

CONSTITUTION of the CHAMPAIGN COUNTY AUDUBON SOCIETY

ARTICLE I: Name

This organization shall be known as the Champaign County Audubon Society, Inc., hereinafter called the Chapter, a Chapter of the National Audubon Society, Inc., hereinafter called the National Society.

ARTICLE II: Purpose

Section 1. The purpose and objectives of this Chapter 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 Society.

Section 2. This Chapter is not organized, nor shall it be operated, for monetary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to members thereof, or to any private shareholder or individual. The property, assets, profits, or net income of this Chapter shall never 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 Chapter remaining after payment of or provision for all debts and liabilities of this Chapter, shall be donated to the National Society or its successor, or if it is unwilling or unable to accept said donation, to such corporation or corporations or foundations having similar objects and purposes, as the Board of Directors of this Chapter 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 educational and scientific purposes as presently set forth in Section 501(c) (3) of the Internal Revenue Code.

Section 3. Chapter activities which attempt to influence legislation shall comply with the relevant provisions of the Internal Revenue Code. The Chapter shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

BY-LAWS ARTICLE I: Membership

Section 1. Any person interested in the purposes and objectives of the National Society is eligible for membership.

Section 2. Classes of membership shall be the same as those maintained by the National Society. The Chapter may have local-only memberships.

Section 3. The membership dues shall be established by the National Society. The local-only membership dues shall be set by the Chapter.

Section 4. All members shall enjoy the rights and privileges pertaining to membership in both the Chapter and the National Society, except local-only members who enjoy only the rights of membership in the local Chapter.

Section 5. Each member shall have the right to cast one vote at the annual meeting and at any regular or special meeting of members on any motion that may be properly brought before such meeting, including the election of officers and directors.

Section 6. Membership dues shall be payable at the time of application and yearly thereafter, except for local-only members whose dues are payable in January of each year.

Section 7. Should membership dues not be paid within six months after they are due, a

member so in default shall forthwith cease to be a member.

ARTICLE II: Meetings

Section 1. Regular public meetings of the Chapter shall be held monthly from September through May, inclusive, or as determined by the Board of Directors, but such regular meetings shall be held not fewer than six times in any calendar year.

Section 2. The Annual Meeting of the Chapter shall be the first week in December when officers and members-at-large will be elected. If the above date is not feasible, the Board of Directors may select another early December date, but must give members at least fifteen days written notice of this change.

Section 3. Special meetings of the Chapter may be called by (A) the President, (B) five or more Board members, or (C) twenty-five Chapter members. Fifteen days written notice of such special meetings, stating the objective thereof, shall be sent to each member at his last known address. Action at any special meeting shall be restricted to matters submitted to the members in the call for that meeting.

Section 4. Twenty members shall constitute a quorum at meetings of the Chapter.

ARTICLE III: Board of Directors

Section 1. Control of the property and business of the Chapter shall be vested in the Board of Directors. The Board shall also determine the policies of the Chapter. The Board shall include (a) the elected officers, (b) chairpersons of standing committees, and (c) six members-at-large, three elected by the membership in alternate years for terms of two years.

Section 2. The Board shall meet monthly at the call of the President, or as designated by the Board, but can meet no less than five different months during the year. The President shall provide an agenda for Board meetings.

Section 3. Special meetings of the Board may be called by the President or by five or more Board members. Notice of a special meeting must be provided not less than three nor more than ten days prior to the date of the meeting.

Section 4. The quorum for Board meetings shall be 50% of the Board, including two elected Board members, one of which is an officer.

Section 5. Board meetings shall be open to the general membership.

Section 6. Newly elected and past-year Board members shall meet at the first Board meetings following the election and chairpersons should be selected for the Standing Committees before the January Board meeting.

Section 7. The President or, in his absence the Vice-President, shall act as Chairperson at any meeting of the Board. In the absence of both the President and Vice-President, the Board shall designate any other member of the Board to act as Chairperson at such meeting.

Section 8. A vacancy is declared whenever a person is unable to carry out the functions of the Board and either resigns or is removed from the Board by a two-thirds majority of the Board. A vacancy in any Board position shall be promptly filled by a majority vote of the Board of Directors.

Section 9. Decisions of the Board except as otherwise indicated in these Bylaws, shall be by a majority vote of the Board members present, if a quorum exists. The President may vote, and must vote in the case of a tie.

ARTICLE IV: Officers

Section 1. The officers shall be a President, a Vice-President, a Secretary, and a Treasurer, elected for one-year terms. The President shall not be elected to a third consecutive term. They will take office January 1 of the year following the election.

Section 2. The President shall be the chairperson of the Board of Directors and an ex-officio member of every committee of the Chapter, except the Nominating Committee. The President shall preside at meetings of the Board and the Chapter, shall request reports from each committee for Board meetings, shall coordinate information and report on Audubon Council of Illinois activities to the Board and members, and shall perform other duties as instructed by the Board of Directors.

