

CONSTITUTION AND BY-LAWS OF AUDUBON OF SOUTHWEST FLORIDA, INC.

ARTICLE I - NAME

This organization shall be known as Audubon of Southwest Florida, Inc. (herein after called SOCIETY).

ARTICLE II – PURPOSE

Section 1. The purpose and objectives of this SOCIETY shall be to engage 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 Audubon of Florida/National Audubon Society, Inc., (herein after 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. The SOCIETY is designated as chapter E33 by the NATIONAL SOCIETY.

Section 2. This SOCIETY is not organized, nor shall it be operated, 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 shall never 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 than 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.

ARTICLE III - MEMBERSHIP

Section 1. The classes of membership of this SOCIETY shall be determined by the Board of Directors and shall include life memberships. Individuals are encouraged to also become members of the NATIONAL SOCIETY and affiliate with the SOCIETY but do not need to be NATIONAL SOCIETY members to be a SOCIETY member.

Section 2. Any person interested in the purposes and objectives of this SOCIETY is eligible for membership.

Section 3. The membership dues shall be established by the Board of Directors and changed no oftener than once a year.

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

Section 5. Each member shall have the right to cast one vote at the annual meeting and at all regular or special meeting of members on any motion that may be properly brought before such meeting, including the election of Directors. Members may vote in person at a meeting, or, if stipulated by the Board of Directors, by U.S. Mail or by email to the SOCIETY'S official email account.

Section 6. Membership dues shall be payable at the time of application and annually thereafter. In the case of Life members, dues shall be paid in full in one sum.

Section 7. Should renewal of membership dues not be paid within six months after due date, a member so in default shall be dropped forthwith from the rolls.

Section 8. Individuals are encouraged to also become members of the NATIONAL SOCIETY but do not have to do so to become or remain a member of the SOCIETY.

#### ARTICLE IV – MEMBERSHIP MEETINGS

Section 1. The annual meeting of members shall be held on such date in the Spring of each year as may be determined by vote of the Board of Directors. Notice of the annual meeting shall be given not less than twenty (20) days nor more than fifty (50) before the date of the meeting. Such notice is given via U.S. mail, email, and on the SOCIETY'S website. Hardcopy notice will be to the membership into the U.S. mail, with postage thereon prepaid, and directed to the member at the address as it appears on the record of members, or at such address as the member may request in writing to the SOCIETY.

Section 2. 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. Notice of a special meeting of members shall be given by email not less than seven (7) days before the date of the meeting and such notice shall state the purpose or purposes for which the meeting is called.

#### ARTICLE V - BOARD OF DIRECTORS

Section 1. The control and conduct of the business of the SOCIETY shall be vested in its Board of Directors. The Board will include up to four (4) officers and other Directors as needed to conduct the business of the SOCIETY.

Section 2. Directors shall be elected for a term of two (2) years at an annual meeting by majority vote of members present or whose vote was submitted as stipulated by the Board of Directors. No limit shall be set on the number of consecutive terms a Director may serve.

Section 3. If, for any reason, vacancies on the Board occur and the Board does not have a full complement of Directors, the Board may appoint a Director to serve until the next annual meeting of members.

Section 4. Regular meetings of the Board of Directors shall be held on such day of such months as may be determined by vote of the Board of Directors, but such regular

meetings shall be held not fewer than six (6) times in any calendar year. Meetings may be held in person or via video conferencing (e.g., Zoom or GoTo Meeting).

Section 5. Special meetings of the Board may be called by the President by email or by telephone not less than two (2) days before the date of the meeting. Notice of a special Board of Directors meeting shall state the purpose or purposes for which the meeting is called.

Section 6. Those voting members present shall constitute a quorum at any regular or special meeting of the Board.

Section 7. In the absence of the President, the Vice-President shall act as chair at any meeting of the Board. In the absence of the Vice-President, the 2<sup>nd</sup> Vice-President shall act as chair.

Section 8. Committee chairs who fail to attend three consecutive board meetings without approved reasons, or committee members who fail to attend at least two meetings a year may be dropped from the Board by a majority vote of the Board.

