BY LAWS OF
AUDUBON SOCIETY OF THE EVERGLADES, INC.
(as adopted at a meeting of the membership April 4, 1966
and revised 1/3/67, 1/2/68, 4/3/73, 12/13/74, 1/2/80, 4/12/84, 4/3/01, 08/06/02, April 2016, April 2018)
This document includes changes proposed April 2020

ARTICLE I
Incorporation, Bylaws and Purpose

1. Audubon Society of the Everglades, Inc. is a not-for-profit Florida corporation, under incorporation certificate approved by the Secretary of State of Florida, March 15, 1966. It is herein sometimes termed “Audubon Everglades.” These bylaws have been made, pursuant to Article VIII of that certificate of incorporation, by unanimous vote of a quorum of the directors for Audubon Everglades, at the organization meeting of the board of directors held March 21, 1966 and approved by the membership April 4, 1966.

2. The purpose of this corporation shall be: to promote an understanding and interest in wildlife and the environment that supports it, and to further the cause of conservation of all natural resources.

ARTICLE II
Membership, Affiliation with Florida and National Audubon Societies, and Dues

1. Types of membership and dues.
   (a) National Audubon Society (NAS) members who select Palm Beach County (PBC) shall automatically become members of Audubon Florida (AF) and Audubon Everglades. Annual dues for such triple membership are determined by NAS.

   (b) Friends of Audubon Everglades memberships do not include membership in either NAS or AF. These dues are set by the chapter's board and are due June 1 each year. Dues not received by July 31 will be considered in default and members will be dropped from the rolls. Friends of Audubon Everglades memberships provide members with some special privileges and support the chapter's conservation and education efforts.

2. COMMITMENTS - Audubon Everglades shall not enter into any commitments binding upon the NAS without written authorization by the NAS nor shall the NAS, without written authorization by Audubon Everglades, enter into any commitments binding upon Audubon Everglades.

3. DISCONTINUANCE - Audubon Everglades may terminate its status as a Chapter of the NAS and the NAS may terminate the status of Audubon Everglades as a Chapter of the NAS, pursuant to procedures set forth in the 2001 Audubon Chapter Policy adopted by the NAS' board of Directors on December 8, 2001.

ARTICLE III
Meetings of Members

1. There shall be an annual meeting of members during the month of April each year, and such special meetings as the board of directors may call. Annual and special meetings shall be held with not less than seven days written notice, specifying a place and time in Palm Beach County. The notice of the annual meeting shall include a slate of officers and directors due to be elected that year as proposed by the nominating committee under Article VIII of these bylaws, and a budget proposed by the board of directors under Article VI for a fiscal year running from April 1 to March 31. The agenda of the meeting must include election of officers and directors due to be elected that year, and the adoption of the budget. The agenda of the meeting may include any bylaw changes.

2. Attendance of 25 or more members in good standing shall constitute a quorum at the annual meeting of members in April, at the regular monthly meetings, and at such special membership meetings as the board of directors may call.
3. The board of directors will set up a schedule of times and places of regular monthly meetings of members of Audubon Everglades and shall notify all members of the time and place of said meetings.

4. National members shall each be entitled to one vote. Friends of Audubon Everglades members - adults with a Household or Patron membership shall each be entitled to one vote with a maximum of 2 votes for a Household or Patron membership, and holders of individual (Regular, Student, or Senior) memberships shall each be entitled to one vote, at any meeting of members. Members not present at any meeting may vote by written proxy, but each such proxy shall be restricted to one meeting and the subject of the vote must be specified in the proxy.

ARTICLE IV
Officers

1. The officers shall be: president, first vice-president, second vice-president, secretary, and treasurer, who shall be members of Audubon Everglades elected by members of Audubon Everglades at the annual meeting to serve for a period of two years.

