

BY-LAWS OF THE ST. LOUIS AUDUBON SOCIETY

ARTICLE I: MEMBERSHIP

- Section 1. Any person interested in the purposes of the St. Louis Audubon Society, hereafter referred to as the Society, is eligible for membership.
- Section 2. Membership in the National Audubon Society shall also include membership in the St. Louis Audubon Society for those residing in Zip Codes assigned to St. Louis Audubon Society by the National Audubon Society.
- Section 3. St. Louis Audubon Society may offer memberships to the local chapter only. These memberships will not include membership in the National Audubon Society.
- Section 4. All classes of members shall enjoy all the rights and privileges pertaining to the member of both this Society and the National Audubon Society, including the right to elect the St. Louis Audubon Society officers and to vote on all amendments to Articles of Incorporation, By-Laws, or other proper resolutions.
- Section 5. Membership dues shall be payable at time of application and shall be effective from the date of election, and yearly thereafter.
- Section 6. Should renewal of membership dues not be paid within six months after the time they are payable, a member shall forthwith be dropped from the rolls.

ARTICLE II. MEMBERSHIP MEETINGS

The annual meeting of the members of the Society shall be held on such date in the spring as may be determined by vote of the Board of Directors. Special meetings of the members may be called by the President or by resolution of the Board. Ten days notice of such special meetings, stating the objects thereof, shall be given to each member, except that in case any amendment to the Articles of Incorporation or these By-Laws is to be submitted, not less than thirty (30) days notice shall be given. Such notice shall be deemed to be delivered when electronically mailed or deposited in the United States mail at the member's last known address according to the records of the Society.

ARTICLE III. BOARD OF DIRECTORS

- Section 1. The control and conduct of the property and business of the Society shall be vested in a Board of Directors. The Board shall determine the policies of the Society. The Board shall include up to six (6) officers and eighteen (18) other persons, all of whom shall be members in good standing. The immediate past President shall be an ex-officio member for one year after completing his term of office. All directors shall be elected by a majority vote of the members present at the annual members' meeting, or by mail ballot sent to all members at least thirty (30) days prior to the annual meeting, except that vacancies occurring during the year may be temporarily filled by the Board until the next annual members' meeting.
- Section 2. Directors, other than officers, shall serve terms of up to three years. Directors shall be elected each year at the annual members' meeting. A Director may be elected to a maximum of two consecutive terms. In addition to the Board of Directors, there may be, at the discretion of the Board, Honorary Members of the Board of Directors, all members in good standing, to be nominated by the Board of Directors and elected by a majority vote of the members present at the annual members' meeting, or by mail ballot at least thirty (30) days prior to the annual meeting. Honorary Directors shall not be limited to two three-year terms and shall not have the right to vote on the conduct of business at Board meetings.
- Section 3. Regular meetings of the Board of Directors shall be held at the call of the President. In no case shall there be less than six (6) regular Board meetings in one year.

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Section 4. Nine Board members shall constitute a quorum for the transaction of business at any Directors' meeting. A Board member who accumulates three successive absences without valid reason shall be dropped from the Board.

ARTICLE IV. OFFICERS

Section 1. The officers of the Society shall be a President, Vice President for Finance, Vice President for Education, Vice President for Conservation, Secretary and Treasurer. The President, Secretary and Treasurer shall be elected at the annual meetings of members and shall hold office for two years. The President, Secretary and Treasurer shall be eligible, if elected, to succeed themselves at that office for one additional term. The Vice Presidents shall be elected at the annual meetings of members and shall hold office for one year. The Vice Presidents shall be eligible, if elected, to succeed themselves at that office for two additional terms. In case an officer is unable to serve his full term, the Board of Directors may fill the vacancy until the expiration of the term, or until the next annual meeting, whichever first occurs.

Section 2. The annual election shall be by ballot, either by mail thirty (30) days prior to the annual meeting or by those attending the annual meeting. If there is but one candidate for any office, election to that office may be by acclamation.

