

# **Citrus County Audubon Society Constitution**

## **Article I: Name**

This organization shall be called Citrus County Audubon Society, hereinafter referred to as the "Society".

## **Article II: Purpose**

- Section 1. The purpose and objectives of the 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, and/or the purpose and objectives of National Audubon Society, Inc., hereinafter 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.
- 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 or dividends to the members thereof, or to any private shareholder or individual. The property, assets, and net gains of this Society are irrevocably dedicated to the charitable purposes, and no part of the property, assets, profits, or net income of this Society shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private shareholder or individual.
- Section 3. Upon the dissolution, or upon abandonment, the assets of this Society remaining after the payment of, or provision for, all debts and liabilities of this Society, shall be donated to the National Society or its successor, if unwilling or unable to accept such donation, to such corporation(s), association(s), fund(s), or foundation(s) 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 50 (c) (3) of the Internal Revenue Code.

# **Citrus County Audubon Society By-Laws**

## **Article I: Membership**

- Section 1. Any person interested in the purposes and objectives of this Society is eligible to apply for membership.
- Section 2. Chapter membership shall be as maintained by the Society.
- a. The dues shall be as established by the Society, with renewals due on or before the October General Meeting.

- b. All dues-paying Society members shall enjoy the rights and privileges as established by the Society including the right to vote at meetings.
- c. The membership records maintained by the Society shall be synchronized with the monthly revision reports issued by the National Society.

## **Article II: Meetings**

- Section 1. General Meetings of the membership for the September through April season shall be held beginning no later than October and not fewer than six times per season.
- Section 2. The Annual Meeting of members shall be held during the final General Meeting of the season.
- Section 3. Special meetings of general membership for specific purposes may be called by the President, pursuant to a resolution of the Board of Directors, or by petition of not less than one-tenth of all members.
- Section 4. Notice of all General Meetings or special meetings, at which Society business is to be transacted, shall be given not less than five days prior to the meeting. The notices may be sent via e-mail, US mail, phone or direct communication.
- Section 5. A quorum at any General Meeting at which Society business is to be conducted shall be constituted by the lesser of either one-tenth of all members or 20 members, present.

## **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 shall include no fewer than five elected Directors and, ex-officio, with full voting rights, the four elected officers of the Society.
- Section 2. The Directors shall be elected for a term of two years by a plurality of the Society members present at the Annual Meeting and shall assume duties on July 1.
- Section 3. No individual shall serve for more than three consecutive terms as a member of the Board, except in the case that individual is elected an officer, and as such may serve an additional two terms as set forth in Article IV, section 2.
- Section 4. If for any reason, vacancies exist whereby the Board has not a full complement of Directors, the Board may proceed to appoint a Director(s) to fill such vacancies and the Director(s) so appointed shall serve until the next July 1. When for such purpose, a Director has been appointed for less than a full term, such part term shall be disregarded with respect to his or her qualifications for election for additional consecutive terms as set forth in Section 3 above.
- Section 5. There shall be at least four meetings of the Board of Directors in any one year.

- Section 6. Special meetings of the Board may be called by the President, or by the Secretary upon request of a majority of the Board. If possible notice of said meetings may be given in person, by phone, e-mail or U.S. mail, not less than four days prior to the meeting date.
- Section 7. Five Board members shall constitute a quorum at any meeting of the Board of Directors.
- Section 8. The President, or in his or her absence, the Vice President, shall act as chairman of any meeting of the Board. In the absence of the President and the Vice President, the Board shall designate any other Board member to act as chairperson.

