

## **Golden Eagle Audubon Society Constitution**

Amended October 07, 2016

Recommended by Board October 10, 2016

Approved by Membership XX-XX-XXXX

### ARTICLE I: NAME

This organization shall be known as the Golden Eagle Audubon Society, Incorporated.

### ARTICLE II: PURPOSE

Section 1. The purpose and objectives of Golden Eagle Audubon Society (hereafter, GEAS or Society) 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 Audubon Society, of which this Society shall function as a Chapter. GEAS is dedicated to building an understanding, appreciation, and respect for the natural world in order to conserve and restore natural ecosystems for birds and other wildlife.

Section 2. GEAS is not organized, nor shall it be operated, for monetary gain or profit, and it will not distribute 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 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 GEAS remaining after payment of or provision for all debts and liabilities of GEAS, shall be donated to the National Audubon Society, Inc. 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 GEAS, as the Board of Directors of GEAS 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 charitable purposes as presently set forth in Section 501c3 of the Internal Revenue Code.

Section 3. No substantial part of GEAS's activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall GEAS participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

## **BY-LAWS**

### ARTICLE I: MEMBERSHIP

Section 1. Any person interested in the purposes of GEAS is eligible for membership.

Section 2. Classes of membership. GEAS shall offer several classes of membership. Members may join at the class of their choosing. The GEAS Board of Directors may discontinue any membership class it previously established; any member in a discontinued class shall be transferred to another class with equivalent privileges and without increase in dues until that member's next membership anniversary.

Section 3. GEAS will honor members of National Audubon Society, Inc. and assigned to the GEAS Chapter by National Audubon Society, Inc. at a level consistent with the closest membership class GEAS currently offers.

Section 4. All members of GEAS shall enjoy all the rights and privileges pertaining to the members of GEAS. GEAS members who join this Chapter through National Audubon Society may be eligible for additional benefits from the National Society.

Section 5. Membership dues shall be payable at the time of application and shall be effective from the date of receipt. In the case of annual membership classes (all but Lifetime), dues are payable annually. In the case of Lifetime membership, dues shall be paid in full in one sum at the time of application, and lifetime membership will be effective at the time of receipt.

Section 6. Should renewal of membership dues not be paid within six months after the time they are payable, a member so in default shall be dropped from the membership rolls.

## ARTICLE II: BOARD of DIRECTORS and OFFICERS

Section 1. The control and conduct of business of GEAS shall be vested in its Board of Directors. The Board shall determine the policies of the Society. The Board shall include (A) the elected officers, (B) The immediate Past President, (C) Not more than eight (8) At-large Directors, and (D) Honorary (non-voting) directors appointed by the Board. Elected Officers shall be elected to one (1) year terms. The eight (8) At-large directors shall be elected to three (3) year terms staggered so that two-to three (2-3) Directors are elected to the Board each year. Honorary (non-voting) Board members may be appointed by the Board for life terms.

Section 2. Any member of the Board of Directors may resign at any time by giving written notice to the Board of Directors.

Section 3. The elected officers of GEAS shall be a President, a Vice-President, a Secretary, and a Treasurer. All officers shall serve for one (1) year terms. No individual may hold the same office for more than five (5) consecutive terms.

Section 4. The President shall be President of the Society, Chairperson of the Board of Directors and an ex-officio member of all committees and shall perform all other duties

associated with the office of President. The President will prepare and file an Annual Report to National Audubon Society as required.

Section 5. The Vice-President shall be assigned special duties helpful to the President and/or the Board, and shall preside at all meetings in the absence of the President. In the event of a vacancy in the office of the president, s/he shall assume the presidency for the unexpired term.

Section 6. Vacancies in a Board position or any office besides that of the President may be filled by the majority vote of the Board of Directors to hold office until the next annual meeting. Such vacancies shall be filled at the next regular election.

Section 7. The Secretary shall keep a record of all proceedings of the Board and the Society, and shall coordinate and archive appropriate correspondence of the Society as directed by the President and/or the majority of the Board.

Section 8. The Treasurer shall have custody of the Society's funds. S/he shall disburse the funds as may be ordered by the Board. S/he shall report to the Board of Directors no less than quarterly at their regular meetings, or as requested. S/he will prepare an annual report on the financial condition of the Society for the Board of Directors. The annual report will be available for distribution to any member in good standing upon request, and a copy shall be forwarded to the National Audubon Society as part of GEAS's annual report. S/he may serve as Chairperson of the Finance Committee in the event that such a committee is formed.

Section 9. The Treasurer, the President or Vice-President may sign all checks and drafts of the Society. Two signatures shall be required when disbursements are greater than or equal to \$2000, unless the Board of Directors authorizes an exception to this rule.

### ARTICLE III: NOMINATING COMMITTEE

Section 1. The Board of Directors shall annually appoint prior to January 31 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 membership of the Society and any member of the Society may submit suggestions for nominations for officers and directors to the Committee.

Section 2. The Nominating Committee shall nominate candidates for officers and directors to succeed those whose terms of office expire. Its report shall be presented to the membership at a regular meeting one month prior to the Annual meeting.