Section 3. The Vice-President shall assist the President in carrying out the duties of this office and should preside at all meetings of the Board and Chapter in the absence of the President.

Section 4. The Secretary shall keep a record of all proceedings of the Board and the Chapter meetings and shall conduct the official correspondence of the Board and Chapter. The Secretary shall act as historian for the group and shall maintain a central file of Chapter activities. Committee Chairpersons shall turn in information on their committee activities for this central file.

Section 5. The Treasurer shall have custody of the Chapter's fund and shall disburse the funds as directed by the Board. The Treasurer shall report to the Board of Directors at their regular meetings, or as requested, and shall assist the Finance Committee in the preparation of the budget. The Treasurer shall make an annual report to the Board at the end of the Chapter fiscal year for its approval and shall report to the Chapter and to the National Society. Chapter checks and drafts should be signed by the Treasurer when possible, but in the Treasurer's stead, the President or Secretary may sign. The management of funds may be delegated to committees and/or persons when deemed appropriate by the Board, but the Treasurer shall receive reports from those managing such funds and shall include these in the composite Treasurer's report.

ARTICLE V: Elections

Section 1. Candidates presented by the Nominating Committee or nominated from the floor at the Annual Meeting of the Chapter shall be elected by a vote of a majority of members present or by approval of members of a motion instructing the Secretary to cast a unanimous ballot. Should there be more than one candidate for any office, the election to such office must be by secret ballot with a majority of the ballots cast being necessary for election. Members must be present to vote.

Section 2. Officers and Member-at-Large Board members shall be elected at the Annual Meeting in December and shall take office on the first of January.

ARTICLE VI: Committees

Section 1. The President, with the approval of the Board and with the advice of the Nominating Committee, shall appoint chairpersons of standing committees, except the Nominating Committee. Committee chairperson shall be appointed for terms of one year, or to finish the year in case of a vacancy. Any vacancy shall be filled promptly. Old and new committee chairpersons shall attend the January Board meeting, at which time

annual reports of officers and committees shall be made.

Section 2. 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. The need for these committees will be evaluated annually.

Section 3. Committee chairpersons may select their own committee members, except for the Nominating Committee. Each committee should have at least three members.

Chairpersons shall keep the Board and Chapter members informed of their activities at Board meetings and through the newsletter, shall provide an annual report at the January Board meeting, and shall plan their events from February 1 through January 31.

Section 4. No committee shall enter into any legal commitment binding on the Chapter without the approval of the Board.

Section 5. Standing Committees of the Chapter shall hold meetings during the year.

Those committees shall be as follows:

NOMINATING COMMITTEE: This committee shall be appointed by the Board and shall consist of not less than three members. They shall choose their own chairperson. The names of the members of the Nominating Committee shall be made known to the membership in the newsletter no later than March and again in September. Suggestions for nominations may be submitted to the committee by any member of the Chapter. The Nominating Committee shall submit its list of Officers and Members-at-Large candidates in the November newsletter for election at the Annual Meeting in December. The Nominating Committee shall have prime responsibility during the year for making suggestions for Board and Committee chairs and shall work with the Membership Committee in doing this.

MEMBERSHIP COMMITTEE: This committee shall cooperate with the Membership Department of the National Society, recruit members through cooperative effort with all committees, shall at all times keep an up-to-date membership list available, shall conduct membership campaigns, and shall attempt to obtain the continuing membership of those who have become delinquent in the payment of dues. Members of the committee shall include the Treasurer and the person in charge of the newsletter distribution.

PROGRAM COMMITTEE: This committee shall coordinate programs that attempt to promote interest in and appreciation of our natural environment through such means as lectures, discussions, and special events and shall cooperate with other committees in program aspects of their activities. The Program Committee will have prime responsibility for the non-business portion of the Chapter's public meetings.

CONSERVATION COMMITTEE: This committee shall keep informed on local, state, and national governmental policies, actions and proposed legislation affecting the environment and the conservation of natural resources, to advise the Board of Directors, and to carry out the policies of the Chapter. This committee shall coordinate its actions with the policies and activities of the National Society in so far as conservation measures and policies of national scope are concerned and shall keep the National Society

informed of such actions. In so far as practical, this committee will cooperate with other state and local conservation organizations in matters of mutual interest and concern.

FIELD TRIP COMMITTEE: This committee shall plan, organize, and conduct field trips for the Chapter, shall see that they are publicized, and shall cooperate with other committees where field trip activities are involved. This committee is encouraged to conduct special field trips with other chapters of the National Society and other conservation organizations, and shall inform the Chapter and public of highlights and results of regular and special field trips through the newsletter and the Publicity Committee. Field equipment of the Chapter, such as binoculars, shall be the responsibility of this committee.

