

## BYLAWS OF THE ARKANSAS AUDUBON SOCIETY, INC.

### ARTICLE I. PURPOSE

The Arkansas Audubon Society, Inc. ("Society") is a nonprofit 501c3 corporation formed for the purposes of conservation, education, and promotion of scientific research.

### ARTICLE II. MISSION

The mission of the Society is to inspire Arkansans to care about birds and their habitats, the threats they face, and their connections to us.

### ARTICLE III. MEMBERSHIP

Section 1. Regular Membership Classes. Membership classes are student, individual, family, and life, depending on the amount of dues paid. Student, individual, and family are annual classes, and life is a permanent class.

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

Section 3. Voting Privileges. Both regular and honorary members have the right to vote on matters coming before any meeting of the membership of the Society. Proxy voting will not be allowed.

Section 4. Membership Meetings. Regular membership meetings of the Society shall be held twice each year, at the spring and fall conventions, unless otherwise ordered by the Board of Directors. Meetings of members may be held virtually, allowing members to participate by computer or phone, as long as members are able to speak and vote. Special membership meetings may be held by order of a majority vote of the Board of Directors or on petition by 10% of the membership.

Section 5. Spring Regular Membership Meeting. At the spring convention, in addition to conducting any other business, the officers and committee chairs shall present annual reports at the membership meeting. At the spring regular membership meeting in even numbered years, the members shall elect the officers of the Board of Directors.

Section 6. Notice of Meetings. The Board of Directors shall notify members of the place, date, and time of each regular meeting by email no fewer than 30 days before the meeting date. Notice of a regular meeting shall include a description of any matter or matters that must be approved by the members. The Board of Directors shall notify members of the place, date, and time of any special meeting by email no fewer than 7 days before the meeting date. Notice of a special meeting shall include a description of the matter or matters to be approved by the members.

Section 7. Quorum. Quorums are not necessary to conduct business at meetings of the Society provided thirty days' written notice of the meeting has been given.

### ARTICLE IV. DUES AND FINANCE

Section 1. Fiscal Year. The fiscal year shall begin on April 1 and shall end on March 31 of the following year.

Section 2. Dues. (a) Annual Dues for Society membership shall be set by a majority vote of the Society members present and voting at a members' meeting. Dues shall be on a calendar year basis. Members whose

dues are not paid by March 31 will be removed from the mailing list and will lose members' website permissions.

(b) Notification of Dues Payment: The Membership Coordinator shall remind all applicable members in November that dues payments are due by January 1. Members shall also be notified in the last newsletter of the year. The Membership Coordinator shall send a reminder of delinquent dues to those members who have not paid their dues by February 15 and shall send a notification of removal after March 31.

Section 3. Annual Budget. The budget for the coming year shall be prepared by the Treasurer and approved by the Board of Directors either before or within two months after April 1. It shall be published on the AAS website after approval.

Section 4. Annual Financial Review. A review or 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 review or audit may be performed by a committee of members of the Society or by a professional auditor.

#### ARTICLE V. OFFICERS

Section 1. Officers. Officers of the Society shall be a president, vice-president, secretary, treasurer, editor, curator and immediate past president.

Section 2. Terms. The terms of officers shall be for two years or until their successors are installed. The Secretary, Treasurer, Editor, and Curator may serve successive terms.

Section 3. Vacancies. A vacancy in any office shall be filled for the unexpired term by appointment by the President. A vacancy in the office of the President shall be filled for the unexpired term by the Vice-President, who shall also appoint a successor Vice-President.

Section 4. Qualifications. Officers must be current members of the Society.

Section 5. Voting Rights. All officers shall be ex officio voting members of the Board of Directors.

#### ARTICLE VI. DUTIES OF OFFICERS

Section 1. President. The President shall preside at all meetings of the Society and of the Board of Directors; shall appoint all committee chairs except for the Ecology Committee Chair or Co-Chairs; shall be an ex officio voting member of all committees except the nominating committee; and shall supervise the work of the Society.

Section 2. Vice-President. The Vice-President shall perform the duties of the president in the absence of that officer; shall plan the Society's conventions; shall serve as chair of the Convention Committee and appoint its members; shall be the custodian of the Convention Fund; and shall serve on the Nominating Committee.

Section 3. Secretary. The Secretary shall keep in permanent form the minutes of all meetings of the Society and the Board of Directors, posting them on the Society website; shall keep records of honorary members and Parker Award winners; and shall authenticate records of the Society.

Section 4. Treasurer. The Treasurer shall be custodian of all funds of the Society except the Convention and Ecology Camp funds and shall disburse funds in accordance with the budget or upon order of the Board of Directors. Upon request from a member, the treasurer shall provide that member with proof of membership.

The treasurer shall present a budget to the Board of Directors, a fall report, and a spring fiscal year report to the Board of Directors at the regular spring and fall board meetings and shall deliver the books to the auditor(s) after the end of the fiscal year but no later than June 10.

