CONOCOCHEAGUE AUDUBON SOCIETY

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CONSTITUTION

Article I
Name

This organization shall be known as the Conococheague Audubon Society, hereinafter called the SOCIETY.

Article II
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 Certificate of Incorporation, if any, and /or are the purposes and objectives of National Audubon Society, Inc., (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 operate, 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 NATIONAL SOCIETY 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 objectives and purposes as this SOCIETY, as the Board of Directors 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 that 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

Article I
Membership

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

Section 2.

a. The classes of membership of this SOCIETY shall be the same as the memberships maintained by the NATIONAL SOCIETY.

b. All current members of the Conococheague Naturalists Society prior to the adoption of these by-laws shall have the option of retaining their membership in the Chapter without becoming members of the NATIONAL SOCIETY.

Section 3.

a. The membership dues shall be established by the NATIONAL SOCIETY.

b. Membership dues for those opting only local membership (See Section (2) (b) above) shall be established by the local Chapter.

Section 4.

a. All members of the NATIONAL SOCIETY shall enjoy all rights and privileges accorded to the members of both this and the NATIONAL SOCIETY.

b. Members choosing the option (See Section (2) (b) above) shall enjoy all the rights and privileges of the local organization.

Section 5. Each member shall have the right to cast one vote at the annual meeting and at any regular or special meeting of members on any motion that may properly be brought before such meeting, including the election of officers and directors.

Section 6.

a. NATIONAL membership dues shall be payable at the time of application and yearly thereafter.

b. Dues of members mentioned under Section (2) (b) shall normally be payable on the first day of each September.

Section 7. Members in default of membership dues shall be dropped from the rolls according to notification from the NATIONAL SOCIETY.

Article II
Meetings

Section 1. The regular meeting shall take place monthly September through May at a time and place set by the Executive Committee.

Section 2.

a. The regular meeting in April each year shall be known as the annual business meeting and shall be for the purpose of electing officers and for any other business that shall arise. One or more additional business-oriented meetings may be scheduled by the Executive Committee (officers) and Board of Directors.

b. Because the National Audubon Society has changed its requirement for an annual report to cover the calendar year, reports from officers and committees shall be requested towards the end of the calendar year, in the November-December timeframe. Additional reporting from the Treasurer may be requested after the end of the fiscal year (1 June – 31 May) and/or at other times.

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 one-tenth (1/10) of all members entitled to vote.

Section 4. Notice of the annual business meeting, special meetings, and regular meetings shall be given electronically, via the newsletter, or by other means, not less than ten (10) days before the date of the meeting.

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

Section 6. The lesser of either one-tenth (1/10) of all members or thirty (30) members shall constitute a quorum for voting on SOCIETY business. A member may submit his/her vote in person at the meeting where the vote occurs. Any member unable to attend the meeting may vote by proxy, by telephone, by email, or other electronic means. The President shall designate to whom members should submit votes.

Section 7. There shall be at least five (5) joint meetings of the Executive Committee and Board of Directors in any one calendar year, not more than one meeting in any month. The dates for meetings shall be determined by the Board at its first meeting following the annual business meeting. A quorum at a joint meeting shall be a majority of the members of the Executive Committee and Board of Directors.

Article III
Officers, Directors and Executive Committee

Section 1. The officers of this SOCIETY shall be:

President
Vice-President
Recording Secretary
Corresponding Secretary
Treasurer
Immediate Past President

Section 2. The Executive Committee shall consist of the above officers.

Section 3. The Board of Directors shall consist of not less than six (6) elected directors.

Section 4. Each Officer and Director shall be a member of the SOCIETY.

Article IV
Nomination and Election

Section 1. Officers and two Directors shall be elected at the annual business meeting of the SOCIETY in April and shall take office at the May meeting. The President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer shall be elected for terms of two (2) years and may be re-elected for multiple terms. Officer elections shall be held in even-numbered calendar years. Directors shall be elected for a three (3) year term and shall not succeed themselves.

Section 2.

a. The Nominating Committee shall be appointed by the President no later than at the February meeting. At the annual business meeting, the Nominating Committee shall present a slate of nominees for two Directors.

b. At the annual business meeting in officer election years, the Nominating Committee shall present a slate for the following officers:

President
Vice-President
Recording Secretary
Corresponding Secretary
Treasurer

c. Any member of the SOCIETY may make additional nominations from the floor, providing the nominee has consented to serve if elected.

d. In case of a vacancy, the Executive Committee shall have power to fill the same for the balance of the unexpired term.

e. The Nominating Committee may present a slate that includes two or more persons for the same office, having determined that the nominees prefer to share the duties for that office rather than serve alone. They would serve as "Co-" whatever-the-office-is.

f. The Nominating Committee may present a slate that includes one or more "Interns" who are considering becoming either a director or officer, but want to learn more about what that involves.

Article V
Duties

President

Section 1. It shall be the duty of the President to preside at all meetings and to enforce all laws and regulations relating to the administration of the SOCIETY.

Section 2. The President shall call meetings of the SOCIETY or Executive Committee when deemed necessary, or when requested to do so by the Executive Committee.

Section 3. The President shall appoint Chairpersons for Working committees.

Vice- President

Section 4. In the absence of the President, the Vice President shall have all the powers and prerogatives of the President. If the President is absent from the annual business meeting, the Chairperson shall be the Vice President, or another officer appointed by the Executive Committee.