Section 3. The President, or by appointment, one of the Vice Presidents shall preside at all Board and Membership Meetings. The President shall direct and administer the affairs of the Society as its executive head and shall supervise all phases of its work, subject to instructions of the Board. The President shall appoint or approve all committee chairs and be a member ex-officio thereof.

Section 4. In addition to assisting the President in carrying out the President's duties, the Vice Presidents shall perform the following duties: The Vice President for Finance shall direct and oversee Society financial responsibilities and endeavors; the Vice President for Education shall direct and oversee Society educational activities; and the Vice President for Conservation shall direct and coordinate Society conservation efforts.

Section 5. The Secretary shall keep a record of all proceedings of the Society and of the Board of Directors, send notices of all Board meetings, and perform such other duties as the President of the Board may direct. All minutes shall be placed in a Minutes Book and be kept in perpetuity, and be available to the Board of Directors for reference.

Section 6. The Treasurer shall have custody of the Society's funds and securities and shall see to the deposit of all money and securities in the name and to the credit of the Society in such depositories as maybe designated by the Board of Directors. He shall assist the Vice President for Finance to assure the Society's funds are wisely invested. He shall disburse the funds of the Society as may be directed by the Board, taking proper vouchers therefore, and shall render to the Board at the regular meeting, or whenever they require it, an account of all transactions as Treasurer and of the financial condition at the annual meeting of members. All drafts and checks of the Society shall be signed by the Treasurer. In case the Treasurer shall be unable to sign checks or drafts of the Society, either the President or the Vice President for Finance may sign.

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ARTICLE V: AUDIT COMMITTEE

There shall be an Audit Committee, consisting of at least two chapter members, appointed annually by the President. The function of this committee shall be to report to the annual membership meeting the scope, character and accuracy of the Treasurer's financial report.

ARTICLE VI: NOMINATING COMMITTEE

The President shall annually appoint a Nominating Chair and Committee. The Nominating Committee will name candidates for membership on the Board and for elective offices. At least 60 days prior to the Annual Membership Meeting, the Committee shall report these nominations to the Board for approval. Those nominations approved by a majority vote of the Directors in attendance shall be certified to be placed on the ballot for consideration by the membership. At least thirty (30) days prior to the Annual Meeting, the Secretary shall provide all voting members of the Society with a ballot containing the list of nominees. Completed ballots received in the Society offices at least forty-eight hours prior to the scheduled starting time of the Annual Meeting shall be included in the tabulation. The results of this balloting shall be tabulated and reported to the Annual Meeting. In lieu of mail balloting, voting may also take place at the Annual Meeting with election by those in attendance.

ARTICLE VII: MEMBERSHIP COMMITTEE

The President shall annually appoint a Membership Chair who will in turn establish a Membership Committee. It shall be the duty of this committee to develop and carry out a plan to add new members and to promote the continuing membership of those who have become delinquent in the payment of their dues.

ARTICLE VIII: PROGRAM COMMITTEE

The President shall annually appoint a Program Chair, who will in turn establish a Program Committee. It shall be the duty of this committee to make all plans and arrangements for Membership Meetings of the Society. This committee shall promote interest and appreciation of the St. Louis Audubon Society objectives through lectures, discussions, exhibits, publications, and meetings.

ARTICLE IX: EDUCATION COMMITTEE

The Vice President for Education shall serve as Education Chair. This Vice President shall establish an Education Committee whose duty it will be to promote greater local appreciation of the value and need for sustainable conservation of our natural resources.

ARTICLE X: CONSERVATION COMMITTEE

The Vice President for Conservation shall serve as the Conservation Committee Chair. This Vice President shall establish a Conservation Committee whose duty it shall be to oversee the development and implementation of goals, objectives, and strategies for all conservation issues and projects.

ARTICLE XI: FIELD TRIP COMMITTEE

The President shall annually appoint a Field Trip Chair, who will in turn establish a Field Trip Committee. This Field Trip Committee shall plan, organize, and arrange for Society field trips.