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

Section 6. Curator. 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. Immediate Past President. The Immediate Past President shall assure smooth transfer of the President's duties and responsibilities; advise the Board of Directors; and assist the President as required.

#### ARTICLE VII. BOARD MEETINGS

Section 1. Meetings. The Board of Directors' regular meetings shall be held before or during the conventions of the Society. Special meetings shall be held upon the request of the President, the request of three Board Members, or the request of ten Society members, provided at least two days' notice is given. Board meetings are open to any member of the Society who wishes to attend. Board meetings may be held virtually, allowing Board Members to participate by computer or phone, as long as Board Members are able to speak and vote.

Section 2. Quorum. A majority of Board Members currently holding office constitutes a quorum.

Section 3. Action Without a Meeting. Action may be taken without a meeting if the action is taken by all members of the board, evidenced by one or more signed consents signed by each director. An email with an electronic signature sent to all board members is effective as a consent. The action and consents must be filed with Society records and posted on the website with other minutes.

#### ARTICLE VIII. BOARD OF DIRECTORS

Section 1. Authority. 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. The Board of Directors shall be composed of 14 members provided there are no co-chairs: the seven officers, the chairs of the Conservation Committee, the Education Committee, and the Edith and Henry Halberg Ecology Camp Committee; the Membership, Publicity, and Website coordinators; and the Trust.

Section 3. Qualifications. All members of the Board must be members of the Society.

#### 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 no later than the 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. The Committee shall diligently search for candidates for the Vice Presidency and any other offices that will become vacant. It will publish a notice in the Newsletter and also send an email to all members seeking candidates for office. At the Board Meeting following their appointment the Committee members shall present to the Board of Directors a slate of candidates 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 AND COORDINATORS

Section 1. Convention Committee. The Convention Committee shall be responsible for the arrangements for the state meetings of the Society. The Vice-President shall chair the Committee. Committee members will include the Field Trip Coordinator for the upcoming meeting and anyone else the Vice President appoints to the Committee.

Section 2. Education Committee. The Education Committee shall be composed of the chair and one or more members appointed by the President. The Committee shall promote the objectives of the Society through education, programs, and educational scholarship awards. The Committee is responsible for convention symposium programming; overseeing the Bird Friendly Arkansas program; assisting the Conservation Committee when requested, in educating policy makers; administering the Ruth Thomas Fund; and providing outreach by speaking and exhibiting at festivals and other opportunities.

Section 3. Membership Coordinator. The Membership Coordinator shall be responsible for maintaining a current list of members, sending notices about dues renewal, issuing and terminating member website permissions, and for assisting in promotional activities to increase the membership.

Section 4. Publicity Coordinator. The Publicity Coordinator shall be responsible for maintaining social media accounts, including encouraging membership and attendance at conventions, and promoting the mission of the Society.

Section 5. Conservation Committee. The Conservation Committee shall be composed of the chair and three members appointed by the President with the goal of representing diverse regions of the state. At least two members shall be Board members. This committee shall promote the objectives of the Society by advocating for the environment to policymakers and government officials. It may do this by submitting letters and comments and by testimony. In cases where a deadline is so imminent that board approval is not possible, this Committee is authorized to speak on behalf of the Society. These occasions will be determined on a case-by-case basis by the President.

Section 6. Bird Records Committee. The Bird Records Committee shall be composed of the Curator and four members nominated 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 7. Website Coordinator. The Website Coordinator shall be responsible for maintenance of the website not performed by the website developer, including administration and maintenance of website permissions, helping members with login and profile issues, and working with the developer to improve the website.

Section 8. Ecology Camp Committee. The Ecology Camp Committee shall be composed of a chair or co-chair, nominated by the President and approved by the Board of Directors, and three or more members appointed by the Chair. The Chair shall appoint an Ecology Camp Treasurer who shall be responsible for all Ecology Camp finances. This Committee shall be responsible for all aspects of the Edith and Henry Halberg AAS Ecology Camp and the Art and Martha Johnson Advanced Camp, including fundraising, camper recruitment, staff hiring, and camp publicity. This committee will also select recipients of the Lola Rea Scholarship. The Chair shall submit an annual report and a financial report to the Board of Directors at the fall meeting of the Board.

Section 9. Qualifications. All committee members shall be members of the Society.

#### ARTICLE XI. OPERATION OF COMMITTEES AND COORDINATORS

Section 1. All committees and coordinators shall operate under policies established by the Board of Directors.

Section 2. Any committee may be operated under a chair or co-chairs 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 XII. 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 Trustees shall appoint a recording secretary, with that person being either a Trustee or non-Trustee, who shall accurately record minutes at trust meetings. The Trustees shall appoint a treasurer, either a Trustee or non-Trustee, who shall conduct the fiscal business of the Trust at the direction of the Trustees. The Trust Agreement, made October 28, 1972 and amended May 5, 1973 and October 13, 2001, 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 Board.

#### ARTICLE XIII. 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 Bylaws.

#### ARTICLE XIV. AMENDMENTS

These Bylaws 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.

Adopted by General Membership 4/26/2025