

Sassafras Audubon Society By-Laws

Approved at 26 September 2012 SAS Annual Meeting

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1. Membership

- 1.1. Any person interested in the purposes of the society is eligible for membership. Classes of membership and annual dues shall be the same as those maintained by the National Audubon Society. Members enjoy all the rights and privileges pertaining to this and the National Audubon Society.
- 1.2. In addition to national and local chapter membership, individuals may become Friends of the Sassafras Audubon Society. Friends' membership fees shall be set by the chapter's Board of Directors and shall be retained locally to help support chapter projects. The rights and privileges of Friends membership shall be determined by the chapter Board of Directors. Friends are not required to be society members, but society members are encouraged to become Friends to help support local activities.

2. Meetings

- 2.1. Regular meetings, programs, outings, etc. of the Society shall be held as determined by the Board of Directors and the Program Committee, and shall not number less than six per year.
- 2.2. The Annual Meeting of the Society shall be held annually at which time new officers will be installed and take office.
- 2.3. Special meetings may be called by the President, or pursuant to a resolution of the Board. Ten days written notice of such special meetings, stating objectives thereof shall be given members at their last known post office address.

3. Board of Directors

- 3.1. The control and conduct of business of the Society shall be vested in its Board of Directors. The Board shall determine the policies of the Society. The Board shall include (a) the elected officers, and (b) no less than five or no more than eleven Directors elected by the members for terms of two years.
- 3.2. Terms on the Board shall be on a staggered basis with approximately one third being elected each year for the two-year terms. A vacancy on the Board shall be filled through nomination and ratification by the Board.
- 3.3. Regular meetings of the Board shall be held at least six times per year.

- 3.4. A minimum of half the board membership shall constitute a quorum at any meeting.
- 3.5. Special meetings of the Board may be called by the President or upon the request of a simple majority of the Board.

4. Officers

- 4.1. The elected officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer.
 - 4.1.1. A vacancy in the office of the President or in any other office shall be filled by majority vote of the Board of Directors. The new officer shall hold office until the next annual meeting.
 - 4.1.2. The President shall be the President of the Society, Chairperson of the Board of Directors, and ex-officio member of all committees, and shall perform all other duties associated with the office of President.
 - 4.1.3. The Vice-President shall assist the President in the carrying out of his/her duties and shall preside at all meetings in the absence of the President.
 - 4.1.4. The Secretary shall keep a record of all proceedings of the Board and the Society. He shall notify Board members of their election and of Board meetings during the year.
 - 4.1.5. The Treasurer shall have the custody of the Society's funds. He/she shall disburse the funds as may be ordered by the Board and shall report to the Board of Directors at its regular meetings or as requested. The Treasurer will prepare an annual report on the financial condition of the Society for distribution to the members at the Annual Meeting of the members and shall forward a copy of the report to the National Audubon Society.
 - 4.1.6. All checks and drafts of the Society shall be signed by two of the following: Treasurer, President, Vice-President, and/or Secretary. Two signatures shall be required unless an exception to this rule is authorized by the Board of Directors.

5. Nominations

- 5.1. The Board of Directors shall nominate candidates for directors and officers. Chapter members may suggest potential candidates for consideration by the Board. The Board shall publicize a call for nominations in the *Leaflet* or on the SAS website.
- 5.2. The Board shall present its slate of candidates to the membership through publication in the *Leaflet* or on the SAS website one month prior to the meeting at which elections are to be held.
- 5.3. Nothing herein contained shall prevent nomination of the Board members or officers from the floor at the time of the meeting at which elections are to be held.

6. Elections

- 6.1. The election and installation of officers and directors shall take place at the Annual Meeting.
- 6.2. Officers presented by the Board of Directors 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 Board. If there is, however, more than one candidate for any office, the election to such office shall be by ballot with the winner receiving the majority vote of the ballots cast. If no candidate receives a majority of the ballots cast, then a second ballot shall be held in which the membership shall choose between the two candidates receiving the most votes in the first ballot.

7. Committees

- 7.1. The Board of Directors shall solicit chairpersons of the standing committees who, in turn, may select their own committee members with recommendations and suggestions from the Board. Terms of the office shall be for two years or until their successors are solicited, but no chairperson shall serve more than four consecutive years for the same committee without approval by the Board of Directors.
- 7.2. The Board of Directors may appoint special or action committees whose terms or office will be determined by the length of the assignment to be done.