HOSPITALITY COMMITTEE: This committee shall plan and conduct the social aspects of the Chapter and shall work with other committees in carrying out the social aspects of their activities.

PUBLICITY COMMITTEE: This committee shall publicize through the newspapers, radio, TV, and other media the purposes and activities of all Chapter activities and shall cooperate in publicizing information received from the National Society and other conservation and related organizations. Committees needing publicity by the Chapter shall have a representative on this committee so all information can be coordinated through the chairperson of this committee to the news media. The chairperson shall keep informed of each committee's activities as well as Chapter events. This committee shall cooperate with other committees of the Chapter in arranging for, designing, displaying, and carrying out Chapter exhibits.

EDUCATION COMMITTEE: This committee shall further the educational services of the National society and the Chapter by having workshops and activities deemed appropriate to carrying out the purposes of this committee. It shall work with children and/or adults. It shall encourage courses and educational activities in natural history, ecology, and conservation and shall cooperate with groups and organizations in carrying out these activities. This committee may be involved in local, state, federal, and/or international activities to further these same causes.

PUBLICATIONS COMMITTEE: This committee shall be in charge of preparing, publicizing, and mailing all publications of the Chapter, including the periodic newsletter, e-news, and website updates. The newsletter shall be published and distributed at least six times each year. Chapter publications for which there is a charge may be sold through the Chapter store. When possible, the editor of the newsletter shall be the chairperson of this committee. Chapter members involved in the duplication and in the mailing of Chapter publications shall be members of this committee.

FINANCE COMMITTEE: This committee shall plan the annual budget of the Chapter and present it to the Board for approval at the January Board meeting, shall assist the Treasurer and any committee and/or persons having management of funds with the management and reporting of these funds, and shall make recommendations, with the

cooperation of other committees or the Treasurer, for obtaining financial support for the Chapter. An Audit Sub-Committee shall be a part of this committee and shall consist of at least three persons, one of whom is an accountant or has equivalent background. The Treasurer must be a member of the Finance Committee, but may not be a member of the Audit Sub-Committee.

CONSTITUTION AND BY-LAWS COMMITTEE: This committee shall be composed of Board members, one of whom will act as Parliamentarian for the Chapter. Members of this committee shall continually revise the Constitution and By-Laws of the Chapter and shall make recommendations to the Board when deemed appropriate, and shall inform the Board and Chapter when variances to the Constitution and By-Laws occur.

ARTICLE VII: Nature-Oriented Sales Operation

To further the nature education and conservation goals of the Chapter, the organization may maintain a nature-oriented sales operation. The President, with the approval of the Board, shall appoint a manager to be responsible for this operation. This appointment shall be for a one-year term. The manager shall work under the direction of the Board and with the Treasurer, and shall provide the Treasurer with a report of monthly financial transactions for inclusion in the monthly Treasurer's report to the Board. All net profits from the sales operation shall be transferred to the Chapter. The manager shall make an annual report on the operation to the Board at the end of the Chapter fiscal year, and such other reports as the Board may request. Items may be sold at any place deemed appropriate for the convenience of people and for the enrichment of activities and events.

ARTICLE VIII: Audubon Council of Illinois

Section 1. This Chapter shall be a part of the Audubon Council of Illinois (ACI) and shall appoint the number of delegates designated by ACI for this Chapter. The President shall be one of these delegates and shall be responsible for seeing that reports of ACI meetings and activities are given to the Board and to the membership.

Section 2. Delegates to ACI shall be appointed from the Board by the President with the approval of the Board.

Section 3. The chairperson and/or a committee member of the appropriate committee shall be the Chapter delegate on any special task force or activity which ACI activates and for which it requests our Chapter's participation.

ARTICLE IX: Commitments

This Chapter, or its officers or Board of Directors, shall not enter into any commitment binding on the National Society without written authorization by the National Society, nor shall the National Society, without written authorization by this Chapter, enter into any commitment binding upon this Chapter.

ARTICLE X, Discontinuance:

This Chapter may terminate its status as a Chapter of the National Society, and the National Society may terminate the status of this Chapter as a Chapter of the National Society, pursuant to procedures set forth in the 2001 Audubon Chapter Policy adopted by the National Society's Board of Directors on December 9, 2001 (amended 01/05).

ARTICLE XI: Parliamentary Authority

In matters not covered by these By-Laws, Robert's Rules of Order shall govern.

ARTICLE XII: Amendments

The Constitution and By-Laws may be amended by a majority vote of the members present at any meeting provided notice of such amendment is mailed to each member of the Chapter at the last known address at least fifteen days before said meeting.

(Approved by membership on 3/6/2014)