

1 CONSTITUTION AND BY-LAWS for the OGEECHEE AUDUBON SOCIETY

2
3 OGEECHEE AUDUBON SOCIETY CONSTITUTION

4
5 ARTICLE 1I: NAME

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7 This organization shall be known as the Ogeechee Audubon Society (hereinafter referred to as
8 "OAS").

9
10 ARTICLE 2II: PURPOSE

11
12 Section 1. The purpose and objectives of OAS shall be to engage in any such educational,
13 scientific, investigative, literary, historical, philanthropic and charitable pursuits as may be part
14 of the stated purposes of the National Audubon Society (hereinafter referred to as "NAS"), of
15 which OAS shall function as a Chapter.

16
17 Section 2. OAS is not organized, nor shall it be operated for pecuniary gain or profit, and it
18 does not contemplate the distribution of any gains, profits, or dividends to the members
19 thereof, or to any private shareholder or individual. The property, assets, profits, and any net
20 income of OAS are irrevocably dedicated to charitable purposes and no part of the property,
21 assets, profits, or net income of OAS shall ever inure to the benefit of any director, officer, or
22 member thereof or to the benefit of any private shareholder or individual. OAS is a volunteer
23 organization and no officer, director or member shall be compensated for any work or effort
24 performed on behalf of OAS, but OAS may reimburse expenses incurred above and beyond the
25 normal requirements for volunteer work, subject to approval by the Board of Directors. Upon
26 dissolution, or upon abandonment, the assets of OAS remaining after payment of or provision
27 for all debts and liabilities of OAS shall be donated to NAS or its successor, or, if NAS is
28 unwilling or unable to accept said donation, to such corporation(s), association(s), fund(s), or
29 foundation(s) having similar objectives and purposes as OAS, as the Board of Directors of OAS
30 may designate, subject to the order of a court or as provided by law; provided that none of
31 such assets shall be donated to any organization other than one organized and operated
32 exclusively for charitable purposes as presently set forth in Section 501 (c) (3) of the Internal
33 Revenue Code.

34
35 Section 3. No substantial part of OAS activities shall consist of carrying on propaganda, or
36 otherwise attempting to influence legislation, nor shall OAS participate in, or intervene in
37 (including the publishing or distributing of statements), any political campaign on behalf of any
38 candidate for public office.

39
40 ARTICLE III: MISSION

41
42 Section 1. The Mission of Ogeechee Audubon Society is to:

43
44 *... educate adults and children about birds, wildlife, and the environment. We provide*
45 *opportunities to enjoy the world around us, and advocate for responsible public policy*
46 *and legislation for the conservation of our natural resources.*
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50

OGEECHEE AUDUBON SOCIETY BY-LAWS

ARTICLE I: MEMBERSHIP

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

~~Section 2. There shall be two categories of membership: Affiliate and Chapter. Members may hold either, or both, categories of membership, but only members of NAS may be Affiliate members.~~

Chapter members join Ogeechee Audubon Society (OAS) directly and need not be members of National Audubon Society (NAS). **NAS shall govern National Society dues and rights and benefits of National membership. OAS Board of Directors establishes requirements, guidelines, rights and privileges, and dues for OAS Chapter-only membership.**

~~Section 3. Classes of Affiliate membership shall be the same as those maintained by NAS and shall include the following classes: Regular (individual), Family, Student, Sustaining, Supporting, Contributing, Donor, Life or others as set forth by NAS.~~

~~Section 4. Annual dues of Affiliate members shall be as established by NAS.~~

~~Section 5. All classes of Affiliate members shall enjoy all of the rights and privileges pertaining to the members of NAS and such other rights and privileges pertaining to Chapter members as the Board of Directors may from time to time designate.~~

~~Section 6. Affiliate Member dues shall be payable at the time of application and shall be effective from the date of election 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 at the time of application and will be accepted as of the time of election.~~

~~Section 7. Classes of Chapter membership shall be established by the Board of Directors and may include Regular (household), Senior, Student, and Joint National/Chapter.~~

Section 8. All classes of **OAS** Chapter members shall enjoy all the rights and privileges pertaining to the members of **OAS of OAS membership.**

Section 9. Chapter **OAS** member dues shall be established or revised by the Board of Directors. Chapter member dues shall be payable **OAS membership shall commence** on January 1 of each calendar year and shall be effective through December 31 of that year. Chapter members joining after June 30 in any year have the option to pay one half of the annual dues for the remainder of that calendar year, with full year dues payable on the following January 1.