Recording Secretary

Section 5. All resolutions and proceedings of meetings shall be recorded as minutes by the Recording Secretary. The Recording Secretary shall make recent minutes available at every meeting. The President is authorized to designate someone else to assist the Recording Secretary as needed.

Corresponding Secretary

Section 6. The Corresponding Secretary shall prepare, distribute, and record all correspondence relating to the SOCIETY, as directed. Either by the instructions of the Board of Directors or at direction of the President, certain other members of the SOCIETY may be permitted to conduct SOCIETY correspondence. A copy of any and all correspondence shall be forwarded to the Corresponding Secretary.

Treasurer

Section 7. The Treasurer shall manage the SOCIETY's budget. The Treasurer shall draft a budget and present it to the Executive Committee. The Board of Directors and Executive Committee shall approve the budget annually, or more often as needed. All moneys payable to the SOCIETY shall be managed by the Treasurer. All payments and purchases by the SOCIETY shall be made in accordance with the approved budget. The Treasurer or a person designated by the Executive Committee shall be authorized to make payments in accordance with the approved budget. The Board of Directors and Executive Committee must approve in advance any exceptional expense beyond the approved budget. The Treasurer's report shall be available at each meeting of the SOCIETY.

Co-Officer

Section 8. Co-Presidents, Co-Vice Presidents, Co-Recording Secretaries, Co-Corresponding Secretaries, or Co-Treasurers will share the duties for the office as they see fit. No formal plan is required.

Immediate Past President

Section 9. The Immediate Past President will provide continuity and expertise to incoming officers and serve as Annual SOCIETY Awards Chairperson, identifying those persons deserving recognition for outstanding services or accomplishment. Annually, the Immediate Past President shall review the Constitution and By-Laws and recommend changes as needed.

Board of Directors

Section 10. The Board of Directors shall vote on all policy changes related to the SOCIETY and approve the budget. The Directors shall appoint an audit committee to function upon change of Treasurer or any other time deemed necessary, at least every two years.

Section 11.

a. A director shall not be personally liable, as such, for monetary damages for any action taken unless:

(1) the director has breached or failed to perform the duties of his or her office under Pennsylvania law and these By-Laws; and
(2) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

b. Subsection (a) shall not apply to:
(1) the responsibility or liability of a director pursuant to any criminal statute; or
(2) the liability of a director for the payment of taxes pursuant to Federal, State, or local law.

Executive Committee

Section 12. The Executive Committee shall take the initiative in determining the policies of the SOCIETY and supervise all holdings of the SOCIETY. The Executive Committee shall vote on all policy issues related to the SOCIETY and review and approve the budget. At any meeting of the Executive Committee a quorum shall be a majority of the members of that committee. The Executive Committee will maintain a set of Chapter Operating Guidelines for the SOCIETY. At a minimum the Chapter Guidelines will provide guidance to committees and information about typical activities.

Section 13.
a. An officer of the Executive Committee shall not be personally liable, as such, for monetary damages for any action taken unless:
(1) the officer has breached or failed to perform the duties of his or her office under Pennsylvania law and these By-Laws; and
(2) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

b. Subsection (a) shall not apply to:
(1) the responsibility or liability of an officer pursuant to any criminal statute; or
(2) the liability of an officer for the payment of taxes pursuant to Federal, State, or local law.

Intern

Section 14. An Intern for any position is expected to attend the meetings for that position and may participate in any discussion, deliberation, or work effort. The Intern's term is the same as the actual officer's or director's term. The Intern does not vote. The Intern may resign at any point during her/his term.

Article VI
Committees

Section 1. The President, with the approval of the Executive Committee, shall appoint Chairpersons of Working Committees, who in turn, may select their own committee members with recommendations and suggestions from the Executive Committee. Terms of office shall be for one (1) year, or until their successors are appointed. Each committee will receive a description of their roles and responsibilities from the President and will have the option to recommend changes.

Section 2. The President, with the approval of the Executive Committee, may appoint Special or Task Force Committees whose terms of office will be determined by the length of the assignment to be done.

Section 3. Working committee chairpersons will be invited to attend joint Board of Director Executive Committee meetings as non-voting members, but will not be required to attend those meetings.

Article VII
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 VIII
Discontinuance

This SOCIETY may terminate its status as a Chapter of the NATIONAL SOCIETY upon six (6) months' notice in writing to the NATIONAL SOCIETY, and the NATIONAL SOCIETY may terminate the status of this SOCIETY as a Chapter of the NATIONAL SOCIETY upon six (6) months' notice, in writing, to this SOCIETY. In the event of such notice of termination by either this SOCIETY or the NATIONAL SOCIETY, the allocation of dues by the NATIONAL SOCIETY to this SOCIETY shall cease on expiration of the six (6) months' period. However, members of this SOCIETY shall remain members of the NATIONAL SOCIETY for the balance of the term for which dues have been paid.

Article IX
Amendments

This Constitution and By-Laws may be amended by a majority of the members who participate in the voting process as described in Article II, Meetings, Section 6. The notice of the planned vote shall recite the wording of each proposed amendment.

Article X
Parliamentary Authority

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

Article XI
Construction

This Constitution and By-Laws shall be construed under the laws of the State of Pennsylvania.