

PRESQUE ISLE AUDUBON SOCIETY BYLAWS
Amended and Approved June 24, 2021

ARTICLE I - MEMBERSHIP

Section 1. Any person interested in the purposes of the Presque Isle Audubon Society is eligible for membership. Membership may be revoked or denied based on a majority vote of the Executive Board.

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 organizations. 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 member shall have the right to cast one vote at the annual meeting and on motions which relate to issues as determined by the President.

ARTICLE II - MEMBERSHIP MEETINGS

Section 1. The annual meeting shall be held in April, May, or June, during which trustees shall be elected. They shall take office at the close of the annual meeting.

Section 2. Special general membership meetings may be called by the President, or by the Executive Board. Ten (10) day notice along with stated objectives of such special meetings shall be made known to the general membership. Hereafter, "notice" will be defined as being made by paper copy, electronic means or phone.

Section 3. A quorum shall consist of those present at a duly called meeting.

Section 4: In the event an emergency makes holding the yearly in-person membership meeting unlawful or impossible, PIAS may conduct such meeting by electronic or other remote access means, providing all participants are clearly audible to one another. PIAS must use its best efforts to make such virtual meetings as accessible as possible for all members, including those who lack access to required technology. Any action that could be taken at an in-person meeting, including bylaws amendments, may also be taken at such a virtual meeting. During a virtual meeting, all reasonable technology must be used to authenticate each individual who attends. Determination to hold a membership meeting as virtual is made by the President.

ARTICLE III - EXECUTIVE BOARD

Section 1. The Executive Board exists to provide guidance and decision making regarding foundational policies, establishment of strategic goals, appointment of personnel, and management of real estate property of the organization. The control of the 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. All Executive Board members shall be members of the Presque Isle Audubon Society.

Section 2. The Board will conduct the business of the Society at Board Meetings. A minimum of six (6) Executive Board meetings shall be called by the President each year.

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) day notice along with stated objectives shall be sent to each Board member.

Section 5. The Executive Board shall, through a majority vote, appoint the officers. Likewise, through a majority vote, the Executive Board may dismiss an officer.

Section 6. The Executive Board shall, through a majority vote, appoint an Executive Committee, consisting of two Board Members and the President. The Executive Committee shall have the power to make decisions necessary in the interim periods between board meetings.

Section 7: Executive Board members may be recalled for just cause, following notice and opportunity to be heard. A 2/3 vote at a scheduled meeting at which a quorum is present is required for removal.

Section 8: In the event an emergency makes an in-person meeting unlawful or impossible, the Executive Board may hold virtual meetings online in real time, provided that all Directors present can hear each other, and best efforts are made to be accessible to the Directors, including those who lack access to the necessary technology tools to participate. In the event of extenuating circumstances, a Director may remotely attend an in-person Executive Board meeting, and participate in Board deliberations and decisions, providing all participants are clearly audible to one another.

ARTICLE IV - OFFICERS

Section 1. The officers of the Society shall be: President, Vice- President, Secretary and Treasurer. Except as otherwise noted in these bylaws, the business of this Society shall be conducted by the officers.

Section 2. A vacancy in any office shall be filled by a majority vote of the Executive Board present at a meeting. Voting may take place by written proxy and by those in attendance, including those who participate by an electronic method, where members can hear and be heard. All officers shall be appointed or reappointed for a yearly term at the March Executive Board meeting, with the exception of the President, who is appointed for a two-year term.

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 Auditing Committee, 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. Any time there is a change in Treasurer, an audit shall be conducted by the Audit Committee within 30 days.

Section 7. All drafts and checks of the Society shall be signed by the President and/or the Treasurer. All checks over \$2000 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.

Section 2. It shall be the duty of a Trustee to uphold the overall mission and goals of the Presque Isle Audubon Society, and to protect all of the organization's assets and funds.

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.

ARTICLE VI – STANDING AND SPECIAL PROJECT COMMITTEES

Section 1. The President shall appoint and remove Chairpersons of Standing Committees. All committee chairpersons will be appointed for one year. All who desire to continue as chairpersons shall be reappointed for a succeeding year at the March Executive Board meeting.

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, except for Audit, are as follows:

Audit Committee

Conservation Committee

Education Committee

Field Trip Committee

Membership Committee

Program Committee

Publications Committee

Publicity and Promotion Committee

Sales and Marketing 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 Executive Board. The audit shall be conducted upon change of Treasurer and 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.

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. The committee members should attend and be familiar with the activities of similar area organizations.

EDUCATION COMMITTEE It shall be the duty of this committee to promote awareness of the Presque Isle Audubon Society by participating with local school groups, environmental groups and the general public, through lectures and activities on birds and nature; and to maintain a connection with the Allegany Nature Pilgrimage representative.

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.

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 November Executive Board meeting, a Nominating Committee of not fewer than 4 members. The Chairperson shall be a Trustee. The Nominating Committee shall consist of the Chairperson, two additional members from the Executive Board (excluding officers), and at least one member from the general membership. 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 Trustees to succeed those whose term of office will expire, and for all Officers. Its report shall be presented to the Executive Board at the March meeting. The list of Trustee candidates shall be printed in the newsletter before the annual general membership meeting, and then presented to the membership at that meeting for elections. The Committee shall introduce the nominees with a brief description of his/her activities within the Society. 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 be presented. Voting will then take place. A Trustee will win by a majority of the votes of the members present. Elected Trustees shall begin their terms of office at the first Executive Board meeting after elections.

PROGRAM COMMITTEE It shall be the duty of this Committee to make all plans and arrangements for the programs and events of the Society. 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 to 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 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, the Executive Board should follow the guidelines of National Audubon to reorganize to become compliant, or to terminate its chapter status with National Audubon. Each member of the Chapter will remain a member of National Audubon for as long as their Audubon membership is current.

ARTICLE X - PARLIAMENTARY AUTHORITY In matters not covered by these Bylaws, 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, provided 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.