

BYLAWS

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 classes of membership maintained by the NATIONAL SOCIETY. Any member of this SOCIETY may be a member of the NATIONAL SOCIETY.

SECTION 3. National and state membership dues shall be as established by the NATIONAL SOCIETY. Chapter membership dues may be established by this SOCIETY.

SECTION 4. Each member present 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 properly be brought before such meeting, including the election of officers and directors.

ARTICLE II: MEETINGS

SECTION 1. Meetings and events for members shall be held on such day of such months as may be determined by vote of the Board of Directors.

SECTION 2. The annual meeting of members shall be held on such date in March, beginning in 2010, and each year thereafter, 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 and regular meetings shall be provided to each member at least 10 days prior to the meeting.

SECTION 5. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.

SECTION 6. Ten (10) 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 and financial stability of the SOCIETY shall be vested in its Board of Directors. All Board members must be members of the SOCIETY. The Board shall include not less than four (4) elected directors and, with full voting rights, the elected officers of the SOCIETY.

SECTION 2. Duties of Board members include taking leadership responsibility for a significant role (committee chair, event chair, e.g.) in the SOCIETY.

SECTION 3. The Directors shall be elected for the term of two (2) years, or until the following annual meeting, whichever comes first, by a plurality of the voting members of the SOCIETY present in person at the annual meeting of members. Terms of office shall be staggered to insure continuity of the Purpose of the Society.

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 until the next annual meeting of members.

SECTION 5. There shall be at least four (4) regular meetings of the Board of Directors in any one calendar year. 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 may be called by the President or by the Secretary upon request of the majority of the Board. Notice of a special meeting may be given in person, by telephone, or acknowledged e-mail not less than three (3) days prior to the date of the meeting or, if by mail, not less than five (5) 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.

SECTION 8. All decisions made by the Board shall require a majority vote of the Board members present.

SECTION 9. The President or, in his/her absence, Vice President, shall act as Chair at any meeting of the Board.

SECTION 10. An Executive Committee consisting of the President, Vice President, Secretary, and Treasurer, shall meet to conduct any business of the Society that arises due to an emergency when it is not practicable to consult with the full Board of Directors. Three members would comprise a quorum, and report any action taken to the Board at their next regular meeting.

SECTION 11. Attendance Requirements: Any member of the Board of Directors having failed, during the last twelve (12) months, to attend a majority of the regularly scheduled

Meetings of the Board of Directors may be terminated from the Board of Directors by a majority vote of the Board at a regular Board meeting. Further, when a member has resigned or been terminated from the Board of Directors, the Board may fill the vacancy for the portion of the remaining term of that member.

ARTICLE IV: OFFICERS

SECTION 1. The Officers of the SOCIETY shall be a President, a Vice President, a Secretary, and a Treasurer,

SECTION 2. The Officers shall be elected at the annual meeting of members. They will assume their duties immediately following the close of the annual meeting. They shall hold office for two years or until their successors are elected. Term of office shall be staggered to insure continuity to the Purpose of the SOCIETY.

SECTION 3. 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.

SECTION 4. When more than one candidate is nominated for an office at the annual meeting of members, the voting for that office shall be by a show of hands.

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

SECTION 6. The President shall serve as liaison between the SOCIETY and Audubon of Florida through the Regional Conservation Committee, and maintain a working relationship with the Audubon of Florida regional board member. The President shall submit an Annual Report and Annual Plan to Audubon of Florida before August 1 in order to qualify for reimbursements from the NATIONAL SOCIETY.

SECTION 7. The Vice President shall assist the President to carry out his/her 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 instruction from the Board, and shall preside at meetings of members and the Board.

The Vice President shall also be the President-Elect and succeed the current President in office. The President shall assist the President-Elect in the learning process during the Vice President's term so that the President-Elect is prepared to assume leadership of the Society upon the completion of the current President's term of office.

SECTION 8. The Secretary shall keep a record of all proceedings of the SOCIETY and of the Board of Directors. He/she shall conduct and preserve correspondence relating to the SOCIETY and perform such other duties as the Board may direct.

SECTION 9. The Treasurer shall have custody of the SOCIETY'S funds. He/she shall disburse such funds as may be ordered by the Board. He/she shall report to the Board at its regular meetings or as requested. He/she shall give an annual report on the financial condition of the SOCIETY at the annual meeting of members. The Treasurer shall act as Registered Agent for the Society for the State of Florida. The Treasurer shall assist with the development of an Annual Budget as part of the annual planning process.

