

CONSTITUTION AND BY-LAWS
MISSISSIPPI COAST AUDUBON SOCIETY
Amended September 17, 2014

CONSTITUTION

*ARTICLE I: NAME

This organization shall be known as the Mississippi Coast Audubon Society.

*ARTICLE II: PURPOSE

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 the National Audubon Society, of which the Society shall function as a chapter.

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 provisional for all debts and liabilities of this Society, shall be donated to National Audubon Society, Inc. 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 or 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 charitable purposes as presently set forth in Section 501(c)(3) of the Internal Revenue Code.

The name of this Society shall not be used to endorse any political candidate for public office nor shall the funds of this Society be used in any such manner (including the publishing or distributing of statement) to promote such candidacy. This Society may not participate in organizations or coalitions that exist solely for the purpose of promoting political candidates for office.

BY LAWS

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 the National Audubon Society.

Section 3. Annual dues of membership shall be established by the National Audubon Society.

Section 4. All classes of members shall enjoy all the rights and privileges pertaining to the members of both this and the National Society.

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

Section 6. Should renewal of membership dues not be paid within six months after the time they are payable, a member so on default shall forthwith be dropped from the rolls.

ARTICLE II: MEETINGS

Section 1. Regular Meetings will be held no less than three times per year on the second Monday in January, and on the third Monday of May and September beginning 1 June 2009. Date changes to the regular meeting schedule will be announced to the membership via the newspaper, newsletter, or electronically.

Section 2. The May meeting shall be the annual Meeting of the Society, at which time new officers will be elected.

Section 3. Ten (10) members in good standing shall constitute a quorum for the transaction of business at any duly called regular or special meeting.

Section 4. Special meetings may be called by the President, or pursuant to a resolution of the Board. Ten days written notice of such special meeting, stating objectives thereof, shall be given each member at his last known address.

ARTICLE III: BOARD OF DIRECTORS

Section 1. The control and conduct of business of the Society shall be vested in its Board of Directors. The Board shall determine the policies of the Society. The Board

shall include (a) the elected officers and (b) three (3) Directors elected by the members for terms of one year.

Section 2. Regular meetings of the Board shall be held quarterly. Time sensitive issues arising between regularly scheduled meetings may be addressed electronically or by phone.

Section 3. A majority of the Board shall constitute a quorum at any meeting.

Section 4. Special meetings of the Board may be called by the President or upon the request of the majority of the Board.

Section 5. A vacancy of an elected board member shall be filled by the majority vote of the Board of Directors to hold the position until the next annual meeting at which time the vacancy shall be filled in the regular way.

ARTICLE IV: OFFICERS

Section 1. The elected Officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer. [amended 9/17/2014 to add elected officer position: Liaison to the Pascagoula River Audubon Center]

The President shall hold office for a two-year term and shall not succeed himself. All other officers shall serve for one (1) year terms.

Section 2. A vacancy in the office of the President or in any other office shall be filled by the majority vote of the Board of Directors to hold office until the next annual meeting at which time the vacancy shall be filled in the regular way.

Section 3. The President shall be President of the Society, Chairman of the Board of Directors and an ex-officio member of all committees, with the exception of the nominating committee and shall perform all other duties associated with the Office of President.

Section 4. The Vice-President shall assist the President in the carrying out of his duties and shall preside at all meetings in the absence of the President.

Section 5. The Secretary shall keep a record of all proceedings of the Board and the Society.

Section 6. The Treasurer shall have custody of the Society's funds. He shall disburse the funds as ordered by the Board. He shall report to the Board of Directors at Board meetings, or as requested. He will prepare an annual report on the financial condition of the Society for distribution to the members at the annual meeting of the members, and a copy of which shall be forwarded to the National Audubon Society.

Section 7. All checks and drafts of the Society may be signed by the Treasurer, the President, Vice-President or Secretary. Two signatures shall be required for amounts over \$500 unless an exception to this rule is authorized by the Board of Directors.

[Section 8, amendment approved 9/17/2014: The Liaison to the Pascagoula River Audubon Society (PRAC) shall be a member of the Programs Committee of PRAC and will act to communicate and coordinate activities between the Society and PRAC.]

ARTICLE V: NOMINATING COMMITTEE

Section 1. The Board of Directors shall annually appoint 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 membership of the Society and suggestions for nominations for officers may be submitted to the Committee by any member of the Society.

Section 2. The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms will expire. The Committee's report shall be presented to the membership at the regular meeting of members in May.

Section 3. Nothing herein contained shall prevent nominations of officers from the floor at the time of the meeting at which elections are to be held.

ARTICLE VI: ELECTIONS

Section 1. The election of officers and directors shall take place at the Annual Meeting of the members in May. The officers will assume office on 1 July.

Section 2. Officers presented by the Nominating Committee shall be elected by a voice vote of the membership present, or by motion of the membership instructing the Secretary to cast a unanimous ballot in favor of the recommendations presented by the Nominating Committee: Provided, however, if there is more than one candidate for any office, the election to such office shall be by ballot with the winner receiving the majority vote of the ballots cast.

ARTICLE VII: COMMITTEES

Section 1. The President, with the approval of the Board of Directors, may appoint chairmen of committees as needed. Committees may include Membership, Programs, Education, Field Trips, Conservation, Hospitality, Publications, Publicity, Finance, and others as deemed necessary, Committee chairmen, in turn, may select their own committee members. Terms of office shall be for one year or until their successors

are appointed; but no Chairman shall serve more than three consecutive years for the same Committee.

*ARTICLE VIII: 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 IX: DISCONTINUANCE

This SOCIETY may terminate its status as a Chapter of the NATIONAL SOCIETY, and the NATIONAL SOCIETY may terminate the status of this 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 X: PARLIAMENT AUTHORITY

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

ARTICLE XI: AMENDMENTS

The Constitution and By-Laws may be amended by a majority vote of members in good standing present at any regular meeting or at any special meeting thereof, regularly called, provided a quorum is present.

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NOTE: The Articles marked by a star (*) are required by the National Audubon Society.