

**Revised Constitution and Bylaws, replacing those approved October 08, 2015, voted on and adopted by members, November 12, 2020**

## **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 Society remaining after payment of or provision for all debts and liabilities of this Society, shall be donated to the active Audubon chapters within the State of Colorado organized under the National Audubon Society, or in a council of such chapters having similar objectives and purposes as this Society, 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, (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 or sent electronically 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 written 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, and (d) the immediate Past-President if s/he does not already hold one of the positions in (a) through (c) above. All such persons shall have one vote each during board meetings.

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

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 its business in person, or by email, telephone, or electronic means.

Section 8. All board members will keep an annual record of their volunteer hours, travel mileage and out-of-pocket expenses that benefit the Society as may be included in the Society's annual report to the national organization.

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

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

Section 2. Records of the Society shall be archived in electronic format.

Section 3. Records 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 Secretary.

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

**Section 2.** A vacancy in any elected position (Officers and Directors-at-Large) shall be filled by a 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.

**Section 3.** The President shall be the President of the Society, Chairman of the Board of Directors, 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 may 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 offices of Vice-President and President-Elect. The President-Elect, during his/her year on the Board, shall be assigned specific 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; and (c) provide a financial report to the Board of Directors at their regular meetings, or as requested.

**Section 7.** The Secretary shall prepare a record of all proceedings of the Board and the Society.

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

## **ARTICLE VI: DIRECTORS-AT-LARGE**

The duties of Directors-at-Large are, at a minimum, to attend board meetings and to learn how the Board and the Society function. They may, depending upon their experience with the board and their willingness, volunteer to take on or be assigned additional duties. Directors-at-Large may advance to other positions, such as elected officers or appointed committee chairs.

## **ARTICLE VII: 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 and/or accept 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 as become necessary to carry out the functions of the Society. Their 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 estimated committee expenses for the following year to the Chair of the Finance Committee prior to the October board meeting, for incorporation into a draft budget that will be reviewed at the November board meeting, and printed in the December issue of the Ptarmigan.

Section 4. In the case of a vacancy in the position of any appointed standing or ad hoc committee chair the President may appoint a replacement at any time prior to, or at, an Annual Meeting.

Section 5. All committees, as is appropriate, shall keep an accurate annual record of their activities and the number of persons served.

Section 6. It shall be the responsibility of each committee chair to provide a committee report, if appropriate, to the Board prior to or at each monthly Board meeting.

Section 7. Standing Committees of the Society will be as follows:

- 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 both the National Audubon Society and a council of the Colorado Audubon chapters insofar as conservation measures and policies of national and state scope are concerned, and to keep both organizations informed of such actions as may be appropriate.
- 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 to obtain lists of names and addresses of national 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 in 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) assist the Treasurer in the preparation of financial reports to the Board; (c) invest a portion of the chapter's funds, with prior Board approval, in financial instruments, and, (d) make recommendations and carry out plans for obtaining financial support for 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. It shall also be the duty of the Program Committee to publicize upcoming programs of the society with flyers and public service announcements.
- 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 special bulletins or newsletters for the members of the local Society, be responsible for the distribution of printed materials to members at program meetings, and resupply printed materials at kiosks for which FCAS has responsibility.
- 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 be deemed desirable by the Board of Directors.

### **ARTICLE VIII: 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 timely response by the Society or its authorized representatives is necessary before a meeting of the Board can be convened.

Section 2. The Executive Committee shall include the following Officers and Committee Chairs: the President, Vice-President, Conservation Chair, Membership Chair, 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, or by email, telephone, or electronic means.

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 IX: NOMINATIONS COMMITTEE**

Section 1. The Board of Directors annually shall appoint, prior to the October member meeting, an Ad Hoc Nominations Committee, consisting of not less than three Society members. One such member shall be identified as the Chair of the Nominations Committee. The names of the Nominations Committee members shall be made known to the membership of the Society no later than the October member meeting. Any member of the Society may suggest nominees for officers and directors to the Committee.

Section 2. The Nominations Committee shall nominate candidates for officer and director positions. It shall also assist the President in identifying members to be appointed as Committee Chairs. The Committee's 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 X: ELECTIONS**

Section 1. Election of officers and directors shall take place at the Annual January Meeting. The Chair of the Nominations Committee shall conduct the election process.

Section 2. Candidates for the Officers and Directors positions presented by the Nominations Committee shall be elected by a hand vote of the voting members present. Opportunity will be provided for nominations from the floor to be made. If nominations from the floor result in there being two or more candidates for any elected position(s) there shall be an election using paper ballots for such contested position(s), administered by the members of the Nominating Committee. If there is only one name listed for each elected position the Chair of the Nominations Committee shall ask for a show of hands of those in favor of electing those listed on the ballot. If it is uncertain if the number of hands represents a majority of the voting members present then a count of hands will be made of those voting in favor of, and of those voting against, the names on the ballot. In the absence of the ability to meet in person, the election can be conducted through comparable electronic means.

Section 3. The new Officers and Directors will take office at the Annual Meeting at which they are elected.

## **ARTICLE XI: 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 XII: 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 2014 Audubon Chapter Policy adopted by the National Society’s Board of Directors on May 17, 2014.

**ARTICLE XIII: PARLIMENTARY AUTHORITY**

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

**ARTICLE XIV: 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 written 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**

**REVISION    ADOPTION DATE**

New	May 15, 1978
A	Dec. 9, 1982
B	Jan. 13, 2000
C	May 9, 2002
D	Jan. 13, 2005
E	Nov. 8, 2006
F	Oct. 11, 2012
G	Oct. 8, 2015
H	Nov. 12, 2020