

BYLAWS
OF
OKLAWAHA VALLEY AUDUBON SOCIETY, INC.

ARTICLE I – NAME

The name of the organization shall be the Oklawaha Valley Audubon Society.

ARTICLE II – PURPOSE

Our mission is to conserve and restore natural ecosystems, focusing on birds, and other wildlife, and their habitats for the benefit of humanity and the earth's biological diversity.

ARTICLE III – MEMBERSHIP

A. Individuals and Organizations: Any individual or organization who shall qualify for membership, as provided in the Articles of Incorporation, or who shall be or become a member of the National Audubon Society, Inc., shall be deemed a member in good standing of this Society.

B. Voting Rights: Each individual member and all adult individuals in a family membership, who are in good standing, shall have the right to vote, in person for any of the purposes of the Society, including the election of the members of the Board of Directors. All organization members shall, through a duly appointed delegate or selected representative, be entitled to one (1) vote at meetings of the members of the Corporation, provided, however, that a delegate for any organization shall furnish at the meeting, if called for by the presiding officer, a certificate signed by an officer of his or her organization certifying that he or she is a duly appointed delegate.

C. National and state membership dues shall be as established by the National Audubon Society. Chapter membership dues may be established by this Society (OVAS).

ARTICLE IV – OFFICERS

A. Officers of the Oklawaha Valley Audubon Society shall be composed of a President, First Vice-President, Second Vice-President, Secretary, and Treasurer. The Officers shall be elected for a term of two years, beginning on the 1st of July during the year s/he is elected. Terms of office shall be staggered to ensure continuity for the Purpose of the Society. 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 through the end of the

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fiscal year, when the replacement individual elected by the membership at the Annual Meeting will assume the position.

B. The President shall preside at all meetings of the organization, including meetings of the Board of Directors, and shall enforce the provisions of the Articles of Incorporation and the Bylaws of the Society. The President shall decide all questions of order, act as a judge in elections and declare the results, appoint the Chairs of the Standing Committees with the approval of the Board of Directors and appoint ad hoc committees as deemed necessary by the Board of Directors. The President shall serve as liaison between the Society and Audubon of Florida through the Regional Conservation Committee, and maintain a working relationship with the Audubon of Florida regional board member. The President shall submit an Annual Report and Annual Plan to Audubon of Florida before August 1 in order to qualify for reimbursements from the National Society.

C. The First Vice-President shall, in the absence or inability of the President to preside, perform the duties of the President.

D. The Second Vice-President shall, in the absence of the President and First Vice-President, perform the duties of the President.

E. The Secretary shall keep accurate records of the proceedings of the Society and the Board of Directors, and preserve correspondence relating to the Society. The Secretary shall perform such duties as the Board of Directors or the Bylaws direct. In the event the Secretary is not present at a meeting, the Presiding Officer shall appoint someone to act as Secretary.

F. The Treasurer shall receive and be the custodian of all the dues and other monies of the Society and shall deposit all such funds in the name and credit of the Society. The Treasurer shall disburse the funds of the Society as may be ordered by the Board of Directors, taking proper vouchers therefore, and shall render to the Board of Directors, whenever they require it, an account of all transactions as Treasurer and of the financial condition of the Society. The Treasurer shall provide all necessary records to the financial review committee at the end of the fiscal year. The Treasurer shall assist with the development of an Annual Budget as part of the annual planning process.

G. All drafts and checks of the Society shall be signed by the Treasurer. Should the Treasurer be unable to sign checks and drafts of the Society, the President shall do so. It shall be the duty of the Treasurer to ensure that signatures authorized to sign checks, including those of relevant incoming officers, shall be on file with the bank holding checking account funds.

H. An Executive Committee shall comprise the President, Vice Presidents, Secretary, and Treasurer.

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I. The fiscal year of the Society shall be July 1 – June 30, in alignment with the fiscal year for Audubon of Florida and the National Audubon Society.

ARTICLE V – MEETINGS AND PROGRAMS

The Oklawaha Valley Audubon Society shall provide programs and hold Board of Directors meetings during the program year, from September through June.

A. Programs may be provided monthly during the program year, and general meetings may occur concurrent with the programs. They shall be open to members and guests.

B. The general meeting shall be held in March of each year, or as determined by vote of the Board of Directors, and shall be designated the Annual Meeting at which Officers and Directors-at-Large, needed to fill vacancies, shall be elected by the members. Notice of the Annual Meeting shall be provided to members at least 10 days prior to the meeting.

