

CAPE FEAR AUDUBON SOCIETY

MISSION STATEMENT

The mission of the Cape Fear Audubon Society (“Society”) is to conserve and restore natural ecosystems within our region, focusing on birds and other wildlife for the benefit of humanity and the earth’s diversity.

GOALS

I To identify environmental issues in our region which affect birds, other wildlife and their habitats; to take positions on these issues; and to work to develop support among others for positions taken.

II To promote the protection of critical wildlife habitats.

III To support and promote inclusive educational programs for youth and adults in our region. IV

To develop an active membership.

V The Society prohibits discrimination based on race, color, national origin, age, sex, disability, religion, or sexual orientation.

CAPE FEAR AUDUBON SOCIETY CONSTITUTION

ARTICLE I

NAME

This organization shall be known as the CAPE FEAR AUDUBON SOCIETY (hereinafter called SOCIETY).

ARTICLE II

PURPOSE

Section 1. The purpose and objectives of this SOCIETY shall be to engage exclusively 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 National Audubon Society, Inc., (hereinafter 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.

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 are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income of this SOCIETY shall ever 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 liability of this SOCIETY, shall be donated to AUDUBON NORTH CAROLINA 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©(3) of the Internal Revenue Code.

CAPE FEAR AUDUBON SOCIETY BY-LAWS

ARTICLE I MEMBERSHIP

Section 1. Any person interested in the purposes and objectives of this SOCIETY is eligible to apply for membership.

Section 2. The classes of membership of this SOCIETY shall be the same as the voting classes of individual membership maintained by the NATIONAL SOCIETY and shall include: Individual Member, Family Member, and Life Member.

Section 3. The membership dues shall be as established by Cape Fear Audubon Society.

Section 4. All members of this SOCIETY shall enjoy all the rights and privileges accorded to the members of both this and the NATIONAL SOCIETY, except as otherwise provided hereinafter.

Section 5. Each member shall have the right to cast one vote at the annual meeting and at any general or special meeting of members on any motion that may be properly brought before such meetings, including the election of Officers and Directors. Members in the class of Family Membership and in the class of Dual Life Membership, as well as the members in any other class of Family membership, shall be entitled to two votes per family, provided that at least two members of the family are present in person at the time of voting.

Section 6. Membership dues shall be payable at the time of application and, in the case of Individual and Family, yearly thereafter. In the case of Life Members, dues shall be paid in full in one sum, except as may be provided otherwise in the by-laws of the NATIONAL SOCIETY.

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

ARTICLE II MEETINGS

Section 1. General meetings of members shall be held on such day of such months as may be determined by vote of the Board of Directors, but such meetings shall be held not fewer than six times in any calendar year.

Section 2. The annual meeting of members shall be held in October each year as may be determined by vote of the Board of Directors.

Section 3. 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.

Section 4. Notice of the annual meeting, special meetings, and general meetings, at which SOCIETY business is to be transacted, shall be given not less than fourteen (14) days nor more than ninety days (90) before the date of the meeting by email. Notice of such meetings may be published in the SOCIETY'S newsletter or other regular publication, provided such publication is emailed according to the provisions stated above.

Section 5. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.

Section 6. The majority of members present at a General or Special meeting shall constitute a quorum at any meeting of members at which SOCIETY business is to be conducted.

ARTICLE III 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 shall include the SOCIETY Officers and not fewer than six (6) elected Directors.

Section 2. The Directors shall be elected for the term of two years by a majority of the voting members of the SOCIETY present in person at the annual meeting of members. The board may option to have board members serve their position as long as they are willing.

Section 3. If by reason of resignation or death, or for any other reason, vacancies exist whereby the Board has not the full complement of Directors, the Board may proceed to elect a Director or Directors to fill such vacancies and the Director or Directors so elected shall serve out the remaining term of the vacancies. When for such purpose, a Director has been elected for less than a full term; such part term shall be disregarded with respect to his qualification for re-election for additional consecutive terms, as set forth in Section 3 above. (See section re term limit alternate)

Section 4. There shall be at least four general meetings of the Board of Directors in any one calendar year. The Board will assume summer and winter breaks in the months of July, August, and December. The dates for the General and/or Special meetings shall be determined by the Board.

Section 5. A majority of the Board shall constitute a quorum at any meeting of the Board.

Section 6. The President or, in his/her absence, the Vice President, shall act as chairman at any meeting of the Board. In the absence of both the President and the Vice President, the Board shall designate any other member of the Board to act as Chairman at such meeting.

Section 7. Board members shall attend at least $\frac{2}{3}$ of Director meetings to maintain their position on the Board. Exceptions may be made for absences resulting from special circumstances or other reasonable bases for exemption.

