

## **BYLAWS OF YORK COUNTY AUDUBON**

### **ARTICLE I. Name and Mission**

This organization shall be known as York County Audubon (“YCA”), and it is dedicated to fostering understanding, appreciation, and conservation of the natural world through the education of present and future generations.

### **ARTICLE II. Purpose and Non-Profit Status**

Section A. The purpose and objectives of YCA shall be to engage in such educational, scientific, investigative, literary, historical, philanthropic, and charitable pursuits that support its mission, and as may be part of the stated purposes of Maine Audubon, of which YCA shall function as a Chapter. Maine Audubon is a not-for-profit Corporation as provided for by the laws of the State of Maine and section 501(c)(3) of the Internal Revenue Code.

Section B. YCA is not organized for, 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 entity or individual. The property, assets, and net income of YCA are irrecoverably dedicated to educational and conservation purposes and no part of the property, assets, or net income of YCA shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private entity or individual.

### **ARTICLE III: Membership**

Section A. Any person interested in the purposes of YCA is eligible for membership. Any member of Maine Audubon who resides in York County shall be a member of the YCA. Any member of Maine Audubon not residing in York County may request that they be affiliated with YCA.

Section B. Classes of membership shall be the same as those maintained by Maine Audubon.

Section C. Annual dues of membership shall be those of Maine Audubon.

Section D. All classes of members shall enjoy the rights and privileges pertaining to the members of YCA and Maine Audubon.

Section E. Membership shall be effective from the date of the initial payment of dues.

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

Section G. An annual membership meeting shall be held in June for the purpose of electing Officers and Directors, and any other business that may arise. Chapter members in attendance

shall constitute a quorum for the transaction of business at the annual meeting or at any duly called special meeting, and a simple majority of members present shall decide an issue at such meetings.

Section H. Special meetings may be called by the President with approval of the Board. Except in cases of emergency, ten days written notice of the annual meeting and/or special meetings stating the objective thereof, shall be published on the YCA's website and sent to each member at their last known email address.

#### **ARTICLE IV: Officers**

Section A. The officers of YCA shall be a President, a Vice President, a Secretary, and a Treasurer, and they shall perform the duties prescribed by these Bylaws. They shall be elected at the Annual Meeting of YCA, and their term shall be effective as of that date. They shall hold office for two years or until their successors are elected. They may be re-elected for successive two year terms. Any officer may resign at any time by giving written notice to the President or to the Board. Any officer may be removed from office by the Board at any time, with or without cause, by an affirmative vote of two-thirds of the Board's membership. In case of a Vacancy occurring among the officers before the end of the year, an interim officer shall be appointed by the Board for the remainder of the current term. All Officers shall also serve as Directors.

Section B. The President shall:

1. Preside at all meetings of the Board, as well as at any meetings of YCA's membership.
2. Direct and administer the affairs of YCA as its executive.
3. Supervise all phases of its work subject to instructions of the Board.
4. Be considered an ex-officio member of all standing and ad hoc committees.

Section C. The Vice President shall:

1. Assist the President in carrying out his or her duties.
2. Preside at any Board or membership meetings in the absence of the President.

Section D. The Secretary shall:

1. Keep a record of all the proceedings of the Board and of the Annual Meetings.
2. Preserve all records relating to YCA and perform such other duties as the Board may direct.
3. Following each Annual Meeting and election of officers, or if there are changes to the YCA's Officers or Directors during the course of the year, notify the Membership Manager of Maine Audubon of said election or changes.

Section E. The Treasurer shall:

1. Have custody of YCA's funds and accounts.
2. See to the deposit of all monies and securities in the name and to the credit of YCA in such depositories as may be designated by the Board.

