

VENICE AREA AUDUBON SOCIETY BY-LAWS
REVISED, March 2016
APPROVED by Board of Directors March, 15, 2016
Submitted to MEMBERSHIP, March 22, 2016
Accepted by Membership April 26, 2016

ARTICLE I. NAME and AFFILIATION

This organization shall be a non-profit organization known as the Venice Area Audubon Society (VAAS) with headquarters in Venice, Florida, affiliated with the National Audubon Society and Audubon Florida. The relationship between VAAS and the National Society shall be governed by National's Chapter Policy.

ARTICLE II. MISSION STATEMENT

The purpose of VAAS is to promote an understanding of and interest in wildlife and the environment that supports it, and to foster the cause of conservation with emphasis on birds and their habitats.

ARTICLE III. MEMBERSHIP

Section 1. Any interested person is eligible for membership in VAAS.

Section 2. Chapter-Only memberships. These are memberships in VAAS and do not include membership in the National Audubon Society. Dues are paid directly to VAAS and are used only to support VAAS and its activities and programs. Chapter-Only memberships are regulated by the membership policy issued by the Board of Directors. The types of membership, duration, and dues for each type of Chapter-Only membership shall be as defined in the membership policy and may be changed by majority vote of those present at any board of directors meeting.

Section 3. National Audubon Society memberships. These are members of the National Audubon Society who are assigned to the "Venice Audubon Chapter E37" by the National Audubon Society. These memberships include membership in the National Audubon Society, Audubon Florida, and VAAS. Dues are paid directly to the National Audubon Society and are used to support the activities of the National Audubon Society.

Section 4. Fellow membership. A Fellow may be nominated from among active VAAS members of at least two years standing. S/he must have made a significant contribution to the affairs of VAAS, preferably as an Officer, Director, or Committee member, and/or must have made a significant contribution to the VAAS mission.

Section 5. Honorary membership. An honorary member shall be eligible for nomination as follows:

- a. S/he shall be a person of national prominence in the field of ornithology or a closely related field, and one who has maintained a continuing interest in the affairs of VAAS, or
- b. S/he shall be a person who has actively served to foster or carry out policies that support the mission of VAAS.

Section 6. Any member of VAAS may recommend the elevation to Fellow or Honorary Member such persons as the member may consider qualified through a written statement of the nominee's accomplishments. Such nominations shall be presented to the Membership chairman to be brought to the VAAS Board of Directors by the March Board meeting. Board concurrence for nominations of Fellow shall be at least three-fourths of the Board members. Should a Board member be recommended for the elevation to Fellow, the member shall not participate in the Board deliberation and concurrence. Board confirmation for the nomination of Honorary Member shall not be given if more than one of all Board members do not concur.

Section 7. VAAS may award a Fellow or Honorary membership posthumously in accordance with the above procedures.

Section 8. The nominees for Fellow and Honorary Member shall be announced at the regular March meeting. Their election shall be by affirmative vote of the members present at the regular April meeting.

Section 9. All Fellow and Honorary members will receive the benefits of membership in VAAS and may participate in all events and activities of this Society VAAS.

ARTICLE IV. MEETINGS

Section 1. Meetings of the general membership shall be held on the fourth Tuesday of each month and meetings of the Board of Directors on the third Tuesday of each month except December and May when both meetings may be scheduled earlier in the month. The annual meeting shall be held in April. These meetings are not required to be scheduled for June, July and August.

Section 2. Procedures at meetings shall be governed, where pertinent, by the most recent edition of Robert's Rules of Order.

Section 3. One Board member shall be designated by the President to act as parliamentarian.

Section 4. All regular Board meetings are open to the membership.

ARTICLE V. BOARD OF DIRECTORS & EXECUTIVE COMMITTEE

Section 1. The control and conduct of the property and business of VAAS shall be vested in a Board of Directors who shall also determine the policies of VAAS. The Board of Directors shall be composed of the six officers and ~~four~~ three directors elected

by the membership and the immediate past president, with the option of also including ~~and~~ a student director. All officers and directors, with the exception of the student director, shall be members of VAAS as given in Article III of these by-laws. Duties and term limits for officers and directors shall be as given in Article VI.

Section 2. The EXECUTIVE COMMITTEE shall consist of the President and two Vice-presidents (or two officers designated by the President) and shall be empowered to conduct business and to appropriate funds, not exceeding \$500, when necessary between regular Board meetings. The Executive Committee shall further assist the President as needed.