ARTICLE IV OFFICERS

Section 1. The Officers of the SOCIETY shall be a President, a Vice President, a Recording Secretary, and/or a Corresponding Secretary (optional) and a Treasurer, and such other Officers as may be determined by the Board of Directors.

Section 2. The President shall hold office for a two-year term, and no more than three (3) consecutive terms, or

until his/her successor is elected, and shall not succeed himself/herself. All other Officers shall serve for two (2) year terms, for as long as they so desire or until their successors are elected.

Section 3. The Officers shall be elected for their respective terms by a simple majority of the voting members of the SOCIETY present, in person, at the annual meeting of members. (See Article III, Section 3 alternate terms)

Section 4. If by reason of resignation or death, or for any other reason, an office shall become vacant, the Board may proceed to elect, by majority vote, such Officer to fill the vacancy and the Officer so elected shall serve until the next annual meeting of members. When, for such purpose, an Officer has been elected for less than a full term, such part term shall be disregarded with respect to his qualification for re-election for a full term or for additional consecutive terms, as set forth in Section 2 hereinabove.

Section 5. The President shall direct and administer the affairs of the SOCIETY as its executive head and shall supervise all phases of its activities, subject to instructions by the Board. He/she shall also be an ex-officio member of all committees.

Section 6. The Vice-president shall assist the President to carry out his duties and, in the absence of the President, the Vice-President shall direct and administer the affairs of the SOCIETY and supervise all phases of its activities, subject to instructions by the Board, and shall preside at meetings of members and of the Board.

Section 7. The Recording Secretary shall keep a record of all proceedings of the SOCIETY and of the Board of Directors. He/she shall send notice of all meetings. He/she shall preserve the seal of the SOCIETY, if any, and affix it to all documents requiring the seal of the SOCIETY, and shall attest to the same.

Section 8. The Corresponding Secretary shall conduct all the correspondence of the SOCIETY except such correspondence as, by instructions of the Board or at the discretion of the President, shall be conducted by another office of the SOCIETY. He/she shall preserve all correspondence of the SOCIETY.

Section 9. The Treasurer shall have custody of the SOCIETY'S funds. He/she shall disburse such funds as may be ordered by the Board. He/she shall report to the Board of Directors at its general meetings or as requested. He/she shall prepare an annual report on the financial condition of the SOCIETY along with a proposed budget for the coming year for distribution to the members at the annual meeting of members and shall forward a copy of each report to the NATIONAL SOCIETY. Non-budgeted disbursements, including budget over-runs, of any amount must be approved by majority vote of the Board.

Section 10. All checks and drafts of the SOCIETY may be signed by the Treasurer, the President, or Vice President.

ARTICLE V NOMINATING COMMITTEE

Section 1. The Board of Directors shall annually appoint, not later than six (6) months prior to the next annual meeting of members, a Nominating Committee, to consist of no fewer than three (3) members. The names of the members of the Nominating Committee shall be made known to the members through the SOCIETY'S newsletter or other publication, or by mail, or at a general meeting of members, not later than one (1) month after the Nominating Committee has been constituted. Any member of the SOCIETY may submit suggestions for nominations of Officers and Directors to the Nominating.

The formation of a nomination committee is up to the determination of the Board Of Directors.

Section 2. The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms expire at the next annual meeting. The Committee's report shall be presented to the membership at a general meeting of members not later than one (1) month nor earlier than two (2) months prior to the annual meeting.

Section 3. Nothing contained herein shall be construed to prevent nominations of Officers and Directors from the floor at the annual meeting.

ARTICLE VI OTHER COMMITTEES

Section 1. The President, with the approval of the Board of Directors, shall appoint a chairman of Standing Committees who, in turn, may select their own committee members with recommendations and suggestions from the Board. Standing Committees shall be composed of not fewer than three (3) members.

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.

Section 3. The Standing Committees may be as follows and may include such other committees as may be constituted by the Board of Directors to carry out the functions of the SOCIETY.

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, with particular focus on local research and projects. It shall draft and recommend the SOCIETY'S conservation policy to the SOCIETY'S Board of Directors. The Committee shall coordinate, support, promote and carry out the conservation policy and actions as approved by the Board.

EDUCATION COMMITTEE

It shall encourage schools and colleges with the SOCIETY'S territory to conduct courses in, or otherwise stress, natural history, ecology and conservation. The Committee shall conduct, or cause to be conducted, workshops in natural science for members and programs of the NATIONAL SOCIETY. It shall, through other means, inform and educate the public about the natural environment.

