

By Laws of the
Francis M. Weston Audubon Society
March 4, 2021

ARTICLE I
Name and Affiliation

This organization shall be a non-profit corporation known as the Francis M. Weston Audubon Society, Inc. (hereafter “FMWAS” or “the society”) with headquarters in Pensacola, Florida and shall be a chapter of both the Audubon Florida and the National Audubon Society (hereafter “Florida” and “National”).

ARTICLE II
Purpose

The purpose of this society is to promote the understanding and preservation of birds and wildlife and the environment that supports them. The society also promotes the cause of conservation of all natural resources.

ARTICLE III
Membership

Section 1. Any person interested in the purposes of this society is eligible to apply for membership.

Section 2. The classes of membership of this society shall be the same as the classes of membership maintained by the National. All members of this society must be members of National.

Section 3. The minimum membership dues shall be as established by National.

Section 4. All FMWAS members shall enjoy at a minimum all of the rights and privileges accorded to any member of National.

Section 5. Each FMWAS 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 be properly brought before such meeting, including the election of officers and directors.

Section 6. Membership dues shall be payable at the time of application.

Section 7. Should renewal of membership dues are not be paid within four months after the due date, a member so in default shall be dropped forthwith from the rolls.

Section 8. Members of the FMWAS shall receive the publications of the local chapter, National and Florida and shall have all other membership privileges.

ARTICLE IV

Parliamentary Authority

The rules set forth in **Roberts Rules of Order (Newly Revised) 12th Ed. (Hatchette Book Group, New York, New York, September 2020)** shall prevail at all meetings of the society **except when over-ruled by law**. A majority plus one of the duly elected and appointed members of the Board shall constitute a Board quorum and ten members shall constitute a quorum for the transaction of business at regular meetings of the society.

ARTICLE V

Meetings

Section 1. The Board of Directors (the Board) shall determine the time and place of the meetings of the society. There shall be at least six membership meetings per year.

Section 2. The Annual Meeting of the society for the election of officers and presentation of awards shall be held on the regular meeting date in the month of May. Notice of the Annual Meeting shall be mailed to all members of the society at least thirty days prior to the Annual Meeting. Elections shall be by a quorum vote and election shall be determined by a simple majority of the membership present.

Section 3. The president or, in his absence, the vice president, shall act as a chair at any meeting Board or society meeting. In the absence of both the president or vice president or their appointment of a chair, the Board may designate any other member of the Board to act as chair at such a meeting. Board meetings may be held by electronic means provided that all Board Members are polled on each issue.

ARTICLE VI

Board of Directors

Section 1. The control and conduct of the property and business of the society shall be vested in a Board. The Board shall also determine the policies of the society and acts as a fiduciary for the general membership of the society. Membership of the Board shall include the elected officers, three directors-at-large, the chairs of the standing committees, and will include two fully-enfranchised student directors. Each of the three directors-at-large shall be elected for three-year staggered terms. The student directors shall be appointed by the president with the approval of the Board and shall serve for a one-year term. In the event of a vacancy occurring among elected Board members (officers and directors-at-large), the Board will select a replacement, who will serve for the remainder of the term. In the event of a vacancy occurring in the student directors,

the president, with the approval of the Board, may appoint a replacement who will serve for the remainder of the term.

Section 2. Regular meetings of the Board shall be held at least six times per year. Additional meetings may be called by the president when deemed necessary. A special meeting of the Board may be called by three members of the Board. Any Board member who misses three (3) consecutive meetings of the Board may be removed from office by a vote of the remaining directors.

Section 3. In the event that an issue arises requiring a decision by the Board outside five days of the next Board meeting, the Board may employ electronic means to derive a timely decision.

If the issue does not affect the operation of the chapter and does not commit resources, the president, or vice president in the absence of the president, may survey the Board electronically to obtain a consensus for action on the issue. The president, or vice president in the absence of the president will outline the issue and give a date by which Board members must reply. All responses to the motion will be made as "reply to all" so that everyone sees the ongoing commentary. An attempt must be made to contact all Board members. The president will maintain a record of all votes taken electronically and the recording secretary will report the results as minutes of a special meeting to be approved at the following regular Board meeting.

In the event that a critical issue affecting the operation of the chapter and/or requiring a commitment of resources arises requiring a decision within five days and outside the time frame of the next Board meeting, the Board may employ electronic means to derive a timely decision. Any voting member of the Board may initiate a request to the appropriate committee chair. If the Committee chair deems that action is required before the next Board meeting, the chair will contact the president, or vice president if the president cannot be contacted, and request that the president or the vice president conduct an electronic vote. The request must state a motion, a concise statement of the question and the last date that an answer must be submitted. Upon receipt of a properly submitted request for an electronic vote from the committee chair and a second for the request motion, the president shall send electronically to each Board member all appropriate information including a concise and explained motion for the question requiring a vote and the date by which votes must be electronically received in order to be counted. Each Board member shall have a minimum of two calendar days to respond. All responses to the motion will be made as "reply to all" so that everyone sees the ongoing commentary. Recipients may also submit questions and/or a motion to amend the question to the president. In that event, the president will relay the amendment motion to all recipients and revise the due date when possible. The total number of responses received by the president by the due date must meet the Article VI quorum requirements for a voted action to be valid. The president will maintain a record of all votes taken electronically and the recording secretary will report the results as minutes of a special meeting to be approved at the following regular Board meeting.

