

# CONSTITUTION AND BY-LAWS for the OGEECHEE AUDUBON SOCIETY

## OGEECHEE AUDUBON SOCIETY CONSTITUTION

### ARTICLE I: NAME

This organization shall be known as the Ogeechee Audubon Society (hereinafter referred to as "OAS").

### ARTICLE II: PURPOSE

Section 1. The purpose and objectives of OAS shall be to engage in any such educational, scientific, investigative, literary, historical, philanthropic and charitable pursuits as may be part of the stated purposes of the National Audubon Society (hereinafter referred to as "NAS"), of which OAS shall function as a Chapter.

Section 2. OAS is not organized, nor shall it be operated for pecuniary gain or profit, and it does not contemplate the distribution of any gains, profits, or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits, and any net income of OAS are irrevocably dedicated to charitable purposes and no part of the property, assets, profits, or net income of OAS shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private shareholder or individual. OAS is a volunteer organization and no officer, director or member shall be compensated for any work or effort performed on behalf of OAS, but OAS may reimburse expenses incurred above and beyond the normal requirements for volunteer work, subject to approval by the Board of Directors. Upon dissolution, or upon abandonment, the assets of OAS remaining after payment of or provision for all debts and liabilities of OAS shall be donated to NAS or its successor, or, if NAS is unwilling or unable to accept said donation, to such corporation(s), association(s), fund(s), or foundation(s) having similar objectives and purposes as OAS, as the Board of Directors of OAS may designate, subject to the order of a court or 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 OAS activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall OAS participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

### ARTICLE III: MISSION

Section 1. The Mission of Ogeechee Audubon Society is to:

*... educate adults and children about birds, wildlife, and the environment. We provide opportunities to enjoy the world around us, and advocate for responsible public policy and legislation for the conservation of our natural resources.*

## OGEECHEE AUDUBON SOCIETY BY-LAWS

### ARTICLE I: MEMBERSHIP

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

Section 2. Chapter members join Ogeechee Audubon Society (OAS) directly and need not be members of National Audubon Society (NAS). NAS shall govern National Society dues and rights and benefits of National membership. OAS Board of Directors establishes requirements, guidelines, rights and privileges, and dues for OAS Chapter-only membership.

Section 3. Classes of Chapter membership shall be established by the Board of Directors.

Section 4. All OAS members shall enjoy all the rights and privileges of OAS membership.

Section 5. OAS member dues shall be established or revised by the Board of Directors. OAS membership shall commence on January 1 of each calendar year and shall be effective through December 31 of that year.

Section 6. Should renewal of membership dues not be paid within three months after January 1<sup>st</sup>, a member shall be considered in default and will be dropped from the membership roster.

### ARTICLE II: MEETINGS

Section 1. Regular meetings of OAS shall be held at least six times throughout the year unless circumstances dictate otherwise. Meetings shall be announced in writing with reasonable notice.

Section 2. The Annual Meeting of OAS shall be held in April at which time an update regarding the status of OAS will be given and new officers will be elected.

Section 3. Special meetings may be called by the President, or pursuant to a resolution of the Board of Directors. Seven (7) days' notice of such special meeting, stating objectives thereof, shall be made available to each Chapter member.

Section 4. Fifteen (15) members in good standing, five (5) of which may be by proxy, shall constitute a quorum for the transaction of business at any duly called regular or special meeting.

### ARTICLE III: BOARD OF DIRECTORS

Section 1. The control and conduct of business of OAS shall be vested in its Board of Directors. The Board of Directors shall determine the policies of OAS. The Board of Directors shall include: (a) the elected officers i.e. President, Vice President, Treasurer and Secretary; (b) and at least six (6) additional Non-Officer Board Members appointed by the President and confirmed by the Board of Directors by a majority. Any member of the Board of Directors may be removed at any time by a majority vote of the full Board of Directors.

