

CONSTITUTION AND BYLAWS FOR  
HIGHLANDS PLATEAU AUDUBON SOCIETY

CONSTITUTION

ARTICLE I: NAME

This organization shall be known as the Highlands Plateau Audubon Society.

ARTICLE II: PURPOSE

Section 1. The purpose and objectives of this Society shall be to engage in any such educational, scientific, investigative, literary, historical, philanthropic and charitable pursuits as may be part of the stated purposes of the National Audubon Society, of which this Society shall function as a Chapter.

Section 2 This Society is not organized, nor shall it be operated, for pecuniary gain or profit, and 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 shall ever inure to the benefit of any director, Officer, or member thereof or to the benefit of any private shareholder or individual. Upon dissolution, or upon abandonment, the assets of this Society remaining after payment or provision for all debts and liabilities of this Society, shall be donated, to National Audubon Society, Inc. 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 objects 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 than one organized and operated exclusively for charitable purpose as presently set forth in Section 501(c)(3) of the Internal Revenue Code.

Section 3: No substantial part of this Society's activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Society participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. Nor shall the Society participate in organizations or coalitions whose activities are contrary to this Section.

ARTICLE III: ADDRESS

The legal address of this organization shall be that of its Treasurer.

## BYLAWS

### ARTICLE I: MEMBERSHIP

Section 1. Any person interested in the purposes of the Highlands Plateau Audubon Society (the Society) is eligible for membership.

Section 2. Classes of membership and annual dues shall be those established from time to time by the Board of Directors (the Board).

Section 3. Members of the National Audubon Society, residing in the territory of the Society, shall enjoy the rights of membership in the Society, except as described in Article III, Section 6 below.

Section 4. Membership dues shall be payable at the time of application and are renewable annually at the beginning of the Membership Year as determined by the Board.

### ARTICLE II: MEMBERSHIP MEETINGS

Section 1. The Annual Meeting of the Society shall be held in the last month of the fiscal year, at a date, time and place determined by the Board, at which time new Directors will be elected.

Section 2. The Nominating and Leadership Committee will present a slate of Directors for election prior to the Annual Meeting. Additional nominations may be made from the floor, provided that the eligibility and willingness to serve of the nominee have been verified prior to the meeting.

Section 3. Ten Members shall constitute a quorum for the transaction of business at any duly called regular or special meeting of the membership.

Section 4. Special meetings may be called by the President or pursuant to a resolution of the Board. Ten days written notice of such special meeting, stating objectives thereof, shall be given each Member at his last known post office address or by electronic communication

### ARTICLE III: BOARD OF DIRECTORS

Section 1. The control and conduct of business of the Society shall be vested in its Board of Directors, elected by the Members at the Annual Meeting. The Board shall determine the policies of the Society.

Section 2. Regular meetings of the Board shall be held at dates, times and places to be determined by the Board. There shall be no fewer than five regular meetings of the Board in any calendar year.

Section 3. A simple majority of Directors shall constitute a quorum for the transaction of business at a meeting of the Board.

Section 4. Special meetings of the Board may be call by the President or upon request of a majority of the Board.

Section 5. The number of Directors shall be no less than ten (10) nor more than sixteen (16).

Section 6. To be eligible for election as a Director, a person must be a Member in good standing of both the Society and the National Audubon Society (the National Society).

Section 7. Should a Director be unable to fulfill his term or be removed, a replacement shall be appointed by consensus of the Board, on recommendation from the Nominating Committee, to serve until the next annual meeting, at which time a Director shall be elected to complete the unexpired term.

Section 8. An elected Director shall serve a term of three years. No Director shall be elected to serve more than two consecutive terms.

Section 9. A Director may be removed by a majority vote of the Board for sufficient cause. The unexpired term of the Director shall be filled as described in Section 7 above.

Section 10. Directors shall serve staggered terms such that the terms of one-third shall expire each year. In the initial year following the adoption of these Bylaws, one third of the Directors shall be elected for three-year terms, one third for two-year terms, and one third for one-year terms.

#### ARTICLE IV: OFFICERS

Section 1: The elected Officers of the Society shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2: Officers shall be elected from among the Board, on nomination by the Nominating Committee or from the floor. They shall be elected by a majority vote of the Board at their first meeting following the Annual Meeting at which Directors are elected.

Section 3: The elected Officers shall hold office for two-year terms. No individual may hold the same office for more than six consecutive years.

Section 4: Should an Officer be unable to fulfill his term, a replacement shall be elected by the Board, on recommendation from the Nominating Committee, to fulfill the unexpired term.

Section 5: The President shall be President of the Society, Chair of the Board of Directors and an ex-officio member of all Committees and shall perform all other duties associated with the office of President.

Section 6: The Vice President shall assist the President in the carrying out of his duties and shall preside at all meetings in the absence of the President. He may be designated by the President to head one of the Standing Committees.

Section 7: The Secretary shall keep a record of all proceedings of the Board and of the Society.

Section 8: The Treasurer shall have custody of the Society's funds. He shall disburse the funds as may be ordered by the Board. He shall report to the Board of Directors at their regular meetings or as requested. He will prepare an annual report on the financial condition of the Society for distribution to the Members at the Annual Meeting. The Treasurer may serve as the Chairman of the Finance Committee.

Section 9: All checks and drafts of the Society may be signed by the Treasurer, the President or the Vice President.

