

PRESQUE ISLE AUDUBON SOCIETY BY LAWS
Amended and Board Approved, July 15, 2008

ARTICLE I - MEMBERSHIP

Section 1. Any person interested in the purposes of the Presque Isle Audubon Society is eligible for membership.

Section 2. The classes of membership of this Society shall follow the National Audubon Society guidelines and shall consist of National Members and Chapter-Only Members (which will include grandfathered members and newsletter subscribers.) The relationship between the two categories of members shall be governed by the "One Audubon Membership Policy" adopted by the National Audubon Society, December 9, 2001.

Section 3

Membership dues shall be determined by the National Audubon Society for National Members and by the Chapter for the Chapter-Only Members and shall be payable at the time of application. Thereafter, members will be billed as of the anniversary date of their membership acceptance by their respective organization. If Chapter-Only dues have not been paid within three (3) months following notification, the member will be dropped from the rolls.

Section 4. Each National 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 properly be brought before such meeting, including the election of National officers and directors. Each Chapter-Only Member shall have the right to cast one vote at the annual meeting and on motions which relate to Chapter-only issues as determined by the President.

ARTICLE II - MEMBERSHIP MEETINGS

Section 1. Regular meetings of the Society shall be held on the third Friday of the month from September through June, excluding December and January, unless circumstances dictate otherwise.

Section 2. The annual meeting shall be held in May during which officers and trustees shall be elected. They shall take office at the close of the annual meeting.

Section 3. Special meetings may be called by the President, or by the Executive Board. Ten (10) days notice along with stated objectives of such special meetings shall be given each member. Hereafter, "notice" will be defined as being made by paper copy, electronic means or phone.

Section 4. A quorum shall consist of those present at a duly called regular or special meeting.

ARTICLE III - EXECUTIVE BOARD

Section 1. The control of the real property and the financial policies of this Society shall be vested in the Executive Board which shall include: (a) the officers, (b) chairpersons of Standing Committees, (c) six (6) trustees, (d) the retiring President for one year and (e) any officially designated Presidents Emeriti. All Executive Board members shall be members of the Presque Isle Audubon Society.

Section 2. A minimum of six (6) Executive Board meetings shall be called by the President each year. A schedule for the year shall be presented at the first board meeting after the election.

Section 3. Seven (7) Executive Board members shall constitute a quorum at any meeting.

Section 4. Special meetings of the Executive Board may be called at the request of the majority of the Board members. Ten (10) days' notice along with stated objectives shall be sent to each Board member.

ARTICLE IV - OFFICERS

Section 1. The elected officers of the Society shall be: President, Vice- President, Secretary and Treasurer. The President shall serve an initial two (2) year term. Thereafter, the President may be re-elected in succeeding terms of one (1) year each. The other officers shall be elected annually.

Section 2. A vacancy in any elected office shall be filled by the majority vote of the Executive Board until the next Annual Meeting. Voting may take place electronically.

Section 3. The President shall be President of the Society, Chairperson of the Executive Board and an ex-officio member of all committees except the Nominating and Auditing Committees and shall perform all other duties associated with the office of President, including responsibility for the National Audubon Society's Annual Report.

Section 4. The Vice-President shall assist the President in the carrying out of his/her duties and shall preside at all meetings in the absence of the President. The Vice-President shall be designated by the President to head one of the standing committees should there be a vacancy.

Section 5. The Secretary shall keep a record of all proceedings of the Board and of the Society and shall perform such other duties as the Board may direct.

Section 6. The Treasurer shall manage all of the Society's financial assets and shall see to the deposit of all monies and securities in the name and to the credit of the Society in such depositories as designated by the Executive Board. The Treasurer shall disburse the funds of the Society as ordered taking proper vouchers and shall report the current financial status of the Society at all Executive Board meetings.

Section 7. All drafts and checks of the Society shall be signed by the President and/or the Treasurer. All checks over \$1000.00 shall be co-signed by the President and the Treasurer.

ARTICLE V - TRUSTEES

Section 1. The six (6) elected Trustees shall each have a three (3) year term. Two (2) Trustees shall be elected each year at the annual meeting. A vacancy occurring during the year shall be filled by the Executive Board for the remainder of the term without the approval of the general membership. No elected Trustee may immediately succeed himself/herself.

Section 2. Each Trustee shall be a member of at least one Standing Committee.