Section 3. PERFORMANCE OF DUTIES-ATTENDANCE AT MEETINGS

- a. The roll shall be called at each meeting of the Board. Any absences of Board members shall be noted in the minutes.
- b. Board members who are unable to attend a Board meeting shall notify the President, or at least one other Board member, of their expected absence.
- c. Board members who find themselves temporarily unable to attend Board meetings or perform their duties because of prolonged illness, during months of northern residence, or with other long-term absences shall notify the President and Board in writing.
- d. The work of VAAS is important, and the attendance and participation of Board members at Board meetings is essential. Board members who cannot regularly attend Board meetings and/or perform their duties, due to work commitments, illness, or for other reasons, should resign from their office so that the Executive Committee can appoint replacements.
- e. If a Board member misses a Board meeting without notification, the President shall contact that Board member to find the reason for her/his absence. If the missing Board member does not, or cannot, perform her/his duties, the remaining Board members shall notify that Board member, by U.S. mail, that her/his position will be declared vacant. The missing Board member shall have two weeks after receipt of the letter to resume her/his duties. If the missing Board member does not resume those duties, the Board may vote to remove that Board member. To remove a member of the Board, a majority vote of Board members in favor of the removal is required.

Section 4. A simple majority of the serving Board members, whether present in person or present via electronic communications, shall constitute a QUORUM for the transaction of business at Board meetings.

Section 5. VACANCIES occurring on the Board shall be filled by appointment by the Executive Committee effective until the next annual meeting.

ARTICLE VI. OFFICERS and DIRECTORS - DUTIES and TERM LIMITS

Section 1. Officers and directors shall be elected at the annual meeting in April and shall assume their duties on May 1.

Section 2. OFFICERS shall consist of president, first vice-president, second vice-president, recording secretary, corresponding secretary, and treasurer. They shall hold office for two years and may be re-elected for an additional consecutive two-year term.

Section 3. Three DIRECTORS shall be elected for three-year terms, with staggered terms, and may be re-elected to one additional three-year term. Each director shall act as coordinator of at least one Area of Assignment as defined in Article XI.

Section 4. The PRESIDENT shall preside at all Board and general meetings of VAAS, and shall supervise all phases of VAAS's work in accordance with the general policies of the Board, and be a member of and presiding officer of the Executive Committee. S/he shall be an ex-officio member of all committees except auditing and nominating. S/he shall attend or send a representative to Audubon Florida and Gulf Coast Regional Conservation Committee meetings and maintain contact with the National Audubon Society. Any Board member may suggest agenda items for any meeting; the President should plan to send a proposed agenda to the Board via email one week before each Board meeting.

Section 5. The FIRST VICE PRESIDENT shall, in the absence or inability of the president, preside and perform the duties of the president and shall act as coordinator of an Area of Assignment as defined in Article XI.

Section 6. The SECOND VICE PRESIDENT shall, in the absence of the president and first vice-president, perform the duties of the president and shall act as coordinator of an Area of Assignment as defined in Article XI.

Section 7. The RECORDING SECRETARY shall keep a record of all proceedings of the Annual general membership meetings and all meetings of the Board of Directors.

Section 8. The CORRESPONDING SECRETARY shall conduct and preserve correspondence relating to VAAS and perform such other duties as the Board may direct. S/he shall be responsible for receiving and distributing all communications to the chapter and may appoint an alternate or alternates to assist in carrying out this responsibility. S/he shall act as recording secretary in the absence of that officer.

Section 9. The TREASURER shall receive and be the custodian of all monies of VAAS and shall deposit all such funds in the name and credit of VAAS as may be ordered by the Board. The Treasurer may be assisted in this responsibility by an alternate and/or alternates approved by the Board. S/he shall disburse the funds of VAAS as may be ordered by the Board, taking proper vouchers therefore. Whenever required by the Board of Directors, S/he shall render an account of all transactions as treasurer and of the financial condition of VAAS. S/he shall submit a report of VAAS's financial condition at the annual meeting. S/he shall submit all financial records for an annual

audit within ninety days following the end of the fiscal year. S/he shall work with the Executive Committee.

Section 10. The PAST PRESIDENT shall be a voting member of the Board of Directors and may serve in this capacity until such time as a new President is elected, at which time the former President is considered eligible to assume the Past President responsibilities to serve on the Board. If for some reason the immediate past president cannot fill the Past President position, a former President may assume the Past President position on the Board by majority vote of the Board.

Section 11. The President may nominate a high school student to the position of STUDENT DIRECTOR for one year. The candidate for Student Director shall be elected by a simple majority vote of the Board members. The Student Director's duties shall be determined by the Board and communicated to the Student Director in writing. The Student Director may be re-elected by the Board until such time as the student graduates from high school.

ARTICLE VII. FINANCE

Section 1. The FISCAL YEAR shall begin May 1 and end April 30 of the following year.

