

**BY LAWS OF
AUDUBON EVERGLADES, INC.**

The Palm Beach County, Florida Chapter of the National Audubon Society (NAS)

ARTICLE I

Name

The name of this organization shall be Audubon Everglades, Inc. and is referenced herein as Audubon Everglades.

ARTICLE II

Object

The purpose of this corporation shall include but shall not be limited to:

- (a) promoting an understanding of and interest in birds, wildlife and the environment that supports it; and
- (b) furthering the cause of conservation of all natural resources.

ARTICLE III

Members

Section 1. Member Classification. Audubon Everglades shall have the following member classifications open to individuals and families interested in the objectives of Audubon Everglades.

- A. The following categories are available to Friends of Audubon Everglades members:
 - 1. Single Member. A single member is an individual who is under the age of sixty-two and not a student.
 - 2. Senior Member. A senior member is an individual who is sixty-two years of age or older and who is not a student.
 - 3. Student Member. A student member is an individual who is currently enrolled in an educational institution.
 - 4. Household Member. Household membership is defined as two adults and all children under twenty-one living at the same address.
 - 5. Patron Member. A patron membership is defined as two adults and all children under twenty-one living at the same address with allowance for two additional adult guests to be included on advance registration of field trips.
- B. National Audubon Society members who select Palm Beach County shall automatically become members of Audubon Everglades and shall be entitled to all the privileges except those of making motions, of voting, and of holding office.

Section 2. Annual Dues. Friends shall pay dues to Audubon Everglades. The dues shall be established by the board of directors and shall be due June 1 of each year. Membership shall be forfeited if dues are not received by July 31. NAS members pay dues through the national association.

ARTICLE IV **Officers**

Section 1. Officers. The elected officers of Audubon Everglades shall be president, first vice president, second vice president, recording secretary, corresponding secretary, treasurer, and a minimum of six directors.

Section 2. Qualification. Officers shall be active members of Friends of Audubon Everglades in good standing.

Section 3. Nomination Procedure. Nominations shall be made by the Nominating Committee and submitted to the board of directors for approval prior to the February meeting of the board. The final report of the Nominating Committee shall be reported to the general membership at the annual meeting at which time nominations may be made from the floor provided consent of nominees has been obtained.

Section 4. Group Elections in Even and Odd Calendar Years. The election of officers and directors shall be divided into two groups. Group I elections shall be held in odd-numbered calendar years. Group II elections shall be held in even-numbered years.

- A. Group I shall consist of the president, the first vice president, the corresponding secretary, and half of the cohort of directors.
- B. Group II shall consist of the second vice president, the recording secretary, the treasurer, and the other half of the cohort of directors.

Proviso:

At the election in 2021, provided that the president steps down after serving only one year before the 2021 election and the offices of first vice president and corresponding secretary remain vacant, the officers and directors in Group I shall be elected for a term of two years. Directors in Group II shall be elected for a term of one year.

Section 5. Ballot Election, Term of Office. Officers and directors shall be elected by ballot to serve for two years or until their successors are elected, and their term of office shall begin at the close of the annual meeting at which they are elected. If there is only one candidate for an office, election may be by a voice vote. A majority vote shall elect.

Section 6. Office Holding Limitations. No member shall hold more than one office at a time. The president shall be limited to two two-year terms. An officer who has served more than half a term shall be considered to have served a full term in that office.

Section 7. Resignation. Resignation of an officer, including directors, shall be in writing and addressed to the president, who shall present it to the board of directors for action.

Section 8. Removal from Office. Officers, including directors, may be removed from office with or without cause by a two-thirds vote of the board of directors.

Section 9. Vacancies. A vacancy created for any reason shall be filled for the unexpired term of the officer or director that created the vacancy by a majority vote of the board of directors.

ARTICLE V Duties Of Officers

Section 1. Duties of Officers. The officers shall perform the duties provided in this article and such other duties as are prescribed for the office in these bylaws, by the Audubon Everglades Board of Directors, by the president, or in the adopted parliamentary authority.

Section 2. Duties of the President. The president shall:

- A. be the chief executive officer and official spokesman of Audubon Everglades,
- B. work closely with the Executive Director and shall facilitate execution the acts and directives of the membership and the board of directors,
- C. preside at all meetings of Audubon Everglades,
- D. serve as chairman of the board of directors, and
- E. appoint the chairmen of all standing committees.