- 7.3 Committees of the Society shall report to the Board of Directors. Standing committees may include the following and other such committees as become necessary to carry out the functions of the Society:
- 7.3.1. Membership Committee: It shall be the duty of this committee to conduct membership campaigns and to attempt to obtain the continuing membership of those who have become delinquent in the payment of their dues. This committee shall cooperate with the Membership Department of the National Audubon Society by such measure as obtaining lists of names and addresses of the potential members residing within the allotted territory of this Society.
 - 7.3.2. Program and Field Trip Committee: It shall be the duty of this committee to make all plans and arrangements for the regular meetings, outings, programs, etc. of the Society, and it shall promote interest and appreciation through lectures, discussions, exhibits, publications, and meetings. The committee shall also plan, organize, and arrange for the proper conduct of field trips that may be participated in by non-members and friends as well as by the members of the Society.
 - 7.3.3. Conservation Committee: It shall be the duty of this committee to keep informed on local, state, and national governmental policies and actions affecting the natural environment and the conservation of the natural resources and to advise the Board of Directors and carry out the policies of the Society in relevant matters. It shall be the duty of this committee to coordinate its actions with the policies and activities of the National Audubon Society insofar as conservation measures and policies of national scope are concerned and to keep the National Audubon Society informed of such actions.
 - 7.3.4. Education Committee: It shall be the duty of this committee to further the educational services of the National Audubon Society; to encourage the schools and colleges of the community to conduct courses in, or otherwise stress, natural history, ecology, and conservation; to conduct educational lectures and/or workshops in natural science for members and friends and through other means to inform and educate the public about the natural environment.
 - 7.3.5. Publications Committee: It shall be the duty of this committee to maintain a calendar of events, publish a bulletin or newsletter for the members of the local Society, and to prepare any other publications helpful to the ongoing programs of the local chapter. It shall also be the duty of this committee to publicize through

newspaper, radio, television, and other publicity media, the purposes and programs of the chapter.

- 7.3.6. Finance Committee: The President, Vice-President, and Treasurer shall constitute a Finance Committee. The Treasurer shall serve as Chairperson of this committee. It shall be the duty of this committee to plan the annual budget of the Society, assist the Treasurer in the preparation of the financial reports, and to make recommendations for obtaining financial support of the Society.
- 7.3.7. Advisory Committee: An Advisory Committee shall be made up of individuals who, because of other involvement, may not be able to give extended service as members of the Board or in other capacities. It is intended that the members of this committee may be called upon for services within their special competence. The members of the Advisory Committee shall be solicited by the President and shall serve for a two-year period. The numbers so solicited shall be at the discretion of the President.
- 7.3.8. Fundraising Committee: It shall be the duty of the Fundraising committee to make recommendations and carry out plans for obtaining financial support for the Society.

8. Chapter Policy

- 8.1. The relationship between the Sassafras Audubon Society and the National Society shall be governed by the National Society's Chapter Policy.

9. Endowment

- 9.1 The purpose of the Society's Endowment shall be to provide a perpetual stream of investment income to be used to further the mission of the Society. An initial investment of \$11,000 was made in 2005 in the Community Foundation of Bloomington and Monroe County, which retains control of those funds and releases yearly grants to the Society. Subsequent Endowment monies were put into investments under direct control of the Society.
- 9.2 Funds designated for the Endowment shall be invested as determined by the Board from time to time, on the advice of the Treasurer or the Finance Committee. Endowment funds shall be kept in separate accounts from other Society funds. Income produced by the Endowment that is not allocated as provided in 9.3 shall be reinvested in the Endowment.

- 9.3 The Treasurer shall advise the Board of the Endowment balance, excluding the Community Foundation fund, as of the first day of the Society's fiscal year. The Board may then allocate a maximum of 4.5% of that balance through the same fiscal year to support the mission of the Society. Unspent funds shall remain in the Endowment. Funds granted from the Community Foundation to the Society may be spent in their entirety, or reinvested as provided by 9.2.

10. Parliamentary Authority

- 10.1. In matters not covered by these By-Laws, The latest edition of *Roberts Rules of Order* shall govern.

11. Amendments

- 11.1. 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 of the membership regularly called, provided a quorum of at least ten members in good standing is present, and provided further that notice of such amendments shall have been mailed to each member of the Society at the last known address at least fifteen days before said meeting or announced on the SAS website.