BYLAWS OF ZUMBRO VALLEY AUDUBON SOCIETY

February 28, 2017

ARTICLE 1 MEMBERSHIP

Section 1. Anyone interested in the purposes and objectives of this chapter is eligible to apply for membership. Zumbro Valley Audubon does not discriminate on the basis of race, gender, age, religion or national origin.

Section 2. The classes of membership of this chapter will be the same as the classes of Membership of the National Audubon Society.

Section *3* . The membership dues will be those established by the National Audubon Society.

Section 4. All members of this chapter will enjoy all the rights and privileges of the members of both this and the National Audubon Society except as otherwise provided.

Section 5. Each valid membership will have the right to cast one vote at the annual meeting and at any regular or special meeting of members on any motion properly brought before a meeting, including the election of Officers and Directors. The most recent available membership roster from National Audubon Society will be used to determine the validity of general membership votes.

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

Section 7. A membership in default will be removed from the membership rolls at the same time as National Audubon membership is terminated.

ARTICLE II BOARD OF DIRECTORS

Section 1. Number, qualifications and terms of office. The Board of Directors will consist of no less than 3 and no more than 15 Directors including the Officers*.* The terms of Officers and Directors will be staggered as stated in Article VII of the Articles of Incorporation.

Section 2. The Board of Directors will meet not less than quarterly, with additional meetings held at the discretion of the Board.

Section 3. Meetings of the Board of Directors will be held as designated by the President or by any three members of the Board, acting jointly. Every Director will receive notice of any meeting at least three days in advance of that meeting.

Section 4. A quorum for any meeting of the Board of Directors will consist of one half plus one of its members.

Section 5. Any vacant seat of an Officer or Director on the Board by reason of death, resignation or any other cause, may be filled temporarily by the remaining members of the Board of Directors or another person appointed by them. The Director selected to fill the vacancy will serve until the next annual meeting of the membership *or* until a successor has been qualified and elected.

Section 6. No substantial part of the activities of the organization will consist of direct promotion of a specific piece of legislation and the organization will not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 7. Regardless of any other provisions of these articles, the organization will not carry on any other activities not permitted (a) by an organization 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) by an organization whose contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) .

ARTICLE III OFFICERS

Section 1. Number, Qualifications and Terms of Office. The Officers of this organization will be a President, Vice-president, Secretary and Treasurer. The last two offices may be held by one person. No person will hold the office of President or Vice president for more than six successive one year terms. Any member of the Organization, including members of the Board of Directors, may be nominated and elected as one of the above named Officers. All Officers will be elected for one year terms.

Section 2. Duties of Officers.

a) The President will preside at all meetings of the Board and at membership meetings; will make recommendations to the Board concerning the formulation and execution of policies of the Organization; will be concerned with matters regarding general administration of the Organization’s affairs and will have any other powers and perform any duties requested by the Board of Directors;

b) The Vice-president will perform the duties of the President when absent;

c) The Secretary will keep accurate and complete minutes of all meetings of the Board of Directors and of the membership; will have the usual powers and duties of a secretary; will perform any other duties assigned by the Board of Directors;

d) The Treasurer will have general charge and supervision of the records and accounts of the Organization and, subject to the oversight of the Board of Directors, will have charge of, and be responsible for, all monies and assets of the Organization and will render financial statements to the Board of Directors and members upon request. The Treasurer will have the usual powers and duties of a Treasurer, including the power to give receipts for cash and other property delivered to the Organization and the power to disburse funds in accordance with procedures established by the Board.

Section 3. Vacancies. Any vacancy in any of the offices listed in Section 1 of this Article may be filled by appointment if agreed upon by the Board of Directors.

ARTICLE IV COMMITTEES

Section 1. A Nominating Committee will be appointed by the Directors not later than one (1) month prior to the next annual meeting of members. This committee may consist of a subcommittee or the entire Board of Directors and will nominate candidates for President, Vice-president, Secretary, Treasurer and for Directors whose terms are expiring. No more than two candidates will be nominated for each office and then only with the consent of the person nominated. The Committee will report its nominations at the annual meeting of the organization. At the conclusion of the report further nominations may be made by the memberspresent at the meeting providing they have the consent of the person whom they nominate.