Section 3. Duties of the First Vice President. 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 office of the president for the remainder of the unexpired term.

Section 4. Duties of the Second Vice President. The second vice president shall assume duties that may be assigned. In the absence of the president and the first vice president, the second vice president shall preside at meetings of Audubon Everglades. In case of concurrent vacancies in the office of president and the first vice president the second vice president shall assume the office of the president for the remainder of the unexpired term.

Section 5. Duties of the Recording Secretary. The recording secretary shall

- A. keep minutes of the annual or any special meetings of the membership and meetings of the board of directors,

- B. have custody of all records of Audubon Everglades except its financial and membership records, and
- C. send all notices of membership and board meetings.

Section 6. Duties of the Corresponding Secretary. The corresponding secretary shall handle the general correspondence of the chapter and other duties as assigned.

Section 7. Duties of the Treasurer. The treasurer shall

- A. have general oversight of the financial functions of Audubon Everglades and shall act as financial adviser to the board of directors,
- B. work closely with the President and Executive Director to ensure the annual budget aligns with the Organization's goals and priorities,
- C. have primary custody of the financial records and the funds of Audubon Everglades,
- D. keep an inventory of property of Audubon Everglades,
- E. make a financial report to the board of directors at each meeting and at other times when requested by the president or the board of directors, and
- F. submit the most recent budget report and financial statements at the annual membership meeting.

Section 8. Duties of Directors. Directors may be assigned duties by the president or by the Audubon Everglades Board of Directors.

ARTICLE VI

Meetings

Section 1. Regular Meetings. Regular meetings of the membership shall be held monthly on a schedule of dates and at places determined by the board of directors. Special or emergency circumstances may result in the cancellation of a monthly meeting.

Section 2. Special Meetings. Special meetings of the membership may be called by the president or by the board of directors and shall be called upon the written request of ten members of Audubon Everglades. The purpose of the meeting shall be stated in the call, which shall be sent to all members at least seven days before the meeting.

Section 3. Annual Meeting.

- A. Notice. The regular membership meeting in April shall be known as the annual meeting. Notice of the meeting specifying time and place in Palm Beach County shall be sent with

a minimum of seven days' notice. The report of the Nominating Committee and the proposed budget shall be included with the notice.

- B. Purpose. The purpose of the annual meeting of the Audubon Everglades membership shall be for electing officers and directors, for approving the annual operating budget, and for any other business that may arise.

Section 4. Quorum. Twenty-five members in good standing of the chapter shall constitute a quorum.

Section 5. Voting Rights. Friends of Audubon Everglades members shall be entitled to vote as follows:

- A. Adults with a Household or Patron membership shall each be entitled to one vote with a maximum of two votes for a Household or Patron membership.
- B. Individual memberships (Single, Student, or Senior) shall each be entitled to one vote.

Section 6. Voting Restrictions.

- A. Proxy and absentee voting shall not be permitted.
- B. Any officer or member who presides at any meeting of the membership shall exercise his or her right to vote only when his or her vote would affect the outcome or when the vote is by ballot or is otherwise anonymous.

ARTICLE VII

Board of Directors

Section 1. Board Composition. The officers of Audubon Everglades, including the directors, shall constitute the board of directors. The immediate past president may be invited to serve a term of one year as a consultant to the board without the right to make motions or vote and shall not be counted in the determination of a quorum.

Section 2. Board's Duties and Powers. The Audubon Everglades Board of Directors shall be entrusted with the general management of the chapter's affairs, fix the hours and place of meetings, make recommendations to the membership, and perform such other duties as are specified in these bylaws.

Section 3. Board Meetings.

- A. Regular Meetings. The board of directors shall meet monthly on a date, time and place established by the board of directors. Special or emergency circumstances may result in the cancellation of a monthly meeting.
- B. Special Meetings. Special meetings of the board may be called by the president and

shall be called on the written request of any two other members of the board of directors with call given at least twenty-four hours before the meeting. Notice may be waived by the members of the board in accordance with statutory requirements. Members present at a meeting shall be deemed to have received or to have waived notice.

