

CONSTITUTION AND B Y-L A W S
of the
NORTHWEST ARKANSAS AUDUBON SOCIETY, INC.

(REVISED AND ADOPTED 2013)

CONSTITUTION

(1.) NAME

This organization shall be known as the NORTHWEST ARKANSAS AUDUBON SOCIETY, INC. (hereinafter called SOCIETY).

(2.) 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 as are set forth in its Certification of Incorporation, if any, and/or are the purposes and objectives of National Audubon Society, Incorporated (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, 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 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 such organizations having similar objectives and purposes as 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 501(c)(3) of the Internal Revenue Code.

BY-LAWS

(1) MEMBERSHIP

Section 1 Any person interested in the purposes and objectives of this SOCIETY is eligible to apply for membership. Membership is in no way granted subject to consideration of age, sex, race, creed, national origin, or any other factor.

Section 2 The classes of membership of this SOCIETY shall be the same as the voting classes of individual membership maintained by the NATIONAL SOCIETY. A separate local membership, separate from NATIONAL SOCIETY, may be designated by the Board of Directors (hereinafter called BOARD).

Section 3 Each member shall have the right to cast one vote at the annual meeting for the election of officers and at any regular or special meeting of members on any motion that may be properly brought before such meeting.

Section 4 Membership dues for local only members shall be payable at the time of application. Local dues will follow SOCIETY guidelines. NATIONAL SOCIETY dues will follow NATIONAL guidelines.

Section 5 Should renewal of membership dues not be paid within six months after due date, a member so in default shall be dropped forthwith from the rolls.

(2) MEETINGS

Section 1 Regular meetings of members shall be held on such day of such months as may be determined by vote of the BOARD, but such regular meetings shall be held not fewer than six times in any calendar year.

Section 2 The Annual Meeting of members shall be held on such date in December each year as may be determined by vote of the BOARD. Among the business to be conducted at the Annual Meeting is the presentation of the Annual Reports by the Officers and Committee Chairmen and the election of Officers for the forthcoming year.

Section 3 Special meetings of the members may be called by the President or pursuant to resolution of the BOARD, or by petition of not less than 15 members entitled to vote.

Section 4 Notice of the Annual Meeting, special meetings, and regular meetings, at which SOCIETY business is to be transacted, shall be given not less than fourteen (14) days before the date of the meeting. Such notice is given when deposited in the United States mail, with postage thereon prepaid, and directed to the member at such address as appears on the record of members, or at such other address and/or in such other manner of delivery (subject to approval by the BOARD) as may be requested, or as otherwise may be established by the NATIONAL SOCIETY. Notice of such meetings may be published in the SOCIETY's Newsletter or other notification, including by e-mail.

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

(3) OFFICERS

Section 1 The Officers of the SOCIETY shall be a President, a Vice-President, a Secretary, and a Treasurer, all being members of the SOCIETY.

Section 2 All officers shall serve for one- (1) year terms, or until their successors are elected.

Section 3 The officers shall be elected for their respective terms by a majority of the voting members of the SOCIETY present in person at the Annual Meeting of members. The Election of Officers shall be conducted by the Chairman of the Nominating Committee.

Section 4 If by reason of resignation or death, or for any other reason, an office shall become vacant, the BOARD may proceed to elect, by majority vote, such Officer to fill the vacancy and the Officer so elected shall serve until the next Annual Meeting of members.

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 of the BOARD. President shall also announce all meetings of the BOARD and shall be an ex-officio member of all Committees. He or she shall preside at all meetings of members and of the BOARD, except that during the Election of Officers at the Annual Meeting of the members, the Chair of the Nominating Committee shall preside.

Section 6 The Vice-President shall assist the President in performing Presidential duties and, in the absence of the President, the Vice-President shall direct and administer the affairs of the SOCIETY and supervise all phases of its activities, subject to instructions of the BOARD, and shall preside at meetings of members and of the BOARD. He or she shall also be an ex-officio member of the Conservation, Field Trip, Education Committees, and Chapter Meetings Committees.

Section 7 The Secretary shall keep a record of all proceedings of the SOCIETY and of the BOARD and shall preserve correspondence of the SOCIETY.

Section 8 The Treasurer shall have custody of the SOCIETY'S funds, shall disburse such funds as may be ordered by the BOARD, and shall report to the BOARD at its regular meetings or as requested.

Section 9 All checks and drafts of the SOCIETY must be signed by the Treasurer or the President

(4) BOARD OF DIRECTORS

Section 1 The control and conduct of the business of the SOCIETY shall be vested in its BOARD, all BOARD members being members of the SOCIETY. The BOARD shall include the elected Officers of the SOCIETY and the appointed Committee Chairs.

Section 2 General policy is that no individual hold more than one BOARD position. The SOCIETY'S president may make exception to this policy when necessary.

Section 3 The elected Directors shall serve a term of one (1) year, or until their successors are elected.

Section 4 If by reason of resignation or death, or for any other reason, vacancies exist whereby the BOARD has not the full complement of Directors, the BOARD may proceed to elect a Director or Directors to fill such vacancies.

Section 5 There shall be at least six (6) regular meetings of the BOARD in any one calendar year, not more than one regular meeting in any single month. The dates for the regular meetings shall be determined by the BOARD.

Section 6 Special meetings of the BOARD shall be called by the President, or by the Secretary upon request of the majority of the BOARD. Notice of a special meeting may be given in person or by telephone not less than three (3) nor more than ten (10) days prior to the date of the meetings. All BOARD Members will be notified.

Section 7 A majority of the BOARD shall constitute a quorum at any meeting of the BOARD.

Section 8 The President, or in the President's absence the Vice-President, shall act as Chair at any meeting of the BOARD. In the absence of both the President and the Vice-President, the BOARD shall designate any other member of the BOARD to act as Chair at such meetings.

Section 9 The Secretary, or in Secretary's absence the Treasurer, shall act as Recorder at any meeting of the BOARD. In the absence of both the Secretary and the Treasurer, the Chair of the BOARD shall designate any other Member of the BOARD to act as Recorder at such meeting.

(5) NOMINATING COMMITTEE

Section 1 The BOARD shall annually appoint a Nominating Committee. They shall select a Chair from among themselves. The names of the members of the Nominating Committee shall be made known to the members through the SOCIETY'S Newsletter or other notifica-

tion. Suggestions for nominations for Officers and other elected BOARD members may be submitted to the Nominating Committee by any member or friend of the SOCIETY. All nominees shall be members of the SOCIETY at the time of the election.

Section 2 The Nominating committee shall present their report to the membership at the Annual Meeting of members.

Section 3 Nothing contained herein shall be construed to prevent nominations of Officers and Directors from the floor at the Annual Meeting of members.

(6) OTHER COMMITTEES

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

Section 2 The President, with the approval of the BOARD, may appoint Special or Task Force Committees, as needed, whose terms of office will be determined by the length of the assignment to be accomplished. The following President, with the approval of the BOARD, or that following BOARD, may extend the terms of office as necessary to complete work in progress.

Section 3 Standing Committees may include the following interest areas, or others as determined by the BOARD: Conservation, Education, Field Trip, Finance, Membership, Program, Newsletter, Publicity, and Web Master Committees, plus any other Committees deemed necessary.

(7) AMENDMENTS

Section 1 This Constitution and By-Laws may be amended by a majority vote of the members present at any regular or special duly called meeting of members. Amendments will be stated on the web site of the SOCIETY not less than 14 days before the meeting at which the Amendment(s) will be considered.