

Washington Crossing Audubon Society

CONSTITUTION

ARTICLE I NAME

This organization shall be known as the Washington Crossing Audubon Society (hereinafter called SOCIETY).

ARTICLE II PURPOSE

Section 1. The purpose and objectives of this SOCIETY shall be to engage exclusively in any such educational, scientific, literary, historical and charitable pursuits as are set forth in its Certificate of Incorporation, if any, and/or are the purposes and objectives of National Audubon Society, Inc. (hereinafter called NATIONAL SOCIETY), of which this SOCIETY shall function as a Chapter, and said purposes and objectives shall conform to the provisions of Section 501 (c) (3) of the Internal Revenue Code.

Section 2. This SOCIETY is not organized, 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 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 provisions for, all debts and liabilities of this SOCIETY, shall be donated to NATIONAL SOCIETY or its successor or, if unwilling or unable to accept said donation, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objects 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 one or more of the purposes presently set forth in Section 501 (c) (3) of the Internal Revenue Code.

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BY-LAWS

ARTICLE I MEMBERSHIP

Section 1. Any person interested in the purposes and objectives of this SOCIETY is eligible to apply for membership.

Section 2. The classes of membership of this SOCIETY shall include the voting classes of individual Membership maintained by the NATIONAL SOCIETY: Regular Member, Family Member, Student Member, Sustaining Member, Supporting Member, Contributing Member, Donor Member, and Life Member, and any other such voting classes of individual Membership as may be established by the NATIONAL SOCIETY. In addition, a Chapter-Only membership shall be available.

Section 3. The membership dues for all classes of membership except Chapter-Only members shall be established by the NATIONAL SOCIETY. The membership dues for Chapter-Only members shall be established by this SOCIETY.

Section 4. All members of this SOCIETY except Chapter-Only members shall enjoy all the rights and privileges accorded to the members of both this and the NATIONAL SOCIETY. Chapter-Only members shall enjoy all the rights and privileges accorded to the members of just this SOCIETY.

Section 5. Each member shall have the right to cast one vote at the annual meeting and at any regular or special meeting of members on any motion that may properly be brought before such meeting, including the election of officers and directors. Members in the Family Class of Membership shall be entitled to two votes per family, provided that at least two members of the family are present in person at the time of the voting.

Section 6. Membership dues shall be payable at the time of application and, in the case of Regular, Family, Student, Sustaining, Supporting, Contributing, Donor and Chapter-Only members, yearly thereafter. In the case of Life members, dues shall be paid in full in one sum, except as may be provided otherwise in the By-Laws of the NATIONAL SOCIETY.

Section 7. Should renewal of membership dues not be paid within six months after due date, a member so in default shall be dropped forthwith from the rolls.

ARTICLE II MEMBER MEETINGS

Section 1. Regular meetings of members shall be held on such day of such months as may be determined by vote of the Board of Directors, but such regular meetings shall be held not fewer than six times in any calendar year.

Section 2. The annual meeting of members shall be held on such date in the month of May each year or as may be determined by vote of the Board of Directors. Directors and officers elected during this meeting will begin their terms on the first day of the next fiscal year.

Section 3. Special meetings of members may be called by the President or pursuant to resolution of the Board, or by petition of not less than one-tenth (1/10) of all members entitled to vote.

Section 4. Notice of the annual meeting, special meetings, and regular meetings, at which SOCIETY business is to be transacted, shall be given not less than fifteen (15) days before the date of the meeting. Such notice is given when deposited in the United States mail, with postage thereon prepaid, and directed to the member at his address as it appears on the record of members, or at such other address as he may request in writing to the Secretary of this SOCIETY. Notice of such meetings may be published in the SOCIETY's newsletter or other regular publication, provided such publication is mailed according to the provisions stated hereinabove.

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Section 5. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.

Section 6. The lesser of either 3% of all voting members or thirty (30) voting members shall constitute a quorum at any meeting of members at which SOCIETY business is to be conducted. The members must be present in person.