C. Quorum. A majority of the members of the board of directors shall constitute a quorum.

D. Voting.

1. Each director shall be entitled to one vote and shall be present to vote upon each matter submitted for a decision except for a conflict of interest.
2. Proxy or absentee voting shall not be permitted.
3. Any officer or member who presides at any meeting of the board shall exercise his or her right to vote only when his or her vote would affect the outcome or when the vote is by ballot or is otherwise anonymous.

Section 4. Action Without Meeting. Any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if the action is taken by all members of the board. The action shall be evidenced by one or more written consents describing the action taken and signed by each director. Such consent shall have the same force and effect as a unanimous vote. The action taken shall become effective when the last director signs the consent unless the consent specifies a different effective date.

ARTICLE VIII Committees

Section 1. Standing Committees.

- A. Committee Composition, Members and Term. Except as specified for an individual committee, chairmen and members of each standing committee shall be members of Audubon Everglades but need not be an officer or director. Committees shall consist of a chairman, appointed by the president, and at least one other member selected by the chairman. The term of committee chairmen and members shall correspond to that of the president.
- B. Multiple Chairmanships Prohibited. No member shall simultaneously serve as chairman of more than one standing committee.
- C. Ex Officio. The president shall be ex officio a member of all committees except the Nominating Committee and any disciplinary committees.
- D. The standing committees of Audubon Everglades shall be:
 1. Membership Committee. A Membership Committee, whose duty it shall be to conduct membership campaigns, to bring into Audubon Everglades persons interested in birds, 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. Nominating Committee. A Nominating Committee, appointed by the president with the advice and consent of the board of directors, shall be composed of three Audubon Everglades members, two of whom shall not be officers. It shall be the duty of the committee to nominate candidates for office to be elected at the annual meeting. The committee shall obtain the consent of each person nominated and shall submit its report to the secretary prior to the February board of director's meeting.
 3. Program Committee. A Program Committee whose duty it shall be to arrange for the presentation of films and lectures on birds, wildlife, and conservation subjects at meetings of Audubon Everglades.
 4. Investment Committee. An Investment Committee shall be composed of the treasurer and a minimum of three other Audubon Everglades members. It shall be the duty of this committee to oversee and direct the Investment funds of Audubon Everglades according to the guidelines set by the investment policy adopted by the board of directors.
 5. Field Trip Committee. A Field Trip Committee whose duty it shall be to organize and arrange for the proper conduct of fieldtrips.
 6. Conservation Committee. A Conservation Committee whose duty it 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. Education Committee. An Education Committee whose duty it shall be to create interest in nature and conservation.
 8. Community Outreach Committee. A Community Outreach Committee whose duty it 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.
 9. Media/Publicity Committee. A Media/Publicity Committee whose duty it shall be to promote Audubon Everglades as the primary authority in Palm Beach County for issues related to birds and the environment that supports them, and to engage community participation in our mission through promotion of Audubon Everglades events, membership, and volunteerism.

Section 2. Special Committees. Special committees may be appointed as deemed necessary by the membership, the board of directors or the president except that the president shall not appoint any disciplinary committees.

ARTICLE IX

Electronic Meetings and Communications

Section 1. Meetings. The membership at the annual or special meetings, the board of directors and all committees shall be authorized to meet by telephone conference or through other electronic communications media so long as all members can simultaneously hear each other and participate during the meeting.

Section 2. Voting by Ballot. An anonymous vote conducted through the designated Internet meeting service shall be deemed to be a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

Section 3. Communications. Unless members indicate otherwise to the recording secretary, all communication required in these bylaws, including meeting notices, may be sent electronically.

ARTICLE X

Finance

Section 1. Fiscal Year. The fiscal year of Audubon Everglades shall be April 1 to March 31.

Section 2. Financial Transactions Requirements.

A. 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.

B. A member of the board, in addition to the treasurer, shall be authorized by the board of directors to sign checks. The Executive Director shall be authorized by the board of directors to sign checks of \$5,000.00 or less without board approval or checks over such amount with board approval.

C. 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 or the Executive Director, as applicable, the person authorized to sign the documents shall report the circumstances to the board of directors.