3. Develop and propose an annual budget for approval by the Board prior to the beginning of each fiscal year. Monitor the flow of funds during the year, and notify the Board in a timely manner, of material variances or anticipated variances from the approved budget. The fiscal year shall be determined by Maine Audubon.
- 4 . Disburse the funds of YCA as may be ordered by the Board, receiving proper vouchers thereof, and render to the Board at their regular meetings, or whenever they require it, an account of all transactions as Treasurer and of the financial condition of YCA. All YCA checks and drafts shall be signed by either the Treasurer or the President of YCA, or by the Treasurer of Maine Audubon.
5. Submit a report of the financial condition at the Annual Meeting, and periodic reports at Board meetings.
6. Provide financial information to Maine Audubon as requested.

#### **ARTICLE V: Board of Directors (the “Board”)**

Section A. The Board shall consist of the Directors, including the elected Officers. It shall determine and direct the policies that will help YCA meet its mission.

Section B. The Board shall control the property, conduct the business of YCA and determine its policies consistent with the policies of Maine Audubon. The Directors shall be elected for a two year term by a majority vote of members present in person or by proxy at an Annual Meeting. They may be re-nominated and re-elected for successive two year terms.

Section C. Any Director’s vacancies occurring during the year may be filled by the Board for the unexpired term.

Section D. Board meetings shall be held at least six times during the year.

Section E. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that at least two Officers are present. Directors may participate in a meeting of the Board by means of videoconference, teleconference, or similar communications equipment whereby all persons participating in the meeting can hear each other and speak if desired. Remote participation in a meeting shall constitute presence in person at such meeting.

Section F. Except as otherwise provided in these Bylaws, an affirmative vote by simple majority of the Directors present at a meeting at which a quorum is present shall decide an issue. Any action taken without a meeting by agreement of a majority of Directors shall be deemed an action of the Board if all Directors are notified of the action and no Director makes prompt objection to such action. In the absence of an in-person or online virtual meeting, a Director’s vote by electronic mail sent to all other Directors shall suffice.

Section G. A Director may resign at any time by giving written notice to the President or the Board. A Director who is absent from three consecutive Board meetings may be asked to resign from the Board. A Director may be removed, at any point, by the Board, with or without cause, by an affirmative vote of two-thirds of the Board’s membership.

Section H. The Directors of YCA shall regularly attend Board meetings, participate in YCA projects and assume responsibilities as needed. Each Director shall serve on at least one standing committee. The Directors shall stay informed about Board matters, participate in overseeing policy and direction, and assist with the leadership and general promotion of YCA to support the organization's mission and needs. The Directors shall assist in representing YCA to the community and publicizing events. Every Director, in exercising his or her powers and discharging his or her duties, shall act honestly and in good faith with a view to the best interests of YCA.

Section I. The Board may nominate a Director to serve as YCA's representative and as a voting Trustee of the Maine Audubon Board of Trustees.. Each representative so elected shall hold office for a term of three years.

#### **ARTICLE VI: Nominating Committee**

Section A. Biennially, at least three months prior to the Annual Meeting, the Board shall appoint a Nominating Committee to serve for a two year term. It shall consist of at least two members of the Board and at least one person from the general membership who is not a member of the Board. The names of the members of such Nominating Committee shall then be made known to the members of YCA.

Section B. This committee shall nominate candidates for all elected officers and directors to maintain the desired size of the Board, as determined by the Board. Its report will be presented to the Board at least one month prior to the Annual Meeting for the Board's review and approval. At the Annual Meeting, the slate that has been approved by the Board shall be presented to the members, and may be elected by a majority vote of the members in attendance.

Section C. If any member of the Nominating Committee is unable to serve, the committee itself may fill this vacancy, and shall do so if needed to maintain the minimum of three committee members.

Section D. Nothing herein contained shall prevent nominations of members of the Board or Officers from the floor at the time of the meeting at which elections are to be held.

Section E. Nothing herein contained shall prevent nominations of Directors or Officers during the year, who, if approved by the Board, may serve until the following Annual Meeting, and may be included by the Nominating Committee on the slate of Officers and Directors at that time.

#### **ARTICLE VII: Auditing Committee**

If the Board determines that a financial audit should be performed, it may select a committee consisting of at least one person who is a Director or Officer, and at least one person who is neither a Director or Officer to work with the Treasurer to perform the audit. The Board shall provide guidance to said committee as to what the audit should cover. The committee shall report its findings to the Board when its audit has been completed.

