

# CAPE FEAR AUDUBON SOCIETY

## MISSION STATEMENT

The mission of the Cape Fear Audubon 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 identify and protect critical wildlife habitats.
- III To support and promote strong active educational programs for the youth in the schools and the adults in the region.
- IV To develop an active membership

# 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 NATIONAL SOCIETY 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 similarly objects 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 ore 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: Regular Member, Family Member, Student Member, Sustaining Member, Supporting Member, Contributing Member, Donor Member, and Life Member, and such other voting classes of Individual Membership as may be established by the NATIONAL SOCIETY.

Section 3. The membership dues shall be as established by the NATIONAL 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 regular 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 Regular, Family, Student, Sustaining, Supporting, Contributing, and Donor members, 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. Regular 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 regular meetings shall be held not few than six time in any calendar year.

Section 2. The annual meeting of members shall be held on such date in May 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 regular 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. Such notice is given when deposited in the United States mail, with postage thereon prepaid, and directed to the member at his address as it appears on the record of members, or at such other address as he may request in writing to the Secretary of the SOCIETY. Notice of such meetings may be published in the SOCIETY'S newsletter or other regular publication, provided such publication is mailed 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 lesser of either one-tenth (1/10) of all voting members or one hundred (100) voting members 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 included no fewer than six (6) elected Directors and, ex-officio with full voting rights, the elected officers of the SOCIETY.

Section 2. The Directors shall be elected for the term of two years by a plurality of the voting members of the SOCIETY present in person at the annual meeting of members. One half of the elected Directors shall be elected each year.

Section 3. No one individual shall serve for more than (4) consecutive terms as a member of the Board, except in the case of an individual who after four terms of consecutive service on the Board is elected an Officer, and as such may serve one additional term as set forth in Section 2, ARTICLE IV hereinafter.

Section 4. 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.

Section 5. There shall be at least five regular meetings of the Board of Directors in any one calendar year, not more than one regular meeting in any one month. The dates for the Regular meetings shall be determined by the Board at its first regular meeting following the annual meeting of members.

Section 6. Special meetings of the Board shall be called by the President or by the Recording Secretary upon request of the majority of the Board. Notice of a special meeting may be given in person or by telephone not less than three (3) nor more than ten (10) days prior to the date of the meeting or, if by mail, not less than ten (10) nor more than twenty (20) days prior to the date of the meeting.

Section 7. A majority of the Board shall constitute a quorum at any meeting of the Board provided such quorum includes a majority of the elected Directors.

Section 8. The President or, in his 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.

## 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 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 or until his successor is elected, and shall not succeed himself. All other Officers shall serve for one (1) year terms, or until their successors are elected, and no individual may hold the same office for more than three (3) consecutive terms.

Section 3. The Officers shall be elected for their respective terms by a plurality of the voting members of the SOCIETY present, in person, at the annual meeting of members.

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 shall also be an ex-officio member of all committees. He shall preside at all meetings of members and of the Board.

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 shall send notice of all meetings. He 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 shall preserve all correspondence of the SOCIETY.

Section 9. The Treasurer shall have custody of the SOCIETY'S funds. He shall disburse such funds as may be ordered by the Board. He shall report to the Board of Directors at its regular meetings or as requested. He 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.

Section 10. All checks and drafts of the SOCIETY may be signed by the Treasurer, the President, or Vice-President. Two signatures are required, except as otherwise authorized by resolution of the Board.

## 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 regular 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.

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 regular 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 chairman of Standing Committee who, in turn, may select their own committee members with recommendations and suggestions from the Board. Terms of office shall be for one (1) year, or until their successors are appointed; but no member shall serve as chairman of the same committee for more than three (3) consecutive years. Standing Committees shall be composed of no fewer than three (3) members.

Section 2. The President, with the approval of the Board of Directors, may appoint a Special or Task Force Committee 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. It shall draft and recommend the SOCIETY'S conservation policy to the SOCIETY'S Board of Directors. It shall carry out the conservation policy as approved by the Board and endeavor to coordinate the actions of the SOCIETY with the policy and activities of the NATIONAL SOCIETY insofar as conservation measures and policies of national scope are concerned. It shall keep the NATIONAL SOCIETY informed on such actions.

## EDUCATION COMMITTEE

The Education Committee shall maintain close contact with the Environmental Information and Education Division of the NATIONAL SOCIETY. It shall encourage schools and colleges within 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

The Membership Committee shall maintain close contact with the Membership Department of the NATIONAL SOCIETY. 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 regular meetings, except for matters relating to SOCIETY business that may be transacted at such meetings. The Committee shall make arrangements for lectures, discussions, and

such other events as may promoted interest in and appreciation of conservation, ecology and natural history.

#### PUBLICATIONS COMMITTEE

The Publications Committee shall publish; at least six (6) 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.

#### PUBLICITY COMMITTEE

The Publicity Committee shall publicize, through newspapers, radio, TV and other publicity media, the purposes, aims and program 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 Chapter of the NATIONAL SOCIETY upon six (6) month's 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 regular 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.

## ARTICLE XI

### CONSTRUCTION

Section 1. This Constitution and by-laws shall be construed under the laws of the State of North Carolina.

Section 2. The masculine pronoun, as used hereinabove, shall mean masculine or feminine, wherever applicable.