2. The president shall preside at all meetings of Audubon Everglades and shall serve as chairman of the board of directors; shall appoint all committee chairmen and serve as ex-officio member of each committee; shall be the chief administrator of Audubon Everglades and shall execute the acts and directives of Audubon Everglades and the board of directors. Upon the death, inability or refusal to act, or upon resignation of any officer, the president is authorized to appoint an officer to serve until the next annual meeting. The president may only hold office for two two-year terms. When the vote is by secret ballot, the president can vote as any other member. For other votes (e.g., voice vote, or raising of hand), the president can vote (but is not obliged to do so) whenever his/her vote will affect the result. Those cases are:

- If there is a tie, the president can vote to BREAK THE TIE. If the president doesn’t vote, the motion is defeated.
- If the vote is carried by a single vote, the president can vote to CREATE A TIE (by voting against the motion), and therefore defeat the motion.

3. The first vice-president shall assist the president whenever necessary and assume other duties as assigned. In case of a vacancy in the office of president, the first vice-president shall assume the duties of the president until the next annual meeting.

4. The second vice-president shall assume such duties as assigned by the president. In the absence of the president and the first vice-president, the second vice-president shall preside at meetings of Audubon Everglades and of its board of directors.

5. The secretary shall keep minutes of the meetings of the board of directors, have custody of all records of Audubon Everglades except its financial and membership records, and send all notices of board meetings.

6. The treasurer shall have primary custody of the financial records and the funds of Audubon Everglades, shall keep an inventory of property of Audubon Everglades, shall approve Audubon Everglades’ credit card purchases, and shall report at the annual meeting of the members, and monthly to the board of directors. All payments shall be authorized either by prior inclusion in the budget or by an approved motion at a board meeting. The treasurer shall be named an authorized signatory for entry to any safe deposit box of Audubon Everglades, for stock certificate powers or for any other documents required for withdrawal of Audubon Everglades funds or transfer of its securities. The treasurer shall act as financial adviser to the board and have oversight of all financial functions of Audubon Everglades.

ARTICLE V
Board of Directors

1. The board of directors shall consist of five (5) officers and no less than six (6) directors, who must be members of Audubon Everglades. Officers shall be elected in even-numbered years and directors in odd-numbered years.

2. The board of directors shall, by resolution, set up a tentative schedule of its meetings. Each meeting shall adjourn to a definite time and place for the next meeting.

3. The president, or any two other members of the board of directors, may call special meetings of the board of directors on reasonable notice.

4. A majority of the board shall constitute a quorum.

5. In an emergency, a quorum of the board of directors may act by email or other communication, without meeting in person. For an action to pass, the number of directors constituting a quorum of the board must approve it. The time frame/deadline for the vote should be included in the email. Board members should use “reply all” when voting by email. The minutes of the next regularly scheduled board meeting following the emergency shall recite the action taken, and the names of the board members approving it.

6. Two consecutive unexcused absences may be grounds for removal as a member of the board of directors.

7. Resignation of a member of the board of directors shall be in writing to the president, who shall present it to the board of directors for action.

8. To fill vacancies on the board of directors, other than the officers, the president shall recommend a replacement to the board of directors for its approval.

9. The Audubon Everglades board of directors shall appoint a member of the board who, in addition to the treasurer, is authorized to sign checks. In addition, the board of directors shall designate different Audubon Everglades members to act as co-custodians and additional signatories for each of the different funds or accounts. In an emergency, in the event checks or other documents for withdrawal of Audubon Everglades’ funds or transfer of its securities are issued without the signature of the treasurer, the person authorized to sign the documents shall report the circumstances to the board of directors.

10. In January, directors and committee chairmen shall present their budget needs for the following fiscal year.

11. The position of "Board Member Emeritus" is an honorary title that may be conferred upon a member of Audubon Everglades board of directors who has served the board with distinction and has made significant contributions. As an honorary role, "Board Member Emeritus" neither carries or implies any official rights, duties, or responsibilities that apply to current board members. The executive committee of the board will consider potential candidates and may nominate one or more individuals to be named a board emeritus. In order to be considered for designation as a board member emeritus, the executive committee will present the nomination(s) along with supporting statements to the Audubon Everglades board of directors for approval. A majority vote is sufficient to approve a designation of "Board Member Emeritus".