Section 2. The Board shall annually appoint to serve as AUDITOR a person who is not a member of the Board and whose function is to report to the Board no later than the October Board meeting as to the character and accuracy of the treasurer's financial records and reports.

Section 3. The Executive Committee, with input from all directors and committee chairmen as appropriate, shall prepare an ANNUAL BUDGET and submit it to the Board in May. The Board may change or amend the budget by a simple majority vote.

Section 4. Expenditures in excess of \$150 shall not be eligible for REIMBURSEMENT unless ADVANCE APPROVAL of the Board or the Executive Committee has been obtained. This stipulation shall not apply to those officers or directors whose activities are funded in the annual budget.

ARTICLE VIII. NON PROFIT, TAX EXEMPT STATUS

Neither the membership, board, nor any other officer shall take any action or allow any activity or use of VAAS property which shall endanger the non-profit corporate status or the tax exempt status of VAAS. Nothing in these bylaws shall be construed to allow a violation of this section.

ARTICLE IX. ENDOWMENT FUNDS

Section 1. The PURPOSE of Endowment Funds is to enhance the mission of VAAS by receiving bequests and other gifts of money to be held, invested, disbursed and administered by VAAS.

Section 2. ADMINISTRATION. The VAAS Board of Directors shall oversee holding and managing the endowment funds. The treasurer shall manage and invest these funds. Any changes in investment and condition of the Fund shall be approved by the Board of Directors.

Section 3. DISBURSEMENTS. Annually, portions of the Endowment Funds shall be made available for disbursement to the Board. Unless otherwise directed by a donor, the Board is empowered to make use of these disbursements within VAAS for the purpose of fulfillment of VAAS's mission goals. The Board is also permitted to grant all or part to other environmental groups whose work contributes towards fulfillment of VAAS's mission goals. The amount disburseable shall be up to a maximum of 5% of the assets of the Endowment Funds as calculated at the end of the previous calendar year. Disbursements may not exceed the growth of the asset value from the end of the previous year, and in a year of declining assets such disbursements cannot be made. In an emergency, up to 10% of the Fund shall be made available to the Board, by simple majority vote of the Board of Directors. Emergency disbursement is for capital purchases only and is NOT to be used for operating expenses.

Section 4. FINANCIAL RECORDS and AUDIT. Regular financial statements shall be provided to the Board and to the Membership. Records shall be subject to the same audit procedures as other financial records of VAAS.

ARTICLE X. NOMINATING COMMITTEE

Section 1. The nominating committee shall consist of three to five members of VAAS, one of whom shall be appointed by the President and the remainder by the Board prior to the FEBRUARY meeting. An attempt shall be made to avoid having the same person serve as chair on this committee in for more than two consecutive years:-

Section 2. This committee shall nominate a slate of candidates to succeed those officers and directors whose terms of office expire. Its report shall be presented at the MARCH meeting of the general membership by the nominating committee chair and again at the annual meeting in APRIL. The President shall conduct the election at the April meeting.

Section 3. In the event that any member of the nominating committee shall be unable to serve, the Board shall appoint a person to fill the vacancy.

Section 4. Nominations may be made from the floor at the annual meeting before the election, provided the proposed nominee is a member and provided the prior consent of the proposed nominee has been obtained.

ARTICLE XI. AREAS OF ASSIGNMENT

Section 1. Areas of Assignment may include, but are not limited to the following: VAAS CENTER & ROOKERY, CONSERVATION, EDUCATION, FIELD TRIPS, MEMBERSHIP, PROGRAMS, COMMUNICATIONS, AND FINANCE.

Section 2. Responsibility for overseeing Areas of Assignment shall ~~may~~ be determined annually by mutual agreement among involved Board members. or the President may appoint Area coordinators with the agreement of the Board.

ARTICLE XII. AMENDMENT and REVISION

Section 1. Every THIRD YEAR a By-Laws Review Committee shall be appointed by the President to examine the by-laws and recommend to the Board: (1) any changes required to bring the by-laws into conformance with actual procedures that may have evolved and/or (2) any changes that are deemed desirable to improve the operation of VAAS.

Section 2. The By-Laws Review Committee shall consist of three of the elected officers and/or directors with the addition of two members at large at the discretion of the President.

Section 3. These by-laws may be amended at any general meeting of VAAS by a two-thirds vote of those members present and voting provided: (1) notice of the proposed amendment(s) has been given at a previous meeting of the general membership and (2) all such proposed amendments are submitted in writing and signed by at least three members in good standing and (3) a majority of board members present and voting have approved the proposed amendments at a previous board meeting and (4) no by-laws change or revision has been adopted during the previous 12 months.