Section 3. Signatories' Transition. The immediate past officers shall remain as the authorized signatories on all accounts until such time the newly elected officers can become signatories.

Section 4. Budget Committee. A Budget Committee shall be composed of the treasurer, two Audubon Everglades board members, the Executive Director and one non-board member appointed by the president. It shall be the duty of this committee to prepare the annual budget for presentation to the board of directors at the regular February meeting.

Section 5. Audit Committee.

A. Composition. An Audit Committee shall be composed of three or more members, at least two of whom shall be board members and at least one shall be a non-board member. The members of

the Audit Committee shall be appointed by the board of directors at the board meeting immediately preceding the end of the fiscal year. The treasurer shall not be a member of the committee.

- B. Purpose. It shall be the purpose of this committee to review the
1. accuracy of the chapter's financial records and internal controls,
 2. chapter's investment practices,
 3. chapter's internal operating budget, and
 4. chapter's administration of records and safekeeping of non-financial assets.

C. Report. The report of the committee shall be completed and submitted to the board of directors within thirty days of the end of the fiscal year and prior to sending the financial records to the Audubon Everglades CPA for preparation of the chapter's tax return.

Section 6. Prohibition on Distribution of Net Earnings. No part of net earnings shall inure to the benefit of members or officers.

ARTICLE XI

Indemnification

Any person who is made or threatened to be made a party to any legal proceeding as a result of serving or having served as a director, officer, agent or employee of Audubon Everglades shall be indemnified by Audubon Everglades, directly or through insurance secured for the benefit of such officers and directors and employees, to the maximum extent authorized by law providing the decisions or actions were taken in good faith and were reasonably understood to be within the scope of their authority or employment during their term as such.

ARTICLE XII

NAS Chapter Relationship

The relationship between Audubon Everglades and NAS shall be governed by the current version of the *NAS Chapter Policy*. Neither Audubon Everglades nor NAS shall enter into any commitments binding on the other without written authorization to do so.

Audubon Everglades may terminate its status as a chapter of NAS upon six months' notice in writing to NAS and NAS may terminate the status of Audubon Everglades as a chapter of NAS upon six months' notice, in writing, to Audubon Everglades. In the event of such notice of

termination by either Audubon Everglades or NAS, the allocation of dues by NAS to the Audubon Everglades shall cease on expiration of the six months' period. However, NAS members of Audubon Everglades shall remain members of NAS for the balance of the term for which dues have been paid.

ARTICLE XIII

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern Audubon Everglades in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order Audubon Everglades may adopt.

ARTICLE XIV

Amendment of Bylaws

These bylaws may be amended at any regular or special meeting of the board of directors by a two-thirds vote provided ten-days' notice of each amendment is given. Any amendments necessitated to comply with NAS shall be implemented by the Audubon Everglades president and shall be reported to the membership within thirty days.

ARTICLE XV

Executive Director

Section 1 – General duties: The Executive Director will provide leadership, management, fundraising, communications, strategic planning, marketing, problem-solving and development activities. The Executive Director manages the administrative operations of the Organization.

Section 2 – The Executive Director shall be an employee of the Organization serving at the discretion of and reporting to the Board and communicates with the Board President on a regular basis to discuss operational aspects of the Organization.

Section 3 – The Board generally reviews the Executive Director's performance annually, or more often as appropriate.

Section 4 – The Executive Director shall have control and responsibility over the operations and affairs of the Organization, including, but not limited to, the management and direction of the programs and activities of the Organization as generally determined by the Board.

Section 5 – The Executive Director shall have responsibility for the personnel matters of the Organization with the sole authority to hire, supervise, evaluate, and terminate all other employees; and, in general, perform all duties incident to the position and such other duties as may be prescribed from time to time by the Board.

Section 6 – The Audubon Everglades Board grants limited signing authority to the Executive Director so that the Executive Director is authorized to make, execute, endorse in the name of and on behalf of Audubon Everglades written instruments, agreements, documents, transfers, assignments, contracts, obligations, certificates, and other instruments. This power shall not include the power to execute deeds and powers of attorney or engage in legal actions without

express Board approval as identified in both approved meeting minutes and a Board resolution. Obligations greater than five-thousand dollars (\$5,000.00) require Board approval.

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