

CONSTITUTION AND BYLAWS OF THE YORK COUNTY AUDUBON SOCIETY

MISSION STATEMENT: The York County Audubon Society is dedicated to fostering understanding, appreciation, and conservation of the natural world through the education of present and future generations.

CONSTITUTION

ARTICLE I

This organization shall be known as the York County Audubon Society, Inc.

ARTICLE II

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 Maine Audubon, of which this Society shall function as a Chapter.

Section 2. This Society 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 shareholder or individual. The property, assets, profits, and net income of this Society are irrecoverably 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.

ARTICLE I: Membership

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

Section 2. Classes of membership shall be the same as those maintained by Maine Audubon.

Section 3. Annual dues of membership shall be those of Maine Audubon.

Section 4. All classes of members shall enjoy the rights and privileges pertaining to the members of this Society, Maine Audubon, and the National Audubon Society.

Section 5. Membership dues shall be payable at the time of application and shall be effective from the date of election.

Section 6. 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.

ARTICLE II: Meetings

Section 1. Regular meetings of the Society shall be held each month from September through June unless otherwise ordered by the Society or by the Executive Board.

Section 2. The regular meeting in June shall be the Annual Meeting and shall be for the purpose of electing officers and any other business that may arise.

Section 3. Special meetings may be called by the President with approval of the Executive Board. Except in cases of emergency, ten days written notice of the annual meeting and/or special meetings stating the objective thereof, shall be given to each member at the last known address.

Section 4. A two-thirds vote of members present shall constitute a quorum at any annual or special meeting.

ARTICLE III: Officers

Section 1. The officers of the Society shall be a President, a Vice President, a Secretary, a Treasurer and a minimum of six Directors. These officers and directors shall perform the duties prescribed by these bylaws. They shall be instated at the Annual Meeting of the Society and shall hold office for two years or until their successors are elected. In case of a Vacancy occurring among the officers before the end of the year, the place shall be filled for the remainder the term by the Executive Board.

ARTICLE IV: Executive Board

Section 1. The Executive Board shall consist of the Directors, the elected officers, and the immediate Past President.

Section 2. It shall control the property, conduct the business of the Society and determine its policies consistent with the policies of Maine Audubon. The Directors shall be elected by a majority vote of members present in person or by proxy at the Annual Meeting.

Section 3. Any vacancies occurring during the year shall be filled by the Executive Board for the unexpired term.

Section 4. Meetings shall be held five times during the year.

Section 5. Five members of the Executive Board shall constitute a quorum for the transaction of business, but two of these five must be directors.

Section 6. Ten days notice shall precede all meetings.

Section 7. A director who is absent from three consecutive board meetings may be asked to resign from the Executive Board.

ARTICLE V: Duties of Officers

A. Elected Officers

1. The President shall:
 - a. Preside at all meetings of the Executive Board, the annual and special meetings of the Society as well as at all regular meetings.
 - b. Direct and administer the affairs of the Society as its executive head.
 - c. Supervise all phases of its work subject to instructions of the Executive Board.
2. The Vice President shall:
 - a. Assist the President in the carrying out his/her duties.
3. The Secretary shall:
 - a. Keep a record of all the proceedings of the Executive Board and of the Annual Meetings.
 - b. Preserve all records relating to the Society and perform such other duties as the Executive Board may direct.
 - c. Following each Annual Meeting and election of officers, notify the Membership Secretary of Maine Audubon.
4. The Treasurer shall:
 - a. Have custody of the Society's funds and securities.
 - b. See to the deposit of all monies and securities in the name and to the credit of the Society in such depositories as may be designated by the Executive Board.
 - c. Disburse the funds of the Society as may be ordered by the Executive Board, receiving proper vouchers thereof, and render to the Executive Board at their regular meetings, or whenever they require it, an account of all transactions as treasurer and of the financial condition of the Society.
 - d. Submit a report of the financial condition at the Annual Meeting.

ARTICLE VI: Nominating Committee

Section 1. At least two months prior to the Annual Meeting, the Executive Board shall appoint a Nominating Committee to consist of ~~three members of the Society two of whom are not officers of the Society or members of the Executive Board~~ at least two members of the Board and at least one person from the general membership who is not an officer or member of the Board [Amendment passed 6/18/13]. The names of the members of such Nominating Committee shall then be made known to the members of the Society.

Section 2. This committee shall nominate candidates for all elected officers and directors to succeed those whose terms of office will next expire. Its report will be presented one (1) month prior to the Annual Meeting. The members shall then elect (by ballot) the candidate for each office at the Annual Meeting.

Section 3. If any member of the Nominating Committee is unable to serve, the committee itself shall fill this vacancy.

Section 4. Nothing herein contained shall prevent nominations of members of the Executive Board or officers from the floor at the time of the meeting at which elections are to be held.

ARTICLE VII: Auditing Committee

There shall be a special committee on audit elected annually by the Executive Board, consisting of two members of the Society who are not Directors. If the Executive Board decides that the Society's accounts be audited by certified public accountants, the function of the special committee on audit will be to report at the Annual Meeting on the scope, character and accuracy of the Treasurer's report.

ARTICLE VIII: Other Committees

Section 1. The President shall appoint chairmen of standing committees who, in turn, may select their own committee members with recommendations from the Executive Board.

Section 2. The standing committees may be as follows and may include such other committees as may be constituted by the Executive Board to carry out the functions of the Society.

Membership Committee

The Membership Chairman shall obtain and send to the Membership Department of Maine Audubon lists of names and addresses of potential members residing within the allotted territory of this Society. It shall also attempt to obtain the continuing membership of those who have become delinquent in the payment of their dues.

Publicity Committee

The Publicity Chairman shall publicize, through newspaper and other publicity media, the purpose and program of the Chapter. Should the Chairman wish to, and deem it advantageous to, publicize the purposes and program of Maine Audubon, it will depend upon the control of official releases of Maine Audubon, or clear with the latter's Public Relations Department.

Conservation Committee

The Conservation Chairman 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.

Program Committee

The Program Committee shall plan, develop, and arrange the regular meetings except for matters relating to Society business that may be transacted at such meetings.

Field Trip Committee

The Field Trip Committee shall plan, organize and arrange for the proper conduct of field trips that may be participated in by members of the Society and others interested in the purposes and aims of the Society.

Education Committee

The Education Committee shall inform and educate the public about the natural environment.

ARTICLE IX

This Society 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 this Society will cease, on the expiration of the six month's period. This Society recognizes the right of Maine Audubon to terminate the chapter relationship on six month's notice, given by it to this Society, in which case the members of this Society 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 this Society remaining after payment of or provision for all debts and liabilities of this Society, shall be donated to such society or societies, fund or funds, or foundation or foundations having similar objectives end purposes as this Society, as the Executive Board of this Society 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 Executive Board members of this Society 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 this Society 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 Constitution and By-Laws 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 mailed to each member at the last known address at least ten days before said meeting.

Above Mission Statement, Constitution, and Bylaws Adopted by vote of the
Annual Meeting June 15, 2004

David Doubleday, President

Pat Sanborn, Secretary