Section 9. Past Presidents of the SOCIETY who remain members in good standing of the SOCIETY shall be invited to be members of the Board of Directors without term limit or attendance requirements and with full voting rights.

#### ARTICLE VI - OFFICERS

Section 1. The officers of the SOCIETY shall be a President, a Vice-President, a 2<sup>nd</sup> Vice-President/Treasurer, and a Secretary,

Section 2. The officers of the SOCIETY shall be elected by the Board of Directors at the Annual Meeting of the SOCIETY.

Section 3. All officers shall serve for a term of two years, or until their successors are elected.

Section 4. If, for any reason, an office shall become vacant, the Board may proceed to elect, by majority vote, an officer to fill the vacancy. Such part-term shall be disregarded with respect to qualification of reelection to a full term, or additional consecutive term, as set forth in Section 3 herein above.

Section 5. The President shall direct and administer the affairs of the SOCIETY and shall supervise all phases of its activities, subject to instruction by the Board. The President shall preside at all meetings of members and meetings of the Board and shall be an ex-officio member of all committees.

Section 6. The Vice-President shall assist the President to carry out his/her duties, and in the absence of the President, shall direct and administer the affairs of the SOCIETY.

Section 7. The 2nd Vice-President/Treasurer shall have custody of the funds of the SOCIETY and disburse them as directed by the Board. All disbursements shall be authorized by the Treasurer or the President. The Treasurer shall prepare an annual budget proposal for the Board and render a financial report at the annual meeting.

Section 8. SOCIETY mailing lists and email addresses shall not be sold, shared or rented to any other organization and all email communications to the membership shall be blind copied to prevent third party harvesting of the email addresses.

Section 9. The Secretary shall keep a record of all proceedings of the SOCIETY and of the Board of Directors and perform such other duties as the Board may direct.

Section 10. The SOCIETY'S website and/or social media postings will be overseen by the Board of Directors.

#### ARTICLE VII - NOMINATING COMMITTEE

Section 1. No less than two months prior to the Annual Meeting, the President shall appoint a Nominating Committee to nominate candidates for each of the offices of the SOCIETY and for the Board of Directors.

Section 2. The nominees for the Board of Directors will be voted upon by the members of the SOCIETY as stipulated above. Nominations for the Board may be made from the floor at the time of the meeting.

#### ARTICLE VIII – OTHER COMMITTEES

Section 1. The President, with the approval of the Board of Directors, shall appoint the Committee chairs, who, in turn, may select their own committee members with recommendations and suggestions from the Board.

Section 2. The President, with 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 3. The Committees may include the following, as well as others deemed necessary by the Board of Directors, to carry out the function of the SOCIETY:

##### A. AUDITING COMMITTEE

The President shall appoint at least every three years a special Committee on Audit to inspect the financial records of the SOCIETY and make a report of findings to the Board of Directors.

##### B. CONSERVATION COMMITTEE

The Conservation Committee shall keep informed on local, state and national governmental policies and actions affecting the natural environment and conservation of natural resources. It shall endeavor to coordinate the actions of the SOCIETY with the

policy and activities of the Audubon of Florida/ NATIONAL SOCIETY insofar as conservation measures and policies of a state and national scope are concerned.

#### ARTICLE IX - CHAPTER POLICY

The relationship between this SOCIETY and the NATIONAL SOCIETY shall be governed by Chapter Policy.

#### ARTICLE X - AMENDMENTS

These By-Laws may be revised, amended or rescinded by a majority of the members, in person or by proxy, at an annual meeting. A quorum for such a meeting shall be a majority of the members present in person or who vote via U.S. mail or email as stipulated by the Board or Directors.

#### ARTICLE XI -PARLIAMENTARY AUTHORITY

In procedural matters not covered by these By-laws, Robert's Rules of Order shall govern, or such other procedure agreed to by the Board of Directors.

#### ARTICLE XII - CONSTRUCTION

Section 1. This Constitution and By-laws shall be construed under the laws of the State of Florida.

History: These Revised Bylaws were approved at the February 13, 2024, Board of Directors meeting and will be submitted for membership approval at the June 1, 2024, Annual Meeting.