

# BY-LAWS OF THE ARKANSAS AUDUBON SOCIETY, INC.

## ARTICLE I. NAME

This organization shall be known as the Arkansas Audubon Society, Inc. The corporation shall be referred to herein as the "Society".

## ARTICLE II. OBJECTIVES

1. To foster a greater knowledge of the natural history of Arkansas through observation, investigation, education and publication.
2. To actively promote the effective stewardship of the natural resources of Arkansas.

## ARTICLE III. MEMBERSHIP

Section 1. Active Membership shall consist of Adult members and Student members who have a sincere interest in the objectives of the Society. Members shall be classed as student, regular (individual or family), sustaining (individual or family), contributing (individual or family), life and patron, depending on the amount of dues paid. Student, regular, sustaining and contributing shall be annual classes, and life and patron shall be lifetime classes.

Section 2. Honorary Membership may be bestowed by a majority vote of the Board of Directors upon persons who have made outstanding contributions in the fields of nature or conservation.

## ARTICLE IV. DUES AND FINANCE

Section 1. The Fiscal Year shall begin April 1, and end March 31 of the ensuing year.

Section 2. (a) Annual Dues shall be set by the Society by a majority vote of the members present and voting. Dues shall be on a calendar year basis. Members whose dues are not paid by March 31 will have their names removed from the mailing list. (b) Notification: Members shall be notified and reminded in the winter newsletter of their payment of dues. The Membership Chairman shall send a reminder of delinquent dues to those members who have not paid their dues by February 15.

Section 3. The Budget for the coming year shall be prepared by the Finance Committee, and upon recommendation by the Board of Directors, shall be presented for adoption at each Annual Meeting.

Section 4. An Audit of the treasurer's books shall be made after the end of the fiscal year or as necessary by an auditor(s) appointed by the president. The audit may be performed by a committee of members of the Society or by a professional auditor.

## ARTICLE V. OFFICERS

Section 1. Officers of the Society shall be a president, vice-president, secretary, treasurer, editor, curator and Immediate Past President.

Section 2. Term of officers shall be for two years or until their successors are installed.

Section 3. Vacancies in any office shall be filled for the unexpired term by appointment by the president.

Section 4. Officers and committee members must be members in good standing of the Society.

## ARTICLE VI. DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Society and of the Board of Directors; shall appoint all committee chairs; shall be a voting member ex-officio of all committees except the nominating committee; and shall supervise the work of the Society.

Section 2. The Vice-President shall perform the duties of the president in the absence of that officer and shall serve as chair of the Convention Committee.

Section 3. The Secretary shall keep in permanent form the minutes of all meetings of the Society and the Board of Directors, providing the president with copies of same; and shall handle correspondence as directed by the president.

Section 4. The Treasurer shall be custodian of all funds of the Society, and shall disburse funds in accordance with the budget or upon order of the Board of Directors. The treasurer shall collect membership dues and keep a serially numbered log of the membership. Upon request from a member, the treasurer shall provide that member with a numbered and dated certificate of membership. The treasurer shall present an annual report to the Board of Directors and shall deliver the books to the auditor(s) after the end of the fiscal year but no later than June 10.

Section 5. The Editor shall be responsible for the publication and distribution of Society publications.

Section 6. The Curator shall be responsible for compiling and preserving all bird records including seasonal summaries and documentation forms, and any other property of scientific value to the Society. The curator shall serve as chair of the Bird Records Committee (BRC) and submit an annual report on actions taken by the BRC at the fall Board meeting.

Section 7. The Immediate Past President shall assure smooth transfer of President's duties and responsibilities, advise the Board of Directors, and assist the President as required.

## ARTICLE VII. MEETING AND QUORUMS

Section 1. State Meetings of the Society shall be held twice each year, one meeting in the spring and one in the fall, unless otherwise ordered by the Board of Directors.

Section 2. The Annual Meeting shall be held during the spring meeting of the Society.

Section 3. Board of Directors meetings shall be held during the state meetings of the Society, upon the request of the president or upon request of three members. Board meetings are open to any member of the Society who wishes to attend.

Section 4. Quorums are not necessary to conduct business at meetings of the Society provided thirty days written notice has been given, or of the Board of Directors provided three days notice has been given.

Section 5. The Board of Directors and all committees may conduct business either in person or by electronic means whenever necessary. Electronic shall include telephone, fax, e-mail, and such other electronic means as may be in common use in the future. Printed copies of electronic communications shall be retained as part of the Society's permanent records.