Section 2. The President, with the approval of the Board of Directors, may appoint Chairs of Standing Committees who, in turn, may select their own committee members with recommendations and suggestions from the Board. Terms of office will be for one (1) year, or until their successors are appointed. Standing Committees will be composed of at leastone (1) member. 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.

The suggested Standing Committees may be as follows and additional committees may be formed by a majority vote of the Board:

MEMBERSHIP COMMITTEE

The Membership Committee will maintain close contact with the Membership Department of the National Audubon Society. It will keep the chapter’s membership records and may conduct membership campaigns to enroll new members.

PROGRAM / EDUCATION / OUTREACH COMMITTEE

This Committee will make all plans and arrangements for the regular meetings. The Committee will make arrangements for lectures, discussions, and other events to promote interest in and better understanding of conservation, ecology and natural history. This Committee will also coordinate and make arrangements for other educational and outreach opportunities as they arise or as recommended by the Board.

FIELD TRIP COMMITTEE

The Field Trip Committee will plan, organize and arrange field trips for the members of the chapter and others interested in the purposes and aims of the chapter.

PUBLICATION and SOCIAL MEDIA COMMITTEE

The Publications and Social Media Committee will publish at least four (4)times a year, via either print or electronic media, a bulletin, event/program notification or newsletter for the members of the chapter and will prepare any other publications helpful to the chapter’s program.

CONSERVATION & ADVOCACY COMMITTEE

The Conservation and Advocacy Committee will keep the board informed on local, state and national public affairs affecting the environment and conservation of natural resources and will advise the Board and the membership ofits findings.

This committee will stay within the recommended policy guidelines and actions of the National Audubon Society andmaycoordinate with other conservation organizations.

MINNESOTA ORNITHOLOGISTS’ UNION REPRESENTATIVE

The MOU representative or the alternate will represent this society at MOU board meetings. when possible or necessary.

CHRISTMAS BIRD COUNT COMMITTEE

This committee will coordinate and conduct the Annual Rochester, Minnesota Christmas Bird Count.

ARTICLE V AMENDMENTS

These Bylaws may be amended at any annual or special meeting of the membership provided that at least 10 days before such meeting the amended Bylaws are made available for review by the membership. This notice can be in the form of a letter, any electronic form of communication, or a posting on the Chapter’s website home page.

ARTICLE VI MEETINGS

Section 1. Regular meetings of members will be held no less than quarterly and as determined by the Board of Directors.

Section 2. The annual meeting of the membership of this chapter will occur at the April meeting, when the new Officers will be elected and take office. Special meetings of the membership may be held as the Board of Directors deems necessary.

Section 3. Notices of the time and place of all meetings of the membership will be made available to all members via any combination of print and/or electronic methods not less than 5 days before the meeting.

Section 4. Allqualified voting members who are present (either in-person or by proxy) at any annual or special meeting of the membership, will constitute a quorum for the transaction of business. All questions at all meetings at which a quorum is present will be decided by majority vote.

ARTICLE VII COMMITMENTS

This chapter will not enter into any commitments binding upon the National Audubon Society without written authorization by the National Audubon Society nor will the National Audubon Society, without written authorization by this chapter, enter into any commitments binding upon this chapter.

ARTICLE VIII DISCONTINUANCE

This chapter may terminate its status as a chapter of the National Audubon Society upon six (6) months’ notice, in writing, to the National Audubon Society and the National Audubon Society may terminate the status of this chapter as a chapter of the National Audubon Society upon six (6) months’ notice, in writing, to this chapter. In the event of such notice of termination by either this chapter or the National Audubon Society, the allocation of dues by the National Audubon Society to this chapter will cease on expiration of the six (6) month period. However, members of this chapter will remain members of the National Audubon Society for the balance of the term for which dues have been paid.

This update with revisions was approved by the general membership and Board of

Directors on \_\_/\_\_/201\_