Section 3. It shall be the annual duty of the Trustees to assure the formation of an Audit Committee to conduct an annual audit of the Society's financial records. The Audit Committee shall be composed of not fewer than three (3) qualified and competent individuals, excluding the President and Treasurer. The Audit Committee Chairperson and committee members shall be appointed by the two (2) outgoing Trustees. With the input and consent of all the Trustees, the membership of an Audit Committee shall be submitted to the board for approval. The audit shall be conducted after the fiscal year (June 30) and before the September Executive Board meeting so that the Audit Committee may present its report at that meeting.

ARTICLE VI – STANDING AND SPECIAL PROJECT COMMITTEES

Section 1. The President shall appoint special Chairpersons of Standing Committees, with the exception of the Nominating Committee. Terms of office shall be for two (2) years or until successors are appointed. No chairperson shall serve as chairperson for more than six years in succession. This may be waived by the President with the concurrence of the Executive Board. Standing Committees shall consist of at least two (2) members. Prior to the July board meeting, the chairperson of each committee shall select and furnish to the President the names of the committee members along with their duties.

Section 2. The President may create Special Project Committees as needed and will designate a person in charge. These committees are subject to annual review by the Board.

Section 3. Standing Committees of the Society are as follows:

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| Audit Committee* | Hospitality Committee |
| Bird Record Committee | Library Committee |
| Conservation Committee | Membership Committee |
| Development Committee | Nominating Committee |
| Education Committee | Program Committee |
| Field Trip Committee | Publications Committee |
| Sales and Marketing Committee | Publicity and Promotion Committee |
| | Sanctuary Committee |

AUDIT COMMITTEE

The Audit Committee shall be composed of not fewer than three (3) qualified and competent individuals, excluding the President and Treasurer. The Audit Committee Chairperson and committee members shall be appointed by the two (2) outgoing Trustees. The audit shall be conducted after the fiscal year (June 30) and before the September Executive Board meeting so that the Audit Committee may present its report at that meeting. * This committee is not a standing committee.

BIRD RECORDS COMMITTEE

It shall be the duty of this Committee to keep records of significant ornithological observations, see that they are verified, and submitted to the PA Birds and Field Notes.

CONSERVATION COMMITTEE

It shall be the duty of this Committee to be informed on local, state, and national legislation and governmental administrative matters affecting the conservation of natural resources and to advise the Executive Board and the membership as to its findings and actions and to seek further direction. It is strongly recommended that a member of this Committee attends the Erie County Environmental Coalition meetings. The Society’s representative to the Pennsylvania Audubon Society shall be a member of this committee.

DEVELOPMENT COMMITTEE

It shall be the duty of this Committee to investigate sources of grants for the Presque Isle Audubon Society and to prepare applications and otherwise pursue funds for specific projects of interest to the Presque Isle Audubon Society.

EDUCATION COMMITTEE

It shall be the duty of this Committee to: maintain a Speakers' Bureau from which programs may be presented to other groups; promote enrollment in Audubon Camps and provide awareness of the activities of this Society and the National Audubon Society; stimulate interest and appreciation of the Audubon cause through exhibits and lectures; distribute educational materials; and coordinate the Audubon Adventures Program and the Allegany Nature Pilgrimage event.

FIELD TRIP COMMITTEE

It shall be the duty of this Committee to plan, organize and arrange field trips for members of the Society and its friends. Information about each field trip shall be provided to the Publication Chair and the Publicity and Promotion Chair for timely inclusion in the PIAS brochure, the Tern of Events, on the website and in the local news.

LIBRARY COMMITTEE

It shall be the duty of this Committee to keep the members informed of the Society's available books, which are housed at Gannon University's Nash Library. The Committee may purchase new books and video/audio tapes. The Society's Historian shall be a member of this committee and shall keep important documents and new media pertaining to the history of the activities of the Society. The Historian shall be a member of this committee appointed by the President in conjunction with the Library Chair.

HOSPITALITY COMMITTEE

It shall be the duty of this Committee to plan and conduct such social gatherings of the members, including the annual banquet, and to provide social aspects and refreshments when appropriate.

MEMBERSHIP COMMITTEE

It shall be the duty of this Committee to conduct membership campaigns, attempt to obtain the continuing participation of those who have become delinquent in the payment of their dues, and to maintain accurate membership records. The Membership Chair is responsible for maintaining a current newsletter mailing list and recording the members' choice of receipt of a hard or electronic copy of the Tern of Events.

NOMINATING COMMITTEE

The Executive Board shall annually appoint, at the first Executive Board meeting following the elections, a Nominating Committee of not fewer than four (4) members. The Chairperson shall be a Trustee, to serve for a term of one (1) year. The Nominating Committee shall consist of the Chairperson, two (2) additional members from the Executive Board (excluding officers), and at least one (1) member from the general membership. Names of the Nominating Committee shall be made known to the Society on or before the October General Meeting. This shall be a working committee throughout the year. Suggestions for candidates for Officers and Trustees may be submitted to the Nominating Committee by any member of the Society.

