected officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer. All officers shall serve for a one (1) year term, and may succeed themselves subject to a majority vote of the members. Terms of office shall begin at the adjournment of the May meeting.

**Section 2.** A vacancy in any elected office other than President shall be filled by the majority vote of the Board of Directors. This new officer shall hold office until the next May meeting, at which time the vacancy shall be filled in the regular manner. In the case of a vacancy in the office of the President, the Vice-President shall immediately succeed to the office of President.

**Section 3.** The President shall be the President of this Society, the Chairperson of the Board of Directors, and an ex-officio member of all committees and shall perform all other duties associated with the office of President, subject to instructions of the Board.

**Section 4.** The Vice-President shall assist the President in the carrying out of the President's duties and shall preside at all meetings in the absence of the President. The Vice-President shall be designated by the President to head one of the Standing Committees.

**Section 5.** The Secretary shall keep a record of all proceedings of the Board and of all Regular meetings of this Society and shall deliver these records to the Board and to the Publications Chairperson.

**Section 6.** The Treasurer shall have custody of this Society's funds. The duties of the Treasurer shall be as follows: (a) to disburse the funds of the Society as may be ordered by the Board of

Directors; (b) to report to the Board at their meetings or as requested; and (c) to prepare an annual report of the financial condition of the Society for distribution to the Board at the Annual Planning Meeting. At any time, the financial books, records, and annual report may be audited by the Executive Committee at their discretion. The Treasurer may serve as Chairperson of the Finance Committee.

**Section 7.** Checks and drafts of the Society may require the signatures of the Treasurer and President. In the absence of the President, the Vice-President may sign. The President may designate that a portion of the Society's funds be made accessible with the sole signature of the Treasurer. Items in an annual budget previously approved by the Board may require only the signature of the Treasurer.

#### **ARTICLE V: NOMINATION OF OFFICERS**

**Section 1.** At the March meeting the Board of Directors shall determine a slate of candidates for the offices of President, Vice-President, Secretary, and Treasurer. Any member of the Society may submit nominations for officers.

**Section 2.** The slate of nominees shall be presented to the membership at the Regular April meeting.

**Section 3.** Nothing herein contained shall prevent nominations of officers from the floor at the time of the meeting at which elections are held.

#### **ARTICLE VI: ELECTIONS**

**Section 1.** The election of officers shall take place at the Regular April meeting. The officers shall assume their duties following the adjournment of the May meeting.

**Section 2.** The slate of officers may be elected by a voice vote of the membership if there is a single candidate for each office. If there is more than one candidate for any office, the election to such office shall require a majority count of votes cast by Society members.

#### **ARTICLE VII: COMMITTEES**

**Section 1.** The President, with the approval of the Executive Committee, shall appoint Chairpersons of the Standing Committees who, in turn, may select their own committee members with possible recommendations and suggestions from the Executive Committee. Terms of office for Chairpersons shall be for one (1) year or until their successors are appointed. Standing Committees may include as many members as necessary to carry out the objectives of the Society.

**Section 2.** The President, with the approval of the Executive Committee, may appoint Special or Task Force Committees whose terms of office shall be determined by the length of the assignment to be done.

**Section 3.** Standing Committees of the Society may be as follows, and other such Committees as become necessary to carry out the functions of the Society:

***Membership Committee***

The President shall appoint a Membership Chairperson. The duty of the Membership Committee shall be to cooperate with the Membership Department of the National Audubon Society by such measures as obtaining lists of names and addresses of current and potential members residing within the allotted territory of this Society. The committee shall be authorized to conduct membership campaigns and to attempt to obtain the continuing membership of those who have become delinquent in the payment of their dues. It shall be the duty of the Membership Chairperson to determine membership standing of individuals wishing to exercise member privileges such as voting and receiving the newsletter.

***Program Committee***

The President shall appoint a Program Chairperson. The duty of the Program Committee shall be to make all plans and arrangements for the Regular meetings of the Society, and it shall promote interest in and appreciation of the objectives and purposes of this Society through lectures, discussions, exhibits, publications, and meetings.

***Field Trip Committee***

The President shall appoint a Field Trip Chairperson. The duty of the Field Trip Committee shall be to plan, organize, and arrange for the proper conduct of field trips that may be participated in not only by the members of the Society, but also by non-members and friends. A list of birds from each field trip shall be maintained and a copy given to the Conservation & Development Chairperson.

***Publicity Committee***

The President shall appoint a Publicity Chairperson. The duty of the Publicity Committee shall be to publicize through newspaper, radio, television, Internet, posters, and other publicity media, the purposes and programs of this Chapter and to keep a record of published publicity.

***Education Committee***

The President shall appoint an Education Chairperson. The duty of the Education Committee shall be to further the Educational Services of the National Audubon Society; to encourage the schools and colleges of the community to conduct courses in or otherwise stress natural history, ecology, and conservation; to conduct lectures and/or workshops in natural science for members and friends; to encourage schools or youth groups to use the Audubon Study Programs and other Audubon Aids in Natural Science; and through other means to inform and educate the public about the natural environment.

***Conservation & Development Committee***

The President shall appoint a Conservation and Development Chairperson. The duty of the Conservation and Development Committee shall be to recommend to the Board of Directors projects to be accomplished by this Society, to include, but not be limited to, constructing habitat sites and compiling data from bird counts and field trips. The Conservation and Development Committee shall stay informed about any laws or legislation that may impact the environment in Kansas, or any region, and report to the members and Board of Directors.

***Publications Committee***

The President shall appoint a Publications Chairperson. The duty of the Publications Committee shall be to publish a newsletter for the members of the local Society and to prepare any other publications helpful to the on-going program of the Chapter.

***Finance Committee***

The President shall appoint a Finance Chairperson (which may be the Treasurer). The duty of the Finance Committee shall be to plan the annual budget of the Chapter, to assist the Treasurer in the preparation of financial reports, and to make recommendations and carry out plans for obtaining financial support for the Society.

**ARTICLE VIII: COMMITMENTS**

This Society, or its Board of Directors, shall not enter into any commitments binding on the National Audubon Society without written authorization from the latter. In like manner, the National Audubon Society shall make no commitments binding on this Society without its consent in writing.

**ARTICLE IX: DISCONTINUANCE**

This Society reserves the right to terminate its Chapter status on six (6) months' notice, given in writing to the National Audubon Society, in which case all allocation of dues by the National Audubon Society to this Chapter shall cease on expiration of the six (6) months' period. This Society recognizes the right of the National Audubon Society to terminate the Chapter relationship on six (6) months' notice, given in writing by it to this Society, in which case the members of this Society shall continue as members thereof for the balance of the term for which dues have been paid.

**ARTICLE X: PARLIAMENTARY AUTHORITY**

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

**ARTICLE XI: AMENDMENTS**

The Constitution and Bylaws may be amended by a majority vote of members present at any Regular meeting or at any Special meeting thereof, provided that notice of such amendments shall have been communicated to all members of the Society by e-mail or other electronic method at least fifteen (15) days before the said meeting.