Section 4. Per Article VI, a majority plus one of the duly elected and appointed members of the Board shall constitute a quorum for the transaction of any Board business. Motions shall be carried by a simple majority of those present.

ARTICLE VII

Officers

Section 1. The officers of the Society shall consist of a president, a vice president, a recording secretary, a corresponding secretary, and a treasurer. The officers shall be elected at the annual meeting of the members and shall assume their duties immediately following the close of the meeting. They shall hold office for one year or until their successors are elected and shall be eligible for re-election. Detailed officers' position descriptions ratified by the membership are attached as Appendix One. As such, Appendix One is fully part FMWAS' by laws and has equal force and obligation on the society.

Section 2. The president shall preside at all meetings of the society, including the meetings of the Board, and shall supervise all phases of the society's work in accordance with the general Board policies. The president shall appoint all committees except the nominating and auditing committees.

Section 3. The vice president shall, in the absence or inability of the president, preside and perform the duties of the president and shall be chairman of one of the standing committees.

Section 4. The recording secretary shall keep a record of all of the proceedings of the meeting of the Board of Directors and the annual meeting and shall deposit a copy of same in the Special Collections of the Pace Library, University of West Florida. The recording secretary shall also deposit in the library any other records as approved by the Board.

Section 5. The corresponding secretary shall conduct and preserve correspondence relating to the Society, and perform such other related duties as the Board may direct.

Section 6. The treasurer shall receive and be the custodian of all of the monies of the Society, and shall deposit all such funds in the name and credit of the society in such depositories as may be designated by the Board. The treasurer shall disburse the funds of the Society as may be ordered by the Board, taking proper vouchers therefor, and shall render to the Board, whenever they require it, an account of all transactions as treasurer and of the financial condition at the annual meeting which shall be subject to audit by the Auditing Committee. All drafts and checks of the Society shall be signed by the treasurer and **countersigned and/or approved by the president or vice president in the president's absence.**

ARTICLE VIII

Auditing Committee

The Board shall annually appoint a special Auditing Committee consisting of two members of the Society who are not officers or directors, whose function will be to report at the first meeting after the annual meeting upon the character and accuracy of the treasurer's financial records and reports.

ARTICLE IX

Nominating Committee

Section 1. The Board shall annually appoint, at the January Board meeting, a Nominating Committee to consist of three members of the society, who are not officers of the society, one of whom shall be a member of the Board. The members of such Nominating Committee shall then be made known to the members of the society, and suggestions for nominations for directors and officers may be submitted to such Committee by any other member of the society.

Section 2. This committee shall nominate candidates for officers and directors-at-large positions, whose terms will expire. The Nominating Committee's report shall be made to the membership and be published in the newsletter at least one month before the Annual Meeting. At the Annual Meeting, the Nominating Committee shall present the slate for vote by members present at that meeting.

Section 3. In case any member of the Nominating Committee shall be unable to serve, then the chair, Nominating Committee shall select a replacement and advise the Board.

Section 4. Nominations for officers and members of the Board may be made from the floor at the Annual Meeting.

ARTICLE X

Standing Committees

Section 1. There shall be appointed annually by the president and approved by the Board, a chair for each standing committee, who may select other members to serve on the committee. Detailed standing committee chairs' position descriptions ratified by the membership are attached as Appendix One. As such, Appendix One is fully part FMWAS' by laws and has equal force and obligation on the society.

Section 2. The standing committees shall be:

A Center Committee, which is responsible for planning, organizing and directing of all aspects of FMWAS' efforts to develop a long-range vision, mission and plan to create a

vibrant, lasting FMWAS presence in Escambia and Santa Rosa Counties. **The Center Committee is responsible for the fiduciary and operational management of the on-going Bruce Beach Native Trees & Plants for Native & Migratory birds project.**

A Conservation Committee, which shall keep the Society informed of conservation developments and submit recommendations to the Board for their consideration and possible action.

An Education Committee, which shall promote interest in nature and conservation by whatever means are deemed effective and to encourage the attendance of teachers and other youth leaders at Audubon Camps, conservation workshops, etc.

A Field Trip Committee, which shall organize and arrange for the proper conduct of field trips.

A Fundraising Committee, which is responsible for development of all external restricted, designated and unrestricted funds solicited by or donated to FMWAS.

A Membership Committee, which shall be responsible for keeping the Society's membership records and for promoting membership in National Audubon Society through local efforts to enroll new members and renew current members.