ARTICLE XII: HOSPITALITY COMMITTEE

The President shall annually appoint a Hospitality Chair who will in turn establish a Hospitality Committee. This Hospitality Committee shall greet and welcome new and prospective members at all Society activities.

ARTICLE XIII: PUBLICITY

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The President shall annually appoint a Publicity Chair whose duty it shall be to publicize, through print and electronic media, the programs and purposes of the Society.

ARTICLE XIV: FINANCE / INVESTMENT COMMITTEE

The Vice President for Finance shall serve as the Finance / Investment Committee Chair. This Vice President shall establish a Finance / Investment Committee of at least two additional members approved by the Board. This Finance / Investment Committee will promote additional income for the Society and recommend suitable investments of funds to bring about the best financial returns with proper safeguards.

ARTICLE XV: PAID STAFF

The Board of Directors may hire and terminate paid staff as it determines appropriate. The staff will report to the Board of Directors.

ARTICLE XVI: AFFILIATIONS

The Society shall endeavor to establish and maintain its organizational structure, leadership, finances, administration, and program of activities so as to conform with the requirements for Chapters of the National Audubon Society.

The Society shall endeavor to establish and maintain a close relationship with the other Audubon Chapters in Missouri, Illinois, and our region to assure the provision of quality service to our members and to benefit from the exchange of information between chapters.

The Society shall endeavor to establish and maintain a close relationship with other non-profit conservation / ecology organizations in the region which support the aims of the Society.

ARTICLE XVII: REAL ESTATE PROPERTY ACQUISITIONS

Potential real estate property for acquisition shall meet one of the following two criteria:

1. The land and any existing structures can be used to conduct essential functions of the Society.
2. The land and any existing structures can be acquired and then immediately sold with proceeds used as a financial asset to fulfill our Society's goals and objectives.

Potential real estate property for acquisition shall follow the procedures described below:

1. All offers of property will first be reviewed by a committee consisting of all officers. Favorable reviews will then be followed by a mandatory site visit by this committee.
2. After a favorable site visit, this committee, with the assistance of members of the Society appointed by the President, will prepare a written property acquisition proposal for board action that includes:
 - a. proof of ownership, free title, and boundary survey
 - b. zoning restrictions
 - c. present and historical uses of the property and surrounding area
 - d. maintenance resources (A maintenance endowment is HIGHLY recommended.)
 - e. the need for a tax exemption release and any appropriate zoning variances
2. This proposal shall be presented and discussed at the board meeting within 60 days after this visitation.
3. At the next board meeting after the presentation, the property may be acquired by a two-thirds vote of all current board members (with voting privileges) and officers. A mail ballot or proxy may be used

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by those directors and officers unable to attend the regularly scheduled board meeting where this decision is to be addressed.

ARTICLE XVIII: REAL ESTATE PROPERTY DISPOSITIONS

A decision to sell a real estate property belonging to the Society shall require a two-thirds vote of all current board members (with voting privileges) and officers. A mail ballot or proxy may be used by those directors and officers unable to attend the regularly scheduled board meeting where this decision is to be addressed.

ARTICLE XIX: DISSOLUTION

In the event of dissolution of the Society, all property and funds remaining after payment of the debts of the corporation shall be distributed to one or more corporations, trusts, funds, or foundations which qualify as tax-exempt organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code. The Board shall have the responsibility of designating the recipient(s) of any such funds, making every effort to designate recipient(s) that will use such property and funds to further the ongoing objectives of the Society. The decision of the Board shall be final and binding on all interested parties.

ARTICLE XX: AMENDMENTS TO BY-LAWS

Amendments to these By-Laws shall be made as follows: The Board of Directors shall adopt a resolution setting forth the proposed amendment(s) and direct that they be submitted to a vote of the general membership by e-mail, mail ballot, or at a meeting of the voting members. These proposed amendment(s) shall be delivered to each member at least 30 days prior to such meeting or ballot date. Such notice shall be deemed delivered when electronically mailed or deposited in the United States mail to the member's last known address according to the records of the Society. A two-thirds majority of votes cast is required for passage.