ARTICLE III BOARD OF DIRECTORS

Section 1. The control and conduct of the business of the SOCIETY shall be vested in its Board of Directors. The Board shall include not fewer than ten (10) elected Directors.

Section 2. The Directors shall be elected for the term of three (3) years by a plurality of the voting members of the SOCIETY present in person at the annual meeting of members. Approximately one-third of the Directors shall be elected at each annual meeting..

Section 3. An individual may remain on the Board as long as he/she is re-elected or appointed.

Section 4. If by reason of resignation or death or any other reason, vacancies exist whereby the Board has not the full complement of Directors, the Board may proceed to elect a Director or Directors to fill such vacancies and the Director or Directors so elected shall serve until the end of that current fiscal year.

Section 5. There shall be at least five regular meetings of the Board of Directors in any one calendar year, not more than one regular meeting in any one month. The dates for the regular meetings shall be determined by the Board at its first regular meeting following the annual meeting of members.

Section 6. Special meetings of the Board shall be called by the President or by the Secretary upon request of the majority of the Board. Notice of a special meeting may be given in person or by telephone not less than three (3) nor more than ten (10) days prior to the date of the meeting or, if by mail, not less than ten (10) nor more than twenty (20) days prior to the date of the meeting.

Section 7. A majority of the Board shall constitute a quorum at any meeting of the Board provided such quorum includes a majority of the elected Directors.

Section 8. The President or, in his absence, the Vice President, shall act as Chairman at any meeting of the Board. In the absence of both the President and the Vice President, the Board shall designate any other member of the Board to act as Chairman at such meeting.

Section 9. Should it become necessary for the Board to make a decision when either a quorum is not present, or at some time between meetings, then, at the discretion of the President, a poll of Directors and Officers not present may be taken. Such a poll can be either by telephone or by e-mail or combination thereof. The results of the poll will be conveyed to the Board members promptly after it is decided. The process will be documented and reported to the Board by the Secretary at the next regular Board meeting.

Section 10. Any Board member may request a secret ballot on a motion.

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ARTICLE IV OFFICERS

Section 1. The Officers of the SOCIETY shall be a President, a Vice President, a Secretary, and a Treasurer, and such other Officers as may be determined by the Board of Directors.

Section 2. The President shall hold office for a one-year term, or until a successor is elected, with a limit of two consecutive terms. All other Officers shall serve for one (1) year terms, or until their successors are elected; there is no term limit.

Section 3. The officers shall be elected for their respective terms by a plurality of the voting members of the SOCIETY present in person at the annual meeting of the members.

Section 4. If by reason of resignation or death or for any 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 until the end of that current fiscal year.

Section 5. The President shall direct and administer the affairs of the SOCIETY as its executive head and shall supervise all phases of its activities, subject to instructions by the Board. He shall also be an ex-officio member of all committees. He shall preside at all meetings of members and of the Board.

Section 6. The Vice President shall assist the President to carry out his duties and, in the absence of the President, the Vice President shall direct and administer the affairs of the SOCIETY and supervise all phases of its activities, subject

to instructions by the Board, and shall preside at meetings of members and the Board.

Section 7. The Secretary shall keep a record of all proceedings of the SOCIETY and of the Board of Directors. He shall send notice of all meetings. He shall preserve the seal of the SOCIETY, and shall attest the same.

Section 8. The Treasurer shall have custody of the SOCIETY's funds. He shall disperse such funds as may be ordered by the Board. He shall report to the Board of Directors at its regular meetings or as requested. He shall prepare an annual report on the financial condition of the SOCIETY for distribution to the members at the annual meeting of members and shall forward a copy of such report to the NATIONAL SOCIETY.

Section 9. All checks and drafts of the SOCIETY may be signed by the Treasurer, the President or Vice President. Two signatures are required, except as otherwise authorized by the Board.

ARTICLE V NOMINATING COMMITTEE

Section 1. The Board of Directors shall annually appoint, not later than four (4) months prior to the next annual meeting of members, 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 members through the SOCIETY's newsletter or other publication, or by mail, or at the regular meeting of members, not later than one (1) month after the Nominating Committee has been constituted. Suggestions for nominations of Officers and Directors may be submitted to the Nominating Committee by any member of the SOCIETY.

