

**Revised Constitution and Bylaws, replacing those approved October 11, 2012, voted on and adopted by members, October 08, 2015**

## **FORT COLLINS AUDUBON SOCIETY CONSTITUTION**

### **ARTICLE I: NAME**

This organization shall be known as the Fort Collins Audubon Society, hereinafter referred to as the "Society."

### **ARTICLE II: PURPOSE**

Section 1. The purpose and objectives of this Society shall be to engage in any such educational, scientific, 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 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, 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 director, officer, or member thereof, or to the benefit of any private shareholder or individual. Upon the dissolution, or upon abandonment, the assets of this of this Society remaining after payment of or provision for all debts and liabilities of this Society, shall be donated to the National Audubon Society, Inc. or its successor, or, if unwilling or unable to accept said donation, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objects and purposes as this Society, as the Board of Directors of this 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 charitable purposes as presently set forth in Section 501(c)(3) of the Internal Revenue Code.

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

# **FORT COLLINS AUDUBON SOCIETY**

## **BYLAWS**

### **ARTICLE I: MEMBERSHIP**

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

Section 2. Persons shall be admitted to membership in this Society by either (a) membership in the National Audubon Society with assignment to this Chapter, ~~or~~ (b) payment to this Society of an annual newsletter subscription fee, or (c) both. Membership in this Society shall not require membership in the National Audubon Society.

Section 3. National Audubon Society membership dues shall be established by the National Audubon Society. This Society's Board of Directors shall establish an annual newsletter subscription fee.

Section 4. All members of this Society shall enjoy equal rights and voting privileges in Society business, in accordance with these Bylaws.

Section 5. Removal from this Society's Rolls.

A. A member who has paid dues only to the National Audubon Society shall be removed from this Society's rolls if their name no longer appears on the monthly NAS membership report.

B. A member who has not paid their annual newsletter subscription fee within six months of the annual renewal date shall be removed from the newsletter distribution list.

Section 6. National Audubon Society members shall be carried on the membership rolls of this Society. They shall receive an initial copy of the Society's newsletter, inviting them to take out a Chapter newsletter subscription at the current annual rate. Otherwise they receive no chapter benefits other than as so deemed by the Society's Board of Directors.

### **ARTICLE II: MEETINGS**

Section 1. Regular meetings of members shall be held on the second Thursday of each month from September until May inclusive, or as determined by a vote of the Board.

Section 2. The annual meeting of the Society shall be held on the second Thursday of January each year, or as determined by the Board.

Section 3. Special meetings of members may be called by the President, or pursuant to resolution of the Board, or by petition of not less than twenty members entitled to vote.

Section 4. Notice of the annual meeting, special meetings, and regular meetings at which elections are to be held or budgets are to be approved shall be issued not less than thirty days nor more than fifty days before the date of such meetings. Such notice is given when deposited in the United States mail, with postage thereon prepaid, and directed to the member at his address as it appears on the record of members, or at such other address as he may request in writing to the Secretary of this Society, or by electronic means. Notice of such meetings may be published in the Society's newsletter or other regular publication, provided such publication is mailed according to the provisions stated hereinabove.

Section 5. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.

Section 6. Twenty voting members shall constitute a quorum at any meeting of members of the Society at which Society business is to be conducted. The members may be present in person or by proxy.

### **ARTICLE III: BOARD OF DIRECTORS**

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

Section 2. The Board shall include: (a) the elected officers, (b) not more than six Directors at Large, elected by the members for terms of one year, (c) appointed Chairs of Standing Committees, (d) appointed Chairs of Special Committees at the discretion of the Board, and (e) the immediate Past-President if s/he does not already hold one of the positions in (a) through (d) above.

Section 3. There shall be no limit to the number of consecutive years an individual may serve as a member of the Board.

Section 4. Regular meetings of the Board shall be held as called by the President.

Section 5. A quorum for meetings of the Board shall include at least two elected officers, one of which is the President or the Vice-President, and at least three other Board members.

Section 6. Special meetings of the Board may be called by the President, or upon the request of the majority of the members of the Board.

Section 7. The Board may conduct some of its business, other than the generation or modification of policies, by email or telephone.

### **ARTICLE IV: POLICIES OF THE SOCIETY**

Section 1. The term, "Policies," is intended to include, but not be limited to, the Constitution and Bylaws of the Society, general policies adopted by the Society, position statements adopted by the Board, and procedures of the Society and its committees.

Section 2. Policies of the Society shall be maintained electronically by the Secretary.