Section 10. Should renewal of membership dues not be paid within six **three** months after the time they are payable **January 1st**, a member shall be considered in default and will be dropped from the membership roster.

ARTICLE II: MEETINGS

100 Section 1. Regular meetings of OAS shall be held ~~at least six times on the third Tuesday of~~
 101 ~~alternate months~~ throughout the year unless circumstances dictate otherwise. Meetings shall
 102 be announced in writing with reasonable notice.

103
 104 Section 2. The Annual Meeting of OAS shall be held ~~in on the third Tuesday of~~ April at which
 105 time ~~an update regarding the status of OAS will be given and~~ new officers will be elected.

106
 107 Section 3. Special meetings may be called by the President, or pursuant to a resolution of the
 108 Board of Directors. Seven (7) days' notice of such special meeting, stating objectives thereof,
 109 shall be made available to each Chapter member.

110
 111 Section 4. Fifteen (15) members in good standing, five (5) of which may be by proxy, shall
 112 constitute a quorum for the transaction of business at any duly called regular or special
 113 meeting.

114 115 ARTICLE III: BOARD OF DIRECTORS

116
 117 Section 1. The control and conduct of business of OAS shall be vested in its Board of Directors.
 118 The Board of Directors shall determine the policies of OAS. The Board of Directors shall
 119 include: (a) the elected officers ~~i.e. President, Vice President, Treasurer and Secretary;~~ (b) ~~and~~
 120 ~~at least six (6) additional Non-Officer Board Members appointed by the President and confirmed~~
 121 ~~by the Board of Directors by a majority.~~ ~~chairpersons of Standing Committees and (c) not more~~
 122 ~~than six (6) directors appointed by the President for terms of one (1) year.~~ A ~~Any~~ member of
 123 the Board of Directors may be removed at any time by a majority vote of the full Board of
 124 Directors.

125
 126 Section 2. A Non-Officer Board Member may serve for three (3), two (2) year terms unless
 127 continuance is approved by a majority of the Board of Directors. The term for a Non-Officer
 128 Board Member commences when the individual is appointed to, and confirmed by the Board of
 129 Directors.

130
 131 Section 2. Regular meetings of the Board of Directors shall be held ~~at least six times a year~~
 132 ~~scheduled over the course of the year preferably on the months when there is no regular~~
 133 ~~meeting of the OAS membership. Other meetings may be needed to conduct OAS business and~~
 134 ~~will be scheduled in advance. on the third Tuesday of each month in which a regular meeting~~
 135 ~~of OAS is not scheduled to occur, unless circumstances dictate otherwise. Meetings shall be~~
 136 ~~announced with reasonable notice.~~

137
 138 Section 3. A majority of all ~~sitting~~ Board of Directors members ~~at the time of the meeting~~ shall
 139 constitute quorum at any meeting.

140
 141 Section 4. Special meetings of the Board of Directors may be called by the President or upon
 142 the request of the majority of the Board of Directors.

143
 144 Section 5. OAS may confer upon a former OAS Board Member the honorary title of
 145 "Ogeechee Audubon Board Member - Emeritus". The title of "Ogeechee Audubon Board
 146 Member -Emeritus" is designed to recognize a former Board Member's significant
 147 contribution. This title would be reserved for an individual who was distinguished by
 148 their many positive accomplishments for the Ogeechee Audubon Society during their
 149 tenure on the Board.

150 A sitting Board Member may nominate a former Board Member for the designation as
 151 Emeritus. Once the nomination is seconded, the title is conferred by a two-thirds
 152 affirmative vote of the entire OAS Board.

153 "Ogeechee Audubon Society Board Member – Emeritus" is a title that conveys respect
 154 and honor for distinguished service and does not carry with it any active role,
 155 responsibility or duty to the OAS.

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159

ARTICLE IV: OFFICERS

160

161 Section 1. The elected Officers of OAS shall be a President, a Vice-President, a Secretary and a
 162 Treasurer. All officers shall serve for a ~~two-one-year (2)(1)~~ term, but no individual may hold
 163 the same office for more than three (3) consecutive terms ~~unless unusual circumstances exist~~
 164 ~~and only with the approval of a majority of the Board will any officer be allowed to run for the~~
 165 ~~same office beyond six years. The Officer's term commences at the time of the election at the~~
 166 ~~Annual Meeting of the Membership.~~

167

168 Section 2. A vacancy in the Office of the President shall be filled by the Vice-President for the
 169 remainder of the term, whereupon at the next Annual Meeting the office shall be filled as
 170 described in Articles V and VI herein. If a vacancy occurs among other Officers, such a vacancy
 171 will be filled by majority vote of the Board of Directors ~~for an individual~~ to hold office until the
 172 next Annual Meeting, at which time the vacancy shall be filled as described in Articles V and VI
 173 herein.

