

# **Valley Forge Audubon Society Bylaws**

## **Article I: Membership**

Section 1. Any individual, corporation, or organization interested in the purposes and objectives of this Society is eligible for membership.

Section 2. Membership in Valley Forge Audubon Society will consist of any one or more of the following:

- a) Members of National Audubon Society who fall within the Valley Forge Audubon Society chapter zip codes;
- b) Individuals, corporations, or organizations who make a direct donation to Valley Forge Audubon Society;
- c) Individuals, corporations, or organizations that are invited by the Board of Directors of Valley Forge Audubon Society to become honorary members.

Section 3. Establishment of any dues will be at the purview of the Board of Directors of the Society.

Section 4. All members of this Society shall enjoy all of the rights and privileges accorded to the members of both this and the National Society.

Section 5. Each member of the Society shall be eligible to vote, or may appoint one proxy to cast the member's vote, in Society elections.

Section 6. The Board of Directors of the Society shall have the authority to establish and define non-voting categories of membership.

Section 7. Any member may resign by submitting a written resignation to the Secretary of the Society.

## **Article II: Meetings**

Section 1. An annual meeting of members of the Society shall take place once a year at a date, time, and location determined by the President of the Society. The meeting shall consist of confirmation of the Board of Directors of the Society and approval of Society initiatives for the coming year, as well as approval of selected Chairs. Members shall be given 30 days' notice for the annual meeting.

Section 2. Special meetings of members may be called by the President or by the Board of Directors of the Society, or by a simple majority of voting members.

Section 3. Monthly meetings are to be set by the Board of Directors.

### **Article III: Board of Directors**

Section 1. The control and conduct of the business of the Society shall be vested in a Board of Directors (the Board). The Board shall have control of and be responsible for the management of the affairs and assets of the Society.

Section 2. The number of Directors shall be fixed from time-to-time by the Board but shall consist of no less than the following: the President, the Vice-President, the Treasurer, and the Secretary, and at least three at-large members. Up to five at-large members may be members of the Board. The current President shall also be the Chair of the Board of Directors. The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All officers and members of the Board of Directors must be approved by the majority vote of the members present and voting at the annual meeting.

Section 3. Directors shall receive no compensation for the service as Directors.

Section 4. Any vacancy among the Directors shall be filled for the duration of the term by a majority vote of the remaining Directors. Two weeks' notice of the election for a new Director shall be given to the Directors. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present. A quorum shall be defined as greater than half of the number of Directors.

Section 5. Board members are elected to a five-year term, with two terms expiring each year except for every fifth year, when one term expires.

Section 6. Meetings of the Board of Directors may be held whenever called by the President; all Officers and Directors shall be notified in advance. A meeting may be called by the Secretary at the request of the majority of the Board. Notice of each meeting shall be given to each Director by email, mail, or telephone. Teleconferencing shall constitute attendance at meetings.

Section 7. If and when a majority of the voting Directors shall jointly consent in writing (including via email) to any action to be taken, such action shall be as valid as though it had been authorized at the meeting of the Board of Directors.

Section 8. At the discretion of the Board, any member of the Board of Directors who fails to fulfill any of his or her requirements shall forfeit his or her seat on the Board following a vote of the majority of the Directors. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy.

### **Article IV: Officers**

Section 1. The Officers of the Society shall be elected by a plurality of the members of the Society at the annual meeting and the terms of the Officers shall begin the first of July of the same year. Officers shall be a President, Vice President, Secretary, and Treasurer. The term of an Officer shall be 2 years, or

until his or her successor is elected. All Officers shall serve without compensation other than expenses approved by the Board of Directors.

Section 2. Any vacancy among the Officers shall be filled for the duration of the term by a majority of the vote of the members of the Board of Directors. The new Officer need not have been a member of the Board prior to his or her election.

Section 3.

The President shall:

- a) be the Chairman of the Board of Directors;
- b) have general and active management of the affairs of the Society;
- c) see that all orders and resolutions of the Board of Directors are carried into effect;
- d) preside over the meetings of the Board of Directors and all annual, regular, and special meetings of the membership of the Society.

The Vice President shall:

- a) assist the President in carrying out his or her duties;
- b) serve as acting President during the absence or disability of the President.

