

PRESQUE ISLE AUDUBON SOCIETY BYLAWS
Amended and Approved November 15, 2019

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 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. 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) days 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.

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) days 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.

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.

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 that

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. 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 Executive Board. 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 and remove Chairpersons of Standing Committees.

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
- Membership 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 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. 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.

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.

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.

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, 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 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 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.