## **ARTICLE VIII: Standing and Ad Hoc Committees**

Section A. Standing committees exist to support the mission and goals of YCA. Each committee is charged with proposing policies and making recommendation for action to the Board, and with implementing Board policies and initiatives pertinent to their focus. Each Director shall serve on at least one standing committee. The committee members shall chose a committee chairperson. Committee membership is also open to interested members of YCA, at the discretion of the chair of that Committee.

Section B. The standing committees may be as follows and may include such other committees as may be constituted by the Board to carry out the functions of YCA:

1. The **Membership Committee** shall promote membership in YCA. It shall welcome new members, and shall work with Maine Audubon to re-enroll lapsed members.
2. The **Publicity, Website and Social Media Committee** shall publicize, through newspaper and other publicity media, the purpose, programs, workshops, and other activities of the Chapter. It shall manage YCA's website, social media, and its Harlequin newsletter. It shall look for ways to increase their effectiveness, their reach and their level of engagement with the membership and general public.
3. The **Program Committee** shall plan, develop, and arrange for YCA's in-person and virtual program meetings, except for matters relating to YCA business that may be transacted at such meetings.
4. The **Field Trip and Workshop Committee** shall plan, organize and arrange for field trips and workshops that may be participated in by members of YCA and others interested in the purposes and aims of YCA.
5. The **Education Committee** shall inform and educate the public about the natural environment. It may work in various ways with York County schools, libraries and other organizations to pursue its goals.
6. The **Maine Young Birders Club ("MYBC") Committee** shall oversee the functioning of the MYBC. Two committee members shall serve as the co-coordinators of the MYBC, at least one of whom shall be a Director.
7. The **June Ficker Hog Island Educator's Scholarship Committee** shall manage the annual process for this scholarship, including publicizing its availability, encouraging and reviewing applicants, and recommending scholarship winners to the Board for its approval.
8. The **Conservation Committee** shall endeavor to keep informed on local and national legislative and governmental administrative matters affecting the conservation of natural resources. This committee shall also attempt to arouse greater local appreciation of the value and need of conservation in accordance with Audubon principles.

Section C. The Board may, from time to time, create an ad hoc committee for a specific purpose and for a limited duration. All acts of such committees shall be subject to approval by the Board.

**ARTICLE IX: Termination and Dissolution**

YCA reserves the right to terminate its chapter status on six month's notice, given in writing to Maine Audubon, in which case all allocation of dues by Maine Audubon to YCA will cease, on the expiration of the six month's period. YCA recognizes the right of Maine Audubon to terminate the chapter relationship on six month's notice, given by it to YCA, in which case the members of YCA shall continue as members thereof for the balance of the term for which dues have been paid.

Upon the dissolution, or upon abandonment, the assets of YCA remaining after payment of or provision for all debts and liabilities of YCA, shall be donated to such society or societies, fund or funds, or foundation or foundations having similar objectives and purposes as YCA, as the Board of YCA may designate, subject to the order of the Supreme Court of the State of Maine; provided that none of such assets shall be donated to any organization not qualifying under paragraph 501 (C) (3) of the Internal Revenue Code.

**ARTICLE X: Commitments**

The Board members of YCA or YCA itself shall not enter into any commitments binding on Maine Audubon without authorization from the latter. In like manner, Maine Audubon shall make no commitments binding on YCA without its consent.

**ARTICLE XI: Parliamentary Authority**

The rules contained in Robert's Rules of Order, Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

**ARTICLE XII: Amendments**

The Bylaws may be amended by a two-thirds vote of members present at any regular meeting or any special meeting thereof, regularly called, provided, however, that notice of such amendments be published on YCA's website and sent to each member at their last known email address at least ten days before said meeting.

The above Mission Statement and Bylaws were approved by the Board on April 18<sup>th</sup>, 2023 and adopted by vote of the Annual Meeting on -----

Bill Grabin, President; Monica Grabin, Secretary