

**CONSTITUTION AND BY-LAWS OF THE  
YUMA AUDUBON SOCIETY**

*Official version*

**CONSTITUTION**

**ARTICLE I: NAME**

This organization shall be known as the Yuma Audubon Society, hereinafter known as “the Society.”

**ARTICLE II: PURPOSE**

Section 1. The purpose and objectives of this Society shall be to engage in any such educational, scientific, investigative, literary, historical, philanthropic and charitable pursuits as may be part of the stated purposes of the National Audubon Society, of which this Society shall function as a Chapter.

Section 2. This Society is not organized, nor shall it be operated for pecuniary gains 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 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 shareholder 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 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 charitable purposes as set forth in Section 501 (c) (3) of the Internal Revenue Code.

Section 3. No substantial part of the Society's activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Society participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

**BYLAWS**

**ARTICLE I: MEMBERSHIP**

Section 1. Any person interested in the purposes of the Society is eligible for membership.

Section 2. Membership shall consist of two categories of members: National Audubon (hereinafter called "national") members and Yuma Audubon Society (hereinafter called "Yuma Audubon") members.

Section 3. Classes and dues of national members shall be established by the National Audubon Society. Classes and dues of Yuma Audubon members shall be established by the Board of Directors of the Yuma Audubon Society.

Section 4. National members residing in the membership area of the Yuma Audubon Society (as defined by the National Audubon Society), national members requesting the National Audubon Society to designate Yuma Audubon as their local chapter, and Yuma Audubon members who are not national members shall enjoy all rights and privileges pertaining to membership in the Yuma Audubon Society.

Section 5. Yuma Audubon membership dues shall be payable at the time of application and shall be paid annually thereafter, unless the membership class, as established by the Yuma Audubon Board of Directors, provides for a different interval for dues payment for that membership class.

Section 6. Should renewal of membership dues not be paid within six months after the time they are payable, a member so in default shall forthwith be dropped from the rolls.

## ARTICLE II: MEETINGS

Section 1. Regular meetings of the Society shall be held monthly at least from October through May.

Section 2. The Annual Meeting of the Society shall be held in May at which time new officers will be elected and take office.

Section 3. Special meetings may be called by the President, or pursuant to a resolution of the Board. Ten days written notice of such special meeting, stating objectives thereof, shall be given each member at his last known post office or e-mail address.

Section 4. Eight members in good standing shall constitute a quorum for the transaction of business at any duly called regular or special meeting.

### ARTICLE III: BOARD OF DIRECTORS

Section 1. The control and conduct of business of the Society shall be vested in the Board of Directors. The Board shall determine the policies of the Society. The Board shall include (a) the elected officers (b) Chairs of the Standing Committees, and, (c) not more than four (4) Directors elected by the members for terms of one year. All members of the Board of Directors shall be members in good standing of the Society.

Section 2. There shall be at least two regular meetings of the Board in any one fiscal year. The dates of the regular board meetings shall be determined by the President of the Society.

Section 3. A majority of the Board shall constitute a quorum at any meeting.

Section 4. Special meetings of the Board may be called by the President or upon the request of a majority of the Board.

### ARTICLE IV: OFFICERS

Section 1. The elected officers of the Society shall be a President, a Vice-President, a Recording/Corresponding Secretary, and a Treasurer. All elected offices shall serve for a one year term.

Section 2. A vacancy in the office of the President or in any other office shall be filled by the majority vote of the Board of Directors to hold office until the next annual meeting, at which time the vacancy shall be filled in the regular way.

Section 3. The President shall be President of the Society, Chair of the Board of Directors, and an ex-officio member of all committees. The President directs and administers the affairs of the Society, and supervises all phases of its activities, subject to the instructions of the Board.

Section 4. The Vice-President shall assist the President in carrying out the President's duties.

Section 5. The Recording/Corresponding Secretary shall keep a record of all proceedings of the Board and the Society, and shall conduct all the correspondence of the Society.

Section 6. The Treasurer shall have custody of the Society's funds. The Treasurer shall disburse the funds as may be ordered by the Board, shall report to the Board of Directors at their regular meetings, or as requested, and will

prepare an annual report on the financial condition of the Society for distribution to the members, a copy of which shall be forwarded to the National Audubon Society.

Section 7. The Treasurer and the President shall individually be authorized to sign drafts and checks.

#### ARTICLE V: NOMINATING COMMITTEE

Section 1. The Board of Directors shall annually appoint prior to the March regular meeting a Nominating Committee to consist of not less than three (3) members. The names of the members of the Nominating Committee shall be made known to the membership in the March newsletter of the Society. Nominations for officers may be submitted to the Committee by any member of the Society.

Section 2. The Nominating Committee shall nominate candidates to succeed those whose terms of office expire. Its report shall be presented to the membership at a regular meeting one month prior to the Annual Meeting, and published in the newsletter preceding the annual meeting.

Section 3. Nothing herein contained shall prevent nominations of officers from the floor at the time of the meeting at which elections are to be held.

#### ARTICLE VI: ELECTIONS

Section 1. The election and installation of officers and directors shall take place at the Annual Meeting.