#### **Article IV: Officers**

- Section 1. The officers of the Society shall be a President, a Vice President, a Secretary and a Treasurer.
- Section 2. The officers shall hold office for two year terms, not to succeed themselves more than once. The exception would be a willing treasurer who could serve longer than two terms if approved to do so by the Board of Directors.
- Section 3. The officers shall be elected to their respective terms by a plurality of the voting members present at the Annual Meeting and shall assume duties on July 1.
- Section 4. If for any reason an office shall become vacant, the Board will appoint an individual to fill the vacancy, and the new Officer shall serve until the next July 1. When an Officer has been appointed for less than a full term, such part term shall be disregarded with respect to his or her qualifications for election for a full term, as set forth in Section 2 above.
- Section 5. The President shall direct and administer the affairs of the Society as its executive head, and shall supervise all phases of its activities, subject to instructions by the Board. He or she shall also be an ex-officio member of all committees, and shall preside at all meetings. The President will also be expected to file required end-of-year reports to the National Society.
- Section 6. The most recently retired president may sit on the Board in the capacity of a consultant for the two year term following his/her term's end.
- Section 7. The Vice President shall, in the absence or inability of the President, preside and perform the duties of the President.
- Section 8. The Secretary shall keep a record of the minutes of all proceedings of the Society's Board of Director's meetings and General Meetings, and send appropriate social correspondence to members and any other persons involved with the operations of the Society.
- Section 9. The Treasurer shall have custody of the Society's funds and shall disburse such funds as may be ordered by the Board. He/she shall report to the Board of

Directors at its meetings, or as requested. He/she shall prepare an annual report for the Board of Directors on the financial condition of the Society, and file reports to the National Society and the State of Florida as required.

- a. A biennial audit shall be made by a committee of two appointed by the President, with the report made to the membership at the Annual Meeting. All checks and drafts of the Society may be signed by the Treasurer, the President, or the Vice President. These three signatures should be kept current on signature cards at the Society's bank.

## **Article V: Nominating Committee**

Section 1. The Board of Directors shall as needed, appoint and announce, not later than two months prior to the Annual Meeting, a Nominating Committee, to consist of at least three (3) members. Suggestions for nominations of officers and directors may be submitted to the Nominating Committee by any member of the Society.

- a. The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms shall expire at the next Annual Meeting. The Committee's report shall be presented to the membership one month prior to the Annual Meeting.
- b. At the General Meeting one month prior to the Annual meeting nominations shall be allowed from the members present on the floor.
- c. Nothing contained herein shall be construed to prevent nominations of either Officers or Directors from the floor at the Annual Meeting.

## **Article VI: Special Coordinators**

Section 1. The President, with the approval of the Board of Directors, shall appoint Special Coordinators to carry out specific tasks and necessary functions of the Society. Special Coordinators may select their own assistants from Society members with recommendations and suggestions from the Board. In the absence of a particular Coordinator, the President will perform the function.

Section 2. The President, upon the approval of the Board of Directors, may appoint a Special Task Force Coordinator whose term of office shall be determined by the length of the assignment to be done.

Section 3. The Standing **Coordinators** may be as follows:

The **Conservation Coordinator** shall keep the membership informed on local, state, and national government policies and actions affecting the natural environment and the conservation of natural resources.

The **Education Coordinator** shall endeavor to arouse interest in nature and conservation and shall be available to assist school officials with any project concerning nature and environmental matters.

The **Field Trip Coordinator** shall plan, organize, and arrange field trips.

The **Membership Coordinator** shall maintain close contact with the Membership Department of the National Society and the Society Treasurer. It shall keep the Society's membership records, and it shall endeavor to enroll new members.

The **Program Coordinator** shall make plans and arrangements for the featured program at General Meetings.

The **Publicity Coordinator** shall publicize in a timely manner, through the internet, newspapers, radio, TV, and other community conservation groups, the purposes, aims and programs of this Society.

## **Article VII: Chapter Policy**

The relationship between this Society and the National Society shall be governed by the Chapter Policy.

## **Article VIII: Amendments**

Section 1. This Constitution and Bylaws may be amended by a majority vote of the members present at any General Meeting or Special Meeting of the members. This Constitution and By-Laws shall be reviewed and if necessary, changed or amended, by an Ad Hoc Committee appointed by the President at least every six years.

## **Article IX: Construction**

This Constitution and By-Laws document shall be construed under the laws of the State of Florida.

## **Article X: Parliamentary Authority**

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

Amended on \_\_11/17/2010\_\_