#### ARTICLE V: EX-OFFICIO DIRECTORS

Section 1: The immediate past President shall serve as an Ex-Officio Member of the Board for a period of two years.

Section 2: When any member of the Society holds an office or serves on the Board of Trustees of Audubon NC or the National Audubon Society, he shall serve as an Ex-Officio member of the Board.

#### ARTICLE VI: COMMITTEES

Section 1. The President shall appoint Chairpersons of Standing Committees from the Board or from the Membership at large. Terms of office shall be for one year or until their successors are appointed but no Chairperson shall serve more than six consecutive years.

Section 2. Appointed Chairpersons may select their own committee members.

Section 3. The President, with the approval of the Board of Directors may appoint Special or Task Force Committees whose terms of office will be determined by the length of the assignment to be done.

Section 4: Standing Committees of the Society may include the following:

#### COMMUNICATIONS COMMITTEE

It shall be the duty of this Committee to publicize the purposes and program of the Society to both Members and the community. Publicity may be by means of a Society newsletter, Internet web site, public media, and such other means as the Committee and the Board consider appropriate.

#### CONSERVATION COMMITTEE

It shall be the duty of this Committee to promote conservation of birds and other wildlife and the habitat upon which they depend. Special emphasis will be placed on threatened and endangered birds occurring in North Carolina. Such activities may include monitoring bird populations, indentifying threats to habitat, and working with affiliate organizations to bring about appropriate preventative and corrective actions. The Committee will remain abreast of relevant local, state and national issues and, when appropriate, provide such information to the Board of Directors and Membership of the Society, and to the general public. The Committee may advocate on behalf of the Highlands Plateau Audubon Society for relevant conservation issues on a local, state and national level.

#### EDUCATION COMMITTEE

It shall be the duty of this Committee to further the educational services of the National and North Carolina Audubon Societies; to encourage the schools and colleges of the community to conduct courses in or otherwise stress natural history, ecology and conservation; and to conduct lectures and/or workshops in natural science for children, Members and nonmembers.

#### FIELD TRIP COMMITTEE

It shall be the duty of this Committee to plan, schedule, and arrange for the proper conduct of field trips, which shall be open to Members and nonmembers alike.

#### FINANCE COMMITTEE

It shall be the duty of this Committee to oversee the funds of the Society. The Chairperson of the Finance Committee may be the Treasurer.

#### HOSPITALITY COMMITTEE

It shall be the duty of this Committee to plan and conduct social gatherings of the Members, or to provide the social aspects of meetings such as refreshments, as may seem desirable by the Board of Directors.

## MEMBERSHIP & DEVELOPMENT COMMITTEE

It shall be the duty of this Committee to oversee the solicitation of funds to support the activities of the Society.

A. The Committee shall maintain an accurate listing of Members of the Society, strive to maintain and increase membership numbers, and facilitate participation of Members in the activities of the Society.

B. The Committee shall cooperate with the Membership Department of the National Society to assure the accuracy of the roster of national members residing within the allotted territory of this Society.

C. The Committee shall plan and execute fundraising activities as appropriate.

## NOMINATING AND LEADERSHIP DEVELOPMENT COMMITTEE

It shall be the duty of this Committee continuously to review leadership needs of the Society and to identify individuals who may fill these needs, and to maintain and update a file of willing and qualified prospects.

A. The Committee shall submit a slate of nominations for Directors and Officers to the Board three months prior to the Annual Membership Meeting.

B. Upon approval by the Board, the proposed slate of Directors shall be presented to the Membership with the announcement of the Annual Meeting.

## PROGRAM COMMITTEE

It shall be the duty of this Committee to plan and schedule programs for the Membership and the public. The Chair shall propose to the Board for approval any compensation considered appropriate for program speakers.

## ARTICLE VII: COMMITMENTS [REQUIRED BY NATIONAL]

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 the Society.

## ARTICLE VIII: DISCONTINUANCE [REQUIRED BY NATIONAL]

Section 1. This Society may terminate its status as a Chapter of the National Society, and the National Society may terminate the status of the Society as a Chapter of the

National Society, pursuant to procedures set fourth in the 2001 Audubon Chapter Policy adopted by the National Society's Board of Directors on December 8, 2001, as amended.

Section 2. Procedures for dissolution are fully described in the Chapter's Constitution, Article II, Section 2.

#### ARTICLE IX: PARLIAMENTARY AUTHORITY

In procedural matters not covered by these Bylaws, Robert's Rules on Order shall govern.

#### ARTICLE X: AMENDMENTS

The Constitution and Bylaws may be amended by a majority vote of Members in good standing present at any regular meeting of the Membership, or at any special meeting thereof, regularly called, provided a quorum is present, and provided further that notice of such amendments shall have been mailed or electronically transmitted to each Member of the Society at his last known address at least ten days before said meeting.

#### ARTICLE XI: CONSTRUCTION

Section 1. The masculine pronoun, as used herein, shall mean masculine or feminine, wherever applicable.

Section 2. This Constitution and these Bylaws shall be construed under the laws of the State of North Carolina.

Adopted this 13<sup>th</sup> day of June, 2011

/S/ Cathi Mead  
Cathi Mead, Secretary

/S/ Donald Shure  
Donald Shure, President

/S/ Avary Doubleday  
Avary Doubleday, Chair of the Bylaws Committee