The Nominating Committee shall nominate candidates for Officers and Trustees to succeed those whose term of office will expire. Its report shall be presented to the Executive Board, and then presented to the general membership at the April meeting. The list of candidates shall be printed in the May newsletter.

Elections will take place at the May Membership Meeting. The Committee shall introduce the nominees with a brief description of his/her activities within the Society. Then the President will ask if there are any nominations from the floor, provided that those nominated have given their consent. A brief description of these nominees' activities within the Society shall also be presented. Voting will then take place. An office will be filled by a majority of the votes of the members present.

PROGRAM COMMITTEE

It shall be the duty of this Committee to make all plans and arrangements for the regular meetings of the Society, including the annual banquet program. The program schedule for the year shall be given to the Publication Chair to be included in the PIAS brochure and the Tern of Events. The Publicity and Promotion Chair should also receive the schedule so that the programs can be publicized by the local media. The Program Committee shall promote interest and appreciation through lectures, discussions and meetings. This Committee shall be responsible for the setup of all audio-visual equipment prior to the events listed previously and shall be responsible for storage and maintenance of all audio/visual equipment belonging to the Society.

PUBLICATIONS COMMITTEE

It shall be the duty of this Committee compile the Society's newsletter and to prepare other publications beneficial to the interests of the Society with the approval of the Executive Board. The Editor of the Tern of Events shall be a member of this committee.

PUBLICITY AND PROMOTION COMMITTEE

It shall be the duty of this Committee to publicize; through newspapers, PIAS website, radio, television and other public media, the purpose and activities of the Society. The Webster shall be a member of this committee.

SALES AND MARKETING COMMITTEE

It shall be the responsibility of this Committee for ordering and selling Presque Isle Audubon Society items (including patches, note cards, calendars) and for publicizing the items and vendors. The Committee is to keep records of transactions and current supplies and may initiate new sale items upon approval of the Board.

SANCTUARY COMMITTEE

It shall be the duty of this Committee to supervise and maintain the physical (real) property of the Society and to plan development of the property(s), subject to the approval of the Executive Board. The Society's representative to the Erie National Wildlife Refuge, as part of National Audubon's Adopt-a-Refuge Program, shall be a member of this Committee.

ARTICLE VII - COMMITMENTS

Neither Chapters nor National shall enter into any commitment binding on the other without written authorization to do so.

ARTICLE VIII – 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 which are as related in Article IX – Change of Chapter Status.

ARTICLE IX – CHANGE OF CHAPTER STATUS

Circumstances may arise under which either a Chapter or National may choose to reconsider their relationship. These situations include but are not limited to: (I) a Chapter becoming inactive or ceasing operations, (ii) a Chapter choosing to adopt policies or pursue activities that are in conflict with or do not fulfill this Chapter Policy, or (iii) a Chapter deciding to terminate its certification as a Chapter of the National Audubon Society.

In such situations, it is the responsibility of the State Director or Chapter Services Office (in states without a State Office) to work with the Chapter to attempt to return the Chapter to full activity or to compliance with the Chapter Policy. The State Director or Chapter Services Office is encouraged to use whatever tools or resources are needed to restore the Chapter to full Chapter activity or to compliance; options might include formulation of a remedial plan, or designation of “reorganization” status for Chapters needing additional time with temporary suspension of dues share and access to the mailing list.

If the Chapter is not able or willing to return to full activity or to compliance, then the State Director, acting after consultation with the State Board, or the Chapter Services Office (for Chapters in states without a State Office) may recommend to the Senior Vice President for Field Operations (SVP) that Chapter de-certification is warranted and request revocation of the Chapter’s charter. If that recommendation is approved, the SVP will provide sixty (60) days written notice of de-certification to the Chapter President.

Any Chapter, by vote of its Board, may revoke its charter and cease to be a Chapter of National by providing sixty (60) days written notice of such decision to its State Director or the Chapter Services Office (for Chapters in states without a State Office).

In any case, each member of the Chapter will remain a member of National for as long as their Audubon membership is current.

ARTICLE X - PARLIAMENTARY AUTHORITY

In matters not covered by these By-laws, Robert’s Rules of Order shall govern.

ARTICLE XI - AMENDMENTS

The Constitution and By-Laws may be amended by a majority vote of members in good standing present at any regular meeting or at any special meeting thereof regularly called and, provided further, that notice of such amendments shall have been mailed or emailed to each member of the Society at his/her last known mailing address at least ten (10) days prior to said meeting.