

MANATEE COUNTY AUDUBON SOCIETY

Bylaws

ARTICLE I – NAME

The name of this organization shall be Manatee County Audubon Society.

ARTICLE II – PURPOSE

The purpose of this organization shall be to protect, preserve, restore and enjoy the natural environment by creating an awareness and appreciation of birds, other wildlife, and our native habitat through our nature preserve, field trips and providing educational opportunities in Manatee county and its surrounding areas.

ARTICLE III – MEMBERSHIP

Section 1. **MEMBERSHIP.** Membership in this Society shall be open to anyone that requests membership and tenders dues. The Board of Directors shall determine classifications and privileges of membership.

Section 2. **ANNUAL DUES.** The Board of Directors shall determine dues amounts. Failure to pay dues for six-months shall result in termination of membership and forfeiture of privileges.

ARTICLE IV – OFFICERS

Section 1. **OFFICERS.** Officers shall consist of the President, Vice President, Vice President- Legislative and Public Affairs, Secretary, and Treasurer.

Section 2. **ELECTION OF OFFICERS.** Officers shall be elected by the voting members at the March Annual Meeting of the membership.

Section 3. **TERMS.** All Officers shall serve a three-year term. Terms will be staggered to assure Officer Continuity. Officers shall be sworn in at the April General Membership Meeting. Terms begin as the meeting adjourns and expire at the April General Membership Meeting at the end of their term.

Section 4. **TERM LIMITS.** Officers may be elected to no more than two terms in succession with the exception of the Treasurer that may be nominated for additional terms at the request of the board.

Section 5. **DELINQUENCY.** Officers must maintain membership in this Society.

Section 6. DUTIES. Officers shall perform duties as stated in their job description and any other duties as determined by the Board of Directors and as required by these bylaws.

Section 6. VACANCIES. An individual approved by majority vote of the Board of Directors shall fill vacancies of office between elections.

Section 7. REMOVAL. Removal of an Officer shall require a two-thirds vote of the membership at any Membership Meeting. One-month notice of the vote for removal must be provided to the Officer and the Membership before such a vote may occur.

ARTICLE V – BOARD OF DIRECTORS

Section 1. DIRECTORS. Directors shall include the Officers, immediate past President, and other members of the Society approved by a vote of the General Membership at the March Annual Meeting of the Membership. There shall be no more than nineteen and no less than nine Directors at one time.

Section 2. ELECTION OF DIRECTORS. Directors shall be elected by the voting members at the March Annual Meeting of the membership.

Section 3. TERMS. *Directors* shall serve three-year terms. Their terms will be staggered to assure continuity of the Board. Terms begin as the April Membership Meeting adjourns and expire at the April General Membership Meeting at the end of their term.

Section 4. TERM LIMITS. Directors may be elected to no more than two terms in succession.

Section 5. DELINQUENCY. Directors must maintain membership in this Society.

Section 6. DUTIES. Directors shall perform duties as stated in their job description or any other responsibilities as required by these bylaws.

Section 7. VACANCIES. An individual approved by majority vote of the Board of Directors shall fill vacancies on the Board of Directors as needed.

Section 8. REMOVAL. Removal of a Director shall require a two-thirds vote of membership present at any Membership Meeting. One-month notice of the vote for removal must be provided to the individual and the Membership before such a vote may occur.

ARTICLE VI – MEETINGS

Section 1. GENERAL MEMBERSHIP MEETINGS. General Membership Meetings shall be held at least six times each year and, unless modified by the Board of Directors, shall be on the third Thursday of March and at least five other months. The Board of

Directors shall determine the time and place of meetings. The date, time, and location shall be consistent and notice shall be provided in the annual brochure and by as many other means as practical.

Section 2. ANNUAL MEETING. The Annual Meeting shall be conducted during the March General Membership Meeting during which minutes shall be taken and Officers and Board of Directors shall be elected.

Section 3. SPECIAL MEMBERSHIP MEETINGS. Special Membership Meetings may be called by a majority of the Board of Directors or by a petition signed by twenty-five members of the Society presented to an Officer of this Society. The meeting time and location shall be reasonably similar to General Membership Meetings. The President, or another Officer in the President's absence, shall verify that notice of the meeting is provided no less than one-week prior to the meeting by use of the Society's email list or other Board of Directors-approved method.