B. Board of Directors Meetings, also known as Board meetings, shall be held during the program year and at other times as deemed necessary by a majority of the Board of Directors. The Board meeting shall be open to all the members, but voting shall be limited to the Board of Directors. There shall be at least four (4) regular meetings of the Board of Directors in any one fiscal year. The dates for the regular meetings shall be determined by the Board at its first regular meeting of the new fiscal year.

C. The Executive Committee shall meet to conduct any business of the Society that arises due to an emergency when it is not practicable to consult with the full Board of Directors. They shall report any action taken to the Board at their next regular meeting.

D. Special meetings of members may be called by the President or pursuant to resolution of the Board, or by petition of not less than 10 members entitled to vote. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.

E. All decisions by the Executive Committee, the Board of Directors, and the Membership shall require a majority vote of the voting quorum present, with the exception of bylaw amendments, which shall require a higher proportion of votes.

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ARTICLE VI- BOARD OF DIRECTORS

A. The control and conduct of business, and financial stability of the Society shall be vested in its Board of Directors. All members of the Board of Directors shall be members in good standing.

B. The officers and at least three (3) but no more than 5 (Five) Directors-at-Large shall serve as the Board of Directors.

C. The Directors-at-Large shall be elected for a term of three years, beginning on the 1st of July during the year s/he is elected. Terms of office shall be staggered to ensure continuity for the Purpose of the Society, If by reason of resignation or death, or for any other reason, vacancies exist whereby the Board does not have the full complement of Directors, the Board may proceed to elect a Director or Directors to fill such vacancies. In the event a Director-at-Large is replaced by election of the Board, the Director-at-Large so elected shall serve through the end of the fiscal year, when the individual newly elected by the membership will assume the position.

D. The responsibilities and duties of the Board of Directors shall be:

1. Attendance at all Board meetings
2. Vote on appointments of the president
3. Establish fiscally sound budget
4. Vote on expenditures of funds
5. Fill vacancies on the Board of Directors until the next election.
6. Act between meetings of the membership as necessary.
7. Take leadership responsibility for a significant role (e.g. Committee Chair, etc.)
8. Appointment of a Financial Review Committee.

E. Voting by Board members can be oral or by a show of hands, if meeting in person, or via electronic transmissions at the discretion of the presiding officer. Electronic votes must use unanimous consent.

ARTICLE VII – ELECTIONS

A. The election of Officers and Directors-at-Large required to fill expired terms and vacancies shall be conducted at the annual meeting, provided a quorum of members are present. If a quorum is not present the election shall be held at the next general meeting when a quorum of members is present.

B. Should there be two or more candidates for an office, the voting shall be by ballot by the members present. The ballots shall be counted by three members who are not candidates or a member of the Board of Directors. The presiding officer shall appoint any required ballot counters at the meeting. The voting results shall be announced prior to adjournment.

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C. The new Officers and Directors-at-Large shall assume their office at the beginning of the new fiscal year.

ARTICLE VIII- REVIEW COMMITTEE

The outgoing Board of Directors shall annually appoint a financial Review Committee, consisting of at least three (3) members of the Society who are not members of the Board of Directors, whose function shall be to report upon the character and accuracy of the Treasurer's financial records and reports for the fiscal year. The report shall be presented to the new Board of Directors at their first meeting of the new fiscal year.

ARTICLE IX - NOMINATING COMMITTEE

A. The Board of Directors shall annually, in January, appoint a Nominating Committee to consist of three members who are not members of the Board of Directors. The names of the members of the Nominating Committee shall then be made known to the members of the Society in February.

B. The Nominations Committee shall solicit and receive nominations from the Membership to fill elected positions. Suggestions for nominations for Officers and other members of the Board of Directors may be submitted to the Nominating Committee by any member of the Society prior to the Annual Meeting.

C. This committee shall review and evaluate every suggested nomination, and then nominate candidates for election as Officers and Directors-at Large of the Society to succeed those whose terms of office expire at the end of the fiscal year and those who were elected by the Board of Directors as temporary replacements. The committee shall prepare ballots for voting, as needed. The committee report will be presented at the Annual Meeting.

D. All nominees must be members in good standing. Nominees for positions of an Officer must have been a member for a minimum of twelve (12) months.

