

# POTOMAC VALLEY AUDUBON SOCIETY, INCORPORATED

## CONSTITUTION

### **ARTICLE I**

#### **NAME**

This organization shall be known as the Potomac Valley Audubon Society Incorporated (hereinafter called SOCIETY).

### **ARTICLE II**

#### **PURPOSE**

**Section 1.** The purpose and objectives of this SOCIETY shall be to engage exclusively in charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law, and/or the purposes and objectives of National Audubon Society, Inc. (hereinafter called NATIONAL SOCIETY), of which this SOCIETY shall function as a Chapter and said purposes and objectives shall conform to the provisions of Section 501(c)(3) of the Internal Revenue Code.

**Section 2.** This SOCIETY is not organized, nor shall it be operated for pecuniary gain or profit and it does not contemplate the distribution of gains, profits, or dividends to the members thereof, or to any private share-holder or individual. The property, assets, profits, and net income of this SOCIETY are irrevocably dedicated to charitable purposes and no part of the property, assets, profits, or net income of this SOCIETY shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private share holder or individual. Upon the dissolution, or upon abandonment, the assets of this SOCIETY remaining after payment of or provision for all debts and liabilities of this SOCIETY, shall be donated to NATIONAL SOCIETY or its successor or, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objectives and purposes as this SOCIETY as the Board of Directors of this SOCIETY may designate, subject to the order of a Court as provided by law; provided that none of such assets shall be donated to any organization other than one organized and operated exclusively for one or more of the purposes presently set forth in Section 501(c)(3) of the Internal Revenue Code.

## **BYLAWS**

### ***ARTICLE I***

#### **MEMBERSHIP**

**Section 1.** Any person interested in the purposes and objectives of this SOCIETY is eligible for membership.

**Section 2.** The two classes of membership in this SOCIETY shall be 1) National Members who join the NATIONAL SOCIETY and automatically become “Affiliate Members” based on either geography or choice at the time of membership or renewal, and 2) Local Members who join this SOCIETY directly.

**Section 3.** The membership dues for National Members are established by the NATIONAL SOCIETY. The membership dues for Local Members in this SOCIETY shall be established by the board of this SOCIETY.

**Section 4.** Per National Audubon Society Membership Policy, the NATIONAL SOCIETY will provide the SOCIETY with name and contact information for National Members assigned to the SOCIETY. Chapters will share Local Member names with National Audubon Society on a regular basis unless Local Members have opted out of such solicitations or mailing by notifying either National or the Chapter. Local Members’ names will not be sold to outside organizations through list rentals.

**Section 5.** The SOCIETY shall retain all membership dues received from Local Members.

**Section 6.** Each member of this SOCIETY (both Affiliate Members through NAS and Local Members) shall have the right to cast one vote on the election of Officers and Directors and on any motion that may be properly brought before the membership.

**Section 7.** The SOCIETY will renew and service Local Memberships and determine what benefits apply to Local Members that may include additional benefits limited to Local Members. The NATIONAL SOCIETY will renew and service National Members and determine what benefits apply to National Members.

**Section 8.** Annual membership dues for Local Members shall be payable at the time of application, and yearly thereafter, on or by the anniversary date of membership. Monthly membership contributions are allowable if established by the SOCIETY.

**Section 9.** A Local Member shall be in default should renewal of membership dues not be paid within six months after due date. At that time, such delinquent members shall be dropped from the rolls.

### ***ARTICLE II***

#### **MEETINGS**

**Section 1.** Regular meetings of members shall be held on such day of such months as may be determined by vote of the Board of Directors, but such regular meetings shall be held not fewer than six times in any calendar year.

**Section 2.** The annual meeting of members shall be held on such date each year in May or before the end of the fiscal year as may be determined by vote of the Board of Directors. Notice of such meeting will be announced in the PVAS Newsletter not less than 30 days prior to the meeting.

**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 a special meeting of members shall state the purpose or purposes for which the meeting is called and the time, date, and location of the meeting. Notice of such meeting shall be announced not less than two weeks before the meeting date. The primary means of notification shall be the PVAS Newsletter. In the event that the newsletter will not be published within the prescribed time period, announcement may be made in a special mailing to all members.