The Secretary shall:

- a) keep a record of all the proceedings of the meetings of the Society and the Board of Directors;
- b) record all the votes and minutes of all proceedings;
- c) perform all official correspondence from the Board of Directors;
- d) perform other duties as may be delegated by the Board of Directors.

The Treasurer shall:

- a) have custody of the funds and securities of the Society;
- b) keep books belonging to the Society that record full and accurate accounts of all receipts and disbursements;
- c) deposit all funds in such depositories as may be approved by the Board of Directors;
- d) disburse the funds of the Society as may be ordered by the Board of Directors;
- e) render to the Board of Directors, as requested, a report of all his or her transactions as Treasurer and of the financial condition of the Society;
- f) prepare an annual report on the financial condition of the Society for distribution to the membership at each annual meeting, a copy of which shall be forwarded to the National Audubon Society.
- g) make arrangements for an annual review of the books to be conducted by an independent qualified entity, and for an audit to be completed every three years by a Certified Public Accountant. Both the qualified entity and the Certified Public Accountant must be approved by the Board of Directors.

Section 4. All checks and drafts of the Society may be signed by the Treasurer, the President, or the Vice President. All expenditures exceeding \$1,000.00 must be approved by the Board of Directors.

## **Article V: Elections**

The election of Officers and Directors of the Society shall take place at the annual meeting of the membership of the Society. Nominations from the floor will be accepted.

## **Article VI: Committees**

Section 1. The President, with the approval of the Board of Directors, shall appoint the Chair of each Standing Committee who may in turn select his or her own committee members with the recommendations and suggestions of the Board of Directors. The term of the office of each Committee Chair shall be two years or until a successor is appointed.

Section 2. Standing Committees of the Society shall be as follows:

- a) Programs: The Program Committee shall be responsible for making arrangements for any lectures, walks, field trips, hikes, or any public activities conducted under the Society's name.
- b) Publications: The Publication Committee shall periodically publish a bulletin or newsletter (paper or digital) and Calendars of Events for the members of the Society, and shall prepare any other publications helpful to the Society's programs or other activities. The Publication Committee shall also be responsible for maintaining the Society's social media updates, news, and publicity for the Society.
- c) Conservation/Citizen Science: The Conservation/Citizen Science Committee shall be responsible for organizing and conducting all flora or fauna censuses for the Society. Twice a year a status report shall be made through the Society's newsletter with the results of the Spring Bird Count and the Christmas Bird Count and any other counts or censuses.
- d) Advocacy: The Advocacy Committee will promote the policy and legislative priorities of the National Audubon Society by engaging with members, communities, elected officials, and other organizations to advance this agenda.
- e) Other committees may be established at the discretion of the Board of Directors.

## **Article VII: Commitments**

The Valley Forge Audubon Society shall not enter into any commitments binding upon the National Audubon Society without written authorization by the National Audubon Society; nor shall the National Audubon Society, without written authorization by the Valley Forge Audubon Society, enter into any commitments binding upon the Valley Forge Audubon Society.

### **Article VIII: Discontinuance**

Section 1. The Valley Forge Audubon Society may terminate its status as a Chapter of the National Audubon Society, and the National Audubon Society may terminate the status of this Society as a Chapter of the National Audubon Society, pursuant to the procedures set forth in the 2001 Audubon Chapter Policy adopted by the National Society's Board of Directors on December 8, 2001.

Section 2. Upon dissolution, the assets of this Chapter shall be donated to one or more charitable organizations organized and operated under section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax Laws. This proviso is not subject to further amendment.

### **Article IX: Amendments**

Section 1. Amendments to the bylaws shall be approved by the affirmative vote of two thirds of all the voting members of the Board of Directors. The vote of any Director who will not be present at the meeting may be cast in writing before the meeting. Amendments shall become valid at once upon approval.

Section 2. Provided, however, that neither the proviso to Section 2 of Article VIII or Article X, in its entirety, shall be subject to amendment.

### **Article X: Prohibited Activities**

Section 1. No part of the assets of the Society or of its net income shall inure to the benefit of its members as individuals or to any individual. The funds and property of the Society shall be devoted to exclusively charitable, scientific, educational purposes and to testing for public safety.

Section 2. No substantial part of the assets of the Society shall be used to carry on propaganda or to influence legislation, and the Society shall not participate or intervene in (including the publishing and distributing of statements) any political campaign on behalf of any candidate for public office.

Section 3. This Article X shall not be subject to amendment.