## ARTICLE VIII. BOARD OF DIRECTORS

Section 1. Authority for the control of the property and the conduct of business of the Society shall be vested in the Board of Directors.

Section 2. Number and Term: The Board of Directors shall be composed of fifteen (15) members: the officers, and the chairs of the Conservation Committee, the Education Committee, the Finance Committee, the Membership Committee, the Publicity Committee, the Edith and Henry Halberg Ecology Camp Committee, the Website Committee, and the Trust.

## ARTICLE IX. NOMINATING COMMITTEE AND ELECTIONS

Section 1. Number and Appointment: A Nominating Committee of three members shall be appointed by the Board of Directors at their fall Board meeting preceding the election year. In case any member of this committee is unable to serve, the committee itself shall fill the vacancy.

Section 2. Responsibilities: At the Annual Meeting following their appointment the committee shall present to the Board of Directors nominations for officer elections.

Section 3. Elections: Officers shall be elected by a majority vote of members present at the Annual Meeting. Nominations may be made from the floor.

## ARTICLE X. BOARD COMMITTEES

Section 1. Convention Committee shall be responsible for the arrangements for the state meetings of the Society.

Section 2. Education Committee shall be composed of the chair and one or more appointed members. The committee shall promote the objectives of the Society through education, programs, and educational scholarship awards.

Section 3. Finance Committee shall be composed of three members: the chair, the treasurer, and the vice-president. The duties of the Finance Chair shall be to Chair the Finance Committee and prepare the annual budget for the Society. Further, the Finance Committee shall be responsible for

managing investments of the Society. Management shall include researching current interest rates and risk, and investing the available liquid assets of the Society with appropriate consent and approval of the Board of Directors. These duties shall relate only to the general operation of the Society and not that of the Ecology Camp nor the Trust.

Section 4. Membership Committee shall be composed of the chair and one or more appointed members. This committee shall be responsible for maintaining a current list of members and for all promotional activities to increase the membership.

Section 5. Publicity Committee shall be composed of the chair and one or more appointed members. This committee shall be responsible for public relations.

Section 6. Conservation Committee shall be composed of the chair and members representing diverse regions of the state. This committee shall promote the objectives of the Society by handling all matters pertaining to effective environmental stewardship.

Section 7. Bird Records Committee shall be composed of the curator and four members appointed by the curator and approved by the Board of Directors. This committee shall maintain the official Arkansas bird list and shall accept or reject any reports of unusual sightings submitted to the curator.

Section 8. Website Committee shall be composed of the webmaster and one or more appointed members. This committee shall be responsible for construction and maintenance of the website.

## ARTICLE XI. ECOLOGY CAMP COMMITTEE

The Ecology Camp Committee shall be composed of the chair or co-chairs and three or more appointed members. The chair or co-chairs shall be approved by the Board of Directors of the Society. This committee shall be responsible for all aspects of the Edith and Henry Halberg AAS Ecology Camp, including fund raising, camper recruitment, staff hiring and camp publicity. This committee will also select recipients of the Iola Rea Scholarship. The chair or co-chairs shall appoint members of the committee and an Ecology Camp treasurer who shall be responsible for all Ecology Camp finances. The chair or co-chairs shall submit an annual report and a financial report to the Board of Directors at the fall meeting of the Society.

## ARTICLE XII. OPERATION OF COMMITTEES

Section 1. All committees shall operate under policy established by the Board of Directors.

Section 2. Any committee may be operated under a chair or co-chair as appointed by the president. In the event of a co-chair arrangement, the committee will have one vote when Board business is conducted.

## ARTICLE XIII. AAS TRUST

The Arkansas Audubon Society Trust shall consist of five Trustees appointed by and serving at the pleasure of the AAS Board of Directors plus the president of the Society, an ex officio member. No

other officer of the Society shall be eligible to serve as a Trustee. The Trust Agreement, made October 28, 1972 and amended May 5, 1973 shall govern the operation of the trust. The trust shall submit an annual report and a financial report to the Board of Directors at the fall meeting of the Society.

#### ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order revised shall govern the proceedings of the Society in all cases to which they apply and in which they are not inconsistent with these By-Laws.

#### ARTICLE XV. AMENDMENTS

These By-Laws may be amended at any meeting of the Society by a majority vote of the members present and voting, provided the amendments were submitted in writing at least one month in advance of the meeting.

[AS Adopted by General membership 11/ 03/ 2012]