Section 4. BOARD OF DIRECTORS MEETINGS. Board of Directors Meetings shall be held at least six times each year and, unless modified by the Board of Directors, shall be on the second Thursday of the month at a time and place to be determined by the Board of Directors. The date, time, and location shall be consistent and the President shall see that notice of the meeting is provided to all Directors. No more than one meeting per month shall be conducted except for Special Board of Directors Meetings.

Section 5. SPECIAL BOARD OF DIRECTORS MEETINGS. Special Board of Directors Meetings may be called by the President or by a majority of the Board of Directors. The meeting time and location shall be reasonably similar to Board of Directors Meetings. The President shall verify that notice of the meeting is provided no less than three-days prior to the meeting. Email notification may be used only if messages are verified as received no less than three-days prior to the meeting.

Section 6. VOTING. Each member of this Society present shall have one vote at all Membership Meetings. No voting by proxy shall be allowed at any Membership Meeting. Each Director shall have one vote at all Board of Directors Meetings. Voting by live teleconferencing shall be allowed at all Board of Directors Meetings.

Section 7. QUORUMS. For the transaction of business, that requires a vote, at any Membership Meeting a quorum shall consist of twenty-five members present. For the transaction of business, that requires a vote, at any Board of Directors Meeting a quorum shall consist of one-half of the current Board of Directors. The Directors must be present, voting by proxy, or available by live teleconferencing.

ARTICLE VII – COMMITTEES

Section 1. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Officers of this Society. The Executive Committee may conduct the urgent business of this Society between Board of Directors Meetings. In the absence of the Board of

Directors, a majority of the Executive Committee must agree to expenses in amounts up to \$500. Spending above this amount and other commitments binding upon this Society may not be made without the approval of the Board of Directors.

Section 2. NOMINATING COMMITTEE. The Nominating Committee Chairperson shall be appointed by the President, with the approval of the Board of Directors at least three months prior to the March annual meeting of the membership. The committee shall consist of 2 members of the Board of Directors and 1 at large member from the general membership. The committee shall nominate candidates for officers and directors for a three year term. The slate shall be presented to the membership at least one month prior to the March annual meeting. Officers and Directors may be nominated from the floor providing the candidate's permission has been obtained.

Section 3. STANDING COMMITTEES. Chairpersons shall be appointed by the President and approved by the Board of Directors to conduct the business of this Society or special events, as needed. Chairpersons shall select committee members and the President shall be an ex-officio member of all Standing Committees. Removal of Standing Committee Chairpersons shall require a two-thirds vote of the Board of Directors.

Standing committees may include one or multiple subcommittees but are not limited to:

Membership Development	Finance and Audit	Conservation
Annual Brochure	Christmas Bird Count	Felts Preserve
Earth Day Celebration	Education	Librarian
Grant Writing	Hospitality	Programs
Membership	Newsletter	Ways and
Means		
Publicity	Trips	Historian
Nominating	Communications	Member
Services		

ARTICLE VIII – NATIONAL AFFILIATION

Section 1. COMMITMENTS. This Society shall not enter into commitments binding upon the National Society without written authorization, nor shall the National Society, without written authorization by this Society, enter into commitments binding upon this Society.

Section 2. DISCONTINUANCE. This Society may terminate its status as a Chapter of the National Society, and the National Society may terminate the status of this Society as a Chapter, pursuant to procedures set forth in the most recent Audubon Chapter Policy adopted by the National Society's Board of Directors.

ARTICLE IX – PARLIAMENTARY AUTHORITY

In procedural matters not covered by these Bylaws the rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society.

ARTICLE X – AMENDMENTS

Amendments to these Bylaws shall be by a simple majority at a General or Special Membership Meeting. One-month notice is to be provided at a General or Special Membership Meeting before such a vote may occur.

Adopted February 1985
Amended April 19, 1990
Amended April 21, 1994
Amended March 13, 1997
Amended March 15, 2007