ARTICLE VI
Standing Committees

Chairmen of committees shall be members of Audubon Everglades, but need not be officers or other directors, except as noted in this Article. The president may appoint a chairman for each standing committee, who may select other members to serve on the committee. A standing committee chairman shall serve two years and may be reappointed. The standing committees and their duties shall be:
1. A Membership Committee, whose duty shall be to conduct membership campaigns, to bring into Audubon Everglades persons interested in wildlife and conservation, to maintain a current roster of names and addresses of members for the various purposes of Audubon Everglades, and to greet members and guests at meetings.

2. A Program Committee whose duty shall be to arrange for the presentation of films and lectures on wildlife and conservation subjects at meetings of Audubon Everglades.

3. A Budget Committee, whose duties shall include the preparation and review of the budget. Members shall include: the treasurer and three other Audubon Everglades board members as appointed by the president. The budget shall be recommended to the board of directors at its February meeting. Additional duties of the Budget Committee shall be to report to the membership meeting following the annual meeting upon the scope and accuracy of the treasurer’s accounts. After review, the books will be sent to the Audubon Everglades’ CPA to proceed with generating the tax returns.

4. An Investment Committee, whose duties shall be to oversee and direct the Investment funds of Audubon Everglades according to the guidelines set by the Audubon Everglades Investment Policy. The committee shall consist of the treasurer and a minimum of three other Audubon Everglades members.

5. A Field Trip Committee whose duty shall be to organize and arrange for the proper conduct of field trips.

6. A Conservation Committee, whose duty shall be to study conservation developments and legislation, and to report to meetings of members and directors those conservation events which the committee deems proper subject of resolution, disbursement or other action by such meetings.

7. An Education Committee, whose duty shall be to create interest in nature and conservation.

8. A Community Outreach Committee, whose duty shall be to conduct activities and to engage in events in order to expand awareness of the chapter’s mission, to increase public interest in wildlife and conservation, and to recruit a diverse population of new chapter members and directors.

**ARTICLE VII**

**Special Committees**

The president may appoint additional committees and their chairmen. To the extent not inconsistent with Audubon Everglades’ certificate of incorporation or these bylaws, each such committee shall have such function as the president may prescribe.

**ARTICLE VIII**

**Nominating Committee**

At or before the January meeting of the board of directors preceding each annual meeting of members, the president, with the advice and consent of the board, shall appoint a committee of three members of Audubon Everglades, two of whom shall not be officers or directors, to nominate candidates for officers and directors to be voted on at the annual meeting. The committee shall report such nominations to the secretary at the February board of directors meeting. The committee shall obtain the consent of each person nominated before making the report. Nominations may also be made from the floor at the annual meeting provided consent of nominees has been obtained.

**ARTICLE IX**

**Publications**

There shall be provisions for one or more Audubon Everglades’ publications for communication with and
education of the membership. Notices of monthly, annual and special meetings may be conveyed to members through any of the publications.

**ARTICLE X**

**Procedure**

1. These bylaws may be altered or rescinded by adoption by the members of Audubon Everglades, of a written proposal stated in a resolution of the board of directors or in a written petition signed by five members other than directors. Such adoption shall take place either (1) on written notice mailed by the secretary not less than ten days in advance of any duly held annual or other meeting of the members, by two-thirds approving vote of the members present at that meeting; or (2) without written notice, by two-thirds approving vote of the members present at each of two successive duly held meetings of members occurring not less than three weeks apart.

2. Except where otherwise specifically provided in Audubon Everglades’ certificate of incorporation or these bylaws, all procedural matters shall be governed by Robert's "Rules of Order," latest available edition.