An Outreach Committee, which is responsible for planning, organizing and directing of all aspects of FMWAS community outreach including coordinating specific outreach locations, recruiting and scheduling outreach speakers, outreach logistics and hospitality.

A Program Committee which shall coordinate the general programs of the society and make all plans and arrangements for the regular meetings of the Society.

A Publications Committee, which shall publish a newsletter or communicate with the members. It shall serve to inform the membership of the Society's schedule of activities and events and generate interest in its programs and in the natural world. Any newsletter shall be called "The Skimmer."

A Publicity Committee, which shall use newspapers, radio, TV and other social media to publicize the purpose, aims and activities of the Society.

A Website & Technology Committee, which is responsible for planning, organizing and directing of all technical aspects, suitability, feasibility and capability of FMWAS electronic and virtual systems and connectivity including the FMWAS website (fmwaudubon.org) and Zoom account(s), to ensure essential information sources for members, our community and the world.

ARTICLE XI

Chapter Status

Section 1. Chapter Recognition. This corporation is a chapter of Audubon Florida, a Florida not-for-profit corporation and the National Audubon Society, Inc., a New York not-for-profit corporation, and as such has agreed to and shall abide by the provisions, requirements and limitations such status accords, as is provided in the bylaws of these corporations.

Section 2. Relationship. The relationship between FMWAS, National and Florida is only contractual. FMWAS, as a chapter, is not nor shall be deemed to be a subsidiary, division, nor member of National and Florida. National and Florida shall have no right, title, interest, claim, lien nor demand on and real or personal property of FMWAS vested or contingent; nor any right, privilege nor franchise in FMWAS by virtue of these bylaws except as subject to Article XI Section 4 articulated herein and below. National and Florida are not, likewise, and shall not be determined to be a parent, subsidiary, division, or member of this corporation and this corporation shall have no right, title, interest, claim, lien or demand in or to any real or personal property of National or Florida, vested or contingent; nor any right, privilege or franchise in such corporations.

Section 3. Commitments. This society shall not enter into any commitments binding upon National without written authorization by National, nor shall National, without written authorization by this society, enter into any commitments binding upon this society.

Section 4. Extinction-Abandonment. In the event that this corporation shall become extinct, or when property owned by this corporation shall be abandoned, title to said property shall vest in Audubon Florida, which may institute proceedings in the appropriate state court in and for the county in which said property is situated to transfer title and vest possession of said property in said corporation. This provision shall in no way supersede or be interpreted to be contrary to the laws of the State of Florida regarding distribution of property of a not-for-profit corporation upon dissolution.

Section 5. Common Membership Dues Collection. All members of FMWAS incur a liability for and pay dues for membership in Florida and National in accordance with their by laws. Dues of the society shall be that portion of the dues accruing to the society under contractual agreement existing with the Florida and National and shall consist of categories of membership as defined by Florida and/or National.

Section 6. Discontinuance. This society may terminate its status as a chapter of National and National may terminate the status of this society as a chapter of National pursuant to procedures set forth in the 2001 Audubon Chapter Policy adopted by National's Board of on December 8, 2001.

ARTICLE XII Prohibitions

Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on by:

- (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or
- (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United State Internal Revenue Law.
- (c) a corporation registered as an exempt charitable organization under Chapter 496 of the Florida Statutes or the corresponding provision of any future Florida Statutes.

ARTICLE XIII Dissolution, Limitation on Distribution

This corporation 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 shareholder or individual. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable purposes and no part of the property, assets, profits and net income of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution or upon abandonment, the assets of this corporation remaining after the payment of or the provision for all debts and liabilities of this corporation, shall be donated to the Audubon Florida, a Florida not-for-profit corporation, or to such corporation or corporations, fund or funds, or foundation or foundations, having similar objects and purposes as to this corporation, as the Board of this corporation may designate, subject to the order of the Circuit Court in and for the County of Escambia, State of Florida, or such other Florida court which shall have authority over the dissolution of the corporation as provided by Florida law; provided, however, that none of such assets shall be donated to any organization other than one organized and operated exclusively for charitable purposes.

ARTICLE XIV Amendments

Section 1. These bylaws may be amended at any regular meeting of the society by a two-thirds vote of those members present and voting. The proposed amendment(s) shall be presented to the Board and published on the society's website fmwaudubon.org at least two months prior to any vote.

Section 2. All such proposed amendments shall be submitted in writing and signed by at least three members in good standing.

Section 3. To attach to and incorporate into the by-laws, the Francis M. Weston Audubon Society Officer, Director and Standing Committee Chairs Position Descriptions dated March 4, 2021.

Amended and Approved by the Membership on both **January 28, 2021, and February 25, 2021.**

Michael Brower, President

James Brady, Vice President

Pamela Brown, Recording Secretary

Attachment (1): Francis M. Weston Audubon Society Officer, Director and Standing Committee Chairs Position Descriptions approved by the Membership **January 28, 2021, and February 25, 2021.**

FMWAS By Laws approved March 4, 2021