SECTION 10. Account Receivable drafts and checks shall be signed by the Treasurer of the SOCIETY. In case the Treasurer shall, for any reason, be unable to sign checks or drafts of the SOCIETY, the President shall do so. It shall be the duty of the Treasurer to see that signatures authorized to sign checks shall be on file with the bank holding checking account funds.

SECTION 11. The fiscal year of the SOCIETY shall be August-July corresponding to the program year.

ARTICLE V: NOMINATING COMMITTEE

SECTION 1. The Board of Directors shall appoint by January, a Nominating Committee, to consist of not fewer than three (3) members. At least one member of the Nominating Committee, but not all three, shall be a member of the current Board of Directors. The names of the members of the Nominating Committee shall be made known to the members. Suggestions for nominations of Officers and Directors may be submitted to the Nominating Committee by any member of the SOCIETY.

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 one month prior to the annual meeting in March.

SECTION 3. Nothing contained herein shall be construed to prevent nominating of Officers and Directors from the floor at the annual meeting with the nominee's prior approval.

ARTICLE VI: AUDIT COMMITTEE

The Board of Directors at its August meeting shall appoint an Audit Committee, consisting of one or more persons who are not Officers or Directors of the Society. After completing an informal audit of the Treasurer's accounts, a report shall be made to the membership.

ARTICLE VII: OTHER COMMITTEES

SECTION 1. The President, with the approval of the Board of Directors, may appoint Special or Task Force Committees whose terms of office will be determined by the length of the assignment to be done.

SECTION 2. The President, with the approval of the Board of Directors, shall appoint chairs of Standing Committees, who, in turn, may select their own committee members with recommendations and suggestions from the Board. Terms of office shall be for one year, or until their successors are appointed.

SECTION 3. The Standing Committees may be as follows and may include such other committees as may be instituted by the Board of Directors to carry out the functions of the SOCIETY.

INVESTMENT COMMITTEE

The Investment Committee shall consist of the Treasurer and two (2) members approved by the Board of Directors. The Committee shall manage funds designated by the Board of Directors for investment. Reports of the Investment Committee activities shall be reported to the Board of Directors at each regular meeting of the Board.

MEMBERSHIP COMMITTEE

The Membership Committee shall maintain close contact with the Membership Department of the NATIONAL AUDUBON 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.

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 promote interest in and appreciation of conservation, ecology and natural history.

CONSERVATION COMMITTEE

SECTION 1. 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 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 Audubon of Florida and the NATIONAL SOCIETY, insofar as conservation measures and policies of state and national scope are concerned.

SECTION 2. The Conservation Committee chair shall attend and report the SOCIETY'S conservation activities in meetings of the Audubon of Florida Northeast Florida Regional Conservation Committee, held quarterly prior to Audubon of Florida board meetings.

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.

PUBLICITY COMMITTEE

The Publicity Committee shall publicize, through newspapers, radio, TV and other publicity media, the purposes, aims and programs of the SOCIETY.

PUBLICATIONS COMMITTEE

The President shall appoint an Editor or Co-Editors, whose duty will be to disseminate information about the purposes, aims, and activities of the SOCIETY.

EDUCATION COMMITTEE

The Education Committee shall promote the mission of the Society by keeping informed about educational opportunities in the community, proposing program topics and speakers, and interfacing with libraries, schools, and conservation organizations to provide nature-related opportunities. The Committee may also collaborate with Audubon Florida and National.

ARTICLE VIII: COMMITMENTS

This SOCIETY shall not enter into any commitments binding upon AUDUBON OF FLORIDA or the NATIONAL SOCIETY without written authorization by the NATIONAL SOCIETY, nor shall the NATIONAL SOCIETY, without written authorization by this SOCIETY, enter into any commitments binding upon this SOCIETY.

ARTICLE IX: 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 of the NATIONAL SOCIETY, pursuant to procedures set forth in the 2001 Audubon Chapter Policy adopted by the NATIONAL SOCIETY'S Board of Directors on December 8, 2001.

ARTICLE X: AMENDMENTS

These Articles of Incorporation 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, provided notice of the proposed amendment has been given at a prior meeting.

ARTICLE XI: PARLIAMENTARY AUTHORITY

In procedural matters not covered by these Bylaws, Roberts Rules of Order shall govern.

ARTICLE XII: CONSTRUCTION

These Articles of Incorporation and Bylaws shall be constructed under the Laws of the State of Florida.