Section 2. A Non-Officer Board Member may serve for three (3), two (2) year terms unless continuance is approved by a majority of the Board of Directors. The term for a Non-Officer Board Member commences when the individual is appointed to and confirmed by the Board of Directors.

Section 3. Regular meetings of the Board of Directors shall be held at least six times a year scheduled over the course of the year preferably on the months when there is no regular meeting of the OAS membership. Other meetings may be needed to conduct OAS business and will be scheduled in advance.

Section 4. A majority of all sitting Board of Directors members at the time of the meeting shall constitute quorum at any meeting.

Section 5. Special meetings of the Board of Directors may be called by the President or upon the request of the majority of the Board of Directors.

Section 6. OAS may confer upon a former OAS Board Member the honorary title of "Ogeechee Audubon Board Member - Emeritus". The title of "Ogeechee Audubon Board Member -Emeritus" is designed to recognize a former Board Member's significant contribution. This title would be reserved for an individual who was distinguished by their many positive accomplishments for the Ogeechee Audubon Society during their tenure on the Board.

A sitting Board Member may nominate a former Board Member for the designation as Emeritus. Once the nomination is seconded, the title is conferred by a two-thirds affirmative vote of the entire OAS Board.

"Ogeechee Audubon Society Board Member – Emeritus" is a title that conveys respect and honor for distinguished service and does not carry with it any active role, responsibility or duty to the OAS.

#### ARTICLE IV: OFFICERS

Section 1. The elected Officers of OAS shall be a President, a Vice-President, a Secretary and a Treasurer. All officers shall serve for a two year (2)-term, but no individual may hold the same office for more than three (3) consecutive terms unless unusual circumstances exist and only with the approval of a majority of the Board will any officer be allowed to run for the same office beyond six years. The Officer's term commences at the time of the election at the Annual Meeting of the Membership.

Section 2. A vacancy in the Office of the President shall be filled by the Vice-President for the remainder of the term, whereupon at the next Annual Meeting the office shall be filled as described in Articles V and VI herein. If a vacancy occurs among other Officers, such a vacancy will be filled by majority vote of the Board of Directors for an individual to hold office until the next Annual Meeting, at which time the vacancy shall be filled as described in Articles V and VI herein.

Section 3. The President shall be President of OAS, 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. The Vice-President shall assist the President in the carrying out of his or her duties and shall preside at all meetings in the absence of the President.

Section 5. The Secretary shall: remind each member of the Board of Directors of upcoming meetings; keep minutes of all meetings of the Board of Directors and OAS annual membership meeting; provide each member of the Board of Directors with those minutes and review the minutes at each Board of Directors meeting; and administer all the correspondence of OAS, other than correspondence handled by a committee chairperson or officer of OAS.

Section 6. The Treasurer shall have custody of OAS funds. The Treasurer shall disburse the funds as may be ordered by the Board of Directors. The Treasurer shall report to the Board of Directors at its regular meetings ~~or~~ and as requested. The Treasurer will prepare an annual report on the financial condition of OAS for NAS and the same report will be reviewed with the OAS members at the Annual Meeting.

Section 7. The Treasurer will maintain a listing of all OAS assets and a record of the disposition of these assets. No asset of a value greater than \$200 will be disposed of without the approval of a majority of the Board of Directors.

Section 8. All checks and drafts of OAS shall be signed by the Treasurer, the President or the Vice-President.

- All expenditures greater than \$200.00 will require prior approval by a majority of the Board of Directors.

#### ARTICLE V: NOMINATING COMMITTEE

Section 1. The Board of Directors shall annually appoint, at least one (1) meeting prior to the Annual Meeting, a Nominating Committee to consist of not less than three (3) members, of which only one (1) may be an Officer of OAS. Notice of the Nominating Committee members, the Annual Meeting date and the future election of Officers shall be made available to all Chapter members at least 60 days prior to the Annual Meeting.