Section 2. Candidates shall be elected by a voice vote of the membership present at the annual meeting or by a motion of the membership instructing the Secretary to cast a unanimous ballot in favor of the slate presented by the Nominating Committee. If there is more than one candidate for any office, the election to such office shall be by written ballot with the winner receiving the majority of the ballots cast.

#### ARTICLE VII: COMMITTEES

Section. 1. The President, with the approval of the Board of Directors, shall appoint Chairs of Standing Committees who, in turn may select their own committee members with recommendations and suggestions from the Board. Terms of office shall be for ~~one year~~ TWO YEARS.

Section 2. The President, with the approval of the Board of Directors, may appoint Special or Task Force Committees whose terms of office will be determined by the length of the assignment to be done.

Section 3. Standing Committees of the Society shall be as follows:

#### MEMBERSHIP COMMITTEE

It shall be the duty of this committee to cooperate with the Membership Department of the National Audubon Society by such measures as obtaining lists of names and addresses of potential members residing within the allotted territory of this Society. It shall also be the duty of this committee to conduct membership campaigns and to attempt to obtain the continuing membership of those who have become delinquent in the payment of their dues.

#### HOSPITALITY COMMITTEE

It shall be the duty of this committee to establish a welcoming atmosphere at regular and annual meetings.

#### PROGRAM COMMITTEE

It shall be the duty of this committee to make all program plans and arrangements for the regular meetings of the Society, and it shall promote interest and appreciation through lectures, discussions, exhibits, publications and meetings.

#### FIELD TRIP COMMITTEE

It shall be the duty of this committee to plan, organize and arrange for the proper conduct of field trips, that may be participated in, not only by the members of the Society, but by non-members and friends.

#### CONSERVATION COMMITTEE

It shall be the duty of this Committee to keep informed on local, state and national governmental policies and actions affecting the natural environment and the conservation of natural resources, to advise the Board of Directors, and to carry out the policies of the Society. It shall be the duty of this committee to endeavor to coordinate its actions with the policies and activities of the National Audubon Society insofar as conservation measures and policies of national scope are concerned and to keep the National Audubon Society informed of such actions.

### EDUCATION COMMITTEE

It shall be the duty of this committee to further the educational programs of the National Audubon Society, to encourage the schools and colleges of the community to conduct courses in or otherwise stress natural history, ecology and conservation, to conduct lectures and/or workshops in natural science for members and friends, and through other means to inform and educate the public about the natural environment.

### PUBLICITY COMMITTEE

It shall be the duty of this committee to publicize, through newspaper, radio, television, and other publicity media, the purposes and programs of the Society.

### PUBLICATIONS COMMITTEE

It shall be the duty of the committee to publish a bulletin or newsletter for the members of the local Society and to prepare any other publications helpful to the programs of the Society.

### ARTICLE VIII: COMMITMENTS

This Society shall not enter into any commitments binding on the National Audubon Society without written authorization from the latter. In like manner, the National Audubon Society shall make no commitments binding on this Society without written consent from the Yuma Audubon Society.

### ARTICLE IX: DISCONTINUANCE

The Yuma Audubon Society may terminate its status as a chapter of the National Audubon Society, and the National Audubon Society may terminate the status of the Yuma Audubon Society as a chapter of the National Audubon Society, pursuant to procedures set forth in the 2001 Audubon Chapter Policy adopted by the National Audubon Society's Board of Directors on December 8, 2001.

### ARTICLE X: AMENDMENTS

The Constitution and Bylaws 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 a quorum is present, and provided further that notice of such amendments shall have been mailed to each member of the Society at the last known address or email address at least fifteen days before said meeting.

Adopted 2006

**AMENDMENTS TO CONSTITUTION AND BYLAWS OF THE  
YUMA AUDUBON SOCIETY**

**AMENDMENT I**

(Adopted December 11, 2007)

BYLAWS ARTICLE II, Section 2. The Annual Meeting of the Society shall be held in January. At this time on election years the new officers will be elected and take office.

**AMENDMENT II**

(Adopted December 11, 2007)

BYLAWS ARTICLE III, Section 1. Two years [Terms of office shall be]

**AMENDMENT III**

(Adopted December 11, 2007)

BYLAWS ARTICLE IV, Section 1. All elected offices shall serve a two year term.

**AMENDMENT IV**

(Adopted December 11, 2007)

BYLAWS ARTICLE V, Section 1. In October preceding the January of an election year the Board of Directors shall appoint a nominating committee to consist of not less than two (2) members. The names of the members of the nominating committee shall be made known to the membership in the November newsletter of the Society. Nominations for officers and board members may be submitted to the nominating committee by any member of the Society.

**AMENDMENT V**

(Adopted December 11, 2007)

BYLAWS ARTICLE V, Section 2. The names of the nominees will be made known to the membership prior to the annual meeting.

**AMENDMENT VI**

(Adopted December 11, 2007)

BYLAWS ARTICLE VII, Section 1. Two years [Terms of office shall be]

AMENDMENT VI

(Adopted December 11, 2007)

AMENDMENTS I through VI shall be effective February 1, 2008.