174

175 Section 3. The President shall be President of OAS, Chairman of the Board of Directors and an
 176 ex-officio member of all committees and shall perform all other duties associated with the Office
 177 of President.

178

179 Section 4. The Vice-President shall assist the President in the carrying out of his or her duties
 180 and shall preside at all meetings in the absence of the President.

181

182 Section 5. The Secretary shall: remind each member of the Board of Directors of upcoming
 183 meetings; keep a ~~written record~~ ~~minutes~~ of all ~~proceedings-meetings~~ of the Board of Directors
 184 and OAS ~~annual membership meeting~~; provide each member of the Board of Directors with a
 185 ~~copy of those minutes and present the same~~ ~~review the minutes~~ at each Board of Directors
 186 meeting; and administer all the correspondence of OAS, other than correspondence handled by
 187 a committee chairperson ~~or officer of OAS.~~

188

189 Section 6. The Treasurer shall have custody of OAS funds. The Treasurer shall disburse the
 190 funds as may be ordered by the Board of Directors. The Treasurer shall report to the Board of
 191 Directors at its regular meetings ~~or~~ ~~and~~ as requested. The Treasurer will prepare an annual
 192 report on the financial condition of OAS ~~for NAS and the same report will be reviewed with~~ ~~for~~
 193 ~~distribution to the OAS members at the Annual Meeting and a copy shall be forwarded to NAS.~~

194

195 Section 7. The Treasurer will maintain a listing of all OAS assets and a record of the disposition
 196 of these assets. No asset of a value greater than \$200 will be disposed of without the approval
 197 of a majority of the Board of Directors.

198

199

200 Section 7. All checks and drafts of OAS shall be signed by the Treasurer, the President or the
201 Vice-President.

- 202 • All expenditures **greater than \$200.00** ~~continue to~~ **will** require prior approval by a
203 **majority of** the Board of Directors.

204

205

206

ARTICLE V: NOMINATING COMMITTEE

207

208 Section 1. The Board of Directors shall annually appoint, at least one (1) meeting prior to the
209 Annual Meeting, a Nominating Committee to consist of not less than three (3) members, of
210 which only one (1) may be an Officer of OAS. Notice of the Nominating Committee members,
211 the Annual Meeting date and the future election of Officers shall be made available to all
212 Chapter members at least 60 days prior to the Annual Meeting.

213

214 Section 2. The Nominating Committee shall nominate candidates for Officers to succeed those
215 whose terms of office expire. Its report shall be presented to the membership at the Annual
216 Meeting. Suggestions for nominations for Officers may be submitted to the Nominating
217 Committee by any OAS member in good standing no later than ten (10) days prior to the
218 Annual Meeting.

219

220 Section 3. Nothing herein contained shall prevent nominations of Officers from the floor at the
221 time of the meeting at which elections are to be held.

222

223

224

ARTICLE VI: ELECTIONS

225

226 Section 1. The election of officers shall take place at the Annual Meeting. Installation of same
227 will occur within thirty (30) days of election.

228

229 Section 2. Officers presented by the Nominating Committee shall be elected by a voice vote of
230 the membership present at the Annual Meeting, or by motion of the membership instructing the
231 Secretary to cast a unanimous ballot in favor of the recommendations presented by the
232 Nominating Committee; provided, if there is more than one (1) candidate for any office, the
233 election to such office shall be by ballot, with the winner receiving a **plurality majority** of the
234 ballots cast.

235

236

237

ARTICLE VII: COMMITTEES/**WORKGROUPS**

238

239 Section 1. The President, ~~with the approval of the Board of Directors,~~ shall ~~appoint~~ determine
240 ~~chairpersons of standing~~ **with the Board of Directors which Committees/Workgroups are needed**
241 **in order to accomplish its Mission. Each Committee/Workgroup will have a Board Member as**
242 **leader. The leader will either be a volunteer from the Board or a Board Member appointed by**
243 **the President. Each Committee/Workgroup will** ~~who, in turn may~~ select their own
244 **Committee/Workgroup members from OAS membership** with recommendations and/or
245 suggestions from the Board of Directors. ~~Each term of office shall be for one (1) year or until a~~
246 ~~successor is appointed.~~

247

248 Section 2. ~~The President, with the approval of the Board of Directors,~~ may appoint additional
249 Committees whose terms of office will be determined by the length of the assignment to be

250 ~~accomplished. Existing Committees may become inactive and be designated as such by the~~
 251 ~~President, with the approval of the Board of Directors.~~

252

253 Section 2. Committees and/or Workgroups will be formed by the Board of Directors to address
 254 five main areas of focus to accomplish the Mission of OAS as stated in in Article III of the OAS
 255 Constitution.