Section 2. The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms expire at the end of that current fiscal year. The Committee's report shall be presented to the membership at a regular meeting of members not later than one (1) month nor earlier than two (2) months prior to the annual meeting, at which time nominations from the floor may be taken.

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ARTICLE VI OTHER COMMITTEES

Section 1. The President, with the approval of the Board of Directors, shall appoint chairmen 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 (1) year, or until their successors are appointed.

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

Section 3. The Standing Committees may be as follows and may include such other committees as may be constituted by the Board of Directors to carry out the functions of the SOCIETY:

MEMBERSHIP COMMITTEE

The membership committee shall maintain close contact with the Membership Department of the NATIONAL SOCIETY. It shall keep the SOCIETY's membership records and shall conduct membership campaigns to enroll new members. It shall endeavor to retain those members who have become delinquent in the payment of their dues.

PROGRAM COMMITTEE

The Program Committee shall make all plans and arrangements for the regular meetings, except for matters relating to SOCIETY business that may be transacted at such meetings. The Committee shall make arrangements for lectures, discussions and such other events as may promote interest in and appreciation of conservation, ecology, and natural history.

CONSERVATION COMMITTEE

The Conservation Committee shall keep the Board and the membership of the SOCIETY informed on governmental and other policies and actions affecting the natural environment and conservation of natural resources. It shall draft and recommend the SOCIETY's conservation policy to the SOCIETY's Board of Directors. It shall carry out the conservation policy as approved by the Board.

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.

PUBLICITY

The Publicity Committee shall publicize, through newspapers, radio, TV and other publicity media, the purposes, aims and programs of the SOCIETY.

PUBLICATIONS COMMITTEE

The Publications Committee shall publish, at least four (4) times a year, a bulletin or newsletter for the members of the SOCIETY and shall prepare any other publications helpful to the SOCIETY's program.

EDUCATION COMMITTEE

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

DEVELOPMENT COMMITTEE

The Development Committee shall endeavor to raise funding for projects approved by the SOCIETY'S Board of Directors. The Committee shall work closely with the Treasurer and the SOCIETY'S committees germane to the project.

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ARTICLE VII COMMITMENTS

This SOCIETY shall not enter into any commitments binding upon the NATIONAL SOCIETY without written authorization by the NATIONAL SOCIETY, nor shall the NATIONAL SOCIETY, without written authorization by this SOCIETY, enter into any commitments binding upon this SOCIETY.

ARTICLE VIII DISCONTINUANCE

The SOCIETY may terminate its status as a Chapter of the NATIONAL SOCIETY upon six (6) months' notice in writing to the NATIONAL SOCIETY, and the NATIONAL SOCIETY may terminate the status of this SOCIETY as a Chapter of the NATIONAL SOCIETY upon six (6) months' notice, in writing, to this SOCIETY. In the event of such notice of termination by either this SOCIETY or the NATIONAL SOCIETY, the allocation of dues by the NATIONAL SOCIETY to this SOCIETY shall cease on expiration of the six (6) months' period. However, members of this SOCIETY shall remain members of the NATIONAL SOCIETY for the balance of the term for which dues have been paid.

ARTICLE IX AMENDMENTS

This Constitution and By-Laws may be amended by a majority vote of members present in person at any regular or special meeting of members duly called pursuant to the provisions of ARTICLE II Section 4 hereinabove. The notice of such meeting shall recite the wording of each proposed amendment.

ARTICLE X PARLIAMENTARY AUTHORITY

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

ARTICLE XI CONSTRUCTION

Section 1. This Constitution and By-Laws shall be constructed under the laws of the State of New Jersey.

Section 2. The masculine pronoun, as used hereinabove, shall mean the masculine or feminine, wherever applicable.

Note: The most recent modifications to these ByLaws was approved by the General membership at the Program meeting of Washington Crossing Audubon Society November 15th, 2010.