Section 3. Policies of the Society shall identify those persons who are authorized to represent the Society and define the latitude within which they may act.

## **ARTICLE V: OFFICERS**

Section 1. The elected officers of the Society shall be a President, a President-Elect, a Vice-President, a Treasurer, and a Recording Secretary.

The President shall hold office for a two-year term. All other officers shall serve one-year terms.

Section 2. A vacancy in the office of the President or in any other office shall be filled by the majority vote of the Board of Directors, to hold office until the next annual meeting at which time the vacancy shall be filled in the regular way. In the case of a vacancy in the office of President occurring during the term of the President-Elect, the latter shall immediately succeed to the office of President.

Section 3. The President shall be the President of the Society, Chairman 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.

Section 4. At the close of the first year of any Presidency, a President-Elect shall be elected by the members to serve on the Board of Directors in the year prior to becoming President. The same individual may simultaneously hold the office of Vice-President and President-Elect. The President-Elect, during his/her year on the Board, shall be assigned special duties helpful to the President and/or the Board of Directors.

Section 5. The Vice-President shall assist the President in the carrying out of his/her duties and shall preside at all meetings in the absence of the President. The Vice-President may chair one or more committees during his/her term.

Section 6. The Treasurer shall: (a) have custody of the Society's funds; (b) disburse funds as may be directed by the Board; (c) give a financial report to the Board of Directors at their regular meetings, or as requested; and (d) prepare an annual report on the financial condition of the Society for distribution to the members at the annual meeting of the members, and a copy of which shall be forwarded to the National Audubon Society. The Treasurer may serve as Chairman of the Finance Committee.

Section 7. The Recording Secretary shall keep a record of all proceedings of the Board and the Society, and shall prepare condensed versions of the Board and Society meetings for publication in the Society's newsletter. The Recording Secretary shall also keep in the Society's records all reports provided by the Executive Committee (See ARTICLE VII.)

Section 8. The Treasurer, President, and Vice President are authorized to sign checks and drafts of the Society.

## ARTICLE VI: COMMITTEES

Section 1. The President, with the approval of the Board of Directors, shall appoint Chairs of Standing Committees who, in turn, may select their own committee members with recommendations and suggestions from the Board. Terms of office shall be for one year, or until their successors are appointed.

Section 2. The President, with the approval of the Board of Directors, may appoint ad hoc Committees whose terms of office will be determined by the length of the assignment to be carried out.

Section 3. Each Standing Committee Chair is to submit an annual budget to the Chair of the Finance Committee by the time of the October board meeting, for incorporation into a budget that will be presented at the November board meeting, and voted upon during the December board meeting.

Section 4. Standing Committees of the Society will be as follows, together with other such committees as become necessary to carry out the functions of the Society:

- A. Conservation Committee: The President shall appoint a Conservation Committee Chair. It shall be the duty of this person's committee to keep informed on local, state, and national governmental policies and actions affecting the natural environment and conservation of natural resources, to advise the Board of Directors, and to carry out the policies of the Society. It shall be the duty of this committee to endeavor to coordinate its actions with the policies and activities of the National Audubon Society insofar as conservation measures and policies of national scope are concerned, and to keep the National Audubon Society informed of such actions.
- B. Membership Committee: The President shall appoint a Membership Committee Chair. It shall be the duty of this person's committee to cooperate with the Membership Department of the National Audubon Society by such measures as obtaining lists of names and addresses of members residing within the allotted territory of this Society. It shall also be the duty of this committee to conduct membership campaigns and to attempt to obtain new members and the continuing membership of those who have become delinquent in the payment of their dues.
- C. Education Committee: The President shall appoint an Education Committee Chair. It shall be the duty of this person's committee: (a) to further the educational services of the Society and the National Audubon Society; (b) to encourage schools and colleges of the community to conduct courses in or which otherwise stress natural history, ecology, and conservation; (c) to conduct lectures and/or workshops in natural science for members and friends; (d) to encourage schools or youth groups to use the Audubon Study Programs and other Audubon Aids in Natural Science; and (e) through other means to inform and educate the public about the natural environment.
- D. Finance Committee: The President shall appoint a Finance Committee Chair. It shall be the duty of this person's committee to: (a) plan the annual budget of the Society, for circulation with the December Newsletter and approval at the January Annual Meeting; (b) to assist the Treasurer in the preparation of the financial reports; and (c) to make recommendations and carry out plans for obtaining financial support of the Society.

