

# 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) chairs 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. Chairs of Standing Committees shall be appointed prior to the January Board meeting.

Section 7. The President or, in his absence the Vice-President, shall act as Chair 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 Chair 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 chair 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 Chapter Meetings and shall conduct official correspondence of the Board at the request of the President. The Secretary shall act as historian for the group and will select files to be archived at the Urbana Free Library following the archiving guidelines of the Library.

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 Board shall establish standing committees as needed to assist it in carrying out its responsibilities. The Board shall be responsible for oversight of all standing and special committees and task forces.

Section 2. A Nominating Committee shall be appointed by the Board prior to the January Board meeting, and shall consist of not less than three members. The committee will choose its own chair. The names of the members of the Nominating Committee shall be included in the March and September newsletter along with a request from the committee to the Chapter asking for volunteers or nominations for positions on the Board. The Nominating Committee shall submit a list of candidates for Officers and Members-at-large at-large in the November newsletter for election at the December annual meeting. Throughout the year, the Nominating Committee shall have primary responsibility (in cooperation with the Membership Committee) for making suggestions regarding possible Board members and committee chairs.

Section 3. The President shall appoint chairs of all other standing committees with the approval of the Board and the advice of the Nominating Committee.

Appointments shall be made prior to the January Board meeting except in the case of interim appointments.

Section 4. Chairs of standing committees shall normally serve for a term of one year. In case of a vacancy, a new chair shall be appointed to serve out the unexpired term. The President shall make interim committee chair appointments as promptly as possible. All chairs shall be eligible for reappointment.

Section 5. Except for the chair of the Nominating Committee, chairs of standing committees may appoint such members to their committee as needed to carry out the committee's responsibilities. A minimum of three members is suggested. Chairs shall regularly communicate their committee's activities to the Board and Chapter either directly or through the Communications Committee. Chairs shall provide an annual report of their committee's activities to the Board prior to the December annual chapter meeting.

Section 6. Committees shall meet as often as necessary to accomplish their tasks, but at least once annually apart from regularly scheduled Board meetings.

Section 7. No committee shall enter into any legal commitment binding on the Chapter without the approval of the Board.

Section 8. The standing committees shall be as follows:

**MEMBERSHIP COMMITTEE:** This committee shall be responsible for membership recruitment and renewal, the maintenance of an up-to-date membership list, and cooperation with the Membership Department of the National Society. The Treasurer shall be a member of this committee. The Membership committee shall coordinate its activities with the Communications Committee.

**PROGRAM COMMITTEE:** This committee shall be responsible for coordinating programs which promote interest in and appreciation of our natural environment through such means as lectures, discussions, special events, and other means. The committee will work cooperatively with other standing committees in the program aspects of their activities. The committee shall be responsible for the non-business portion of the Chapter's public meetings. The committee shall provide information about its programs to the Communications Committee.

**CONSERVATION COMMITTEE:** This committee shall be responsible for keeping informed about local, state, and national governmental policies, actions, and proposed legislation so as to advise the Board of Directors, carry out the policies of the Chapter, and convey (in cooperation with the Communications Committee) such concerns as it feels are important to Chapter members and friends. This committee shall coordinate its actions with the policies and activities of the National Society 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 be responsible for planning, organizing, and conducting field trips for the Chapter, publicizing such field trips in cooperation with the Communications Committee, and coordinating its activities

with other committees as needed. This committee is encouraged to conduct special field trips with other chapters of the National Society and other conservation organizations. This committee shall publicize the highlights and results of regular and special field trips with Chapter members and the public in cooperation with the Communications Committee.

**COMMUNICATIONS COMMITTEE:** This committee shall be responsible for publicizing the purposes of the Chapter and its activities through such media as it deems effective, both that which is directed toward Chapter members and that which is directed toward the community at large. This committee shall also publicize information from the National Society.

**EDUCATION COMMITTEE:** This committee shall be responsible for supporting the educational purposes of the Chapter and Society through whatever means it considers appropriate. This committee will publicize its activities in cooperation with the Communications Committee.

**FINANCE COMMITTEE:** This committee shall be responsible for drafting the annual budget of the Chapter and presenting it to the Board for its approval at the May Board meeting. This committee shall assist the Treasurer and any other committee or person(s) administering Chapter funds as needed with the management and reporting of such funds. This committee shall make recommendations, in cooperation with other committees and/or the Treasurer, for obtaining financial support for the Chapter. This committee shall appoint an Audit-Subcommittee consisting 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 Subcommittee.

**CONSTITUTION AND BY-LAWS COMMITTEE:** This committee shall be responsible for regularly reviewing the Constitution and By-Laws of the Chapter, making recommendations for their revision to the Board as needed, and monitoring compliance with these documents. The chair of this committee, or in the chair's absence, such Board member as the chair delegates, shall serve as the Parliamentarian at Board and Chapter meetings.

Section 9. In addition to these standing committees, the President, with the approval of the Board, may appoint Special Committees or Task Forces whose terms of office shall be determined by the length of the assignment to be accomplished. The need for such a committee or task force shall be evaluated at least annually.

## 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 chair 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 be provided to each member of the Chapter utilizing their last known contact information at least fifteen days before said meeting.

(Approved by membership on 12/5/2019)