E. Should any member of the Nominating Committee be unable to serve, the committee itself shall fill the vacancy.

ARTICLE X - STANDING COMMITTEES

The President shall annually appoint, with the approval of the Board of Directors, a Chairperson for each Standing Committee. The Chairperson shall select other members to serve on the committee. The committees and their duties shall be:

- A. The Membership Committee shall have the following duties:
1. Keep an accurate record and current list of the members' names, addresses, telephone numbers, and e-mail addresses.

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2. Advise the Board of Directors on methods of increasing the membership.
3. Administer OVAS chapter memberships and inform National Audubon of these memberships.

B. The Hospitality Committee shall welcome all members and guests. The committee shall keep a record of guest and member attendance for each regular meeting.

C. The Program Committee shall develop suitable and interesting meeting presentations to further the purposes of the Society. This committee shall consist of the Chairperson and two members selected by the chair. An item in the annual budget shall be allocated for payment of speakers.

D. The Field Trip Committee shall plan and coordinate field trips throughout the months of November through April.

E. The Publicity Committee shall endeavor to keep the Society informed of all activities and events by placing notices in all local publications, such as those of Leesburg, Mount Dora, Eustis, Tavares, Clermont, etc. and by utilizing local radio and TV community news event slots.

F. The Newsletter Committee shall provide news and publicity within the membership by issuing a newsletter. The newsletter editor shall confer with the President on the format, content and issue dates of the newsletter. There shall be no less than four newsletters per year.

G. The Conservation Committee shall be concerned with all our natural resources, including threats to wildlife and its environment. Any pending legislation shall be brought to the attention of the membership with recommendations for action, if necessary. This committee shall consist of the Chairperson and two members selected by the Chair.

H. The Fund Raising Committee shall devise means of raising money for the Society. Fund raising drives and activities should be conducted throughout the year.

I. The Education Committee shall stimulate interest in wildlife, environment and conservation with the members and non-members. This committee performs outreach activities.

J. The Digital Communications Committee shall maintain the chapter's website and send electronic notices to the membership and the public.

ARTICLE XI – QUORUM

Ten (10) members, in attendance, shall constitute a quorum at any meeting of the membership. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board. A quorum of the Executive Committee shall comprise three (3)

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ARTICLE XII – AMENDMENTS

Changes in the Bylaws may be recommended, in writing, by the Board of Directors or by any five (5) members in good standing. Notice to the membership shall be given at the meeting prior to any regular meeting of the Society at which the changes shall be considered. Any changes will require approval by 67 percent of those members present and voting, a quorum being present.

ARTICLE XIII – COMMITMENTS

The Oklawaha Valley Audubon Society shall not enter into any commitments binding upon the National Audubon Society without written authorization by the National Society, nor shall the National Society, without written authorization by the Oklawaha Valley Audubon Society, enter into any commitments binding upon the Oklawaha Valley Audubon Society.

ARTICLE XIV – DISCONTINUANCE

The Oklawaha Valley Audubon Society may terminate its status as a Chapter of the National Society, and the National Society may terminate the status of the Oklawaha Valley Audubon 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 XV - PARLIAMENTARY AUTHORITY

In procedural matters not covered by these By-Laws, Roberts Rules of Order shall govern.

Revised September 3, 2017.

Insert date above that revised/restated bylaws are approved by the membership.

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The Oklawaha Valley Audubon Society shall promote the enjoyment of nature and birding by:

1. Providing opportunities for bird observation and identification.
2. Increasing knowledge of nature, through environmental education and outreach to others.
3. Increasing species richness and quantities, through cooperative conservation and development of wildlife habitat.

C. Members of the Board of Directors shall be members in good standing, who have been members for a minimum period of twelve (12) months prior to their election or appointment.

Nominations to the Board of Directors may be made from the floor during the meeting at which elections are to be held.

ARTICLE XIII – DISSOLUTION

In the event the Oklawaha Valley Audubon Society fails and the Board of Directors deems that the organization must be dissolved they shall inform the membership and the National Audubon Society by mail 60 days in advance of the impending dissolution. If after this period of notice, dissolution action continues then:

- A. Oklawaha Valley Audubon Society chapter memberships shall be considered null and void with no redeemable value.
- B. Remaining funds shall be used to fulfill current debts as required by Florida statutes. Any remaining funds shall be made available first to the Trout Lake Nature Center and then, if unaccepted, to other local, environmental, non-profit organizations.
- C. National Audubon Society logo materials shall be returned if requested by the National Society. Other materials and fixtures shall be made available first to the Trout Lake Nature Center and then, if unaccepted, to other local, environmental, non-profit organizations.