Section 2. The Nominating Committee shall nominate candidates for Officers to succeed those whose terms of office expire. Its report shall be presented to the membership at the Annual Meeting. Suggestions for nominations for Officers may be submitted to the Nominating Committee by any OAS member in good standing no later than ten (10) days prior to the Annual Meeting.

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

#### ARTICLE VI: ELECTIONS

Section 1. The election of officers shall take place at the Annual Meeting. Installation of same will occur within thirty (30) days of election.

Section 2. Officers presented by the Nominating Committee shall be elected by a voice vote of the membership present at the Annual Meeting, or by motion of the membership instructing the

Secretary to cast a unanimous ballot in favor of the recommendations presented by the Nominating Committee; provided, if there is more than one (1) candidate for any office, the election to such office shall be by ballot, with the winner receiving a majority of the ballots cast.

## ARTICLE VII: COMMITTEES/WORKGROUPS

Section 1. The President shall determine with the Board of Directors which Committees/Workgroups are needed in order to accomplish its Mission. Each Committee/Workgroup will have a Board Member as leader. The leader will either be a volunteer from the Board or a Board Member appointed by the President. Each Committee/Workgroup will select their own Committee/Workgroup members from OAS membership with recommendations and/or suggestions from the Board of Directors.

Section 2. Committees and/or Workgroups will be formed by the Board of Directors to address five main areas of focus to accomplish the Mission of OAS as stated in Article III of the OAS Constitution.

These areas are: Membership/Social Gathering; Education including programs, outreach, field trips; Communication including social media, newsletter, website; Conservation topics of import to OAS; and Chapter Historian.

- Membership - Purpose: *To promote activities to recruit and retain members of OAS to help fulfill the Mission of OAS. It shall be the duty of this committee/workgroup to conduct membership campaigns and to attempt to obtain the continuing membership of those who have become delinquent in the payment of their dues.*
- Education - Purpose: *To educate "...adults and children about birds, wildlife, and the environment. We provide opportunities to enjoy the world around us..." (from the OAS Mission Statement). It shall be the duty of this committee/workgroup to plan presentations, field trips and activities for OAS members as well as for the local community; and seek opportunities to participate in outreach activities in the local community.*
- Communication - Purpose: *To promote the mission and activities of OAS through effective communication channels both internal and external. It shall be the duty of this committee/workgroups to communicate to both OAS members and the community through a variety of means including but not limited to social media, direct communication with OAS membership, periodic Newsletters, maintaining a website and through local media publicity.*
- Conservation – Purpose: *To advocate "...for responsible public policy and legislation for the conservation of our natural resources." (from the OAS Mission Statement). It shall be the duty of this committee/workgroup to keep informed of NAS conservation policies; to be aware of 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 OAS.*
- Chapter Historian – Purpose: *To preserve the records, documents and history of Ogeechee Audubon. The Chapter Historian shall maintain a collection of OAS newsletters, research archives as requested, keep records of field trips and visits*

*to places of natural interest, collect relevant photos, news media, financial records and other OAS records. The Chapter Historian need not be a sitting member of the Board but an individual appointed by the Board who may attend Board Meetings as a non-voting party.*

#### ARTICLE VIII: CHAPTER POLICY

The relationship between OAS and NAS shall be governed by the Chapter Policy.

#### ARTICLE IX: PARLIAMENTARY AUTHORITY

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

#### ARTICLE X: AMENDMENTS

The Constitution and By-laws may be amended by a majority vote of members in good standing present at any regular meeting or at any special meeting thereof, properly called, provided a quorum is present (as defined under Meetings – Article II, Section 4), and provided further that notice of such amendments shall have been made available to each member of OAS at least fifteen (15) days before said meeting.

#### ARTICLE XI: COMMITMENTS

OAS, or its Officers or Board of Directors, shall not enter into any commitments binding on NAS without authorization from the latter. In like manner, NAS shall make no commitments binding on OAS without its written consent.

Amended Feb. 16, 1973  
Amended Jan. 12, 2003  
Amended June 15, 2004

Revision: Approved by Membership on April 17, 2018