FIELD TRIP COMMITTEE

The Field Trip Committee shall plan, organize and arrange for the proper conduct of field trips that may be participated in by members of the SOCIETY and others interested in the purposes and aims of the SOCIETY.

MEMBERSHIP COMMITTEE

It shall keep the SOCIETY'S membership records and shall conduct membership campaigns to enroll new members. It shall endeavor to retain those members who have become delinquent in the payment of their dues. Whenever possible a Membership Committee comprised of more than one individual should be formed;

the work of the Committee should be shared among its members.

PROGRAM COMMITTEE

The Program Committee shall make all plans and arrangements for the general meetings, except for the Agenda. The Committee shall make arrangements for lectures, discussions, and such other events as may promote interest in and appreciation of conservation, ecology and natural history.

COMMUNICATIONS COMMITTEE

The Communications Committee shall publish, at least four times a year, a bulletin or newsletter for the members of the SOCIETY and shall prepare all other publications helpful to the SOCIETY'S program.

This Committee shall also publicize, through newspapers, radio, TV, Social Media and other publicity media, the purposes, aims and programs of the SOCIETY.

ARTICLE VII COMMITMENTS

This SOCIETY shall not enter into any commitments binding upon the NATIONAL SOCIETY without written authorization the NATIONAL SOCIETY, nor shall the NATIONAL SOCIETY, without written authorization by this SOCIETY, enter into any commitments binding upon this SOCIETY.

ARTICLE VIII DISCONTINUANCE

This SOCIETY may terminate its status as a Chapter of the NATIONAL SOCIETY upon six (6) months' notice in writing to the NATIONAL SOCIETY, and the NATIONAL SOCIETY may terminate the status of this SOCIETY as a Chapter of the NATIONAL SOCIETY upon six (6) months' notice, in writing, to this SOCIETY. In the event of such notice of termination by either this SOCIETY or the NATIONAL SOCIETY, the allocation of dues by the NATIONAL SOCIETY to this SOCIETY shall cease on expiration of the six (6) months' period. However, members of this SOCIETY shall remain members of the NATIONAL SOCIETY for the balance of the term for which dues have been paid.

ARTICLE IX AMENDMENTS

This Constitution and by-laws may be amended by a majority vote of members present in person at any general or special meeting of members duly called pursuant to the provisions of ARTICLE II, Section 4 hereinabove. The notice of such meeting shall recite the wording of each proposed amendment.

ARTICLE X PARLIAMENTARY AUTHORITY

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

List of Revisions, May 7, 2023

- Article II, Meetings
 - Section II: Changed annual meeting of members from held in the month of May to held in the month of October
- Article III, Board of Directors
 - Section IV: Added summer and winter breaks
 - Added Section VII on Board meeting attendance by Board of Directors

List of Revisions, June 17, 2019

General Revisions

- Substituted “regular” with “general” when referring to monthly meetings that are not “special” meetings.
- Instances of “he” changed to “he/she”.
- Instances of “regular” membership changed to “individual” membership
- Instances of “plurality” changed to “majority”
- Other minor edits for clarity

Specific Section Revisions

- Goal
 - Section II: added “promote the protection of” critical wildlife...
 - Section III: added “inclusive” and removed extraneous word “the”
 - Added Section V: The Society prohibits discrimination based on race, color, national origin, age, sex, disability, religion, or sexual orientation.
- Constitution
 - Article II, Section 2: Substituted “Audubon North Carolina” for National Society
- Bylaws
 - Article II, Meetings
 - Section 4: deleted references to “mailing” notifications (via USPS) in favor of email
 - Section 6: changed quorum to majority of members present
 - Article III, Board of Directors
 - Section 1: added “Society Officers” to members of the Board
 - Section 2: deleted “one half of directors shall be elected each year”
 - Section 3: deleted
 - Section 5: deleted verbiage to simplify when meetings occur
 - Section 6: deleted
 - Article IV, Officers
 - Section 2: expanded terms of Directors, clarified consecutive terms
 - Section 5: deleted sentence relevant to President presiding at all meetings (addressed in Section __)
 - Section 9: Added: Non-budgeted disbursements, including budget over-runs, of any amount must be approved by majority vote of the Board.
 - Section 10: deleted requirement for two signatures on checks.
 - Article VI, Other Committees
 - Section 1: deleted terms of office
 - Conservation Committee: clarified role to emphasize coordination, support and promotion of local research and projects
 - Education Committee: deleted sentence relevant to contact with National Audubon
 - Membership Committee: deleted sentence relevant to contact with National Audubon
 - Program Committee: clarified role (does not set Agenda)
 - Publications & Publicity Committees: combined to form Communication Committee
 - Article XI, Construction: Eliminated