- E. Program Committee: The President shall appoint a Program Committee Chair. It shall be the duty of this person's committee to make all plans and arrangements for the regular meetings of the Society and to promote interest and appreciation through lectures, discussions, exhibits, publications and meetings.
- F. Field Trip Committee: The President shall appoint a Field Trip Committee Chair. It shall be the duty of this person's committee to organize field trips which are for the benefit and enjoyment not only of members of the Society but also of non-members and friends.
- G. Publications Committee: The President shall appoint a Publications Committee Chair. It shall be the duty of this person's committee to publish a bulletin or newsletter for the members of the local Society, and to prepare any other publications helpful to the ongoing programs of the local Chapter.
- H. Public Relations Committee: The President shall appoint a Public Relations Committee Chair. It shall be the duty of this person's committee to publicize the purposes and programs of the society and develop community relationships.
- I. Hospitality Committee: The President shall appoint a Hospitality Committee Chair. It shall be the duty of this person's committee to plan and conduct such social gatherings of the members or to provide the social aspects of regular meetings, such as refreshments, as may seem desirable to the Board of Directors.

## **ARTICLE VII: EXECUTIVE COMMITTEE**

Section 1. The Society shall have an Executive Committee that shall have the authority to act on behalf of the Society and in accordance with its Policies. The Executive Committee may act for the Society on those occasions when a response by the Society or its authorized representatives is necessary or desired before a meeting of the Board can be convened.

Section 2. The Executive Committee shall include the following Officers and Committee Chairs: the President, the Vice-President, the Conservation Chair, the Membership Chair, the Education Chair, and the President-Elect (if other than the Vice-President.)

Section 3. A quorum of the Executive Committee shall be a majority of its members, and shall include either the President or Vice-President. The Executive Committee is empowered to make decisions that agree with existing Society policies. Such decisions must have the approval of a majority of the Executive Committee, including the approval of the President or the Vice-President.

Section 4. The Executive Committee may conduct its business in person, by telephone, or electronically, to include email and fax.

Section 5. The Executive Committee shall keep the full Board apprised of its activities. A report of each Executive Committee decision shall be generated by the presiding officer (President or Vice-President) and distributed to all Board members.

## **ARTICLE VIII: NOMINATING COMMITTEE**

**Section 1.** The Board of Directors annually shall appoint, prior to the October member meeting, a Nominating Committee, consisting of not less than three members. The names of the members of the Nominating Committee shall be made known to the membership of the Society. Any member of the Society may suggest nominations for officers and directors to the Committee.

**Section 2.** The Nominating Committee shall nominate candidates for officers and directors to succeed those whose terms expire. It shall also assist the President or President-Elect in identification of members to be appointed as Committee Chairs. Its slate of candidates shall be published in the December newsletter and shall also be presented to the membership at the regular meeting of the Society in December, one month prior to the January Annual Meeting at which elections are conducted.

**Section 3.** Nothing contained herein shall prevent nominations of officers and directors from the floor at the time of the meeting during which the elections are held (i.e. the January Annual Meeting).

## **ARTICLE IX: ELECTIONS**

**Section 1.** Election of officers and directors shall take place at the Annual Meeting in January. The new officers and directors will be installed at the Annual meeting.

**Section 2.** Officers and directors presented by the Nominating Committee shall be elected by a voice vote of the voting members present at the Annual Meeting. If nominations from the floor have been made for any office or Board position following submission of the report of the Nominating Committee, voting for that office or Board position shall be by written ballot.

## **ARTICLE X: COMMITMENTS**

This Society shall not enter into 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 into any commitments binding upon this Society.

## **ARTICLE XI: DISCONTINUANCE**

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 2001 Audubon Chapter Policy adopted by the National Society's Board of Directors on December 8, 2001.

## **ARTICLE XII: PARLIAMENTARY AUTHORITY**

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

### **ARTICLE XIII: AMENDMENTS**

The Constitution and Bylaws may be amended by a two-thirds majority vote of voting members in good standing present at any regular meeting, or at any special meeting of the Society which is called in the approved manner, provided a quorum of twenty members is present, or represented by proxy, and provided further that notice of such amendments shall have been provided to each member of the Society at his/her last known address not less than thirty and not more than fifty days before the date of the meeting. Identification of the intended amendments, published in the newsletter, shall constitute such “notice of amendment,” provided that complete texts of the revised Constitution and Bylaws will be available to members upon request.

#### **REVISION HISTORY**

New	May 16, 1978
Revision A	December 9, 1982
Revision B	January 13, 2000
Revision C	May 9, 2002
Revision D	January 13, 2005
Revision E	November 8, 2006
Revision F	October 11, 2012
Revision G	October 8, 2015