256 These areas are: Membership/Social Gathering; Education including programs, outreach, field
 257 trips; Communication including social media, newsletter, website; Conservation topics of import
 258 to OAS; and Chapter Historian.

259

260 • Membership - Purpose: *To promote activities to recruit and retain members of OAS to*
 261 *help fulfill the Mission of OAS. It shall be the duty of this committee/workgroup to*
 262 *conduct membership campaigns and to attempt to obtain the continuing membership of*
 263 *those who have become delinquent in the payment of their dues.*

264

265 • Education - Purpose: *To educate "...adults and children about birds, wildlife, and the*
 266 *environment. We provide opportunities to enjoy the world around us..." (from the OAS*
 267 *Mission Statement). It shall be the duty of this committee/workgroup to plan*
 268 *presentations, field trips and activities for OAS members as well as for the local*
 269 *community; and seek opportunities to participate in outreach activities in the local*
 270 *community.*

271

272 • Communication - Purpose: *To promote the mission and activities of OAS through*
 273 *effective communication channels both internal and external. It shall be the duty of this*
 274 *committee/workgroups to communicate to both OAS members and the community*
 275 *through a variety of means including but not limited to social media, direct*
 276 *communication with OAS membership, periodic Newsletters, maintaining a website and*
 277 *through local media publicity.*

278

279 • Conservation – Purpose: *To advocate "...for responsible public policy and legislation for*
 280 *the conservation of our natural resources." (from the OAS Mission Statement). It shall*
 281 *be the duty of this committee/workgroup to keep informed of NAS conservation policies;*
 282 *to be aware of local, state and national governmental policies and actions affecting the*
 283 *natural environment and conservation of natural resources, to advise the Board of*
 284 *Directors, and to carry out the policies of OAS.*

285

286 • Chapter Historian - Purpose – *to preserve the records, documents and history of*
 287 *Ogeechee Audubon. The Chapter Historian shall maintain a collection of OAS*
 288 *newsletters, research archives as requested, keep records of field trips and visits*
 289 *to places of natural interest, collect relevant photos, news media, financial*
 290 *records and other OAS records. The Chapter Historian need not be a sitting*
 291 *member of the Board but an individual appointed by the Board who may attend*
 292 *Board Meetings as a non-voting party.*

293

294

295 Section 3. ~~Standing Committees of OAS shall be as follows:~~

296

297

298

299

MEMBERSHIP COMMITTEE

300

301 It shall be the duty of this Committee to cooperate with the Membership Department of NAS by
 302 such measures as obtaining lists of names and addresses of potential members residing within
 303 the allotted territory of OAS. It shall also be the duty of this Committee to conduct membership
 304 campaigns and to attempt to obtain the continuing membership of those who have become
 305 delinquent in the payment of their dues.

306

307

PROGRAM COMMITTEE

308

309 It shall be the duty of this Committee to make all plans and arrangements for the regular
 310 meetings of OAS and to promote interest in and appreciation for the natural environment
 311 through lectures, discussions, exhibits, publications and meetings.

312

313

CONSERVATION COMMITTEE

314

315 It shall be the duty of this Committee to keep informed on local, state and national
 316 governmental policies and actions affecting the natural environment and conservation of natural
 317 resources, to advise the Board of Directors, and to carry out the policies of OAS. It shall be the
 318 duty of this committee to endeavor to coordinate its actions with the policies and activities of
 319 NAS insofar as conservation measures and policies of national scope are concerned and to keep
 320 NAS informed of such actions.

321

322

FIELD TRIP COMMITTEE

323

324 It shall be the duty of this Committee to plan, organize and arrange for the proper conduct of
 325 field trips in which members of OAS, as well as non-members and friends, may participate.

326

327

SOCIAL (OR HOSPITALITY) COMMITTEE

328

329 It shall be the duty of this Committee to plan and conduct such social gatherings of the
 330 members, or to provide the social aspects of regular meetings such as refreshments, as may be
 331 requested by the Board of Directors.