**Section 5.** One-tenth (1/10) of all voting members shall constitute a quorum at any meeting of members at which SOCIETY business is to be conducted. The members may be present in person or by proxy.

Proxies may specify a particular issue (or issues) put forth for a vote and/or the date (or dates) for which the proxy shall be in effect. Proxies must be submitted in writing stating the name or position of the Officer or Director with authority to cast a vote on behalf of the member. Proxies must also be dated and signed by the member and delivered by mail or other means to any Officer of the SOCIETY. For a proxy vote to be counted it must be delivered to the Board prior to the action of taking a vote on the issue(s) or date(s) covered under the proxy.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

**Section 1.** The control and conduct of the business of the SOCIETY shall be vested in its board of directors. The Board shall include not less than 13 elected Directors, which shall include four (4) Officers. The Board shall also include *emeritus* Directors and Officers who so choose to serve as advisors without voting rights.

**Section 2.** The Directors shall serve terms of two years, or until successors are installed. Successors shall be elected by a plurality of the voting members of the SOCIETY present in person or by proxy at the annual meeting of members or by voting members' properly submitted paper or electronic vote. Installation of Directors shall take effect on July 1. At such times that Directors or Officers leave the Board prior to the expiration of their term of office or at the initiation of a new or revised board structure, the Board may assign different terms of office to its Directors or Officers in order to assure even staggering of terms.

**Section 3.** No one individual shall serve for more than three (3) consecutive terms (6 years) as a member of the Board, except in the case of an individual who after three terms of consecutive service on the Board is elected an Officer, and as such may serve one additional two-year term, that is, no individual shall serve more than eight consecutive years on the Board. Such an exception may be made by unanimous decision of the Board and will be limited to one two-year term.

**Section 4.** Any director or officer may be removed from such office, with or without cause, by a majority vote of the voting members of the SOCIETY at any regular meeting or special meeting of the members called expressly for that purpose.

Procedures for addressing the removal of a director:

1. An interested person may make a presentation to the Board explaining allegations and actions that may warrant removal of a member of the Board of Directors, but after the presentation, he/she shall not be party to the discussion of the allegation or action involving a possible infraction and/or removal of a member of the Board of Directors.
2. The President or presiding officer of the Board shall, if appropriate, appoint an impartial person or committee to investigate asserted allegations and actions warranting removal of a member of the Board of Directors.
3. A member of the Board of Directors under consideration for removal may at their own behest or at the request of the Board give an explanation and accounting of alleged actions giving cause for consideration for removal.
4. The Board may by a two-thirds majority of the entire Board, determine an allegation to be frivolous or otherwise inappropriate for consideration by the membership.
5. After exercising due diligence, the Board shall summarize its findings and draw up a statement of the allegation and its findings.
6. The allegation and findings of the Board shall be documented and presented to the membership at any regular or special meeting of the members called expressly for the purpose of removal of a Director/Officer.
7. If the President resigns prior to the completion of his/her elected term or is removed from office, He/she does not become the Past President. The current Past President remains unchanged.
8. Discussion and a vote of the members shall be conducted in accordance with the SOCIETY'S practices for parliamentary procedure.

**Section 5.** 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. When for such purpose, a Director that been elected for less than a full term, such part term shall be disregarded with respect to his qualification for re-election for additional consecutive terms, as set forth in Section 3 hereinabove.

**Section 6.** There shall be at least five regular meetings of the Board of Directors in any one calendar year. The first regular meeting of the Board for a new fiscal year shall take place in September of the new fiscal year on a date as decided in advance by the Board. The dates and places for the regular meetings shall be determined by the Board at its first regular meeting following the annual meeting of members. Once the membership is notified of this schedule of regular meetings, further notices of these meetings shall not be required.

**Section 7.** Special meetings of the Board shall be called by the President or other presiding officer when circumstances require it or upon request of the majority of the Board. Board members shall be notified of any special meeting not less than seven (7) days prior to the date of the meeting.

**Section 8.** A majority of the Board shall constitute a quorum at any meeting of the Board provided such quorum includes a majority of the Directors.

**Section 9.** The President or, in his/her absence, the Vice President, shall act as Chairman at any meeting of the Board. In the absence of both the President and the Vice President, the Board shall designate any other member of the Board to act as Chairman at such meeting.