Section 3. Nominations of Officers or At-large Directors from the membership are acceptable at any time between the scheduled March Board meeting and the initiation of online elections starting on May 1 of each year.

## ARTICLE IV: ELECTIONS

Section 1. The election of Officers and At-large Directors shall take place annually beginning on May 1 and concluding the 4th Tuesday of May. Elections will include opportunities for on-line voting through the GEAS website (opened annually on May 1), by mail using ballots delivered to the membership via the May-June Newsletter, and in-person at the regularly scheduled May General Meeting.

Section 2. Nominees presented by the Nominating Committee or nominated from the membership shall be elected by a vote of the membership. The election to such office shall be by ballot with the winner receiving the majority vote of the ballots cast.

Section 3. All elected officials will be installed at the Annual Meeting and take office at the Board of Directors Meeting in July.

## ARTICLE V: MEETINGS

Section 1. The fiscal year of the Society shall commence on June 1 of each year and extend to May 31 of the subsequent year.

Section 2. Regular meetings of the Board of Directors shall be held each month.

Section 3. A majority of the Board of Directors shall constitute a quorum at any meeting.

Section 4. The Board of Directors may conduct business via email between Board Meetings, and voting on matters is permissible.

Section 5. Special meetings of the Board of Directors may be called by the President or upon the request of the majority of the Board.

Section 6. The rules contained in the most current edition of Robert's Rules of Order shall govern the meetings of the Board of Directors and all committees appointed by the Board, where not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 7. General Meetings of the membership will be held approximately monthly and include a meeting in May, when Officer and At-large Director elections are held, and an Annual Meeting in June when newly elected officials will be installed.

## ARTICLE VI: CONFLICT OF INTEREST

Section 1. Once elected and installed, each new Board of Directors is required to read and sign a Conflict of Interest statement (attached as an addendum to this constitution) that outlines specific details regarding employment or fiduciary relationships among this Society and Board members.

Section 2. In the event a Board member has a financial or personal interest in any matter coming before the Board of Directors, the Board shall ensure that:

1. The interest of such member is fully disclosed to the Board of Directors.
2. No interested member may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board at which such matter is voted upon.
3. Any transaction in which a member has a financial or personal interest shall be duly approved by members of the Board of Directors not so interested or connected as being in the best interests of GEAS.
4. Payments to the interested member shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

#### ARTICLE VII: COMMITTEES

Section 1. The President, with the approval of the Board of Directors, shall appoint Chairpersons of Standing Committees. Each Committee shall consist of at least one (1) Director. Terms of office shall be for one year or until their successors are appointed. Specific Standing Committees are at the discretion of the President and the Board of Directors but should logically align with the GEAS Strategic Plan.

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 task.

Section 3. Chairpersons of Standing Committees may select committee members (provided at least one (1) member is also a Director) with recommendations and suggestions from the Board. Any Director may volunteer to serve on any Standing Committee. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Any committee member may resign at any time by giving written notice to the Board of Directors.

Section 4. The President shall appoint an Auditing Committee consisting of three (3) persons to audit the Treasurer's books at the end of each fiscal year.

#### ARTICLE VIII: BOARD LIAISON POSITIONS

The Board of Directors, shall, at their discretion, appoint any active Member as a dedicated liaison to partner organizations, committees, councils, or agencies for the express purpose of

enhanced communication among the GEAS Board of Directors and the partnering entity. The identified Liaison will act under the Authority of the Board and will report their activities and communications with the partner entity as needed but not less than quarterly. Liaisons can be removed from the position at any time through the majority vote of the Board. No fiscal commitments or binding agreements may be made by a liaison without the explicit written approval of the Board.

#### ARTICLE IX: COMMITMENTS

This Society, or its Officers or Board of Directors, shall not enter into any commitments binding on the National Audubon Society without authorization from the latter. In like manner, the National Audubon Society shall make no commitments that are binding on GEAS without its consent.

#### ARTICLE X: DISCONTINUANCE

This Society reserves the right to terminate its Chapter status with six-month notice, given in writing to the National Audubon Society, in which case all allocation of dues by the National Society to GEAS will cease on expiration of the six months' period. This Society recognized the right of the National Society to terminate the Chapter relationship on six months' notice to GEAS in which case the members of GEAS shall continue as members thereof for the balance of the term for which dues have been paid.

#### ARTICLE XI: AMENDMENTS

The constitution and By-Laws may be amended by a majority vote of members in good standing present whom cast their vote as outlined below. Upon their intention to amend the By-Laws, the Board of Directors must publish their intent in the GEAS Newsletter. The proposed amended By-Laws will be available for review by the Membership within 6 months of the initial notice. At the time when proposed amended By-Laws become available, members will be notified on how they can comment and cast a vote to accept or reject the proposed amended By-Laws. Such voting opportunity will be made available on-line, via the GEAS website, through submission of a paper ballot through the mail, and in-person at a General Meeting no less than one month's time following the publication of the proposed amended By-Laws.

-end-