332

333

PUBLICITY COMMITTEE

334

335 It shall be the duty of this Committee to publicize, through newspaper, radio, TV and other
 336 publicity media, the purposes and programs of OAS.

337

338

EDUCATION COMMITTEE

339

340 It shall be the duty of this Committee to further the Educational Services of NAS; to encourage
 341 the schools and colleges of the community to conduct courses in or otherwise stress natural
 342 history, ecology and conservation; to conduct lectures and/or workshops in natural science for
 343 members and friends; and through other means to inform and educate the public about the
 344 natural environment.

345

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349

PUBLICATIONS COMMITTEE

350

351 It shall be the duty of this Committee to publish a bulletin or newsletter for Chapter members of
 352 OAS and to prepare any other publications helpful to the ongoing programs of OAS.

353

354

CHAPTER HISTORIAN

355

356 The Chapter Historian shall maintain a collection of OAS newsletters, research archives as
 357 requested, keep records of field trips and visits to places of natural interest, collect relevant
 358 photos, news media, and other OAS records, and collect notes of speaker presentations.

359

360

AUDUBON REFUGE KEEPERS

361

362 It shall be the duty of this Committee to keep informed of national wildlife refuge issues of local
 363 and nationwide interest; to advocate for national governmental policies and actions that will
 364 benefit our national wildlife refuges, with emphasis on our local refuges; to carry out the
 365 policies of OAS as they relate to national wildlife refuges; and to advise the Board of Directors
 366 on issues relevant to those refuges. This Committee shall endeavor to coordinate its actions
 367 with the policies and activities of NAS insofar as national wildlife policies and activities are
 368 concerned and to keep NAS informed of such actions.

369

370

WEBMASTER

371

372 It shall be the duty of the Webmaster to construct and maintain an OAS web site on the
 373 internet with relevant and up-to-date information about OAS purposes and programs and
 374 appropriate links to other sites.

375

376

377

ARTICLE VIII: CHAPTER POLICY

378

379 The relationship between OAS and NAS shall be governed by the Chapter Policy.

380

381

382

ARTICLE IX: PARLIAMENTARY AUTHORITY

383

384 In matters not covered by these By-Laws, Robert's Rules of Order shall govern.

385

386

387

ARTICLE X: AMENDMENTS

388

389 The Constitution and By-laws may be amended by a majority vote of members in good standing
 390 present at any regular meeting or at any special meeting thereof, properly called, provided a
 391 quorum is present (as defined under Meetings – Article II, Section 4), and provided further that
 392 notice of such amendments shall have been made available to each member of OAS at least
 393 fifteen (15) days before said meeting.

394

395

396

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399

ARTICLE VIII: COMMITMENTS

400

401

402 OAS, or its Officers or Board of Directors, shall not enter into any commitments binding on NAS
 403 without authorization from the latter. In like manner, NAS shall make no commitments binding
 404 on OAS without its written consent.

405

406

407 Amended Feb. 16, 1973

408 Amended Jan. 12, 2003

409 Amended June 15, 2004 as summarized in the following Addendum

410

411

ADDENDUM

412

413
 414 ~~The membership of the Ogeechee Audubon Society amended the Constitution and By Laws~~
 415 ~~at the June 15, 2004 meeting. The amendments are for practical, grammatical, or~~
 416 ~~consistency purposes. A summary of material changes follows:~~

417

- 418 • ~~Two classes of membership are established: Affiliate and Chapter. Affiliate members~~
 419 ~~attain membership in Ogeechee Audubon as a result of their membership in the National~~
 420 ~~Audubon Society. Chapter members join Ogeechee Audubon directly and need not be~~
 421 ~~members of National Audubon.~~

421

- 422 • ~~Term limits on Board of Directors members are eliminated.~~

422

- 423 • ~~The duties of Recording Secretary and Corresponding Secretary are combined.~~

423

- 424 • ~~The dual signature requirement for checks is eliminated. All expenditures continue to~~
 425 ~~require prior approval by the Board of Directors. Clarification is added that volunteers~~
 426 ~~are not to be paid for their time or services.~~

425

426

- 427 • ~~Authority to deactivate a standing committee is given to the President and the Board of~~
 428 ~~Directors.~~

427

428

- 429 • ~~New committee duties are established for Historian, Audubon Refuge Keepers and~~
 430 ~~Webmaster.~~

429

430

- 431 • ~~The requirement that notices of meetings be mailed to the membership is relaxed to~~
 432 ~~permit other means of notification such as telephone, internet and newspaper.~~

431

432

433

434

Revision: Approved by Membership on _____

435