**Section 10.** In the event of emergency or at other such times that accessibility of Board members does not permit a face-to-face meeting for the conduct of essential and time sensitive business, the President /Chairperson may utilize other means (such as but not limited to: email, Internet meeting, teleconference, etc.) of convening the Board for discussion and or voting on Board business.

**Section 11.** From time-to-time the Board of Directors may need to conduct business that is highly sensitive. It may be necessary to conduct this business in closed session. The determination to convene a full meeting or portion thereof in closed session will be made by discussion and vote of the Board. The determination of parties to be invited into or excluded from such sessions will also be determined by vote of the Board prior to conduct of a closed session.

## **ARTICLE IV**

### **OFFICERS**

**Section 1.** The Officers of the SOCIETY shall be a President, a Vice President, a Secretary, and a Treasurer, and such other Officers as may be determined by the Board of Directors.

**Section 2.** All Officers shall serve two-year terms, or until their successors are elected, and no individual may hold the same office for more than three consecutive terms.

**Section 3.** The Officers shall serve terms of two years, or until successors are installed. Successors shall be elected by a plurality of the voting members of the SOCIETY present in person or by proxy at the annual meeting of members or by voting members' properly submitted paper or electronic vote. Officers' terms begin on July 1.

**Section 4.** 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 June 30th. When, for such purpose, an Officer has been elected for less than a full term, such part term shall be disregarded with respect to his qualification for re-election for a full term or for additional consecutive terms, as set forth in Section 2 hereinabove.

**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. He/she shall preside at all meetings of members and of the Board.

**Section 6.** 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 instructions by the Board, and shall preside at meetings of members and of the Board.

**Section 7.** The Secretary shall keep a record of all proceedings of the Society and of the Board of Directors.

**Section 8.** The Treasurer shall have custody of the SOCIETY'S funds and shall report to the Board of Directors at its regular meetings or as requested. The Treasurer follows Fiscal Operations Policy Manual.

**Section 9.** All checks and drafts of the SOCIETY may be signed by the Executive Director, Treasurer, the President, or the Vice President, or as amended in the Fiscal Operations Policy Manual. Checks that exceed an amount specified by the Board, shall be co-signed by two (2) of the above-named SOCIETY officers.

**Section 10.** The duties of the officers may be modified by policies adopted by the Board.

## **ARTICLE V**

### **STANDING COMMITTEES**

PVAS has the following Standing Committees: Executive Committee, Finance Committee, Development Committee, and Governance Committee. These are permanent committees that meet regularly. Roles and responsibilities are detailed in the "Organizational Structure of the Potomac Valley Audubon Society" document

## **ARTICLE VI**

### **OTHER COMMITTEES AND APPOINTMENTS**

**Section 1.** Advisory Groups and Task Forces are designated in the addendum entitled "**Organization and Structure of the Potomac Valley Audubon Society.**"

**Section 2.** The President, with the approval of the Board of Directors, may appoint Advisory Groups, Task Forces and special committees.

## **ARTICLE VII**

### **CONFLICTS OF INTEREST**

A "conflict of interest" arises when a person in a position of authority over an organization, such as a director, officer, or manager, may benefit personally from a decision he or she could make.

In matters involving potential conflict-of-interest issues, the SOCIETY shall follow the current recommendations of the Internal Revenue Service. The policy as adapted is available for review at the IRS website or by request to the President or duly designated board director responsible for retention of official documents.

The Board of Directors of Potomac Valley Audubon Society shall make its own determinations of timing and appropriate use of IRS recommendations regarding Periodic Reviews and Use of Outside Experts.

## ***ARTICLE VIII***

### **COMMITMENTS**

This SOCIETY shall not enter into any commitments binding upon 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**

This Constitution and Bylaws may be amended by a majority vote of members present in person or by proxy at any regular or special meeting of the members duly called and conducted pursuant to the provisions of ARTICLE II hereinabove. The notice of such meeting shall recite the wording of each proposed amendment.

## ***ARTICLE XI***

### **PARLIAMENTARY AUTHORITY**

In procedural matters not covered by these Bylaws, Robert's Rules of Order shall govern.

## ***ARTICLE XII***

### **CONSTRUCTION**

**Section 1.** This Constitution and Bylaws shall be construed under the laws of the State of West Virginia.